

Date: September 2, 2025

Listing Compliance Department

BSE Limited Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai - 400001 Scrip Code: 542729	The National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 Symbol: DCMNVL
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Sub: Notice of 9th Annual General Meeting and Annual Report for Financial Year 2024-25

Dear Sir/Madam,

Pursuant to Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, This is to inform that the **9th Annual General Meeting ("AGM")** of DCM Nouvelle Limited (the "**Company**") is scheduled to be held on **Friday, September 26, 2025 at 11.00 A.M. (IST)** through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Members of the Company holding shares in dematerialised or physical form on Friday, September 19, 2025 ("**Cut-off date**") will be eligible to cast their vote by electronic means through remote e-voting facility or through e-voting at the AGM on all resolutions as set out in the AGM Notice. The remote e-voting shall commence on Tuesday, September 23, 2025 at 09:00 A.M. (IST) and end on Thursday, September 25, 2025, at 05:00 P.M. (IST)

In compliance with the relevant MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2024-25, comprising the Standalone and Consolidated Financial Statements for the financial year 2024-25, Board's Report, Auditors' Report, Business Responsibility and Sustainability Report and other documents required to be attached thereto along with the Notice of 9th AGM is being sent to all the members of the Company whose email addresses are registered with the Company/ Registrar & Transfer Agent – Skyline Financial Services Private Limited. However, members desiring a physical copy of the Annual Report for FY 2024-25 may write to the Company/RTA or email at info@dcmnvl.com or parveen@skylinerta.com.

Notice and Annual Report are attached and the same are also available on the Company's website at:

Sr. No	Documents	Link to Click
1	Annual Report FY 2024-25	Weblink
2	Notice of the 09 th Annual General Meeting	Weblink

We request you to consider this submission and take it on record.

Yours Faithfully,

For DCM Nouvelle Limited

Sandeep Kumar Jain
Chief Financial Officer

Spinning Growth, Stitching Success



ANNUAL REPORT
2024-25

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About the Company

Designed to Scale. Built to Lead

DCM Nouvelle Limited, a distinguished name in India's textile manufacturing sector, continues to build upon its enduring legacy of quality, innovation, and sustainability. Formed as a result of the demerger from DCM Limited, the company upholds a heritage that spans more than a century, representing stability and craftsmanship in the production of high-quality cotton yarn. With a steadfast commitment to operational excellence and ethical business practices, DCM Nouvelle has positioned itself as a reliable partner in both domestic and global markets.

DCM Nouvelle Limited is managing the magnum opus DCM Textiles, located at Hisar, Haryana and is pioneer in the field of Cotton Yarn manufacturing. It is a leading manufacturer & exporter of 100% cotton yarn from North India. With the introduction of brands of premium quality of Compact, Combed & Carded yarns such as "FUTURO", "PRIMERO" & "DINERO" respectively alongwith BCI Yarns. DCM Textiles has moved ahead in positioning itself as supplier of quality yarn. DCM Textiles has successfully engraved its name in domestic markets and have been exporting cotton yarn to more than 30 countries.

At the heart of DCM Nouvelle's operations is its state-of-the-art manufacturing facility located in Hisar, Haryana. This modern spinning unit, equipped with 1,57,872 spindles, is designed to produce superior-grade 100% cotton yarn that meets the evolving demands of the textile industry. The company specializes in Compact, combed, carded and double yarns, offering a diverse range of counts typically between Ne 20s and Ne 40s, which are widely used in garments, home textiles, and industrial applications. Throughout the year, the company maintained a high level of capacity utilization, consistently achieving operational efficiencies while emphasizing product uniformity and quality.

The financial year 2024-25 was marked by a complex operating environment. Global economic uncertainties, volatility in cotton prices, and fluctuating demand in key export markets presented significant challenges. However,





DCM Nouvelle responded with agility and strategic focus. The company's performance reflected its strong foundation and prudent management. Revenues from operations remained stable, supported by disciplined cost controls and targeted sales strategies. Despite external pressures, the company maintained healthy EBITDA margins and reported a profit after tax that underlined its financial resilience.

The year also brought with it numerous industry-wide challenges. The textile sector in India, while buoyed by strong fundamentals, faced headwinds due to global trade disruptions and inflationary trends impacting raw material costs. DCM Nouvelle navigated these issues by optimizing its procurement cycles, focusing on operational productivity, and maintaining close coordination with suppliers and customers alike. The company also diversified its customer base, particularly in international markets such as China, Portugal, Egypt, Bangladesh, and Turkey, which helped mitigate regional demand fluctuations.

DCM Nouvelle's long-term strategy is deeply rooted in sustainability and digital transformation. The company has made significant investments in clean and green manufacturing processes. It has implemented solar energy into its power mix, and adopted energy-efficient practices throughout the plant. These initiatives not only reduce the environmental impact of operations but also align with global standards increasingly demanded by customers, especially in export markets. Additionally, the Company has maintained certifications such as BCI, GOTS/OCS, OEKO-TEX, GRS/RCS, HIGG-FEM and organic yarn to strengthen its credentials in responsible sourcing.



A crucial aspect of the company's progress during the year was its continued journey toward digital integration. Through the use of smart manufacturing tools, data-driven inventory management, and automation, DCM Nouvelle has enhanced its responsiveness to market demands and improved overall supply chain visibility. These upgrades have enabled more accurate forecasting, better production planning, and minimized wastage, contributing to cost savings and improved customer satisfaction.

Human capital remains a core pillar of DCM Nouvelle's success. The company takes pride in fostering a safe, inclusive, and growth-oriented workplace. It has implemented training and skill development programs across all levels, ensuring that its workforce is equipped with the latest knowledge and best practices in the industry. Leadership development, health and safety compliance, and employee well-being are consistently prioritized to build a culture of performance and accountability.

The year also saw DCM Nouvelle increase its focus on product innovation and research. The company's R&D efforts were directed toward enhancing fiber strength, improving yarn finish, and expanding into value-added yarns suited for premium applications. There was a particular emphasis on sustainable product lines, including organic and recycled cotton yarns, to cater to environmentally conscious buyers. These innovations have helped differentiate the company in a highly competitive market and are expected to contribute positively to future growth.



Core Values

01

Integrity

Upholding the highest ethical standards in all our operations.

02

Innovation

Continuously seeking new ways to solve challenges and add value.

03

Excellence

Striving for perfection in every project and every interaction.

04

Sustainability

Committing to practices that protect the environment and benefit society.

05

Customer Focus

Ensuring that our clients' needs are at the center of everything we do.

Despite facing significant external risks, DCM Nouvelle has maintained a proactive approach to risk management. The volatility in cotton prices was addressed through strategic stocking and long-term procurement arrangements, while currency risk was mitigated using a mix of forward contracts and natural hedging. In anticipation of stricter environmental norms both domestically and globally, the company has invested in ESG-compliant infrastructure, thereby reducing exposure to regulatory risks and positioning itself as a forward-thinking organization.

As the global textile landscape undergoes significant changes, DCM Nouvelle is well-positioned to capitalize on emerging trends. The rebalancing of global supply chains, increasing preference for Indian textile products, and rising demand for sustainable yarns are all tailwinds that favor the company's long-term outlook. Going forward, the company aims to enhance its production capacities through brownfield expansions, strengthen its international footprint, and diversify its product portfolio to include more value-added and specialty yarns.

Corporate governance continues to be an area of strong emphasis at DCM Nouvelle. The company operates under the guidance of a qualified and experienced Board of

Directors that ensures adherence to best governance practices, regulatory compliance, and strategic foresight. Transparency, ethical conduct, and stakeholder engagement remain integral to the company's ethos.

In line with its social responsibilities, DCM Nouvelle remained actively engaged in community development through its Corporate Social Responsibility (CSR) initiatives. During the year, the company supported various educational programs aimed at enhancing learning opportunities and promoting academic growth in surrounding communities. These efforts reaffirm the company's belief in inclusive and sustainable development through education.

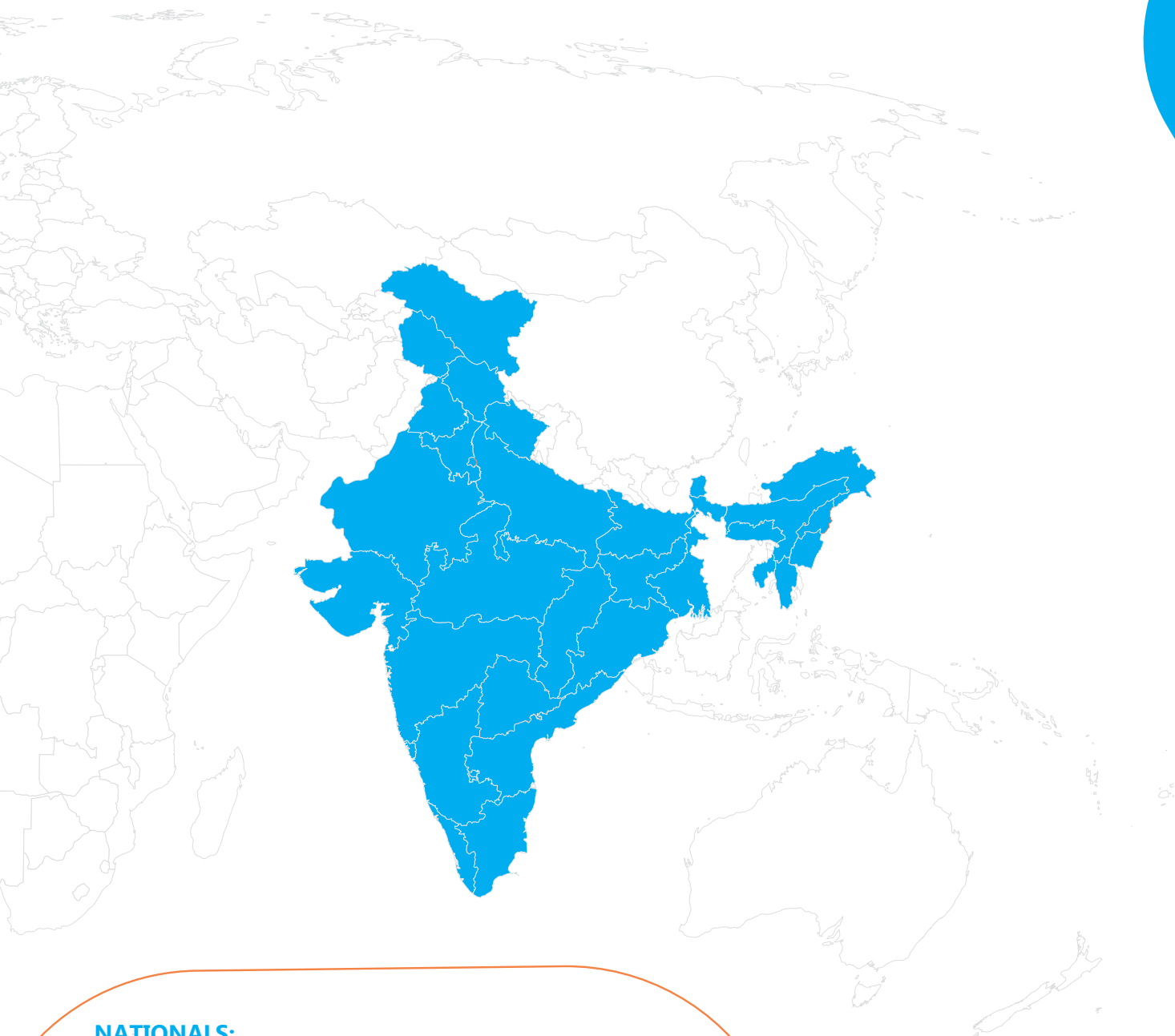
Concisely, FY 2024-25 was a year of resilience and forward movement for DCM Nouvelle Limited. While navigating a complex and dynamic business environment, the company remained committed to operational excellence, product quality, and sustainable growth. With a robust strategic framework and a culture of continuous improvement, DCM Nouvelle looks ahead to the future with confidence and optimism, determined to create long-term value for all its stakeholders.



Our footprints

INTERNATIONAL LOCATIONS:

- ❖ BANGLADESH
- ❖ PORTUGAL
- ❖ UAE
- ❖ CHINA
- ❖ EGYPT
- ❖ GUATEMALA
- ❖ SINGAPORE
- ❖ RUSSIA
- ❖ MAURITIUS
- ❖ TURKEY
- ❖ KUWAIT
- ❖ NEW JERSEY
- ❖ JORDAN
- ❖ HONGKONG
- ❖ SPAIN
- ❖ DOMINICAN REPUBLIC
- ❖ MACAO
- ❖ PHILIPPINES
- ❖ PERU
- ❖ THAILAND
- ❖ NETHERLANDS
- ❖ TAIWAN

**NATIONALS:**

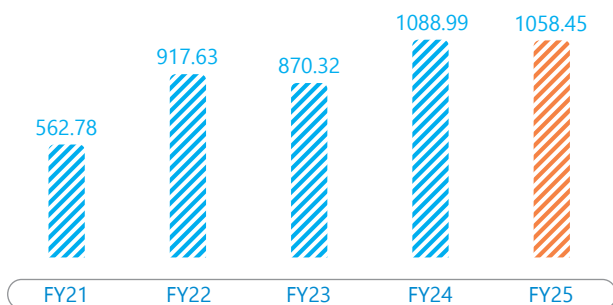
- | | |
|-----------------|--------------------|
| ❖ RAJASTHAN | ❖ HIMACHAL PRADESH |
| ❖ HARYANA | ❖ MAHARASHTRA |
| ❖ PUNJAB | ❖ BIHAR |
| ❖ DELHI | ❖ MADHYA PRADESH |
| ❖ WEST BENGAL | ❖ TAMIL NADU |
| ❖ GUJARAT | ❖ UTTARAKHAND |
| ❖ UTTAR PRADESH | ❖ JHARKHAND |

Key performance Indicators

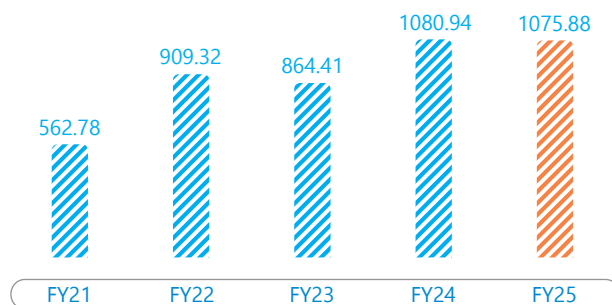
FINANCIAL METRICS

Revenue from operations (₹ in Crore)

On the basis of Standalone results

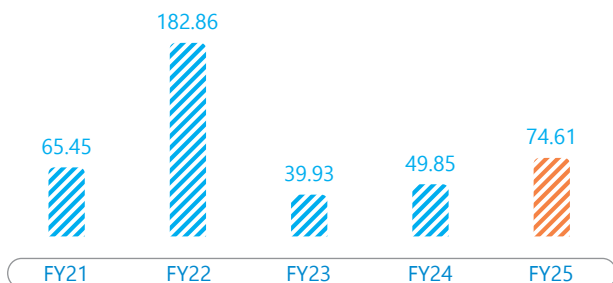


On the basis of Consolidated results

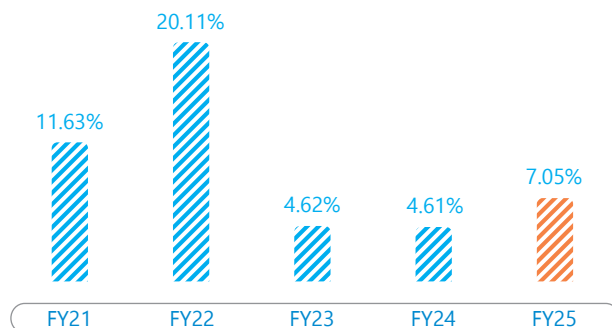


Ratios on Standalone Basis

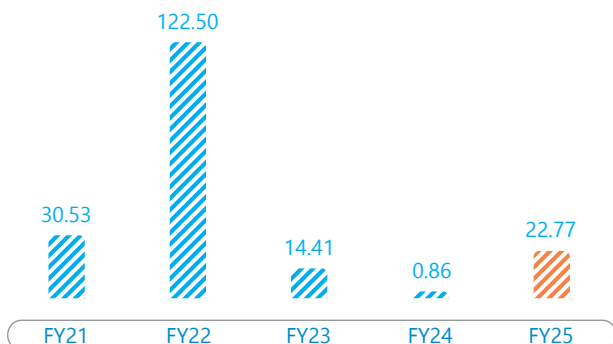
EBITDA (₹ in Crore)



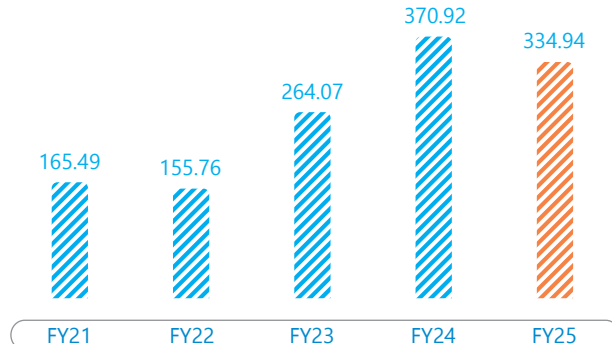
EBITDA Margin (%)

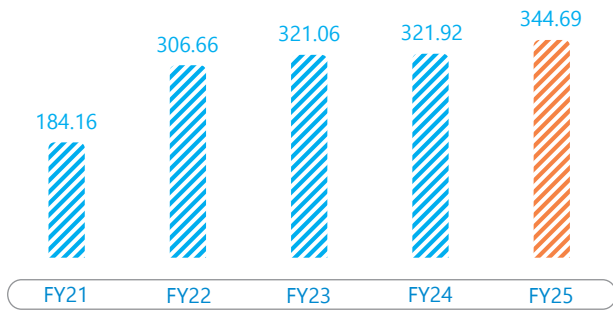
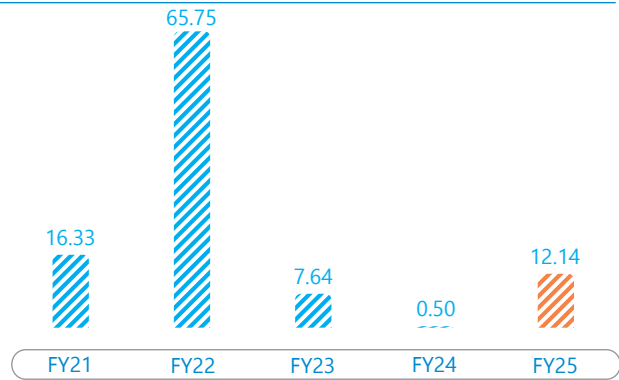
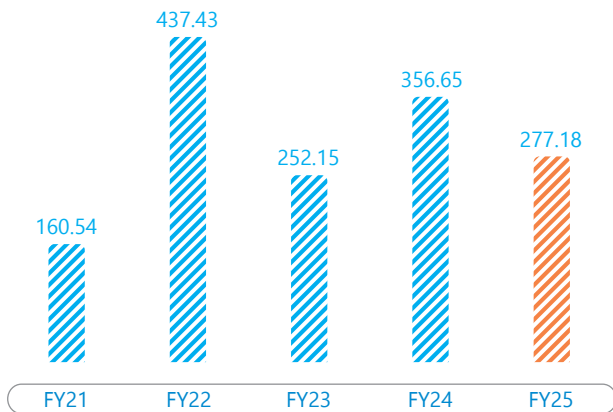
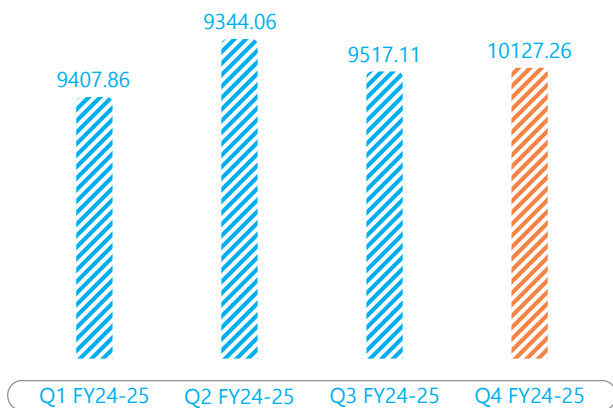
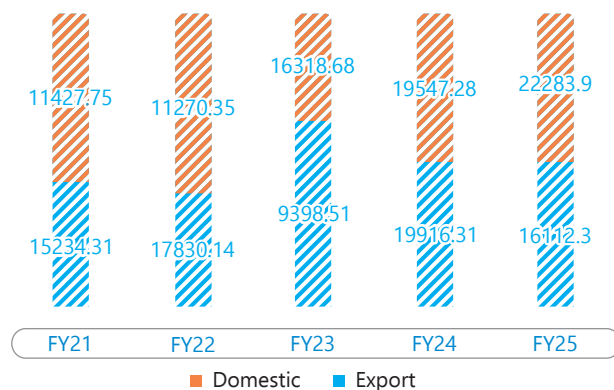


Profit after Tax (₹ in Crore)



Total Debt (₹ in Crore)



Net worth (₹ in Crore)**Earnings per share (Basis)****Market Capitalization (₹ in Crore)****KEY OPERATING METRICS****Sales Volumes- Product wise (MT) (Cotton Yarn)****Sales Volume (MT)**

Corporate philosophy

DCM Nouvelle Corporate philosophy evolves around 4 pillars



Business Integrity
& Ethics



Global Quality
Standards



Continuous Improvement
and Value additions



Customer
Satisfaction



**Business Integrity & Ethics.**

DCM Nouvelle Limited has set bench marks in business integrity and come under top the list of 'Honoured Business Houses' in India, which is acknowledged not only by its customers and suppliers but also by its competitors. The Company is determined to maintain highest standard of corporate ethics which have been maintained, preserved, and nurtured throughout the last over 100 years yielding immense benefits.

**Global Quality Standards.**

DCM Nouvelle Limited has always striven for world-class quality. Our 100% cotton carded and combed yarns are exported across the globe in premium segments.

**Continuous Improvement and Value additions.**

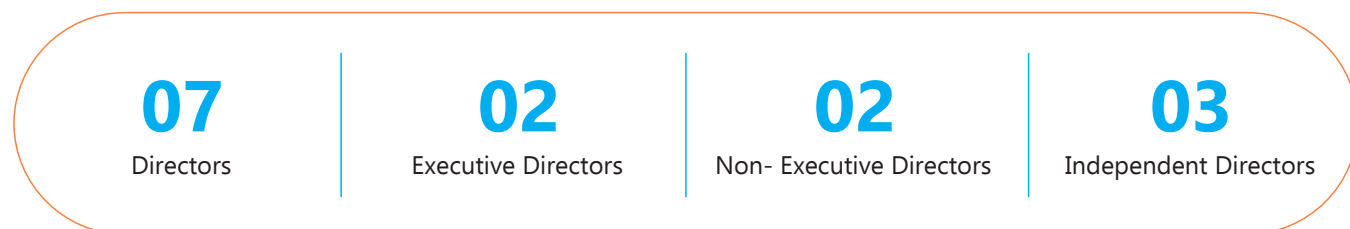
DCM Nouvelle Limited has firm commitment to the philosophy of continuous improvement. The company led the industry by getting ISO 9001 certification for yarn operations in textiles in the year 1995. The company has also embarked on the process of TQM and successfully implemented a few quality initiatives which have given rich dividends in terms of improvement in quality and cost reduction.

**Customer Satisfaction.**

DCM Nouvelle Limited takes customer satisfaction as a goal, therefore constant feedback is taken from them to improve over time. The Company measures customer satisfaction in order to improve by continuously interacting with them.

Governance Indicators

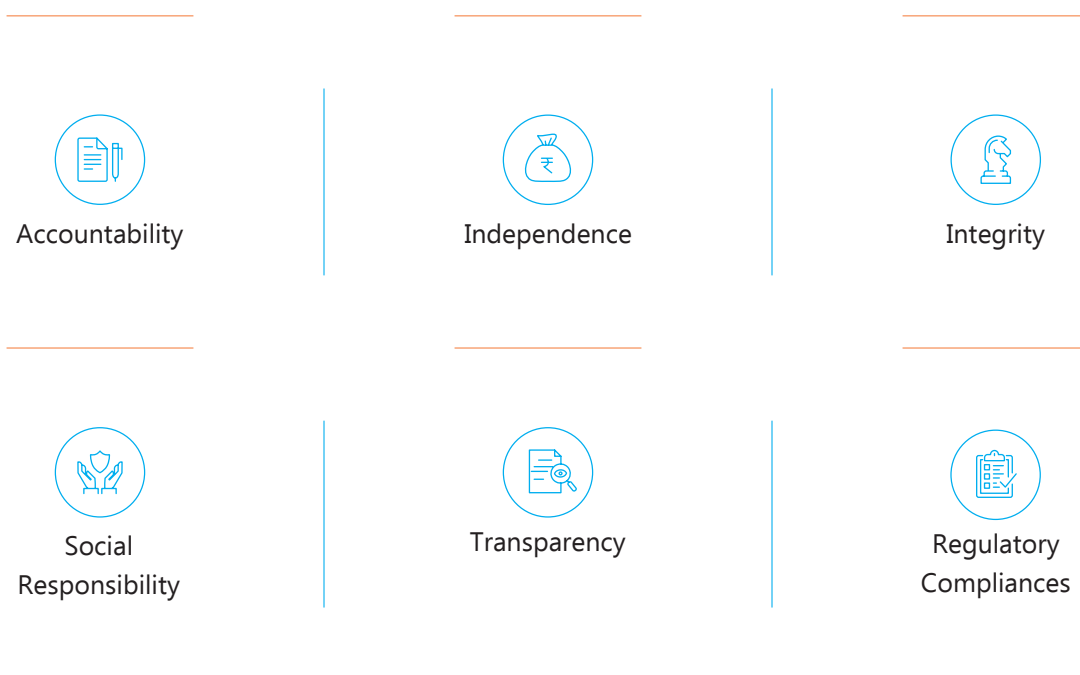
Board Composition



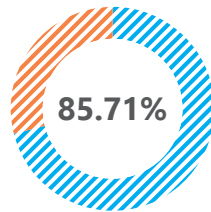
Committees



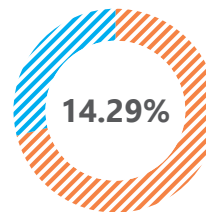
Core Principles of Corporate Governance



Gender Diversity



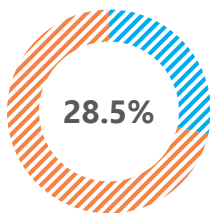
Men



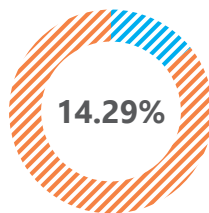
Women



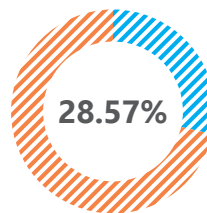
Age Diversity



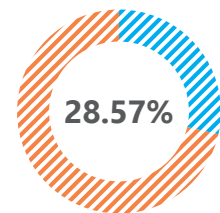
50-59 Years -2



60-69 Years-1



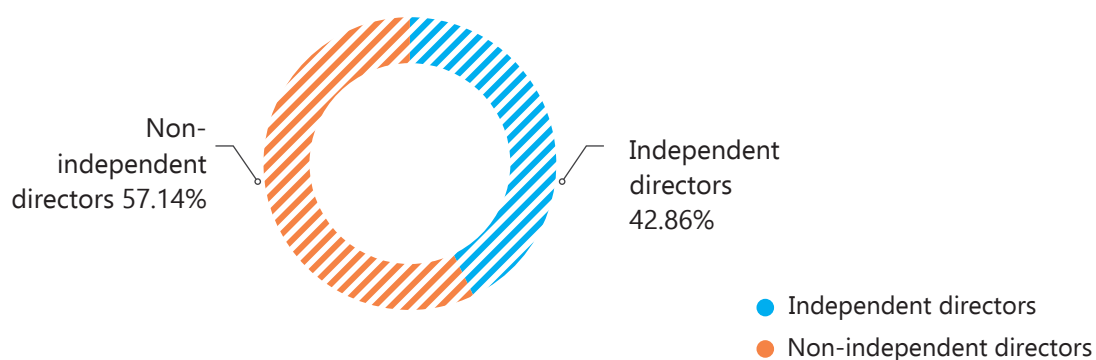
70-79 Years-2



80-89 Years-2

Board of Independence

3 of 7
Directors are independent



Audit Committee

● Independent directors
● Non-independent directors

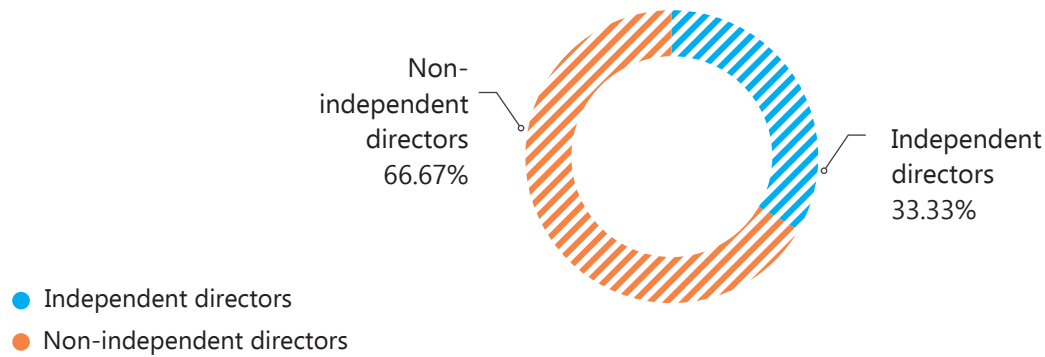


Nomination & Remuneration Committee

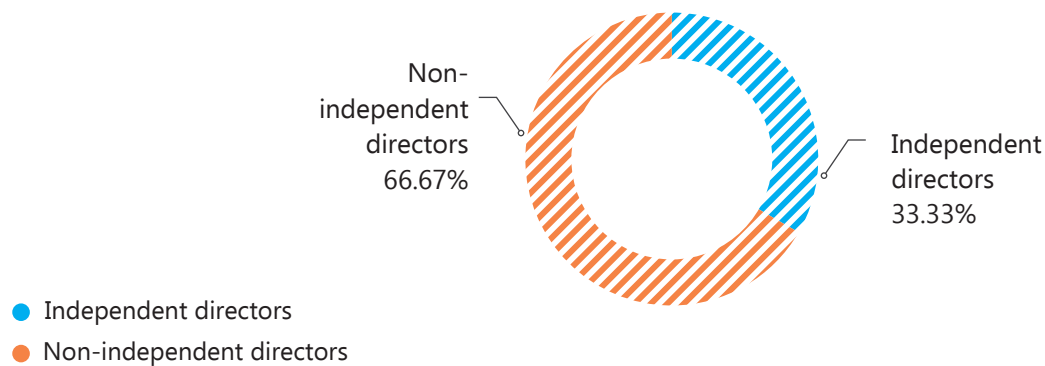
● Independent directors
● Non-independent directors



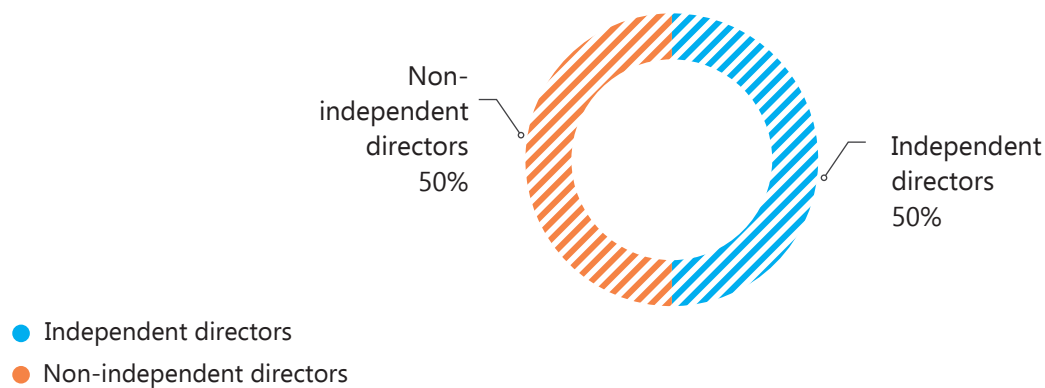
Risk Management Committee



Corporate Social Responsibilites Committee



Stakeholders' Finance Facilitation Committee



Message from the Chairperson

To Our Valued Stakeholders,

This year marked a significant turning point for DCM Nouvelle Limited as we delivered strong financial performance, navigated market volatility, and reinforced our position in the textile industry, all while maintaining a sharp focus on operational efficiency and sustainability.

DCM Nouvelle has Consistently followed a prudent policy of harmonious relations with all stakeholders including employees.

STEADFAST GROWTH, SHARED SUCCESS

Our progress is rooted in a strong foundation of values and a clear vision for sustainable, inclusive growth. Our collaborative approach and unwavering focus on quality and customer satisfaction have deepened our engagement with clients, suppliers, and communities alike. The confidence of our shareholders continues to motivate us to raise the bar in every aspect of our operations.



Meenakshi Nayar
Chairperson



Innovation, execution, and values-these remain our guiding lights as we continue to build a company that not only delivers today but endures tomorrow.



STRATEGIC INITIATIVES & EXPANSION

We have taken bold strides in advancing our business through focused investments, capacity expansion, and product innovation. Our subsidiary, DCM Nouvelle Specialty Chemicals Limited (DCMSCL), continues to be a cornerstone of our diversification journey. During the year, we expanded operational capabilities and explored new value-added segments to serve a broader spectrum of industry needs.

Building on the success of the previous year's Greenfield project, we have continued to scale our manufacturing and supply chain operations efficiently. Our commitment to timely execution and technological integration ensures that we remain well-positioned to capture emerging opportunities in both domestic and international markets.

FINANCIAL PERFORMANCE

Despite facing a marginal dip in top-line revenue-₹1058.45 Cr. in FY 2024-25 compared to ₹1080.88 Cr. in the previous year-we successfully enhanced our bottom-line performance. Our Profit After Tax (PAT) surged to ₹22.67 Cr. from ₹0.93 Cr., reflecting a remarkable turnaround driven by disciplined cost management, strategic inventory controls, and improved financial stewardship. Earnings per share also grew substantially to ₹12.14, underscoring the value we continue to deliver to our shareholders.

During the year, we encountered unforeseen challenges, including a one-time exceptional item of ₹4.66 Cr.. Yet, our resilience and the collective strength of our team enabled us to absorb this impact and close the year with a robust operating cash flow of ₹82.32 Cr.. This achievement is not merely financial-it demonstrates the maturity of our internal processes and the effectiveness of our strategic decisions.

SUSTAINABILITY AND RESPONSIBILITY

At DCMNVL, we are deeply aware of our role in shaping a sustainable future. ESG principles are increasingly central to

our operations and corporate philosophy. This year, we made measurable progress in reducing our environmental footprint, enhancing energy efficiency, and strengthening community outreach programs. We are also aligning our sustainability goals with global best practices to drive long-term environmental and social value.

OUR PEOPLE: THE FOUNDATION OF OUR SUCCESS

We recognize that our people are at the heart of every achievement. Our ongoing investment in workforce training, safety, and well-being is yielding a dynamic and engaged workplace culture. We remain committed to nurturing talent through leadership development, upskilling programs, and fostering an inclusive, diverse environment where every individual can thrive.

LOOKING AHEAD

We enter the new fiscal year with optimism, clarity of purpose, and renewed energy. With a proven track record in textiles and a growing presence in specialty chemicals, we are exploring new geographies, technologies, and collaborations. As we chart our future course, we remain grounded in our principles of operational excellence, integrity, and innovation.

HUMAN RESOURCES

Talent identification and development is vital to the success of any organisation. We have always earmarked reasonable budget for this and always believe in giving opportunity to the young aspirants. Our policies are integrated with our business goals.

In closing, I want to express my heartfelt gratitude to our employees, customers, suppliers, and shareholders for their continued support and trust. We remain committed to creating lasting value for all stakeholders and building a future that reflects the core values of DCM Nouvelle-integrity, innovation, and excellence.

Joint Message from the Managing Director & CEO



Hemant Bharat Ram
Managing Director



Vivek Kaushal
Chief Executive Officer



Strengthening our core, and
innovating to create enduring
stakeholder value.



Dear Stakeholders,

We are pleased to present an overview of DCM Nouvelle Limited's performance for the financial year ended March 31, 2025. This year has been one of significant progress—financially, operationally, and strategically—as we continued to navigate an evolving business landscape with agility, foresight, and a strong commitment to value creation.

Financial Performance: A Resilient Turnaround

FY 2024-25 was a year of disciplined execution and improved profitability. Despite a modest decline in revenue from operations to ₹1058.45 Cr. from ₹1080.88 Cr. in the previous year, we recorded a substantial rise in net profit to ₹22.67 Cr., up from ₹0.93 Cr. in FY 2023-24. This remarkable turnaround reflects the positive outcomes of our cost optimization efforts, operational efficiencies, and a disciplined focus on working capital and resource allocation.

Our earnings per share rose significantly to ₹12.14, and we generated healthy cash flows from operations amounting to ₹82.32 Cr.. We strengthened our balance sheet, enhanced shareholder value and continued to invest in our core textile operations and subsidiary business in specialty chemicals.

Sustainability & Governance: Our Long-Term Compass

In parallel with financial performance, we made significant strides in embedding Environmental, Social, and Governance (ESG) principles across the organization. Our theme, "Accelerating Growth Sustainably," is not a statement of intent—it is our operational reality.

As we pursue financial growth, we remain equally committed to our responsibilities as a sustainable and ethical organization. Environmental, Social, and Governance (ESG) principles are now deeply integrated into our decision-making and long-term strategy.

On the environmental front, we continue to invest in cleaner and more efficient technologies to reduce our energy footprint and water usage across manufacturing units. Regulatory Compliances are strictly monitored on regular intervals. The Company continues to prioritize renewable energy with total installed capacity of 16.855 MWp, as part

of its green energy drive.

Social responsibility is at the heart of our operations. We have expanded our employee engagement, health and safety programs, and initiated skill-building efforts across our workforce. Our CSR activities are aligned with community development goals, particularly in education and rural livelihood support.

Governance and integrity remain foundational to our corporate culture. We maintain a robust internal control framework supported by periodic audits, transparent disclosures, and a zero-tolerance approach to non-compliance. Our Board of Directors, guided by strong oversight and diverse expertise, ensures that we uphold the highest standards of ethical conduct and accountability.

Looking Ahead

Our strategy moving forward will focus on strengthening our core businesses, diversifying revenue streams through innovation, and diversifying revenue streams through innovation and building long-term resilience through digital transformation and ESG Stewardship. With a strong foundation in place, we are optimistic about the future and confident in our ability to continue delivering consistent value to all stakeholders.

We thank our employees, partners, shareholders, and the Board for their unwavering support and commitment to DCM Nouvelle's journey of transformation and responsible growth.

Letter from the Chief Financial Officer



Sandeep Kumar Jain
Chief Financial Officer



Accountability, efficiency,
and vision – the pillars of
our exceptional financial
turnaround



Dear Esteemed Shareholders,

It is my privilege to present to you the financial overview of DCM Nouvelle Limited for the financial year ended March 31, 2025. The year under review has been marked by strategic discipline, financial resilience, and strong operational execution that have contributed to a significant improvement in the company's profitability and financial health.

At DCM Nouvelle Limited, integrity is not just a value—it is the foundation of all our financial and operational practices. During FY 2024-25, we strengthened our internal control systems, reinforced our compliance culture, and continued to align our financial policies with the highest standards of corporate governance. We undertook regular internal audits, risk assessments, and policy reviews to ensure adherence to statutory requirements, accounting standards, and ethical practices.

Despite a slight decline in revenue from operations—₹1058.45 Cr. in FY 2024-25 as compared to ₹1080.88 Cr. in FY 2023-24—we achieved a remarkable growth in net profit, which stood at ₹22.67 Cr., representing an over 24x increase from the previous year. This performance was driven by a combination of improved operational efficiencies, prudent cost management, and effective working capital optimization. The earnings per share increased substantially to ₹12.14, up from ₹0.50 in the previous year.

One-time exceptional adjustments, including the

amortization of a deferred grant, its boosted the reported figures. However, our core business performance remained strong, reflecting the underlying health and scalability of our operations. Our cash flows from operations stood at ₹82.32 Cr., a substantial turnaround from the negative operating cash flow of ₹34.92 Cr. in the prior year.

During the year, we maintained rigorous financial controls and adhered strictly to governance frameworks, ensuring transparency and accountability across all levels. The statutory auditors have issued an unmodified audit opinion on both our standalone and consolidated financial statements, affirming the integrity of our reporting practices.

We continued to invest in strengthening our balance sheet while maintaining a balanced capital structure. Total equity increased to ₹344.69 Cr., supported by improved earnings and retained profits. At the same time, we maintained adequate liquidity and met all our financial obligations timely.

As we look to the future, our financial priorities remain clear—sustained profitability, disciplined capital deployment, and building financial resilience to support our long-term growth strategy. We are optimistic about the opportunities ahead and are committed to creating enduring value for all our stakeholders.

I would like to thank our Board of Directors, audit committee, employees, and financial partners for their continued support and trust. Above all, I thank our shareholders for your unwavering confidence in DCM Nouvelle Limited.

Message from the Chief Executive Officer



Sarvesh Khanna
Chief Executive Officer
DCM Nouvelle Specialty Chemicals Limited



Empowering specialty chemicals industry transformation through innovation, resilience, and dedication to sustainable development goals.



As we forge ahead in 2025, DCM Nouvelle Specialty Chemicals Limited stands committed to leading with innovation and resilience in the specialty amines sector. Our expertise in aliphatic and aromatic amines continues to drive advancements across critical industries—including agrochemicals, pharmaceuticals, rubber processing, and water treatment. Our commitment to cutting-edge technologies and strategic investment in production facilities, especially here in India, underscores our vision to be a trusted global partner.

What distinguishes DCMNSCL is our vibrant corporate culture, rooted in collaboration, experimentation, and continuous learning—qualities that drive both our mission and pursuit of excellence.

For the financial year 2024–25, DCM Nouvelle Specialty Chemicals Limited reported a total turnover (revenue from operations) of ₹ 17.43 Cr., marking a strong increase from the previous year's ₹ 6.30 Lakh.

Growth Outlook and Future Focus

The specialty chemicals industry is poised for significant expansion, fueled by increasing demand for high-performance materials and sustainable solutions worldwide. Specialty amines, with their versatile applications, are expected to benefit from accelerated growth in key sectors such as pharmaceuticals, agrochemicals, and advanced materials. We are strategically positioned to capitalize on these opportunities by leveraging our technological expertise and scalable manufacturing capabilities.

Looking ahead, DCMNSCL will place strong emphasis on innovation, operational excellence, and sustainability. This includes developing eco-friendly processes, enhancing product quality, and expanding our footprint in emerging markets. Our mission remains to consistently deliver value to customers and shareholders while contributing positively to the environment and society.

We are confident that our continued investments in R&D, coupled with our committed workforce and robust partnerships, will drive sustained growth and secure our leadership in the specialty amines market.

I thank our partners, team members, and stakeholders for your unwavering trust and support. Together, we continue to build a stronger, more innovative future for specialty chemicals.



Financial Performance for the Financial Year 2024-25

Consolidated Financial Performance

Revenue from Operations

The consolidated revenue from operations has shown a down by 0.47 % YoY to ₹1075.88 Cr. in FY 2024-25 compared to ₹1080.94 Cr. in FY 2023-24. The decline is due to lower sale in Textiles Segment.

Earnings Before Interest, Taxes, Depreciation and Amortisation (EBITDA)

Consolidated EBITDA was higher by 42.44% to ₹64.44 Cr. in FY 2024-25 compared to ₹45.24 Cr. in FY 2023-24. The improvement in annual performance was majorly driven by textile segment.

Finance Cost

The finance cost increased to ₹26.36 Cr. in FY 2024-25 from ₹25.17 Cr. in FY 2023-24 on account of increase in Textile interest rate by 50 basis points. The consolidated Gross debt stood lower by 9.16% at ₹337.56 Cr. as on 31st March 2025 compared to ₹371.61 Cr. as on 31st March 2024.

Depreciation

Increased capacity in Chemicals business resulted 25.54% YoY increase in depreciation to ₹29.01 Cr. in FY 2024-25 compared to ₹23.11 Cr. in FY 2023-24.

Standalone Financial Performance

Revenue

For FY 2024-25, revenue stood at ₹1058.45 Cr. lower by 2.1% compared to ₹1080.88 Cr. in FY 2023-24. In Quantity term, cotton yarn business showed the sales volumes for the year at 38393 MT (down 2.71% YoY). However, the volatility in cotton prices and reduction from exceptional high levels experienced last year impacted realisations.

Earnings Before Interest, Taxes, Depreciation and Amortisation (EBITDA)

Operating Profit (EBITDA) for the year FY 2024-25 stood at ₹74.61 Cr. compared to ₹49.85 Cr. for FY 2023-24. Cotton Yarn business EBITDA grew by 49.67% which was due to reduction in raw cotton prices and improved production yield.

Finance Cost

Finance cost for FY 2024-25 was higher by 3.99% to ₹26.11 Cr. compared to ₹25.11 Cr. in FY 2023-24. This is due to increase in interest cost by 50 basis point from FY24.

Depreciation

Depreciation increased by 0.10 % YoY to ₹22.77 Cr. in FY 2024-25 compared to ₹22.75 Cr. in FY 2023-24.

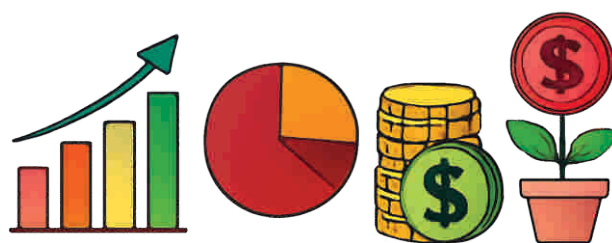
Profit After Tax (PAT)

Reported PAT stood at ₹ 22.67 Cr. in FY 2024-25 compared to ₹0.93 Cr. in FY 2023-24. PAT was higher on account of better sales realisation, lower input cost during FY 2024-25.

Profit After Tax (PAT)

Profit after Tax (after exceptional items) attributable to the owners of the Company was at ₹ 8.91 Cr. in FY 2024-25 compared to ₹ (3.26) Cr. in FY 2023-24. Adjusted PAT for the year was ₹ 4.25 Cr. compared to ₹ (3.26) Cr. in FY 2023-24. Adjusted PAT (owner's share) is before exceptional items, discontinuing operations and tax writebacks in the respective periods for like-to-like comparison.

FINANCIAL PERFORMANCE





Our Growth Strategy

At DCM Nouvelle Limited, our growth strategy is anchored in the principles of operational excellence, market diversification, and sustainable innovation. As we continue to evolve in a competitive landscape, our focus remains on building a resilient business model that delivers consistent value to stakeholders while preparing for long-term transformation.

1. Strengthening Core Operations

Our textile business continues to be the backbone of our company. We are investing in upgrading manufacturing infrastructure, deploying automation to enhance productivity, and optimizing our cost structures to remain globally competitive. Quality, reliability, and timely delivery remain central to our customer promise.

2. Strategic Expansion into Specialty Chemicals

Recognizing the potential in adjacent sectors, we are expanding through our wholly owned subsidiary, DCM Nouvelle Specialty Chemicals Limited. With a focus on high-value, performance-oriented chemical products, this vertical is positioned to diversify our revenue streams and tap into emerging demand across industries such as automotive, agriculture, and pharmaceuticals.

3. Market and Product Diversification

We are actively exploring opportunities to expand our footprint into newer geographies and value-added product segments. Strengthening our export base,

particularly in high-margin markets, is a key priority. Simultaneously, we are working on expanding our product portfolio to include more technically advanced and environmentally conscious offerings.

4. Embracing Digital Transformation

Digital technologies are integral to our growth agenda. We are implementing ERP and data-driven systems across our value chain to improve decision-making, streamline processes, and enhance customer experience. From supply chain visibility to real-time performance analytics, digital enablement is driving agility in our operations.

5. Sustainable and Responsible Growth

Sustainability is not just a compliance measure—it is a competitive advantage. Our ESG strategy supports long-term growth by reducing resource intensity, improving employee engagement, and aligning with global climate goals. We aim to grow profitably while minimizing our environmental footprint and maximizing social impact.

6. Talent and Capability Building

We believe that our people are our greatest asset. Our growth strategy includes nurturing internal talent, attracting new capabilities, and fostering a culture of continuous learning and innovation. As we scale, we remain committed to inclusive growth and leadership development across all levels of the organization.

Leading Tomorrow

Our leadership is defined by our vision for the future—a future where DCM Nouvelle Limited continues to be a trusted partner, a responsible corporate citizen, and a pioneer in the Textile industry.

1. **Visionary Leadership:** Leading tomorrow requires foresight and the ability to anticipate industry trends and challenges. Our leadership team is committed to steering DCM Nouvelle towards new opportunities, while staying true to our core values of integrity, excellence, and customer satisfaction.
2. **Strategic Growth:** Our growth strategy is designed to ensure long-term success. By expanding into new markets, diversifying our service offerings, and pursuing strategic partnerships, we are positioning DCM Nouvelle Limited to be a leader not just in today's market, but in the markets of the future.
3. **Talent Development:** Our people are our greatest asset, and we are dedicated to nurturing their potential. Through continuous learning, leadership development, and a culture of innovation, we

empower our employees to be the innovators and leaders of tomorrow.

4. **Corporate Responsibility:** Leading tomorrow also means taking responsibility for the impact we have on society and the environment. DCM Nouvelle Limited is committed to upholding the highest standards of corporate governance, ethical practices, and community engagement. We believe that by acting responsibly today, we are building a better tomorrow for all.

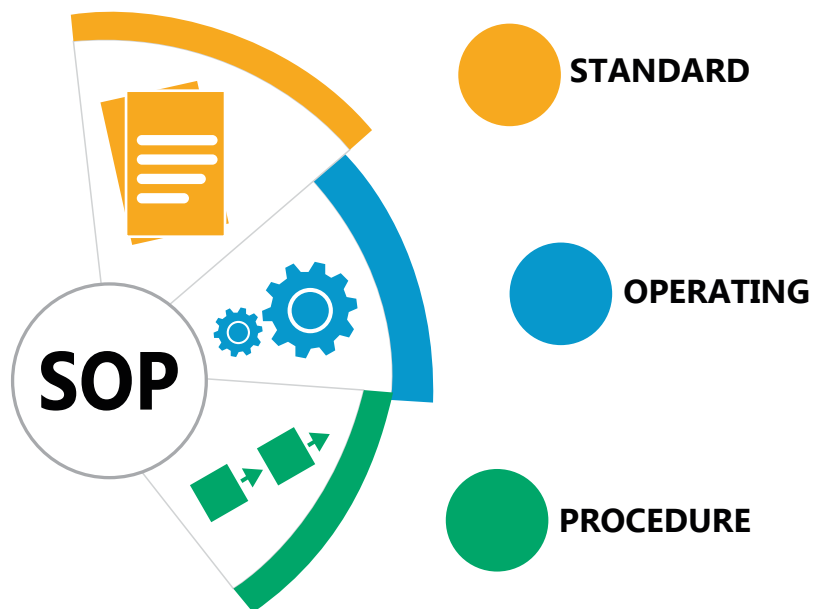
Conclusion

Your Company commitment is to "Innovating Today and Leading Tomorrow" is more than a slogan—it's our promise. A promise to our clients, our partners, our employees, and the communities we serve. As we look to the future, we are confident that our relentless pursuit of innovation, coupled with our strategic vision and commitment to excellence, will ensure that we continue to lead the way in the industry.

Together, we are not just building projects; we are building the future.

Operating Environment at DCM Nouvelle Limited

FY 2024-25 was a year of strategic momentum for DCM Nouvelle Limited, supported by a stable macroeconomic backdrop, a resilient domestic market, and our continued focus on operational excellence and customer satisfaction. We leveraged a favorable policy climate, improved cost structures, and emerging sectoral opportunities to strengthen our competitive edge.



Positive Macroeconomic Conditions

India's economy continued its growth trajectory, driven by strong consumption demand, manufacturing resurgence, and government initiatives under the "Make in India" and PLI schemes. These developments provided a supportive environment for domestic manufacturers like us to scale operations and deepen market penetration.

The textile sector benefited from improved domestic demand, growing export opportunities, and a renewed global focus on sourcing diversification. Favourable trade policies, improving logistics infrastructure, and increased visibility for Indian textiles on the international stage created new growth avenues.

Business Strengths & Operational Gains

DCM Nouvelle continued to capitalize on its integrated manufacturing capabilities, strong supplier networks, and customer-centric approach. Our textile division performed steadily with enhanced plant efficiency, better product-mix management, and a focus on value-added offerings.

Strategic investments in automation, digital systems, and process improvement yielded tangible benefits in terms of

turnaround times, resource optimization, and quality consistency. We also made significant progress in our specialty chemicals subsidiary, setting the foundation for future revenue diversification.

Favourable Regulatory & Policy Environment

The operating climate remained conducive, with progressive regulatory reforms aimed at boosting industrial productivity, ease of doing business, and environmental accountability. Our adherence to high standards of compliance, reporting, and sustainability positioned us well in a landscape that increasingly rewards transparency and good governance.

Talent, Innovation & ESG Momentum

Our operating environment was further strengthened by our people and innovation-led culture. With a focus on continuous learning, digital integration, and sustainable operations, DCM Nouvelle enhanced its internal resilience and long-term readiness. Our early ESG initiatives gained momentum, aligning with industry benchmarks and investor expectations.

Stakeholder Engagement



At DCM Nouvelle Limited (DCMNVL), stakeholder engagement is central to our value creation model. As a leading player in the cotton yarn manufacturing sector, we understand that our success is deeply connected to the expectations and interests of those who influence and are impacted by our operations. During FY 2024-25, we continued to strengthen our engagement mechanisms with key stakeholder groups to ensure transparency, accountability, and long-term trust.

The Company's engagement framework aligns with its business strategy and sustainability agenda, and includes structured interactions, feedback mechanisms, and periodic assessments. Below is a snapshot of our primary stakeholders, engagement modes, frequency, and key focus areas for FY 2024-25:

1. Regulatory Bodies

As a responsible and compliant organization, DCMNVL actively collaborates with various government and regulatory authorities. These interactions help us align with national priorities, respond effectively to policy changes, and ensure strict adherence to regulatory mandates.

Communication Channels:

- Quarterly financial results
- Annual Report (including BRSR disclosures)

- Stock Exchange filings
- Industry representations and issue-based consultations
- Regulatory meetings and submissions

Key Focus Areas:

- Compliance with applicable laws and regulations
- Anticipation and alignment with upcoming policies
- Representation on industry-related matters



2. Customers

Our customers remain pivotal to our growth and innovation journey. Throughout FY 2024-25, DCMNVL maintained strong customer relationships by delivering quality products and capturing insights through structured feedback mechanisms.

Communication Channels:

- Company website and Communication modules
- Client visits and one-on-one meetings

- Customer satisfaction surveys and feedback forms
- Redressal and support systems

Key Focus Areas:

- Innovation in product development
- Enhanced lifecycle efficiency
- Prompt grievance resolution
- Consistent product quality and safety
- Introduction of new product offerings

3. Suppliers

A resilient and responsible supply chain forms the foundation of our manufacturing efficiency. In FY 2024-25, we continued to engage deeply with our supplier base, including large vendors and MSME partners, to ensure quality, timeliness, and ethical sourcing.

Communication Channels:

- Supplier and vendor meets

- Contractual reviews and project discussions
- Issue-resolution mechanisms

Key Focus Areas:

- Raw material quality and safety
- Ethical sourcing practices
- Transparency in procurement
- Joint resolution of operational challenges

4. Employees and Workforce

Human capital remains integral to our operational excellence. With a workforce of nearly 2,000 employees across our facilities, we continued to foster a culture of safety, learning, inclusivity, and recognition throughout the financial year.

Communication Channels:

- Employee communication forums
- Learning & development programs
- Company newsletters and circulars
- Digital HR platforms

- Feedback mechanisms and internal surveys

Key Focus Areas:

- Career growth and leadership development
- Digital enablement of work processes
- Occupational health and safety
- Recognition and rewards
- Total Quality Management (TQM) practices
- Grievance redressal
- Employee-first policy design

5. Shareholders and Investors

Shareholders and institutional investors are critical to our strategic direction and financial sustainability. DCMNVL maintained consistent engagement throughout FY 2024-25 to communicate performance, governance practices, and future outlook.

Communication Channels:

- Corporate website
- Quarterly earnings calls and disclosures
- Annual General Meeting (AGM)

- Dedicated investor relations email and helpline
- Annual Report (including Financial and ESG reporting)
- Press releases and Stock Exchange filings

Key Focus Areas:

- Financial and operational performance
- Governance, ethics, and compliance
- Long-term value creation
- Risk management and transparency

6. Communities and NGO Partners

DCMNVL is committed to making a positive difference in the communities in which it operates. In FY 2024-25, our CSR efforts focused on sustainable development, with special emphasis on health, education, and women empowerment.

Communication Channels:

- Direct engagement with communities
- Collaboration with NGO and implementation partners
- Need assessments and baseline studies
- Impact evaluation and community feedback
- CSR project monitoring

Key Focus Areas:

- Community empowerment and livelihood support
- Health and sanitation initiatives
- Skill development programs
- Infrastructure support for education
- Assessment of impact and social return on investment

Through FY 2024-25, DCM Nouvelle Limited continued to evolve its stakeholder engagement strategy to be more responsive, inclusive, and impact-driven. We remain committed to sustaining long-term relationships built on trust, transparency, and shared value creation.

Visionaries Behind the Momentum



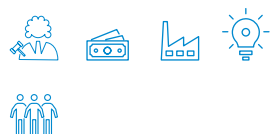
Dr. Meenakshi Nayar
Chairperson &
Independent Director
DIN: 06866256

QUALIFICATIONS

She holds a master's degree in Psychology from M.S. University, Vadodara, and an FPM (Ph.D.) in Organizational behavior from IIM Ahmedabad.

Age: 72
Director Since 23.04.2019

Skills and Competence



M M M M I



Mr. Hemant Bharat Ram
Managing Director
DIN: 00150933

QUALIFICATIONS

He holds a bachelor's degree in Mathematics and Computer Science and an MBA, both from Carnegie Mellon University, USA.

Age: 59
Director Since 17.10.2016

Skills and Competence



C C NE



Dr. Vinay Bharat Ram
Whole Time Director
DIN: 00052826

QUALIFICATIONS

He holds a Ph.D. in Economics from the University of Delhi.

Age: 89
Director Since 01.10.2019

Skills and Competence



NE

I Independent, Non-Executive Director

N Non-Independent, Non-Executive Director

NE Non-Independent, Executive Director

Board Committees

C Chairman

M Member



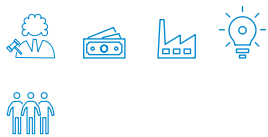
Mr. Jitendra Tuli
Non Executive Director
DIN: 00272930

QUALIFICATIONS

He holds PG Diploma from London School of Journalism. He is also a Graduate from Shriram College of Commerce in Commerce.

Age: 86
Director Since 23.04.2019

Skills and Competence



M C N



Mr. Rakesh Goel
Non Executive Director
DIN: 00226058

QUALIFICATIONS

He holds an MBA from Punjab Agriculture University.

Age: 68
Director Since 01.04.2019

Skills and Competence



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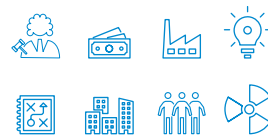
Mr. Kulbir Singh
Independent Director
DIN: 00204829

QUALIFICATIONS

He holds an honours Degree in economics St. Joseph's College, Darjeeling.

Age: 78
Director Since 01.04.2021

Skills and Competence



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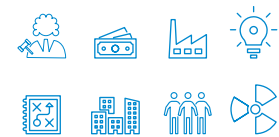
Mr. Vivek Chhachhi
Independent Director
DIN: 00496620

QUALIFICATIONS

He holds Master's degree in Management Studies from the Jamnalal Bajaj Institute of Management Studies, University of Mumbai and A B.Sc. degree in Computer Science from St. Stephen's College, Delhi University.

Age: 54
Director Since 01.04.2021

Skills and Competence



M C M M I

- **Audit Committee**
- **Nomination and Remuneration Committee**
- **Stakeholders' Finance Facilitation Committee**
- **Corporate Social Responsibility Committee**
- **Risk Management Committee**

Management Discussion and Analysis Report

DCM Nouvelle Limited



Global economic outlook uncertain as growth slows, inflationary pressures persist and trade policies cloud outlook



Global Economic Review – 2025

The global economy in 2025 is navigating a path of moderate and uneven growth, shaped by persistent inflation, tightening financial conditions, and geopolitical tensions. According to the International Monetary Fund (IMF) World Economic Outlook (April 2025), global real GDP is projected to grow at 3.2% in 2025, and slightly slow to 3.1% in 2026, maintaining a fragile but steady pace. While global inflation is showing signs of easing, it remains above target in several regions, prompting continued monetary tightening by major central banks.

Growth patterns vary across economies. Advanced economies are expected to grow at a subdued pace of 1.6% in 2025. The United States is forecast to grow at 2.2%, supported by services and consumer spending, while the Euro Area and Japan are projected to register slower growth amid soft external demand and structural headwinds.

In contrast, emerging and developing economies are expected to expand by 4.2%, with India and ASEAN countries remaining key contributors. These regions benefit from robust domestic demand, digital adoption, and infrastructure-led public investments. However, challenges persist in the form of capital flow

volatility, exchange rate pressures, and climate vulnerability.

Global trade remains under pressure. The World Trade Organization (WTO) in its April 2025 forecast projects a 2.6% growth in global merchandise trade volume, recovering from a mere 0.8% expansion in 2024. Although this reflects some resilience, the WTO cautions that rising trade tensions, regulatory divergence, and geopolitical fragmentation could undermine long-term gains. A complete decoupling of major economies, the WTO estimates, could reduce global GDP by nearly 5% in the long run.

The OECD, in its March 2025 Interim Outlook, highlights that global economic resilience is being tested by high borrowing costs, slow productivity growth, and reduced fiscal space in several countries. Financial markets remain sensitive, with volatility driven by uncertainty over central bank actions, commodity price shifts, and political developments.

Additionally, commodity markets — especially energy and metals — are experiencing price fluctuations due to supply-side constraints and geopolitical shocks. Safe-haven assets like gold have surged in value, reflecting investor caution amid an unpredictable external environment.



Indian Economy Outlook – 2025

India continues to solidify its position as a global economic powerhouse. As of 2025, India has retained its status as the world's fifth-largest economy in nominal GDP terms, surpassing major advanced economies in terms of purchasing power parity (PPP) as well. The country's growth momentum remains robust, with the International Monetary Fund (IMF) projecting real GDP growth at 6.8% in FY 2024-25 and 6.5% in FY 2025-26, driven by strong domestic consumption, public investment, and ongoing structural reforms.

India's macroeconomic fundamentals remain stable, with headline inflation moderating within the Reserve Bank of India's tolerance band, fiscal consolidation efforts continuing, and Forex reserves remaining at healthy levels. The RBI's prudent monetary stance has supported stability in financial markets while maintaining space for growth.

On the policy front, the Government's continued thrust on infrastructure, clean energy, manufacturing, and logistics is enhancing long-term competitiveness. Programs such as PM Gati Shakti, National Logistics Policy, and Make in India are enabling seamless integration of value chains.

The textile and apparel sector, a major employer and contributor to exports, has also received targeted policy support through schemes like PM MITRA (Mega Integrated Textile Region and Apparel Parks) and PLI for Textiles, aimed at attracting investment, enhancing scale, and boosting India's share in global markets. These reforms are expected to significantly modernize the sector and make it globally competitive.

India's services sector, particularly IT, digital finance, and e-commerce, continues to expand rapidly, supported by the growing digital economy and formalization. Exports of services remain strong, contributing positively to the current account.

India's demographic advantage, expanding urban base, rapid digital adoption, and policy reforms continue to attract strong domestic and foreign investment interest. With an eye on sustainability and inclusivity, India is poised to not just grow fast, but grow right.

With strong fundamentals, policy tailwinds, and growing global relevance, India's economic outlook for 2025 remains optimistic. Despite global headwinds, India's structural resilience, reform agenda, and demographic dividend provide a firm foundation for sustained long-term growth.

Global Textile Industry – 2025

The global apparel market is projected to grow at a CAGR of approximately 8%, reaching an estimated value of US\$2.37 trillion by 2030. Similarly, the global textile and apparel trade is expected to expand at a CAGR of 4%, surpassing US\$1.2 trillion by 2030.

In parallel, the worldwide textile yarn market is forecasted to grow at a CAGR of 5.1%, rising from US\$14.4 billion in 2023 to US\$18.5 billion by 2028.

As the global textile industry navigates the complexities of 2025, it faces a landscape defined by shifting trade dynamics, rapid technological innovation, and evolving consumer demands. Notably, the ethical priorities of Gen Z are driving a surge in slow fashion and premium-quality products. At the same time, cutting-edge developments in AI, automation, and wellness-focused fabrics are accelerating innovation across the sector. Furthermore, evolving trade policies and the increasing role of microfinance are reshaping global supply chains and sourcing strategies.

Several factors are expected to drive change in the global textile sector in 2025:

Shifting consumer preferences: Consumers are increasingly seeking personalized, sustainable, and ethically produced clothing. This trend will compel brands and manufacturers to adapt their offerings.

Technological disruption: Further advancements in automation, AI, and data analytics will continue to reshape textile manufacturing, leading to increased efficiency and customization.



Circular economy: The concept of a circular economy, where resources are reused and waste is minimized, is gaining traction in the textile industry. This will drive innovation in recycling, up-cycling, and sustainable material development.

Regionalization of supply chains: The pandemic and geopolitical tensions have exposed the vulnerabilities of global supply chains. Companies are increasingly seeking to diversify their sourcing and manufacturing operations, leading to a more regionalized approach.

Technological innovation is playing a pivotal role in transforming the industry. Automation, artificial intelligence, and digitalization are enhancing production efficiency, reducing costs, and enabling customization. Moreover, sustainability has become a central focus, with companies investing in eco-friendly materials, waste reduction, and circular economy models to meet consumer demand and regulatory requirements.

The global textile sector in 2024 has been a testament of resilience and adaptability. Despite facing economic headwinds and geopolitical challenges, the industry has continued to innovate and evolve. Looking ahead, the sector is poised for further transformation, driven by shifting consumer preferences, technological advancements, and a growing focus on sustainability. By embracing these changes and seizing the opportunities that lie ahead, the textile industry can ensure its continued growth and success in the years to come.

Indian Textile Industry – 2025

Indian textile industry is one of the largest and most dynamic sectors in the world. With its rich cultural heritage and diverse production capabilities, India is poised to become a global textile leader by 2025. As we move into the future, several key trends and innovations are shaping the trajectory of the industry. India's textile industry is poised for significant growth in 2025, supported by government initiatives, technological upgrades, and a focus on sustainability. The sector is expected to reach a market size of \$350 billion by 2030, creating 30.5 million jobs.

India is setting ambitious targets to revolutionize its textile industry, aiming for US\$ 600 billion in exports and a domestic market worth US\$ 1.8 trillion by 2047, up from US\$ 44 billion and US\$ 110 billion respectively in FY22. The Ministry of Textiles is charting its course for Vision 2047,

built on five strategic pillars: research & innovation, infrastructure, trade & investment, marketing & brand promotion, skilling & quality, and sustainability.

The textiles and apparel industry contributes 2.3% to the India's GDP and 12% to exports. By the end of this decade, industry is expected to double its contribution towards GDP i.e., approx. 5% from current 2.3%. India's textile and apparel market size is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030, with exports expected to reach US\$100 billion according to Indian Brand Equity Foundation (IBEF), a body established by the ministry of commerce and industry.

The Manufacturing of Textiles index for March 2025 was 136.6. and for the financial year 2024-25 is 109.1 which has increased by 1.0% to as compared to the year 2023- 24 which shows increase in Manufacturing facilities in Indian textile industry and points towards upcoming growth. During April'24 - March'25, Indian Textiles Exports registered a positive growth of 3.61% over the previous year while Apparel Exports registered a growth of 10.03% during the same time period. Overall Textile & Apparel registered a growth of 6.32% during Financial Year 2024-25. If we discuss about Cotton yarn export, In FY 24 there was 34% of total textile exports from India. In Cotton Yarn Bangladesh, China and Egypt are the top 3 importers from India having share of 35%, 19% and 5% respectively.

USA being a major importer of Cotton fabrics and apparels plays a major role. According to the US import data and USA textile import data, textile imports to the US totaled \$107.72 billion in 2024, up 2.66% from 2023 .With a market share of 24.20%, China was the biggest supplier of textiles to the US, followed by Vietnam at 15.15% and Cambodia by 14.4 percent.

On the external trade front, India's textile and apparel (T&A) exports rose by 6.32 per cent to \$36.606 billion during the recently concluded fiscal 2024–25 (FY25). Of the total, apparel exports increased by 10.03 per cent to \$15.989 billion, while textile exports grew by 3.61 per cent to \$20.617 billion.

Within the textile sector, exports of cotton yarn, fabrics, made-ups, and handloom products registered a modest growth of 3.19 per cent to \$12.056 billion in FY25.

India's apparel market is experiencing a surge in demand for sustainable and ethically produced clothing, driven by increasing consumer awareness and a shift towards conscious consumerism.

Segment-wise Performance Overview – FY 2024–25

DCM Nouvelle Limited operates primarily in the textile segment, and the performance during the financial year ended March 31, 2025, reflects a mix of volume growth, efficiency improvements, and cost management measures. The company's Spinning Unit, which is its core operating segment, demonstrated resilient performance amid a challenging external environment marked by global demand fluctuations and volatile raw material prices.

The company achieved higher capacity utilization during the year and focused on optimizing its product mix toward value-added yarns, which helped improve realizations. Operational efficiencies and cost rationalization efforts also contributed to improved segment margins. Despite the inflationary pressure on input costs like cotton and energy, DCM Nouvelle maintained stable profitability through better procurement strategies and disciplined operational controls. The report also highlights ongoing efforts in modernization and sustainability initiatives within the production facilities, aimed at strengthening long-term segment performance.

Risk and Concerns

The textile industry operates in a highly dynamic environment and faces a multitude of risks that span environmental, economic, operational, regulatory, and social dimensions. One of the most pressing concerns is the environmental impact of textile production. The industry is a major consumer of water, particularly in dyeing and finishing processes, and generates significant volumes of chemically contaminated wastewater. Additionally, it contributes substantially to carbon emissions due to energy-intensive manufacturing practices. The use of synthetic fibers also leads to microplastic pollution, raising long-term ecological concerns. Waste generation from fast fashion is another growing problem, as vast amounts of discarded textiles end up in landfills, often without the possibility of biodegradation.

Economically, the sector is vulnerable to fluctuations in the prices of raw materials such as cotton and polyester, which are influenced by factors like climate variability, trade policies, and global oil prices. The intense global competition, particularly from low-cost manufacturing hubs, exerts continuous pressure on profit margins. Demand-side risks are also increasing, with changing consumer preferences—such as the shift towards

sustainable or slow fashion—creating unpredictability in market trends. Furthermore, the textile sector is deeply exposed to foreign exchange risks, especially in export-driven economies, where currency fluctuations can significantly affect revenue.

From an operational standpoint, the textile industry remains heavily reliant on global supply chains, making it susceptible to disruptions caused by geopolitical instability, pandemics, or logistical bottlenecks. The industry's dependence on low-cost labor in developing countries introduces ethical and operational vulnerabilities, especially if labor rights are compromised. Moreover, many textile enterprises are slow to adopt advanced technologies, automation, and digital systems, which hampers efficiency and competitiveness.

Regulatory and compliance risks are becoming increasingly significant. Governments around the world are tightening environmental and labor regulations, compelling textile companies to invest in cleaner technologies and better workplace conditions. Non-compliance can result in fines, production halts, or reputational damage. International trade policies, tariffs, and export-import restrictions also affect the industry's cost structures and market accessibility.

Social and reputational risks continue to shape the landscape. Issues such as poor working conditions, unsafe factories, and exploitative labor practices can lead to brand boycotts and consumer backlash, particularly in an age of heightened awareness and activism. As consumers become more conscious of ethical sourcing and sustainability, companies that fail to adapt may face declining market share. Intellectual property infringement and design counterfeiting further erode brand value and trust.

Technological risks, including cybersecurity threats, are growing with the increased digitization of textile operations and e-commerce platforms. Additionally, failure to innovate—particularly in the development of sustainable textiles or in the adoption of eco-friendly practices—can result in the loss of competitive advantage in a rapidly evolving market.

In conclusion, while the textile industry remains a cornerstone of global trade and employment, it must navigate a complex array of risks. Proactive strategies such as adopting sustainable manufacturing practices, diversifying supply chains, enhancing regulatory compliance, and investing in technology and innovation are essential to mitigate these risks and ensure long-term resilience.

[Human Resource](#)

At DCM Nouvelle Limited, significant strides have been made in Human Resources to align workforce capabilities with the company's ongoing modernization and sustainability initiatives. One of the key focus areas has been the upskilling of employees across operational and technical functions, especially in spinning and process automation. The company has implemented structured training programs in partnership with industry bodies and technical institutes to enhance competencies in quality control, lean manufacturing, and digital systems. These efforts aim to create a more agile and technically proficient workforce, capable of operating advanced machinery and adapting to emerging textile technologies. By strengthening internal capabilities, DCM Nouvelle is also better positioned to meet the evolving expectations of global markets in terms of product quality and innovation.

In addition to skill development, DCM Nouvelle Limited has made substantial improvements in employee welfare, workplace safety, and compliance frameworks. The HR team has been actively involved in reinforcing health and safety standards across manufacturing units, in line with best industry practices and customer audit requirements. Initiatives have been undertaken to promote employee well-being, including improved working conditions, gender diversity measures, and open communication channels for feedback and grievance redressal. Moreover, the adoption of digital HR tools has enabled more efficient workforce management, attendance tracking, and real-time data-driven decision-making. These developments reflect DCM Nouvelle's commitment to fostering a responsible, compliant, and future-ready human resource framework that supports both employee satisfaction and operational excellence.

[Key trends shaping growth of Indian textile industry](#) [Sustainability](#)

Sustainability is becoming a major focus in India's textile industry; manufacturers are increasingly investing in organic cotton, recycled fibers, and water-efficient dyeing technologies. The demand for certified sustainable fabrics, such as those with GOTS (Global Organic Textile Standard) or OEKO-TEX certification, is increasing as international buyers emphasize responsible sourcing.

[Technology enhancement towards digitalization and automation](#)

Bharat Tex 2025, India's flagship textile event, saw participation from 250 technical textile firms and 370 foreign buyers, highlighting India's advancements in man-made fiber textiles and the growing \$22 billion technical textile sector. With 5,000 exhibitors from 120+ countries, the event showcased innovations across the textile value chain, including fiber, yarn, garments, and home textiles.

[Overview on Spinning Industry](#)

India's cotton yarn industry is expected to witness a revenue growth of 7–9 per cent in the current fiscal, a marked improvement from the modest 2–4 per cent growth recorded in the previous year. This uptick will be driven primarily by higher volumes, aided by a modest rise in yarn prices and strong domestic demand.

Operating margins, which had already shown recovery last fiscal, are projected to improve by another 50–100 basis points in years to come. This will be supported by stable cotton yarn spreads and improved cotton availability through procurement by the Cotton Corporation of India (CCI).

An analysis of 70 cotton yarn spinning companies — representing 35–40 per cent of the industry's revenue — supports this outlook.

On the raw material front, the CCI's substantial procurement during the 2025 cotton season is expected to ensure steady cotton supply. This will help minimize inventory losses and support a 50–100 basis point improvement in spinners' profitability in the current fiscal, following a 100–150 basis point recovery last year.

"Driven by improved operating performance, credit profiles, which showed signs of recovery last fiscal, will remain stable this fiscal. Meanwhile, capex for cotton yarn spinners will remain moderate, with only select players undertaking capital expenditure, which will limit the need for significant debt additions. Additionally, steady cotton availability will lead to lower inventory holding, reducing the requirement for significant incremental working capital financing."

Consequently, the interest coverage ratio of spinners is expected to rise to 4.5–5 times in the current fiscal, up from approximately 4–4.5 times in fiscal 2025. Gearing is likely to remain stable at around 0.55–0.6 times.

However, industry stakeholders remain cautious about potential risks, including tariff changes affecting India and its competitors, high inflation or an economic slowdown in the US, and volatility in domestic cotton prices relative to

international levels.

New Machinery installed in Spinning Unit

In line with the Company's focus on enhancing product quality and driving value addition, we have strengthened our manufacturing capabilities through the installation of advanced textile machinery. This includes two Two-for-One (TFO) twisters from Vandewiele Savio India, model "Cosmos 201.5 ARRA" with 200 spindles, and two TFO twisters from Veejay Lakshmi, model VJ-120MD3 with 204 and 180 spindles. In addition, we have installed Precision Propeller Assembly Winder Machines—one with 72 spindles (Model PPW-A DS, 2 Ply) and another double-sided model "PPW-A" with 32 spindles (2 Ply – 7").

These machines are known for their high-speed operation, energy efficiency, and precision in yarn processing. This technological up-gradation is expected to significantly enhance our product range, improve sales realization, and strengthen our competitive positioning in both domestic and export markets.

Internal Control System and their Adequacy

The internal control systems of DCM Nouvelle Limited have been meticulously designed to effectively manage the dynamic and intricate nature of the company's business operations. These systems are tailored to the scale and volumes of the business, ensuring proper segregation of roles, responsibilities, and redundancies. The company's executive stay updated with detailed documentation of policies and Standard Operating Procedures (SOPs), which are regularly reviewed and revised by the management.

The statutory auditors of the company play a crucial role in critically evaluating the internal control environment in line with the Internal Control over Financial Reporting (ICFR) requirements. This evaluation is essential for forming an opinion on the financial performance of the company. Additionally, DCM Nouvelle has a robust internal audit framework endorsed by the Audit Committee. This framework ensures comprehensive coverage of processes and systems to protect assets, prevent and detect errors and

fraud, and ensure the accuracy and completeness of accounting transactions, facilitating the timely preparation of reliable financial information.

Furthermore, the various committees of the board, particularly the Audit Committee, regularly assess the observations and recommendations provided by internal auditors. This ongoing review process aims to enhance the company's systems and processes continually, ensuring operational efficiency and compliance with best practices in internal control and financial reporting.

Material Developments in Human Resources/ Industrial Relations

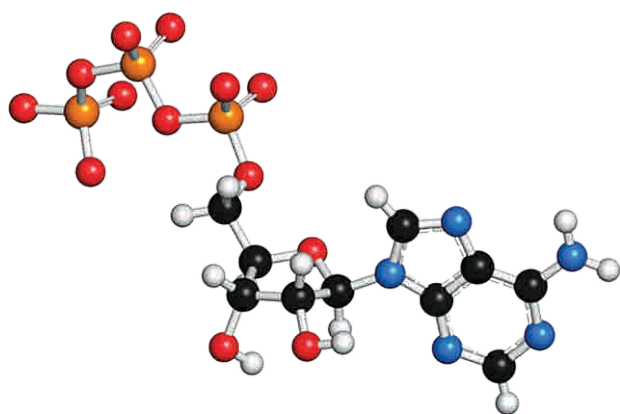
Employees have always played an extremely pivotal role in all strategic decisions taken by the Company over the last many years. In a world where everything else is equal, human effort makes all the difference. We place immense value on our workforce and consider it our biggest, most valuable asset. At DCM Nouvelle, we have a culture of empowerment that values and respects individual potential and helps each one achieves it to the fullest. Our people own their jobs and not just perform them. We continuously strive to improve quality of work-life balance for total job satisfaction and social harmony for the employees. The total number of people on roll of the company is 1821 as on 31st March, 2025. The industrial relation continued to remain cordial during the year.

Cautionary Note

Statements in the Management Discussion & Analysis report describing the Company's objectives, estimates or projections may be forward looking statements within the meaning of applicable securities law and regulations. Actual results may materially differ from those expressed or implied. Important factors that can make a difference to the Company's operations include change in the main client's purchase procedures, changes in Government regulations, tax regimes, economic outlook in India and the USA and other incidental factors.

Management Discussion and Analysis Report

DCM Nouvelle Specialty Chemicals Limited



GLOBAL ECONOMY:

Global Chemical Market with Focus on Specialty Amines

Introduction

The global chemical industry is a cornerstone of modern economies, underpinning the development of countless products and technologies. Among the myriads of chemical compounds, amines—specifically aliphatic and aromatic amines—play a pivotal role due to their versatile applications across various sectors. Amines play a crucial role in a wide range of industries due to their chemical reactivity, versatility, and use as intermediates.

Understanding Specialty Amines

Aliphatic and aromatic amines are organic compounds derived from ammonia by replacement of one or more hydrogen atoms with alkyl or aryl groups. These compounds exhibit unique chemical properties that make them indispensable in numerous industrial applications.

1. **Aliphatic Amines:** These include compounds like ethylamine, propylamine, and butylamine. They are primarily used in the manufacture of agrochemicals, pharmaceuticals, rubber processing chemicals, and water treatment chemicals.
2. **Aromatic Amines:** Examples include aniline, benzylamine, and toluidine. These are crucial in the production of dyes, pigments, pharmaceuticals, and polymers.

Market Dynamics and Growth Drivers

The market for **aliphatic** and **aromatic amines** is influenced by several important **drivers** tied to demand across industries, technological developments, and regulatory factors:

1. **Rising Demand in Pharmaceuticals:** Both aliphatic and aromatic amines are vital intermediates in drug synthesis. Rising global health concerns and pharmaceutical R&D investments are boosting amine demand.
2. **Growth in Agrochemicals:** The agricultural sector's need for effective pesticides, herbicides, and fungicides fuels the demand for aliphatic amines. The need for increased agricultural yield due to population growth directly fuels demand. the agrochemical sector experienced a noticeable dip in demand post-COVID, but recently there's been a strong rebound.
3. **Industrial Applications:** Aliphatic and aromatic amines are vital in various industrial processes, including rubber processing, water treatment, and the production of dyes and pigments. The steady growth of these industries directly impacts the amines market.
4. **Innovation and Sustainability:** Advances in green

chemistry and sustainable production methods are leading to more efficient and environmentally friendly manufacturing processes. This not only enhances the market potential for aliphatic and aromatic amines but also aligns with global sustainability goals.

5. The change in U.S. trade policy under the Trump administration, particularly regarding tariffs on Chinese goods, has had a long-term ripple effect that's continuing to shape global trade patterns, and Indian amines manufacturers are well-positioned to benefit.

Market Forecast and Regional Insights

The global market for aliphatic and aromatic amines is poised for robust growth. Key insights include:

1. **Market Size and Growth Rate:** The global amines market, as of recent estimates Approx. USD 20–25 billion and expected to grow at ~6–7% from 2024 to 2030. Aliphatic amines ~55–60% market share and Aromatic amines ~40–45% market share.
2. **Regional Analysis:**
 - o Asia-Pacific: Dominating the market, this region benefits from rapid industrialization, increasing population, and rising disposable incomes. Countries like China and India are key players, with substantial demand in pharmaceuticals, agrochemicals, and other industrial applications.
 - o North America and Europe: These regions also hold significant market shares, driven by advanced chemical industries, ongoing research and development, and strong demand in diverse applications.
3. **Competitive Landscape:** The market is characterized by intense competition, with several key players investing in expanding their production capacities and enhancing their product portfolios. Strategic mergers, acquisitions, and collaborations are common as companies strive to strengthen their market positions.

Future Prospects

The future of the aliphatic and aromatic amines market looks promising, with several trends shaping its trajectory:

1. **Technological Advancements:** Innovations in production technologies and the development of new applications will drive market growth. Enhanced production methods will improve efficiency and reduce costs.

2. **Sustainability Initiatives:** As the world moves towards sustainable practices, the demand for green chemistry solutions in amine production will rise. Companies investing in eco-friendly processes will likely gain a competitive edge.
3. **Emerging Markets:** Growth in emerging economies, particularly in Asia-Pacific and Latin America, will offer new opportunities. Expanding industrial bases and increasing investments in pharmaceuticals and agrochemicals will fuel demand for aliphatic and aromatic amines.

The global chemical industry is on a dynamic growth trajectory, with aliphatic and aromatic amines playing a critical role. Driven by rising demand in pharmaceuticals, agrochemicals, and industrial applications, the market for these specialty amines is set for significant expansion. As technological advancements and sustainability initiatives continue to evolve, the future of the aliphatic and aromatic amines market holds immense potential, promising robust growth and innovation in the years to come.

Indian Chemical Market with Focus on Specialty Amines Introduction

India, with its burgeoning economy and rapid industrial growth, stands as a significant player in the global chemical industry. Within this sector, the market for aliphatic and aromatic amines—key subcategories of specialty amines—shows immense potential. These compounds are crucial for various industries, including pharmaceuticals, agrochemicals, and industrial applications. This outlook provides an in-depth analysis of the Indian aliphatic and aromatic amines market, highlighting key growth drivers, challenges, and future prospects.

Market Overview

The Indian market for aliphatic and aromatic amines is poised for robust growth, driven by increasing demand from multiple sectors. These amines are integral to the synthesis of numerous products, making them indispensable in both industrial and consumer applications. There are

Key Growth Drivers

1. **Pharmaceutical Sector:** India is a global leader in pharmaceuticals, known as the “pharmacy of the world.” Aliphatic and aromatic amines are essential in the production of active pharmaceutical ingredients (APIs) and intermediates. The growing demand for

generic drugs and increased healthcare spending are significant drivers for amine consumption in this sector. India has surpassed China for Active Pharmaceutical Ingredients sourcing for regulated market.

- 2. Agrochemical Industry:** The agricultural sector in India heavily relies on agrochemicals to ensure crop protection and enhance yields. Aliphatic amines are vital in the formulation of herbicides, insecticides, and fungicides. As the agricultural sector continues to modernize and expand, the demand for these chemicals is expected to rise.
- 3. Industrial Applications:** Aliphatic and aromatic amines are used in various industrial processes, including rubber processing, water treatment, and the production of dyes and pigments. The ongoing industrialization and infrastructure development in India contribute to the steady demand for these amines.
- 4. Research and Development:** Increased investment in research and development is leading to the discovery of new applications and more efficient production processes for aliphatic and aromatic amines. Innovations in green chemistry and sustainable manufacturing are expected to drive market growth.

Market Challenges

- 1. Regulatory Compliance:** Stringent environmental and safety regulations can pose challenges for manufacturers. Compliance with these regulations requires a significant investment in technology and infrastructure. Chinese manufacturers are becoming competitive as they are building higher capacity and lower cost of Raw materials.
- 2. Raw Material Availability:** Fluctuations in the availability and cost of raw materials can impact production costs and market dynamics. Ensuring a stable supply chain is crucial for sustained growth.
- 3. Competition:** The Indian market faces competition from global players who have established production facilities and advanced technologies. Domestic manufacturers need to continuously innovate to maintain a competitive edge.

Future Prospects

The future of the Indian aliphatic and aromatic amines market looks promising, with several trends shaping its growth trajectory:

- 1. Expansion of Production Capacities:** To meet the rising demand, both domestic and international players are investing in expanding their production capacities in India. This will enhance supply and support market growth.
- 2. Technological Advancements:** The Adoption of advanced manufacturing technologies and automation will improve production efficiency and product quality. Innovations in sustainable production methods will also play a crucial role.
- 3. Emerging Applications:** New applications for aliphatic and aromatic amines are emerging in sectors such as personal care, textiles, and electronics. Exploring these opportunities will drive market diversification and growth.
- 4. Government Support:** Initiatives such as "Make in India" and incentives for the chemical industry will boost local manufacturing and attract foreign investment. Government support for research and development will further enhance market prospects.

The Indian aliphatic and aromatic amines market is on a dynamic growth path, supported by strong demand from pharmaceuticals, agrochemicals, and industrial applications. Despite challenges such as regulatory compliance and competition, the market offers significant opportunities for growth and innovation. With continued investment in technology, infrastructure, and research, India is well-positioned to become a major hub for the production and consumption of aliphatic and aromatic amines, contributing to the global chemical industry's advancement.

COMPANY OVERVIEW:

DCM Nouvelle Specialty Chemicals Limited (herein after known as "DCMSCL") was incorporated as a subsidiary of DCM Nouvelle Limited on 2nd February 2022, for specialty chemical business.

DCMSCL is being managed and driven by the management team of the DCM Nouvelle Limited, spearheaded by Mr. Hemant Bharat Ram, Managing Director and promoter of the Company, who is driving the growth of DCMSCL.

Our team comprises seasoned professionals with extensive expertise across various domains of the chemical industry, enabling us to drive innovation and deliver high-quality solutions. We have strategically hired talent from leading chemical companies, bringing in specialized knowledge and proven experience in their respective fields.

DCMSCL is one of India's pioneering Specialty Amines businesses, charting new frontiers in the specialty chemicals sector. With a commitment to innovation and excellence, DCMSCL is redefining the future of chemicals. We deliver valuable and cutting-edge chemistry solutions while upholding the highest standards of safety, quality, and environmental stewardship.

A state-of-the-art manufacturing facility for the production of Specialty Amines in Ujjain, Madhya Pradesh, India, with an area of about 86325.5 m² is established with capacities of about 1500 MT per annum and launching of new products are under way.

It has more than 150 Nos of equipment in Plant-I, inclusive of High-end Hydrogenators, Agitated Nutsche filters, and Distillation columns. It is well equipped and par with the latest technology ETPs, filling technologies, and warehousing systems. We have started commercial production in March'24 and now catering to all major customers for our product range

Research and Development

A state-of-the-art Research and Development Centre, which is exceptionally well-equipped with capabilities for handling very high-pressure reactions and distillation setups.

Our dedicated team of professionals, comprising experts in chemistry and chemical engineering from prestigious institutions such as the IITs, brings extensive experience in new product development and the successful commercialization of Specialty Amines.

A focus on innovative technologies for specialty amines, coupled with the establishment of production projects in India. A distinctive corporate culture at DCMNSCL that emphasizes collaboration, experimentation, and continuous learning, all aligned with a clear mission and vision for the future.

Our R&D team continuously developing a robust pipeline of innovative products to support future growth and market expansion

Our Products

Our product solutions are utilized in various processes in pharmaceuticals, agrochemicals, rubber chemicals, oils, and polymers industries worldwide.

Benzylamine

CAS NO.: 100-46-9

It is a clear, colorless to light yellow liquid with a weak,

ammonia like odor. A chemical used to manufacture pharmaceuticals active ingredients and intermediates, crop protection agents and it is also used to manufacture of explosives.

Dibenzylamine (DBA)

CAS NO.: 103-49-1

It is a clear colorless to light yellow liquid with weak, ammonia like odor. Dibenzylamine finds applications predominantly in rubber processing industry to prepare accelerator for the vulcanization process and also in agrochemicals. It is also used as a chemical intermediate for dyes, pharmaceuticals and polymers.

Export Strategies and Opportunities

- 1. Regulatory Compliance:** Understanding and complying with the regulatory frameworks in Europe and the US is crucial for successful exports. Indian manufacturers must ensure their products meet the stringent safety and environmental standards of these markets. At this stage, we have completed REACH registration for both launched products
- 2. Building Strategic Partnerships:** Collaborating with local distributors, agents, and end-users in Europe and the US can facilitate market entry and expansion. Establishing strong relationships with key stakeholders will enhance market penetration and brand recognition.
- 3. Participation in Trade Shows and Exhibitions:** Engaging in international trade shows and exhibitions focused on the chemical industry can provide valuable exposure and networking opportunities. Showcasing products and capabilities at these events will help attract potential buyers and partners.
- 4. Leveraging Government Support:** The Indian government offers various incentives and support schemes for exporters, including subsidies, tax benefits, and export promotion councils. Manufacturers should leverage these resources to enhance their export capabilities and competitiveness.
- 5. Sustainable Practices:** Emphasizing sustainable and environmentally friendly manufacturing practices can give Indian exporters a competitive edge. Europe and the US are increasingly prioritizing sustainability, and aligning with these values can enhance market acceptance.



Challenges and Mitigation Strategies

- 1. Logistics and Supply Chain Management:** Efficient logistics and supply chain management are vital for timely and cost-effective exports. Investing in robust logistics infrastructure and partnerships with reliable shipping companies can mitigate potential challenges.
- 2. Market Competition:** Indian manufacturers face competition from established global players. Continuous innovation, maintaining high quality, and offering competitive pricing will be essential to staying ahead in the market.
- 3. Currency Fluctuations:** Volatility in currency exchange rates can impact export profitability. Utilizing financial instruments like hedging can help manage currency risks and ensure stable revenue streams.

Future Prospects

The export potential for Indian-manufactured aliphatic and aromatic amines is substantial, particularly in the European and US markets. Key trends shaping the future prospects include:

- 1. Rising Demand for Green Chemistry:** The increasing focus on green chemistry and sustainable practices in Europe and the US will drive demand for eco-friendly

amines. Indian manufacturers adopting sustainable production methods will be well-positioned to capitalize on this trend.

- 2. Technological Advancements:** Continuous advancements in manufacturing technologies and product innovations will enhance the competitiveness of Indian amines in the global market. Investing in research and development will be crucial for staying ahead of market needs.
- 3. Economic Growth and Industrialization:** Ongoing economic growth and industrialization in Europe and the US will sustain the demand for specialty amines. Indian exporters should remain agile and responsive to evolving market dynamics to seize emerging opportunities.

The outlook for exporting aliphatic and aromatic amines manufactured in India is highly promising, with significant opportunities in the European and US markets. By focusing on regulatory compliance, strategic partnerships, sustainability, and leveraging government support, Indian manufacturers can successfully expand their global footprint. With continuous innovation and a commitment to quality, India is poised to become a key exporter of specialty amines, driving growth and innovation in the global chemical industry.

Boards' Report

Dear Members,

Your Directors present 9th Annual Report on the business and operations of DCM Nouvelle Limited ("DCMNVL"/ the "Company"), together with the Audited Financial Statements for the Financial Year ended March 31, 2025 and other accompanying reports, notes, and certificates.

Company Overview

DCM Nouvelle Limited, a leading manufacturer & exporter of 100% cotton carded, combed and compact yarns in single and two-ply forms count range is Ne 14s to Ne 40s. The Company has a spindle capacity of 1,57,872 located at Hisar with approx. 40000 MT of annual production.

DCM Nouvelle Limited is managing the magnum opus DCM Textiles, located at Hisar, Haryana and is pioneer in the field of Cotton Yarn manufacturing. It is a leading manufacturer & exporter of 100% cotton yarn from North India. With the introduction of brands of premium quality Compact, combed, carded & double yarns, "FUTURO", "PRIMERO" & "DINERO" respectively and BCI Yarns, DCM Textiles has moved ahead in positioning itself as supplier of quality yarn. DCM Textiles has successfully engraved its name in domestic markets and have been exporting cotton yarn to more than 30 countries

Financial Performance

The Company adopted Indian Accounting Standards ("Ind AS") from April 1, 2016, with transition date from April 1, 2015. Accordingly, the financial reports for current financial year 2024-25 and previous financial year 2023-2024 have been prepared as per Ind AS reporting framework.

The summarized financial highlight is depicted below:

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Total Revenue	1,06,619.51	1,08,893.25	1,08,173.66	1,08,758.50
Expenditure	99,158.70	1,08,694.23	1,01,729.58	1,09,062.07
Earnings before Interest, Depreciation, Tax and Amortisation (EBITDA)	7,460.81	4,984.77	6,444.08	4,524.23
Interest & Finance Charge	2,610.85	2,510.78	2,636.04	2,517.01
Depreciation and amortisation charge	2,277.29	2,274.97	2,900.87	2,310.79
Profit/(Loss) before Exceptional Items and Tax	2,572.67	199.02	907.17	(303.57)
Exceptional Items	(466.03)	-	(466.03)	-
Profit/(Loss) after Tax	2,267.41	93.00	601.92	(409.59)
Other comprehensive Income/Loss	9.38	(7.02)	9.38	(7.02)
Total comprehensive Income/loss for the year	2,276.79	85.98	611.30	(416.61)

Performance Highlights

DCM Nouvelle Limited has delivered a significantly improved financial performance in FY 2024-25, underscoring the strength of its operational strategy and financial discipline. Despite a marginal dip in revenue, the Company achieved considerable improvement in profitability metrics, supported by enhanced cost efficiency and better utilization of resources.

On a standalone basis, the Company reported total revenue of ₹ 1066.19 Cr. for FY 2024-25, slightly lower than ₹ 1088.93 Cr. recorded in the previous year. This marginal decline was offset by strong cost optimization efforts, resulting in a substantial increase in EBITDA from ₹ 49.85 Cr. in FY 2023-24 to ₹ 74.61 Cr. in FY 2024-25 a growth of nearly 50%.

The profit before exceptional items and tax rose sharply to ₹ 25.73 Cr. from ₹ 1.99 Cr. in the prior year, indicating a strong operating turnaround. After accounting for an exceptional item amounting to ₹ 4.66 Cr., the net profit for the year stood at ₹ 22.67 Cr., compared to ₹ 0.93 Cr. in FY 2023-24. Total comprehensive income also improved significantly to ₹ 22.77 Cr. lakh, up from ₹ 0.86 Cr. in the previous year, reflecting improved overall business health.

From a consolidated perspective, DCM Nouvelle reported total revenue of ₹ 1075.88 lakh in FY 2024-25, maintaining relative consistency with the previous years figure of ₹ 1080.94 Cr. The consolidated EBITDA increased from ₹ 45.24 Cr. to ₹ 64.44 Cr., driven by better operating performance across business segments, including the subsidiary engaged in specialty chemicals.

The consolidated profit before tax and exceptional items showed a sharp improvement, rising from a loss of ₹ 3.04 Cr. in FY 2023-24 to a profit of ₹ 9.07 Cr. in FY 2024-25. After the exceptional item of ₹ 4.66 Cr., the consolidated net profit stood at ₹ 6.02 Cr., marking a strong recovery from the previous years net loss of ₹ 4.09 Cr. Correspondingly, the total comprehensive income improved to ₹ 6.11 Cr. from a negative ₹ 4.17 Cr. in the prior year.

These results reflect the Company's focus on financial resilience, cost discipline, and long-term value creation. The continued momentum in profitability and improved returns signal a positive outlook as DCM Nouvelle strengthens its presence across core and emerging verticals

Dividend and Reserves

Dividend

The Board of Directors of your Company ("Board"), after considering the relevant circumstances holistically and keeping in view the Company's Dividend Distribution Policy,

has decided that it would be prudent not to recommend any dividend for the year under review.

Dividend Distribution Policy

The Company has formulated a dividend distribution policy in terms of the requirements of the provisions of Regulation 43A of the SEBI Listing Regulations, as amended. The Dividend Distribution Policy is available on your Company's website on <https://www.dcmnvl.com/policies-and-code.html>.

Reserves

The Board of Directors have decided to retain the entire amount of profit under Retained Earnings. Accordingly, your Company has not transferred any amount to General Reserves for the year ended 31 March, 2025.

Change in the Nature of Business

There was no change in nature of the business of the Company during the financial year ended on March 31, 2025.

Material Changes and Commitments, affecting the Financial Position of the Company:

There were no material changes and commitments affecting the financial position of your Company between the end of FY 2024-2025 and the date of this report, which could have an impact on your Company's operation in the future or its status as a "Going Concern".

Capital Structure

During the year under review, there has been no change in the capital structure of the Company. As on March 31, 2025, the Authorised Share Capital was ₹ 20.05 Cr. divided into 2,00,50,000 Equity Share of Face Value of ₹ 10/- per share and Paid-up capital was ₹ 18.67 Cr. divided into 1,86,77,749 Equity Share of Face Value of ₹ 10/- per share.

Subsidiaries, Joint Ventures & Associates:

Details of Subsidiaries

As on 31 March 2025, the Company had 1 (One) Subsidiary only as detailed below:

Sr. No.	Name of Subsidiary	Date of creation of interest	Nature of interest/percentage of shareholding	Location
1.	DCM Nouvelle Specialty Chemicals Limited	02.02.2022	Material Subsidiary (87.37%)	India

DCM Nouvelle Specialty Chemicals Limited (DCMSCL) was incorporated as a Public Limited Company on 02nd February 2022 under the Companies Act, 2013, having its registered office in New Delhi, India. DCMSCL is engaged, inter-alia, in the business of manufacturing of Specialty Chemicals. The Company holds 87.37% equity shares in DCMSCL as on March 31, 2025.

During the FY 2024-25, DCMSCL ramped up its production at its chemical plant situated at, Plot No. 91, 92, 93, Industrial Township DMIC Vikram Udyogpuri, Village Narvar, Ujjain, Madhya Pradesh- 456 664 and captured the market share with good response from the domestic and global customers. During the year, DCMSCL also got approval from MP Govt. incentive of ₹ 21 Crore to be received in 7 years and also received ₹ 3 Crore in April 25, the company is in the process of adding new products during the year.

Financial Performance of Subsidiaries

Pursuant to the provisions of Section 129, 134 and 136 of the Act read with rules made thereunder and Regulation 33 of the SEBI Listing Regulations, your Company has prepared consolidated financial statements and a separate statement containing the salient features of financial statement of subsidiaries, joint ventures, and associates in Form AOC-1 as “Annexure-A”, which forms part of this Annual Report.

The annual financial statements and related detailed information of the subsidiary companies shall be made available to the shareholders of the holding and subsidiary companies seeking such information on all working days. Financial statements and related detailed information of subsidiary company shall also be kept for inspection by any shareholders during working hours at your Company's registered office and that of the respective subsidiary companies concerned. In accordance with Section 136 of the Act, the Audited Financial Statements, including Consolidated Financial Statements and related information of your Company and audited accounts of each of its subsidiaries, are available on website of your Company on <https://www.dcmnvl.com/dcm-nouvelle-specialty-chemicals-limited.html>.

Material Subsidiaries

As on March 31, 2025, the Company had 1 (One) unlisted material subsidiary. Your Company has formulated a policy for determining Material Subsidiaries. The policy is available on your Company's website.

Pursuant to Section 134 of the Act read with rules made thereunder, the details of developments at the level of subsidiaries and joint ventures of your Company are covered

in the Management Discussion and Analysis Report, which forms part of this Annual Report.

Financial Highlights of DCM Nouvelle Specialty Chemicals Limited

The financial position of the Company as at 31st March 2025 has shown significant improvement compared to the previous year. The Total Assets increased to ₹ 97.27 Cr. from ₹ 90.98 Cr. as at 31st March 2024, reflecting a growth of approximately 6.9%. This increase was primarily driven by higher levels of current assets, including inventories and receivables, indicating improved operational scale and business activity.

During the year, the Equity Share Capital rose to ₹ 44.95 Cr. from ₹ 28.47 Cr. in the previous year, following the successful issuance of 1,64,77,040 equity shares through a rights issue. The fresh capital infusion has strengthened the Company's capital base. Simultaneously, Other Equity improved markedly to ₹ 42.61 Cr. from ₹ 26.89 Cr. in FY 2023-24, largely due to the receipt of securities premium amounting to ₹ 32.54 Cr. Despite a net loss for the year, the capital raise offset the impact and significantly enhanced shareholders' funds.

As a result, the Total Equity of the Company increased to ₹ 87.56 Cr. from ₹ 53.36 Cr., reflecting a robust capital structure and strong investor confidence.

On the liabilities side, Non-Current Liabilities decreased to ₹ 0.81 Cr. from ₹ 29.59 Cr., primarily due to repayment of long-term borrowings. In contrast, Current Liabilities increased to ₹ 8.89 Cr. from ₹ 6.03 Cr. in the previous year. This increase was mainly attributable to higher trade payables and short-term borrowings, indicating increased procurement and production activity.

The Non-Current Assets marginally declined to ₹ 75.54 Cr. compared to ₹ 78.59 Cr. in FY 2023-24, reflecting controlled capital expenditure during the year. However, Current Assets grew substantially to ₹ 21.72 Cr. from ₹ 12.39 Cr., largely due to higher inventory levels and trade receivables, consistent with increased business volumes.

Overall, the Company's Balance Sheet as at 31st March 2025 reflects a significantly strengthened equity base, prudent liability management, and improved liquidity, positioning it well for future growth.

Directors and Key Managerial Personnel

Board of Directors

The composition of the Board of Directors of the Company is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the SEBI Listing



Regulations, with an appropriate combination of Executive, Non-Executive, and Independent Directors.

The Board of the Company has 7 (Seven) Directors comprising of 1 (One) Managing Director, 1 (One) WholeTime Director, 2 (Two) Non-Executive Non Independent Director and 3 (Three) Independent Directors (including a Woman Director). The complete list of Directors of the Company along with their brief profile has been provided in the Report on Corporate Governance forming part of this Annual Report.

Further, all the Directors and Senior Management Personnel of the Company affirmed compliance with the Code of Conduct for the financial year 2024-25 and the declaration in this respect appears elsewhere in the Annual Report.

Directors

Following are the directors of the Company as at 31st March, 2025

- A) Mr. Hemant Bharat Ram- Executive-Managing Director
- B) Dr. Vinay Bharat Ram- Executive-Whole Time Director
- C) Dr. Meenakshi Nayar- Chairperson-Independent Director
- D) Mr. Kulbir Singh- Independent Director
- E) Mr. Vivek Chhachhi-Independent Director
- F) Mr. Rakesh Goel- Non-Executive-Non-Independent Director
- G) Mr. Jitendra Tuli- Non-Executive-Non-Independent Director

During the financial year under review, the Members approved the following re-appointment of Directors:

Re-appointment of Mr. Hemant Bharat Ram (DIN 00150933) as the Managing Director of the Company with effect from April 1, 2024 to March 31, 2029.

Re-appointment of Dr. Vinay Bharat Ram (DIN 00052826) as the Whole Time Director of the Company with effect from April 1, 2024 to March 31, 2029.

Re-appointment of Dr. Meenakshi Nayar (DIN 06866256) as Independent Directors for a second consecutive term of five years from April 23, 2024 upto April 22, 2029.

Key Managerial Personnel (KMP)

As on the date of this report, the following are Key Managerial Personnel ("KMPs") of the Company as per Sections 2(51) and 203 of the Act:

- 1. Mr. Hemant Bharat Ram, Managing Director
- 2. Dr. Vinay Bharat Ram, Whole Time Director

- 3. Mr. Vivek Kaushal, Chief Executive Officer*
- 4. Mr. Sandeep Kumar Jain, Chief Financial Officer
- 5. Mr. Mohd Sagir, Company Secretary**
- 6. Mr. Nitish Nautiyal, Company Secretary***

* Mr. Vivek Kaushal appointed as Chief Executive Officer w.e.f May 28, 2024

** Mr. Mohd. Sagir, Resigned from the post of Company Secretary and Compliance officer of the Company w.e.f December 31, 2024.

*** Mr. Nitish Nautiyal appointed as Company Secretary and Compliance officer of the Company w.e.f February 21, 2025.

Directors retiring by rotation

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Dr. Vinay Bharat Ram, Director of the Company shall retire by rotation at the ensuing Annual General Meeting. Dr. Vinay Bharat Ram, being eligible, has offered himself for reappointment. The Board recommends his appointment for your approval in the best interests of the Company. A special resolution is proposed and forms part of the Notice seeking approval of the shareholders for his reappointment. The relevant details of Dr. Vinay Bharat Ram form part of the Notice convening 9th AGM.

Independent Directors

The Independent Directors had submitted their disclosures to the Board that they fulfil the requirements as stipulated under Section 149(6) of the Act and Regulation 25(8) of Listing Regulations. There had been no change in the circumstances affecting their status as Independent Directors of the Company to qualify themselves to be appointed as Independent Directors under the provisions of the Act and the relevant regulations. The Independent Directors have given the declaration under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 confirming compliance with Rule 6(1) and (2) of the said Rules that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs ("IICA").

In the opinion of Board, Dr. Meenakshi Nayar, Mr. Vivek Chhachhi and Mr. Kulbir Singh are persons of integrity and fulfils requisite conditions as per applicable laws and are independent of the management of the Company.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or

transactions with the Company, other than sitting fees, and reimbursement of expenses, if any.

None of the Independent Non-Executive Directors held any equity shares of your Company during the financial year ended 31 March, 2025.

Committees of the Board

The Company has duly constituted the following mandatory Committees in terms of the provisions of the Act & Listing Regulations read with rules framed thereunder viz.

- a) Audit Committee;
- b) Nomination and Remuneration Committee;
- c) Stakeholder's & Finance Facilitation Committee;
- d) Corporate Social Responsibility; and
- e) Risk Management Committee.

The Composition of all above Committees, number of meetings held during the year under review, brief terms of reference and other details have been provided in the Corporate Governance Report which forms part of this Annual Report. All the recommendations made by the Committees were accepted by the Board.

Meetings of the Board of Directors

The details of composition of the Board, its committees, their meetings held and attendance of the Directors at such meetings are provided in the Corporate Governance Report, which is a part of this Report.

Independent Directors' Meeting

The Independent Directors of the Company convened a meeting on July 29, 2024, without the presence of Non-Independent Directors and members of the management. During the meeting, the Independent Directors undertook a review of the performance of the Non-Independent Directors, the various Committees of the Board, and the Board as a whole. The performance of the Chairperson was also evaluated, considering the views of both Executive and Non-Executive Directors. Additionally, the Independent Directors assessed the quality, quantity, and timeliness of the flow of information between the management and the Board, which is essential for the Board to discharge its duties effectively and efficiently.

Board Evaluation Process

In accordance with the provisions of the Companies Act and the Listing Regulations, the Board of Directors conducted its annual evaluation, which encompassed an assessment of the overall performance of the Board, its

committees, and Individual Directors. The evaluation process involved obtaining feedback from all Directors through a structured questionnaire. This questionnaire enabled Directors to rate performance on a scale of one to five, based on a defined set of criteria:

a) Board Evaluation:

The performance of the Board was assessed on parameters such as the fulfilment of key responsibilities, effectiveness of Board structure and composition, clarity in the roles and responsibilities assigned to various committees, quality and timeliness of information flow, effectiveness of Board processes, Board culture and dynamics, and the quality of engagement between the Board and management.

b) Committee Evaluation:

Committee performance was reviewed based on the discharge of key responsibilities, appropriateness of composition, quality and effectiveness of meetings, working dynamics, and the nature of interactions with the Board and senior management.

c) Individual Director Evaluation:

Individual Directors were evaluated on criteria including their adherence to the independence requirements prescribed under the Listing Regulations, objectivity in judgment, level of preparedness, active participation and quality of contribution at Board and Committee meetings, and support extended to management beyond meetings.

These evaluation parameters are broadly aligned with the Guidance Note on Board Evaluation issued by SEBI on January 5, 2017.

The Nomination and Remuneration Committee (NRC) also reviewed the performance of individual Directors. Further, a separate meeting of the Independent Directors was held wherein the performance of Non-Independent Directors and the overall functioning of the Board were evaluated. Inputs from Non-Executive Directors were also considered during the process.

The NRC and the Board discussed the feedback received, focusing on the value added by each Director in Board and Committee deliberations, including their level of preparation, constructive insights, and active engagement during meetings.

Subsequently, in the Board meeting following the meetings of the NRC and the Independent Directors, the collective performance of the Board, its Committees, and each Director was reviewed and discussed.

As per regulatory requirements, the performance of each Independent Director was evaluated by the entire Board, excluding the Director being assessed.

Familiarization Program for Independent Directors

In compliance with the requirements of Listing Regulations, the Company has put in place a framework for Directors' Familiarization Programme to familiarize the Independent Directors with their roles, rights and responsibilities, strategy planning, manufacturing process, subsidiaries business strategy, factory visit, CSR site visit, Amendments in law and Company's codes & policies. The details of the familiarization programme conducted during the financial year under review are explained in the Corporate Governance Report. The same is available on Company's website and accessible through <https://www.dcmnvl.com/policies-and-code.html>.

Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee, approved a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and for determining their remuneration. The Policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on Company's website and accessible through <https://www.dcmnvl.com/policies-and-code.html>.

Directors' Responsibility Statement

Based on the internal control framework and compliance systems established and maintained by the Company, as well as the reports and assurances provided by the Internal Auditors, Statutory Auditors, and Secretarial Auditors—including the audit of internal financial controls over financial reporting conducted by the Statutory Auditors—and the reviews undertaken by Management and various Board Committees, including the Audit Committee, the Board is of the considered opinion that the Company's internal financial controls were adequate and operating effectively during the Financial Year 2024–25.

Accordingly, pursuant to Sections 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- a) in the preparation of the annual accounts for the Financial Year ended March 31, 2025, the applicable accounting standards have been followed and there are no material departures;

- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the Annual Accounts for the Financial Year ended March 31, 2025 on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Internal Financial Control Systems and their Adequacy

The Company has established and maintained adequate internal financial controls pertaining to the preparation and presentation of its financial statements. These controls are designed to provide reasonable assurance regarding the accuracy and reliability of financial and operational information, as well as compliance with applicable laws and regulations.

During the year under review, the internal financial controls were found to be operating effectively, and no material weaknesses were identified.

Risk Management

In compliance with Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Board of Directors has constituted a Risk Management Committee on voluntarily basis to formulate, implement, and oversee the risk management framework of the Company. The Committee comprises the Managing Director, Chief Executive Officer, one Independent Director, and one Non-Executive Non-Independent Director.

The primary responsibility of the Risk Management Committee is to monitor and review the risk management plan and evaluate its effectiveness in mitigating key business risks. The Committee ensures that appropriate risk management systems are in place and functioning effectively across the organization.

In addition to the Risk Management Committee, the Audit Committee provides supplementary oversight in relation to financial risks and internal controls.

Major risks identified across various business functions are systematically addressed through appropriate mitigation strategies on an ongoing basis. The Company's risk management framework is designed to enable the identification, assessment, and management of potential risks that, in the opinion of the Board, may threaten the continuity or performance of the business.

A detailed discussion on the Company's risk management initiatives and the key elements of risk is included in the Management Discussion and Analysis section, which forms an integral part of this Report.

Corporate Social Responsibility (CSR)

DCM Nouvelle's Corporate Social Responsibility (CSR) initiatives are fully aligned with the provisions of Section 135 of the Companies Act, 2013. A brief outline of the Company's CSR Policy and the CSR activities undertaken during the financial year are provided in **Annexure-C** to this Report, in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014. Additional information regarding the CSR Committee is available in the Corporate Governance Report, which forms part of this Annual Report. The CSR Policy of the Company is also accessible on the Company's website.

During the financial year 2024–25, the Company continued its commitment to Corporate Social Responsibility (CSR) in alignment with Section 135 of the Companies Act, 2013. The CSR obligation for the year was ₹ 1.26 Cr., derived from 2% of the average net profit of ₹ 63.37 Cr. The Company spent a total of ₹ 1.29 Cr. on CSR initiatives, exceeding its statutory requirement by ₹ 2.60 Lakh (after adjusting an opening excess of ₹ 0.63 Lakh), which will be available for set-off in subsequent years. The primary focus remained on educational development in the local area of Hisar, Haryana, particularly through ongoing support to HTM Educational Society. Major projects included retrofitting and renovation of an auditorium, computer lab upgrades, drinking water infrastructure, and provision of essential facilities such as RO systems and air conditioners. The Company transferred ₹ 0.75 Cr. towards ongoing projects, with ₹ 0.54 Cr. spent during the year. No amount was spent on administrative overheads or impact assessments. All projects were implemented either directly or through registered CSR partners, and the CSR Committee met four times to oversee execution and compliance.

Statutory Auditors & Auditors' Report

Statutory Auditors

M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), were appointed as the Statutory Auditors of the Company for a period of five years, commencing from the conclusion of the 4th Annual General Meeting (AGM) until the conclusion of the 9th AGM.

The current term of the Statutory Auditors will expire at the ensuing 9th AGM. Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on August 13, 2025, approved the re-appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company for a further term of five years, to hold office from the conclusion of the 9th AGM until the conclusion of the 14th AGM, subject to the approval of the members at the forthcoming AGM.

In this regard, the Company has received a consent letter and an eligibility certificate from M/s Walker Chandiok & Co LLP, confirming their willingness and eligibility for re-appointment in accordance with the provisions of the Companies Act, 2013 and applicable rules framed thereunder.

Auditors' Report

The observations of the Auditors in their report on Accounts and the Financial Statements, read with the relevant notes are self-explanatory. The Audit Report does not contain any qualification, reservation, adverse remark, or disclaimer.

Cost Auditor

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records and accordingly, such accounts are made and records have been maintained every year.

The Board had appointed, M/s. KG Goyal & Associates Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ended March 31, 2025. The Cost Auditor has given the Cost Audit Report for the financial year ended March 31, 2025, and the Cost Audit Report does not contain any qualification, reservation, or adverse remark.

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the Directors on the recommendation of the Audit Committee, re-appointed M/s. KG Goyal & Associates Cost Accountants, to audit the cost accounts of the Company for the financial year ending March 31, 2026 on a



remuneration of ₹ 65,000/- plus GST & out of pocket expenses, if any.

As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification.

Accordingly, a resolution seeking Member's ratification for the remuneration payable to M/s. KG Goyal & Associates, Cost Accountants for the financial year ending March 31, 2026, is proposed in the Notice convening the Annual General Meeting.

Internal Auditors

Your Directors, during the year under review, appointed M/s A. Gandhi & Associates, Chartered Accountants, Chandigarh (Firm Registration No.007023N), to act as the Internal Auditors of the Company for the financial year 2025-26 pursuant to section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014.

Auditor's Report and Secretarial Audit Report

The statutory auditor's report and the secretarial auditor's report do not contain any qualifications, reservations, or adverse remarks or disclaimer.

Secretarial Auditors

The Board has appointed M/s Pragyna Pradhan and Associates, Practicing Company Secretaries, to conduct Secretarial Audit for the financial year 2024-25. The Secretarial Audit Report for the financial year ended March 31, 2025, is annexed as **Annexure-B** and forms an integral part of this Report

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. covered under the Secretarial Audit. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark.

Pursuant to Regulation 24A of the Listing Regulations read with Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company on recommendation of the Audit Committee proposed appointment of M/s Pragyna Pradhan and Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from the Financial Year 2025-26 till Financial Year 2029-30, subject to approval of Members at the AGM. Accordingly, a resolution seeking approval by the Members is listed in the AGM Notice as Special Business.

M/s Pragyna Pradhan and Associates, Practicing Company Secretaries, have confirmed their eligibility under Section 204 of the Act and the rules framed thereunder, Regulation 24A of the Listing Regulations for appointment as Secretarial Auditors of the Company. As required under the Listing Regulations, the Auditor have also confirmed that they hold a valid certificate issued by the Peer Review Board of The Institute of Company Secretaries of India.

Secretarial Audit of Material Unlisted Indian Subsidiary

As per the requirements of SEBI Listing Regulations, the Practicing Company Secretaries appointed by material subsidiary of your Company undertook secretarial audit of the subsidiary for FY 2024-25. Each secretarial audit report confirms that the relevant material subsidiary has complied with the provisions of the Act, rules, regulations, and guidelines and that there were no deviations or non-compliances. The secretarial audit reports of material subsidiary form part of this Annual Report.

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34(2)(e) of Listing Regulations is presented in a separate section forming part of the Annual Report.

Corporate Governance Report

The Company adheres to the corporate governance standards set forth under Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A comprehensive Corporate Governance Report, detailing our compliance with these regulations, is presented in a dedicated section of this Annual Report.

Additionally, a certificate from a Practicing Company Secretary, affirming our compliance with the prescribed corporate governance norms, is annexed to the Corporate Governance Report.

Business Responsibility & Sustainability Report (BRSR)

In accordance with the Securities and Exchange Board of India (SEBI) regulations, the top 1,000 listed companies by market capitalisation are mandated to include the Business Responsibility and Sustainability Report (BRSR) as part of their Annual Report. As per the market capitalisation of the Company as on March 31, 2025, your Company does not fall within this threshold.

Nonetheless, demonstrating its commitment to robust corporate governance and sustainable business practices, the Company has voluntarily adopted the BRSR framework for the financial year 2024-25. Consequently, the BRSR is an integral component of this Annual Report.

Investor Education and Protection Fund (IEPF)

The Company has not declared or paid any dividend in the past. Accordingly, there is no requirement for the transfer of unpaid or unclaimed dividend to the Investor Education and Protection Fund (IEPF) under the applicable provisions of the IEPF Rules.

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), any unclaimed amount arising out of fractional entitlements, which remains unclaimed for a period of seven years or more, is required to be transferred to the IEPF administered by the Central Government, along with the corresponding shares, if any, to the demat account of the IEPF Authority.

In compliance with the IEPF Rules, the Board of Directors has appointed **Mr. Sandeep Kumar Jain**, Chief Financial Officer, as the **Nodal Officer** of the Company. He is responsible for verifying claims of shareholders related to shares and/or dividend amounts transferred to the IEPF, and for liaising with the IEPF Authority.

Details of the Nodal Officer are available on the Company's website.

Transactions With Related Parties

In line with the requirements of the Act and the Listing Regulations, the Company has formulated a policy on Related Party Transactions and the same can be accessed on the Company's website and accessible through <https://www.dcmnvl.com/policies-and-code.html>.

All Related Party Transactions, that were entered into during the Financial Year under review, were on at arm's length basis, and in the ordinary course of business and are in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year that required shareholders' approval under Regulation 23 of the Listing Regulations. All Related Party Transactions are placed before the Audit Committee for prior approval.

None of the transactions entered into with Related Parties fall under the scope of Section 188(1) of the Act. Details of transactions with Related Parties as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in "**Annexure – D**" in Form AOC - 2 and forms part of this Report.

Pursuant to the provisions of Regulation 23 of the SEBI Listing Regulations, your Company has filed half yearly

reports to the stock exchanges, for the related party transactions.

Insurance

The Company has obtained adequate insurance coverage for all its assets to safeguard against foreseeable risks and perils. This ensures comprehensive protection of the Company's assets and business operations.

Compliance with secretarial standards

Your Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

Code for prevention of insider trading

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has established a comprehensive Code of Conduct ("Code") to regulate, monitor, and report trading in the Company's securities by designated persons and their immediate relatives.

The Code outlines the procedures to be followed by designated persons when trading in the Company's shares and addresses the handling of Unpublished Price Sensitive Information ("UPSI"). It includes provisions for maintaining a structured digital database, implementing mechanisms to prevent insider trading, and ensuring the confidentiality and proper dissemination of UPSI. Furthermore, the Code encompasses practices and procedures for the fair disclosure of UPSI, aligning with the principles set forth in Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

A copy of the Code is available on the Company's website

Particulars of Loans, Guarantees and Investments

Particulars of the loans given, investments made or guarantees given covered under the provisions of Section 186 of the Act, are provided in the Notes of the Standalone Financial Statements.

Prevention of Sexual Harassment at Workplace

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has laid down a Prevention of Sexual Harassment (POSH) Policy and has constituted Internal Complaints Committees (ICs), at all relevant locations across India to consider and resolve the complaints related to sexual harassment. The ICs includes external members with relevant experience. The ICs,

presided by senior women, conduct the investigations and make decisions at the respective locations. Company has zero tolerance on sexual harassment at the workplace. The ICs also work extensively on creating awareness on

relevance of sexual harassment issues, including while working remotely. The employees are required to undergo a mandatory training/ certification on POSH to sensitize themselves and strengthen their awareness.

Sr. No	Particulars	Status
1.	Number of complaints of sexual harassment received in the year;	NIL
2.	Number of complaints disposed off during the year	NIL
3.	Number of cases pending for more than ninety days	NIL

All new employees go through a detailed personal orientation on anti-sexual harassment policy adopted by your Company.

Statement by the company with respect to the compliance to the provisions relating to the Maternity Benefits Act, 1961.

During the year under review, the Company has complied with the provisions of the Maternity Benefit Act, 1961, to the extent applicable. The Act ensures the protection of employment and entitlements of women employees during the period of maternity, and the Company remains committed to supporting the health, safety, and welfare of its female workforce.

The Company has implemented the requisite policies and procedures in line with the amended provisions of the Act, including the extended duration of paid maternity leave, provision for nursing breaks, and prohibition of dismissal during maternity leave. All eligible female employees were granted maternity benefits as per the statutory norms.

Vigil Mechanism/Whistle Blower Policy

Your Company has adopted a whistle blower policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177 of the Act and Regulation 22 of SEBI Listing Regulations, to facilitate reporting of the genuine concerns about unethical or improper activity, without fear of retaliation.

The policy provides for adequate safeguards against victimization of directors/employees who avail of the mechanism and provides for direct access to the Chairperson of the Audit Committee.

The Whistle Blower Policy is available on Company's website and accessible through <https://www.dcmnvl.com/policies-and-code.html>.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules 2014 is annexed as **Annexure – E** and forms part of this Report.

Cyber Security

In response to the escalating threat landscape, the Company conducts periodic assessments of its cybersecurity maturity to ensure alignment with evolving risk scenarios. This proactive approach involves enhancing processes and implementing advanced technological controls to fortify our defences.

Our technology infrastructure is equipped with real-time security monitoring capabilities, encompassing multiple layers—from end-user devices to network systems, applications, and data repositories. This comprehensive monitoring framework enables the timely detection and mitigation of potential threats, thereby safeguarding the integrity and confidentiality of our information assets

During the year under review, your Company did not face any incidents or breaches or loss of data breach in cyber security.

Event Occurred After Balance Sheet Date

No major events have occurred after the date of balance sheet of the Company for the year ended on March 31, 2025.

Particulars of Employees and Related Disclosures

Disclosure pertaining to remuneration and other details as required under Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in **Annexure - F** to this

report. In accordance with the provisions of Sections 197(12) & 136(1) of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the list pertaining to the names and other particulars of employees drawing remuneration in excess of the limits as prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in **Annexure - G** to this report.

Industrial Relations

The Industrial Relations scenario continued to be cordial during the year under review.

Deposits

The Company has not accepted any deposits from public, during the year under review, within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014. No amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Extract of annual return

Pursuant to the provisions of Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014 and Section 134(3)(a) of the said Act, the Annual Return containing details as of March 31, 2025, is available on the Company's website and accessible through <https://www.dcmnvl.com/annual-return.html>.

Credit rating

During the year ended March 31, 2025, CRISIL Limited, a renowned credit rating agency has reaffirmed our rating to CRISIL BBB/Stable and CRISIL A3+ to the long-term and short-term rating respectively on borrowings availed by the Company.

Frauds reported by the auditors

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or to the Board as required under Section 143(12) of the Act and the rules made thereunder.

General

Neither the Chairperson nor the Managing Director of your Company received any remuneration or commission from any of the subsidiaries of your Company.

Your directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions/events of these nature during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of Shares (Including Sweat Equity Shares) to employees of your Company under any scheme.
3. Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and your Company's operation in future.
4. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by your Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Act).
5. Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.
6. One time settlement of loan obtained from the Banks or Financial Institutions.
7. Revision of financial statements and Directors' Report of your Company.

Cautionary Statement

Statements in the Annual Report, including those which relate to Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

Green Initiatives

The Company remains committed to environmental sustainability and endeavors to utilize natural resources responsibly and efficiently. As part of its green initiatives in corporate governance, and in line with the circulars issued by the Ministry of Corporate Affairs (MCA) Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011, respectively the Company has adopted the practice of sending official documents to shareholders electronically.

Furthermore, the MCA, through its subsequent circulars dated April 8, 2020; January 13, 2021; December 12, 2021; December 14, 2021; May 5, 2022; December 28, 2022; September 25, 2023; and September 19, 2024, has permitted companies to convene Annual General Meetings (AGMs) via Video Conferencing (VC) or Other Audio-Visual Means (OAVM). In view of this, and to ensure seamless participation, shareholders are kindly requested to update their email addresses with their respective depository participants to receive the e-AGM link and related



documents electronically. In accordance with the aforementioned MCA circulars, the Notice convening the 9th Annual General Meeting, along with the Audited Financial Statements, Board's Report, Auditor's Report, and other relevant documents, will be sent to shareholders at their registered email addresses.

We urge all shareholders to ensure their contact details, particularly email addresses, are updated to facilitate timely and effective communication.

CEO and CFO Certification:

As required under Regulation 17(8) of the SEBI Listing Regulations, the CEO and CFO of your Company have certified the accuracy of the Financial Statements, the Cash Flow Statement and adequacy of Internal Control Systems for financial reporting for the financial year ended March 31, 2025. Their Certificate is annexed to this Directors' Report.

Acknowledgement

Your Directors express their sincere gratitude to the Government of India, various State Governments, and the

concerned Government departments for their unwavering support and guidance throughout the year. We also extend our heartfelt thanks to our financial institutions and banking partners for their continued assistance.

We are deeply appreciative of the trust and confidence reposed in the Company by our esteemed shareholders, customers, suppliers, and business associates. Your steadfast support has been instrumental in our progress and success.

A special note of appreciation is due to our dedicated employees at all levels, whose commitment and hard work have been pivotal in driving the Company's growth and excellence. Their contributions continue to be the cornerstone of our achievements.

For and on behalf of the Board

Dr Meenakshi Nayar
Chairperson
DIN: 06866256

Place : New Delhi
Date : August 13, 2025

Annexure-A

Form AOC-1

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

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

Part "A": Subsidiaries

(₹ in lakh)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	DCM Nouvelle Specialty Chemicals Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	FY 2024-25
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	4,494.67
5.	Reserves & surplus	4,260.89
6.	Total assets	9,726.67
7.	Total Liabilities	9,726.67
8.	Investments	NA
9.	Turnover	1,743.11
10.	Profit before taxation	(1,682.24)
11.	Provision for taxation	NA
12.	Profit after taxation	(1,682.24)
13.	Proposed Dividend	NA
14.	% of shareholding	87.37%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: NA
- Names of subsidiaries which have been liquidated or sold during the year: NA

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures- Not Applicable



Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule

No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure requirements), Regulations, 2015, as amended]

To,
The Members,
DCM NOUVELLE LIMITED
407, Vikrant Tower,
4, Rajendra Place, New Delhi-110008

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

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

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

- I. The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment

and External Commercial Borrowings; **(Not Applicable to the Company during the review period);**

- V. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the review period);**
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 **(Not Applicable to the Company during the review period);**
 - f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the review period);**
 - g. 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; **(Not Applicable to the Company during the review period);**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the review period);** and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the review period);**

VI. We have relied on the systems/mechanism formed by the Company for compliances under other Applicable Acts, laws and regulations applicable to the Company and the management explanation in this regard.

We have not examined compliance with applicable financial laws like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial audit and tax audit.

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

- i. Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Board and General Meetings;
- ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of Act, Rules, Regulations, Guidelines etc. except an intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 outcome of Board meeting was submitted after 12 hours of the Board meeting, in connection with appointment of Compliance officer.

However, the said intimation was already submitted by the Company at the time of his joining on February 21, 2025.

We further report that

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

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

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

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

We further report that there is no non-compliance/ observation/audit qualification, reservation, or adverse remarks in respect of the Board Structures/ Systems and process relating to the Audit period. We further report that during the period under review:

- Mr. Vivek Kaushal was appointed as Chief Executive Officer of the Company effective from May 28, 2024
- Mr. Md. Sagir, Company Secretary and Compliance Officer of the Company has resigned effective from December 31, 2024 and the Board of Directors approved the appointment of Mr. Nitish Nautiyal as Company Secretary at its meeting held on March 25, 2025, effective from February 21, 2025.

For Pragnya Pradhan & Associates
Company Secretaries

Pragnya Parimita Pradhan

ACS No. 32778

C P No.: 12030

UDIN: A032778G000992836

Peer Review No: 1564/2021

Place : New Delhi

Date : 13-08-2025

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



Annexure A

To

The Members,

DCM NOUVELLE LIMITED

407, Vikrant Tower,

4, Rajendra Place, New Delhi-110008

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure the correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

- (3) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- (4) The Secretarial Audit report is neither as assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Pragnya Pradhan & Associates**
Company Secretaries

Pragnya Parimita Pradhan

ACS No. 32778

C P No.: 12030

UDIN: A032778G000992836

Peer Review No: 1564/2021

Place : New Delhi

Date : 13-08-2025

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2025

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

To,
The Members,
DCM Nouvelle Specialty Chemicals Limited
407, Vikrant Tower 4,
Rajendra Place New Delhi 110008

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by DCM Nouvelle Specialty Chemicals Limited ("the Company") for the financial year ended 31st March, 2025 according to the provisions of:

- I. The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- II. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- III. 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;

We have relied on the systems/mechanism formed by the Company for compliances under other Applicable Acts, laws

and regulations applicable to the Company and the management representations in this regard.

We have not examined compliance with applicable financial laws like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial audit and tax audit.

We have examined compliances of the Secretarial Standards issued by the Institute of Company Secretaries of India. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above. During the period under review the Company has not entered into listing agreement with any Stock Exchange, being an unlisted entity.

We further report that

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

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

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

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

We further report that there is no non-compliance/ observation/audit qualification, reservation, or adverse remarks in respect of the Board Structures/ Systems and process relating to the Audit period. We further report that



during the period under review:

- The members of the Company had passed the Ordinary resolution to increase the Authorised Share capital of the Company from ₹ 35,00,00,000 to ₹ 50,00,00,000 at the Extra Ordinary General meeting held on November 14, 2024.
- Mr. Md. Sagir, Company Secretary and Compliance Officer of the Company has resigned effective from December 31, 2024 and the Board of Directors approved the appointment of Mr. Nitish Nautiyal as Company Secretary at its meeting held on March 25, 2025, effective from February 21, 2025.

For **Pragnya Pradhan & Associates**
Company Secretaries

Pragnya Parimita Pradhan

ACS No. 32778

C P No.: 12030

UDIN:A032778G000992869

Peer Review No: 1564/2021

Place : New Delhi

Date : 13-08-2025

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

"Annexure A"

To
The Members,
DCM Nouvelle Specialty Chemicals Limited
407, Vikrant Tower 4,
Rajendra Place New Delhi 110008

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure the correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

- (4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- (5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit report is neither as assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Pragnya Pradhan & Associates**
Company Secretaries

Pragnya Parimita Pradhan

ACS No. 32778

C P No.: 12030

UDIN:A032778G000992869

Peer Review No: 1564/2021

Place : New Delhi

Date : 13-08-2025

Annexure-C

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company:

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is: <http://www.dcmnvl.com/policies-and-code.html>

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Hemant Bharat Ram	Chairperson / Managing Director of the Company	4	4
2	Dr. Meenakshi Nayar	Member / Independent Director & Chairperson of the Board	4	4
3	Mr. Rakesh Goel	Member/Non-Executive Director of the company	4	4

Secretary of the committee: -

- Mr. Mohd Sagir up to 31st December, 2024
- Mr. Sandeep Kumar Jain from 1st January, 2025 to 20th February, 2025
- Mr. Nitish Nautiyal from 21st February, 2025

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

Composition of the CSR committee shared above and is available on the Company's website at **Weblink**

CSR policy- <https://www.dcmnvl.com/policies-and-code.html>

CSR projects- <https://www.dcmnvl.com/policies-and-code.html>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹/Lacs)	Amount required to be set-off for the financial year, if any (in ₹/Lacs)
1	2025-26	2.60	-
2	2024-25	0.63	2.60

6. Average net profit of the company as per section 135(5) ₹ **6337.32 Lacs**
7. a) Two percent of average net profit of the company as per section 135(5): ₹ **126.75 Lacs**
b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. : **Nil**
c) Amount required to be set off for the financial year, if any: ₹ **0.63 Lacs**
d) Total CSR obligation for the financial year (7a+7b-7c): ₹ **126.12 Lacs**
8. (a) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (in Lacs)	Amount Unspent (₹ in Lacs)				
	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. (₹ in Lacs)	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
95.01	9.06 (Balance out of 104.07)	13.04.2024	-	-	-
53.61	75.11	23.04.2025	-	-	-

(b) **Details of CSR amount spent against ongoing projects for the financial year:**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Project duration.	Amount allocated for the project (₹ in Lacs)	Amount spent in the current financial Year (₹ in Lacs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in Lacs)	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number
1	Supporting Expenses for retrofitting and renovation of Auditorium for H.T.M Educational Society	(ii)	Yes	Haryana	Hisar	2 Years	75.11	Nil	75.11	No	H.T.M High School	CSR00015865

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes/ No).	(5) Location of the project		(6) Amount spent for the project (₹ in Lacs).	(7) Mode of implementation on-Direct (Yes/No).	(8) Mode of implementation- Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1	Amount spent for Educational Initiatives (Secondary School at Hisar)	(ii)	Yes	Haryana	Hisar	26.63	Yes	H.T.M. High School	CSR00015865
2	Supporting Expenses for: • Grant For Computer Lab including New Furniture & Electronics Gadgets (Computer Work Stations, Chairs, Split ACs, Computers, UPS) • Grant For Renovation of Computer Lab in HTM School. • Grant for Electric Cost for Wiring, Internal Conduiting, Lighting Fixtures of Computer Lab in HTM School	(ii)	Yes	Haryana	Hisar	8.52	Yes	HTM High School	CSR00015865
3	Supporting Expenses for water proofing application on roof terrace in HTM School	(ii)	Yes	Haryana	Hisar	8.54	Yes	HTM High School	CSR00015865
4	Supporting Expenses for drinking water supply line at HTM School, Drama Centre and allied areas	(ii)	Yes	Haryana	Hisar	7.89	Yes	HTM High School	CSR00015865
5	Supporting Expenses for RO+ UV Purifier for HTM School, Hisar	(ii)	Yes	Haryana	Hisar	0.94	Yes	HTM High School	CSR00015865
6	Supporting Expenses for providing split AC-2 , faculty table & Chair in computer lab for HTM School, Hisar	(ii)	Yes	Haryana	Hisar	1.09	Yes	HTM High School	CSR00015865

(d) Amount spent in Administrative Overheads: Nil**(e) Amount spent on Impact Assessment, if applicable:** Not Applicable**(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 128.72 Lacs****(g) Excess amount for set off, if any**

Sl. No.	Particular	Amount (₹ in Lacs)
(i)	Two percent of average net profit of the company as per section 135(5)	126.75
(ii)	Total amount spent for the Financial Year	128.72
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1.95
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-0.63
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	2.60

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in Lacs)	Amount spent in the reporting Financial Year (₹ in Lacs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (₹ in Lacs)
				Name of the Fund	Amount (₹ in Lacs).	Date of transfer.	
1.	2024-25	75.11	53.61	-	-	-	75.11
2.	2023-24	104.07	95.01	-	-	-	9.06
3.	2022-23	30.00	-	-	-	-	15.00
	TOTAL	209.17	148.62	-	-	-	99.17

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (₹ in Lacs)	Amount spent on the project in the reporting Financial Year (₹ in Lacs)	Cumulative amount spent at the end of reporting Financial Year. (₹ in Lacs)	Status of the project -Completed/ Ongoing.
01	Financial Assistance to set up Artificial Intelligence Lab (AI)	Financial Assistance to set up Artificial Intelligence Lab (AI)	2022-23	3 Years	30.00	-	15.00	ongoing
02	Supporting Expenses for retrofitting and renovation of Auditorium for H.T.M Educational Society	Supporting Expenses for retrofitting and renovation of Auditorium for H.T.M Educational Society	2023-24	2 Years	114.11	95.01	105.05	ongoing

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

(a) Date of creation or acquisition of the capital asset(s).	Not Applicable
(b) Amount of CSR spent for creation or acquisition of capital asset.	Not Applicable
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Not Applicable
(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

We hereby declare that Company spends two per cent of the average net profit as per section 135(5) and implementation and monitoring of the CSR policy are in compliance with CSR objectives and Policy of the Company.

Place: New Delhi
Date: 13.08.2025

Hemant Bharat Ram
Chairperson - CSR Committee

Rakesh Goel
Member- CSR Committee

Annexure-D

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

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

None; During the reporting period ended on 31st March 2025, all transactions were at Arms's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

NONE; DURING THE REPORTING PERIOD, THERE WAS NO MATERIAL* CONTRACT OR ARRANGEMENT

(*As defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and adopted by the Board of Directors in the Related Party Transactions Policy of the Company, "Material Related Party Transaction" means a transaction with a related party if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the Company.)

- 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 of
DCM Nouvelle Limited**

Dr. Meenakshi Nayar
Chairperson
DIN: 06866256

Place: New Delhi
Date: 13.08.2025

Annexure-E

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are as follows:

A. Conservation of Energy:

i. The steps taken or impact on conservation of energy

Conservation of energy remains a critical priority for the Company in its commitment to addressing the global energy crisis, mitigating environmental degradation, and maintaining competitive advantage. Recognizing the importance of sustainable energy practices, the Company consistently implements a range of measures to reduce energy consumption and improve efficiency. These include process and machinery modifications, adoption of advanced technologies, development of innovative methods, energy audits, and timely maintenance.

These initiatives result not only in energy savings but also in significant reductions in operating costs and time.

ii. Energy Conservation Measures in FY 2024–25:

In addition to the on-going efforts from previous years, the Company undertook the following new initiatives during the financial year 2024–25 to further reduce energy costs and improve production efficiency:

- Installation of inverters on flat ventilator motors for Card 2 and 3.
- Installation of MA Fan inverters on Comber machines No. 101 to 104 and No. 105 to 108.
- Installation of inverter in bale press pusher.
- Installation of inverter in Unimix Unit 2.
- Adjustment of frequency in Unit 2 P2 Vario Clean Dust fan from 50 Hz to 41 Hz.

These upgrades contribute to improved energy management, equipment longevity, and operational efficiency.

iii. Green Energy – Clean Energy

- The Company continues to prioritize renewable energy as part of its sustainability agenda. During the financial year 2024–25, a total of 235.35 Lakh units of electricity were generated through the Company's solar power plant for in-house consumption.
- Solar energy, derived from sunlight, is a clean, renewable, and inexhaustible energy source. Unlike fossil fuels, it does not emit greenhouse gases during electricity generation, making it an environmentally responsible alternative. By investing in solar power, the Company not only reduces its carbon footprint but also ensures long-term energy security and cost savings.

iv. The capital investment on energy conservation equipment's- Nil

B. TECHNOLOGY ABSORPTION

- The efforts made towards technology absorption - NA
- The benefits derived like product improvement, cost reduction, product development or import substitution - NA
- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - NA
- The expenditure incurred on Research and Development - NA

C. Foreign Exchange Earnings & Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

(₹ in Lacs)

Particulars	As on March 31, 2025
Foreign Exchange Earned	40,077.89
Foreign Exchange Used	417.01

Annexure-F

Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2024-25, the percentage increase in remuneration of Chief Financial Officer and other Executive Director(s) and Company Secretary during the financial year 2024-25

Sl. No.	Names	Designation	% Increase in Remuneration in the Financial Year 2024-25	Ratio of remuneration of each Director/ to median remuneration of employees for financial year 2024-25
1	Mr. Hemant Bharat Ram	Managing Director	0.00%	196.32
2	Dr. Vinay Bharat Ram	Whole Time Director	0.00%	52.02
3	Mr. Sandeep Kumar Jain	Chief Financial Officer	10.27%	32.67
4.	Mr. Vivek Kaushal	Chief Executive Officer	17.44%	42.98
5.	Mr. Mohd Sagir (Till December 31, 2024)	Company Secretary & Compliance Officer	26.52%	5.91
6.	Mr. Nitish Nautiyal (w.e.f. February 21,2025)	Company Secretary & Compliance Officer	0.00%	5.02

- ii. In the financial year, there was an increase of 3.83% in the median remuneration of employees,
- iii. There were 1821 permanent employees on the role of company as on March 31, 2025.
- iv. The median remuneration of employees of the Company during the financial year 2024-25 is ₹ 1,84,529/-.
- v. Average percentage increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
- The percentage increase in the salaries of employees other than Managerial Personnel (KMP) in Financial Year 2024-25 was 11.35%. The increments given to employees are based on their potential, performance, and contribution, which are benchmarked against applicable Industry norms.
- vi. All the Non-Executive Directors including Independent Directors did not receive any remuneration from the Company except the sitting fees for attending Board Meetings and Committee Meetings during the year 2024-25. Details of sitting fees are mentioned in the Corporate Governance Report.
- vii. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and Senior Management

Annexure-G

I. DETAILS OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN DURING THE YEAR UNDER REVIEW INCLUDING DETAILS OF EMPLOYEES EMPLOYED THROUGHOUT THE YEAR UNDER REVIEW AND WHO ARE IN RECEIPT OF REMUNERATION FOR THAT YEAR, WHICH IN AGGREGATE WAS NOT LESS THAN ₹ 1.02 CRORES PER ANNUM:

Sr. No.	Name	Age (Year)	Designation	Qualification	Total Experience (Year)	Date of Commencement of employment	Remuneration received (₹ in Lacs)	Particulars of last Employment	% age of Equity Shares held in the Company
A. Employed throughout the year									
1	Mr. Hemant Bharat Ram	59	Managing Director	B.S. (Math & Comp. Sc.), MS (IA)	34	April 1, 2019	362.28	DCM Ltd.	50.11
2	Dr. Vinay Bharat Ram	89	Whole Time Director	B.A. (Hons.) Economics, University of Delhi, MBA, Michigan University (Ann Arbor), Management Development Programme, Harvard University, Ph.D. in Economics from University of Delhi	63	October 1, 2019	96.00	DCM Ltd.	Nil
3	Mr. Vivek Kaushal	54	Chief Executive Officer	M.B.A.	32	December 8, 1995	79.31	Nahar Export Limited, Ludhiana	Nil
4	Mr. Sandeep Kumar Jain	52	Chief Financial Officer	Chartered Accountant, LL.B., M. Com.,	27	January 15, 2007	60.28	S.A.P. Ltd. Meerut.	Nil
5	Mr. Bir Chand Jataiwal	55	Sr. General Manager	B. Tech.	33	October 13, 2007	44.31	Rana Polycot Ltd, Punjab	Nil
6	Ms. Poonam Sachdeva	59	Senior Manager- Corporate	P. G	37	April 1, 2019	38.92	DCM Ltd.	Nil
7	Mr. Harish Kumar Arora	48	Deputy General Manager	B. Tech	27	November 17, 1999	31.23	Vardhman Group	Nil
8	Mr. Pawan Kumar Singh	54	Deputy General Manager	Diploma in Textile	32	January 10, 2015	27.97	Tirupati Texnet Limited, Moradabad	Nil
9	Mr. Santanu Bhattacharyya	53	Deputy General Manager (Maintenance)	B. Tech	27	November 25, 2013	27.83	Winsome Yarns	Nil
10	Mr. Mritunjay Chatterjee	50	Deputy General Manager	Diploma In Electrical Engg.	29	October 05, 2006	27.14	Winsome Yarns	Nil

Note:

1. Remuneration include basic salary, contribution to provident and superannuation funds, allowances and taxable value of perquisites.
2. Dr. Vinay Bharat Ram is the father of Mr. Hemant Bharat Ram, hence both are relatives.

Business Responsibility and Sustainability Report

About DCM Nouvelle Limited

DCM Nouvelle Limited is a leading manufacturer & exporter of 100% cotton carded, combed and compact yarns in single and two- ply forms in Count Range is Ne 12s to Ne 40s. The Company has spindle capacity of 1,57,872 located at Hisar with Approx. 40000 MT of annual production.

Overview:

DCM NOUVELLE strives to seek greater alignment between its stakeholders to generate value in the long term by delivering its promise. One Quality for all the Markets is the philosophy under which the Company operates its businesses.

About This Report

The Listing Regulations mandate the inclusion of the BRSR as part of the Annual Report for the top 1,000 listed entities based on market capitalisation. As of March 31, 2025, your company does not fall within the top 1,000 listed entities by market capitalisation. However, the Risk Management Committee recommended to the Board that the company voluntarily adopt all essential indicators of the BRSR disclosures for the financial year 2024–25. Accordingly, the BRSR report, excluding leadership indicators, has been integrated into this 9th Annual Report.

Section A:

General Disclosure

1. Details of the listed entity

1.	Corporate Identity Number:	L17309DL2016PLC307204
2.	Name of the Listed Entity:	DCM NOUVELLE LIMITED
3.	Year of Incorporation:	17.10.2016
4.	Registered Office Address:	407, Vikrant Tower, 4 Rajendra Place, New Delhi - 110 008
5.	Corporate Address:	Same as above
6.	E-mail:	info@dcmnvl.com
7.	Telephone:	+91 11 4367 8490
8.	Website:	https://www.dcmnvl.com/
9.	Date of start of Financial Year	Start Date End Date
	Financial Year	01.04.2024 31.03.2025
	Previous Year	01.04.2023 31.03.2024
	Prior To Previous Year	01.04.2022 31.03.2023
10.	Name of the Stock Exchange(s) where shares are listed:	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)
11.	Paid-up Capital:	₹ 18,67,77,490/-
12.	Name and contact details (telephone, email) of the person who may be contacted in case of queries on the BRSR report	Mr. Sandeep Kumar Jain Chief Financial Officer info@dcmnvl.com 011 4367 8490
13.	Reporting boundary-Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity AND all the entities which form a part of its consolidated financial statements, taken together).	The disclosure under this report is made on a standalone basis.
14.	Whether the Company has undertaken reasonable assurance of the BRSR Core ?	Not Applicable

II. Products and Services:

15. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of the Main Activity	Description of Business Activity	% Turnover of the Entity
1.	Cotton Yarn	Manufacturing of Cotton Yarns	91%

16. Product/Services sold by the entity (accounting for 90% of the entity's turnover):

Sr. No.	Product/ Service	NIC Code	% of Total Turnover Contributed
1.	Cotton Yarn	131	91%

III. Operations:

17. Number of locations where plants and/or operations/ offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	1-Manufacturing Plant at Hisar, Haryana.	1-Registered cum corporate office at New Delhi.	2
International	-	-	-

18. Markets Served by the Entity:

a) Number of Locations:

Location	Number
National (No. of States)	14
International (No. of Countries)	23

b) What is the contribution of exports as a percentage of the total turnover of the entity?

In FY 2024-25, exports contributed 39.93% of the of the Company's revenue through our international business.

c) A brief on types of customers?

DCM Nouvelle Limited is a leading manufacturer & exporter of 100% cotton carded, combed & Compact yarns in single and two-ply forms of count range Ne 12s to 40s. Our products are mostly sold through dealers and agents to the manufacturer of Textiles product mainly Towels, Hosiery and garments.

IV. Employees:

19. Details as at the end of Financial Year 2024-25

a) Employees and Workers (including differently abled)

S. No.	Particulars	Total (A)	Male		Female	
			Number (B)	Percentage (B/A)	Number (c)	Percentage (C/A)
EMPLOYEES						
1	Permanent (D)	162	155	95.68	7	4.32
2	Other than Permanent (E)	-	-	-	-	-
3	Total employees (D+E)	162	155	95.68	7	4.32

Workers (including differently abled)

S. No.	Particulars	Total (A)	Male		Female	
			Number (B)	Percentage (B/A)	Number (C)	Percentage (C/A)
WORKERS						
4	Permanent (F)	1659	1142	68.83	517	31.17
5	Other than Permanent (G)	141	97	68.80	44	31.20
6	Total employees (F+G)	1800	1239	68.83	561	31.17

b) Differently abled Employees and Workers

S. No.	Particulars	Total (A)	Male		Female	
			Number (B)	Percentage (B/A)	Number (C)	Percentage (C/A)
Differently Abled Employees						
1	Permanent (D)	-	-	-	-	-
2	Other than Permanent (E)	-	-	-	-	-
3	Total differently abled employees (D+E)	-	-	-	-	-
Differently Abled Workers						
4	Permanent (F)	-	-	-	-	-
5	Other than Permanent (G)	-	-	-	-	-
6	Total differently abled workers (F+G)	-	-	-	-	-

20. Participation/ Inclusion/ Representation of Women

	Total (A)	Number of Female (B)	Percentage (B/A)
Board of Directors (BOD)	7	1	14.29%
Key Management Personnel*	3	0	0.00%

Excluding BOD*21. Turnover rate for permanent employees and workers:**

	FY 2024-25 [values in %]			FY 2023-24 [values in %]			FY 2022-23 [values in %]		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	12.43	22.22	34.65	29.83	44.44	74.27	14.03	0.70	14.73
Permanent Workers	38.30	28.88	67.18	69.09	30.91	100	62.98	29.03	92.01

V. Holding, Subsidiary and Associate Companies (including joint ventures):

22. Names of holding/ subsidiary/ associate companies/ joint ventures

S. No.	Name of the holding / subsidiary/associate companies/joint ventures (A)	Indicate whether holding/Subsidiary/ Associate/Joint Venture	% of shares held by listed entity (FY-2024-25)	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	DCM Nouvelle Specialty Chemicals Limited	Subsidiary	87.37%	No

VI. CSR Details:

23. (i). Whether CSR is applicable as per Section 135 of Companies Act, 2013 (Yes/No)	Yes
(ii). Turnover (in ₹)	1058.54 Cr
(iii). Net Worth (in ₹)	344.69 Cr

VII. Transparency and Disclosures Compliances:

24. Complaints/ Grievances on any of the principles (1-9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide weblink for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-	0	0	-
Shareholders	Yes	2	0	-	0	0	-
Employees and workers	Yes	180	3	-	145	2	-
Customers	Yes	115	0	-	63	1	-
Value Chain Partners	Yes	0	0	-	0	0	-

Though the Company does not have a formal grievance redressal policy/ies, there are detailed procedures in place for addressing the grievances across different stakeholders.

Details of the grievance redressal mechanism are elucidated below:

Investors and Shareholders:

The Company has designated an exclusive e-mail id info@dcmnvl.com, to enable investors and shareholders to register their grievances, if any. Other mechanisms to receive the grievances are physical letters to the registered office address, e-mails to the Registrar and Transfer Agent (RTA), Skyline Financial Services Private Limited on their designated email id info@skylinerta.com, physical letters or telephone call or physical visit to RTA, designated grievance redressal facilitation platform of SEBI SCORES, from Stock Exchanges i.e. BSE & NSE through their online portals, letters received from Registrar of Companies (ROC) and complaints received on Smart ODR Portals of BSE and NSE. Each email received is responded to wherever the details are readily available with the Company.

All grievances received by RTA are forwarded to the Company and the Company replies accordingly. The Company regularly monitors & maintains Report to ensure that timelines are properly followed for closure of queries/complaints received. Complaints received through stock exchanges, regulators, ROC are monitored and the responses are uploaded on the respective regulators portal. The Company regularly checks the status of closure of these complaints. On a quarterly basis, the Company submits a report to Stock Exchanges providing details of complaints received and redressed. These details also placed with the Board on a quarterly basis, for their information.

Value chain partners can avail the grievance redressal mechanism through various channels, including an email address, a shared service helpdesk, and the Whistle Blower Policy. **1) Refer link**

The grievance redressal mechanism for employees and workers, community and customers are explained in Principle 3, 8 and 9 respectively.

25. Overview of the entity's material responsible conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Corporate Governance & Conduct	R	Good corporate governance is essential for DCM Nouvelle. Risks in this area can harm our reputation, damage trust with stakeholders, and disrupt our business.	Periodical internal reviews, audit and presentations on changes introduced by regulators.	Negative
2.	Health and Safety	R	Health and safety of our employees and workers is of paramount importance to the organisation. Identifying health and safety issues and hazards, placing measures to minimise the risks to life and property instils confidence in our employees and workforce	We provide regular health and safety trainings to all our employees and workers in order to foster a safety culture and create safe working environment.	Negative
3.	Labour Management	R/O	As a manufacturing organization, compliance to labour management and labour laws is critical.	The Company ensures complete compliance with all the applicable labour rules and regulations.	Negative/ Positive
4.	Human Capital Development	O	Trainings and programmes for the employee skill enhancement via vocational, soft skill enhancement, and sabbaticals to improve the performance and develop an innovative and empowered workforce	NA	Positive

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5.	CSR	O	As a part of the Company's commitment to society, comprehensive interventions are undertaken in education and healthcare, and the Sports.	NA	Positive
6.	Responsible Supply Chain	R/O	Our supply chain consists of local suppliers, with a significant part of our raw materials being supplied by Domestic suppliers.	<p>The organization has managed to forge long-term relationships with our significant raw material suppliers, with a significant number of our suppliers having the best practices for sustainability.</p> <p>We have put in practice a necessary due-diligence process before engaging with any supplier or logistics delivery partner for long-term contracts.</p>	Negative/ Positive
7.	Enhancement of Renewable Power	O	Supply of Renewable clean power helps in reducing CO2 emissions & reduce Power cost to the Company	NA	Positive
8.	Responsible Investment	O	Investment approach that recognises the generation of long-term sustainable returns and is dependent on stable, well-functioning and well-governed social, environmental, and economic systems	NA	Positive
9.	Business Ethics	R	-	Whistle blower policy and its deployment. The Company has a whistle blower policy for its employees, vendors and channel partners.	Negative

Section B:

Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies, and processes out in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1. Policy and management processes									
a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes, each principle and its core elements are covered by one or more policies of the Company								
b. Has the policy been approved by the Board? (Yes/ No)	Yes, the policies are approved by the Board/Board Committee as applicable								
c. Web Link of the Policies, if available	https://www.dcmnvl.com/policies-and-code.html								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Most of the policies are implemented through procedures which are either incorporated in the policies or available as separate documents/SOPs/processes.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes,								
4. Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fair trade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9000, BCI YARNS, Better Cotton for All, Global Organics textile Standard (GOTS) OEKO TEX STANDARDS 100, Importer - Exporter Code (IEC)								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	DCM Nouvelle has identified ESG key focus areas and has set ESG targets internally which are monitored and acted upon continuously.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Our sustainability strategy is closely aligned with the UN SDGs to contribute towards meaningful change around the world.								
Governance, leadership, and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	At DCM Nouvelle, we take our responsibilities to society seriously. We believe that including environmental, social, and governance (ESG) principles in how we do business is crucial. It helps us become stronger, fosters a positive company culture, and creates lasting value for everyone involved. Our sustainability plan looks at current trends and how our actions affect people we work with. Right now, We're focusing on key areas like climate change, energy, safety, innovation, governance, ethics, and integrity. These priorities will shape how we operate in the future. Also, we're making progress in various ESG aspects by improving policies, systems, turning plans into action, keeping a close eye on our efforts, and helping our team grow through different methods.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Company has constituted Risk management Committee and appointed Mr. Hemant Bharat Ram, Managing Director as Chief Risk Officer of the Company, to oversee the implementation of the policies.								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No).	Yes, the Company's Risk Management Committee is responsible for decision making on sustainability related issues. For details of the composition, role, and terms of reference, please refer to Annexure 'B' to the Board Report of the Annual Report FY 2024-25.								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
10. Details of Review of NGRBCs by the Company:									
Performance against above policies and follow up action	Yes								
Frequency (Annually / Half yearly / Quarterly / Any other - please specify)	Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliance	Compliance Report regarding all applicable laws is placed before the Board on quarterly basis.								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	The Company conducts internal periodic review of the policies that are evaluated by the functional heads and approved by the leadership team.								
12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:	Not applicable								

SECTION C:

Principle-Wise Performance Disclosure

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/ Principles covered under training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	04	Business, strategy, risk, ESG, visit to site/operative plants and update of laws.	100%
Key Managerial Personnel	04	During the year, the BoD of the Company has devoted time on various matters relating to issues pertaining to business, governance, IT issues, risk management, Policies, and procedures implementations.	100%
Employees other than BoD and KMPs	62	The company organizes various training sessions both online and offline conducted by internal or external experts throughout the year. These sessions cover important topics like safety, code of conduct, prevention of sexual harassment, cybersecurity, diversity and inclusion, and sustainability for all employees. Additionally, employees receive job-specific training tailored to their roles, focusing on areas such as behavioral skills, leadership development, and project management as needed	100%
Workers	30	The workforce undergoes numerous trainings which include but not limited to, health and safety, equipment operation, handling of tools and material, behaviour-based safety, first aid, and others.	63.34%

- 2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings with regulators/ law enforcement agencies/ judicial institutions in FY25 (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

	NGRBC Principle	Name of the regulatory/ enforcement authority/ judicial institutions	Amount (INR)	Brief of case	Has an appeal been preferred? (Yes or NO)
Monetary					
Penalty/Fine					
Settlement					
Compounding fee					
Non - Monetary					
Imprisonment					
Punishment					

- 3. Of the instances disclosed in Question 2 above, details of the appeal/revision preferred in cases where monetary or non-monetary action has been appealed.**

No cases have been reported during FY 2024-25

- 4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes. The Company has adopted an 'Anti Bribery Policy' in line with legal and statutory framework on anti-bribery and anti-corruption legislation prevalent in India. The policy encompasses all permanent and temporary employees, subsidiaries, joint venture partners and associate companies, third parties associated with the Company to abstain from engaging in any form of bribery or corruption. It reflects the Company's commitment to maintain the highest ethical standards and undertake fair business practices.

- 5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	Financial Year 2024-25	Financial Year 2023-24
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

- 6. There were **no complaints** received in relation to issues of conflict of interest of the Directors and KMPs during the reporting period FY 2024-25.**
- 7. Provide details of any corrective action taken or underway on issues related to fines/ penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**
- No cases or complaints received in the above matters.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	Financial Year 2024-25	Financial Year 2023-24
Number of day of accounts payables	10	10

9. Open-ness of business Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	Financial Year 2024-25	Financial Year 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases		
	b. Number of trading houses where purchases are made from	Not estimated	
	c. Purchases from top 10 trading houses as % of total purchases from trading houses		
Concentration of Sales	a. Sales to dealers/distributors as % of total sales		
	b. Number of dealers/distributors to whom sales are made	Not estimated	
	c. Sales to top 10 dealers/distributors as % of total sales to dealers /Distributors		
Share of RPTs in Material Subsidiary	a. Purchases (Purchases with related parties/ Total Purchases)	-	-
	b. Sales (Sales to related parties / Total Sales)	-	-
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	0	100
	d. Investments (Investments in related parties/ Total Investments made)	100	100

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe.

Essential indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year 2024-25	Previous Financial Year 2023-24	Details of improvements in environmental and social impacts
R&D	Nil	Nil	NA
Capex	Nil	Nil	NA

2. a. Does the entity have procedures in place for sustainable sourcing? Yes

At DCM Nouvelle, we work closely with numerous local suppliers, prioritizing those from our community. We choose suppliers based on open communication and clear criteria that emphasize human rights, health and safety standards, business ethics, and environmental policies. Our procurement policy places importance on sustainability practices when selecting suppliers

b. If yes, what percentage of inputs were sourced sustainably?

100% (including procurement of capital goods)

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for

Plastics (including packaging)	No Such, Company sells all waste material to the local vendors
E-waste	
Hazardous waste and	
other waste.	

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same

Not Applicable

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	148	98	65.77	149	100	NA	NA	NA	NA	NA	NA
Female	8	8	100	8	100	8	100	NA	NA	NA	NA
Total	157	106	67.51	157	100	3	100	NA	NA	NA	NA
Other than permanent employees											
Male	All benefits extended to the contract workforce (workers) are in line with statutory provisions.										
Female	As a principal employer DCM Nouvelle is committed to ensuring compliance.										
Total											

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	1085	1085	100	1085	100	NA	NA	NA	NA	NA	NA
Female	552	552	100	552	100	552	100	NA	NA	NA	NA
Total	1637	1637	100	1637	100	552	100	NA	NA	NA	NA
Other than permanent workers											
Male	NA										
Female											
Other											

All benefits extended to the contract workforce (workers) are in line with statutory provisions. As a principal employer DCM Nouvelle is committed to ensuring compliance.

c. Spending on measures towards well being of employees and workers (including permanent and other than permanent in the following

Particulars	Financial Year 2024-25	Financial Year 2023-24
(i) Cost incurred on well-being measures (well-being measures means well-being of employees and workers including male, female permanent and other than permanent employees and workers (₹))	1,41,68,323	81,98,997
(ii) Total revenue of the Company (₹)	10,58,45,32,781	10,80,87,66,153
(iii) Cost incurred on wellbeing measures as a % of total revenue of the Company	0.13%	0.08%

2. Details of retirement benefits for the Current FY and Previous FY

Benefits	2024-25 (Current financial year)			2023-24 (Previous financial year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Y	100	100	Y
Gratuity	100	100	N.A.	100	100	N.A.
ESI	12.75	100	Y	21.29	100	Y
Others (Superannuation)	57.96	0	Y	63.22	0	Y

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard:

Most of the Company's permanent premises are accessible to differently abled people with wheelchairs (viz. through ramps, toilets, lifts). The Company is taking steps to provide the right infrastructure to support the needs of individuals with disabilities and preparing the remaining premises for accessibility infrastructure.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a weblink to the policy.

Yes, the Company provides equal rights to its employees and does not discriminate on any ground, including race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability, or any other category protected by applicable law. The Company also recruits, develops, and promotes its employees solely on performance, merit, competence and potential. [Weblink](#).

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	-	-	-	-
Female	-	-	-	-
Total	-	-	-	-

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent workers	Yes, the Company has implemented an open-door approach for every employee, regardless of their position.
Other than permanent workers	It offers various platforms to its employees for sharing their grievances and concerns, including Ethics Speak up, HR Helpdesk and emails to their supervisors.
Permanent Employees	Further the company follows the Code of Conduct encouraging employees to raise concerns about Bribery, corruption, Sexual Harassment, Human rights issues, Insider trading and many more.
Other than Permanent Employees	

The Company encourages all its stakeholders to raise concerns, grievance, and alerts. The Complainant is provided adequate protection under the policies.

All employees and workers can report via below modes:

- o Through email at: info@dcmnvl.com
- o In case of letters (protected disclosure) submitted by hand-delivery, courier or by post addressed to the Chairman of the Audit Committee at his address.

7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:

DCMNVL does not have any employees or worker unions or associations. However, in line with the Policy on Respect for Human Rights, Company recognises right to freedom of association.

8. Details of training given to employees and workers:

Category	2024-25 (Current financial year)					2023-24 (Previous financial year)				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/ A)	No. (C)	% (C /A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	391	85	21.74	306	78.26	390	80	20.51	310	79.49
Female	13	5	38.46	8	61.54	13	3	23.08	10	76.92
Total	348	90	25.86	314	90.22	403	83	20.60	320	79.40
Workers										
Male	1327	651	49.06	676	50.94	1478	780	52.77	698	47.23
Female	639	304	47.58	335	52.42	690	344	49.85	346	50.15
Total	1966	955	48.58	1011	51.42	2168	1124	51.84	1044	48.16

Training is an element for safety awareness. Health and safety training is imparted to employees as a part of the induction module at the time of joining to achieve minimum mandatory awareness related to health and safety (H&S). Constant reinforcement sessions are conducted through webinars, trainings, posters, emails, and floor meetings.

9. Details of performance and career development reviews of employees and worker:

Category	2024-25 (Current financial year)			2023-24 (Previous financial year)		
	Total (A)	No. (B)	% (B/ A)	Total (D)	No.(E)	% (E / D)
Employees						
Male	149	112	75.17	342	114	33.33
Female	8	5	62.50	11	4	36.36
Total	157	117	74.52	353	118	33.43
Workers						
Male	209	199	95.21	1109	188	16.95
Female	3	2	66.66	564	3	0.53
Total	212	201	94.81	1673	191	11.42

10. Health and safety management system:

DCMNVL recognizes Health and Safety of its workforce as one of the key focus areas in the organization. It also recognizes that adherence to applicable legislations is a minimum start point and strives to continuously benchmark & improve the safety at offices and sites.

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No) If "Yes", then coverage of the system.

Yes, DCMNVL has an Occupational Safety management system (OSHS), which consists various Standard Operating procedures like Accident reporting & investigation, Fire reporting & investigation, Fire Drill, Emergency response, Work permit system, Internal Safety Audit, Safety Committee.

DCMNVL has a KPI System for Safety awareness, reduce accident and fire case, identify of unsafe act/condition, Safety system upgradation.

DCMNVL regularly does the third party checking of Appliance Testing (Lifting tools tackles, Air receiver, Fork lifter, EOT crane).

DCMNVL has Internal checking system of firefighting equipments - fire cylinder, hydrant, smoke detector, fire alarm, fire sensor, internal checking system of vehicles.

DCMNVL conduct inspection in every year for better control on the management system.

What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

DCMNVL has internal unsafe act/conditions identification system which act on daily basis. We have internal safety audit committee. DCMNVL identify the safety issue.

Incident reporting by employees and workers:

DCMNVL encourages its employees and workers to report any incidents, accidents, or near-misses that occur in the workplace.

Safety walkthroughs by the leadership and senior management:

DCMNVL conducts regular safety walkthroughs of its facilities to identify potential hazards and assess their risk.

Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks? (Yes/No)

Yes. The Company's workers have multiple channels to report incidents and accidents through the incident reporting system, emails, verbal reporting to supervisors and HR helpline.

Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes/No)	Yes, DCMNVL has a medical doctor-in-campus and corporate tie-ups with the nearest multi-specialty hospitals for any emergencies.
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11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	2024-25 (Current financial year)	2023-24 (Previous financial year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees	-	-
	Workers	-	-
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy work place:

The Company undertook various measures to ensure a safe and healthy workplace which include

- Safety review with management.
- Providing Safety training programs for employees by internal and external faculty.
- Celebrate Safety Week, Environment Day.
- Safety poster display.
- Fire drill.
- Facilitating doctor on campus.
- Mandating medical check-ups for high-risk categories.

13. Number of complaints on the following made by employees and workers:

Category	2024-25 (Current financial year)			2023-24 (Previous financial year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	12	-	NA	-	-	NA
Health & Safety	3	-	NA	15	-	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	An internal assessment was conducted for manufacturing facilities, offices to understand potential human rights risks through Admin in charge.
Working Conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions: Not Applicable

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential indicators

1. Describe the processes for identifying key stakeholder groups of the entity-stakeholder analysis and the key stakeholders include shareholders, customers, employees, and Government.

The Company aims to balance the needs, interests, and expectations of various stakeholders with those of the business and deliver long-term value. The Company take a collaborative approach when it comes to working with both internal and external stakeholder namely employees, suppliers, dealers, customers, shareholders / investors, communities surrounding the operations and government / regulatory authorities and gives utmost importance to healthy relationship and continuous engagement with them.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder groups.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half yearly/ Quarterly/ others please specify)	Purpose and scope of engagement including key topics and concerns raised during such Engagement
Regulatory bodies	No	<ul style="list-style-type: none"> Regulatory filings Meetings Emails Through Industry Associations 	As per requirement	<ul style="list-style-type: none"> Compliance requirements Upcoming rules and regulations Industry representation on key Matters
Shareholders	No	<ul style="list-style-type: none"> Regulatory fillings Company website Quarterly publication of results 	As per requirement	<ul style="list-style-type: none"> Financial and non-financial performance Corporate governance, Ethics, and value
Suppliers	No	<ul style="list-style-type: none"> Emails Periodic meetings Visits to supplier's facilities Conferences 	Regularly	<ul style="list-style-type: none"> Business opportunities, quality, and safety of raw materials Materials management Issues faced by Company/suppliers
Customers	No	<ul style="list-style-type: none"> Emails Meetings Conferences Surveys to capture customer satisfaction level 	Regularly	<ul style="list-style-type: none"> Product innovation and life-cycle efficiency Resolution of Customer Complaints Quality and Safety New products offerings
Employees	No	<ul style="list-style-type: none"> Emails Notice board Meetings Open house sessions with senior management Grievance mechanism Performance feedback Surveys to capture employee satisfaction level Focused trainings and awareness sessions 	Regularly	<ul style="list-style-type: none"> Career growth prospects Learning and development programs Trainings Rewards and Recognition Occupational Health and Safety Grievance redressal mechanism Ethics and transparency Total Quality Management IT enablement & digitisation Employee-oriented work policies
Local Communities	Yes	<ul style="list-style-type: none"> Community meetings CSR projects Email 	Regularly	<ul style="list-style-type: none"> Partnership with local NGOs for servicing wider set of local communities Local infrastructure development, training, providing scholarships, and other necessary support

Principle 5: Businesses should respect and promote human rights

Essential indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	2024-25 (Current financial year)			2023-24 (Previous financial year)		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	-	-	-	0	0	0
Other than permanent	-	-	-	-	-	-
Total Employees	-	-	-	0	0	0
Workers						
Permanent	-	-	-	-	-	-
Other than permanent	-	-	-	-	-	-
Total Workers	-	-	-	-	-	-

Human rights awareness is covered through various informal processes for the workmen. Induction is a mandatory requirement for any workmen joining at any site/location/project. Induction includes, but not limited to, topics such as wage breakup, PF deduction, health and safety, account creation for wage deposit, KYC. Additionally, there are systems in place to ensure that there is no child labour (submission of Aadhar card as proof of age), no forced labour through proof of employment (wage slip, issuance of gate pass/ID card).

2. Details of minimum wages paid to employees and workers in the following format:

Category	2024-25 (Current financial year)					2023-24 (Previous financial year)				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/ A)	No. (C)	% (C /A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	162	0	0	162	100%	155	0	0	155	100%
Male	155	0	0	155	100%	147	0	0	147	100%
Female	7	0	0	7	100%	8	0	0	8	100%
Other than Permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Workers										
Permanent	1659	1446	87.16	213	12.84	1664	1469	88.28	195	11.71
Male	1142	935	81.87	207	18.13	1104	912	82.60	192	17.39
Female	517	511	98.84	6	1.16	560	557	99.46	3	00.53
Other than Permanent	141	141	100%	-	-	-	-	-	-	-
Male	97	97	100%	-	-	-	-	-	-	-
Female	44	44	100%	-	-	-	-	-	-	-

3. a. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (Amount in ₹)	Number	Median remuneration/ salary/ wages of respective category (Amount in ₹)
Board of Directors	2	229,13,808.50/-	0	-
Key Managerial Personnel	3	60,27,783/-	0	-
Employees other than BOD and KMP	173	4,70,723/-	9	3,10,926/-
Workers*	2750	1,81,954/-	956	1,85,137/-

***For the above purpose permanent employees and permanent workers are considered.**

b. Gross wages paid to females

	2024-25 (Current financial year) (Amount in ₹)	2023-24 (Previous financial year) (Amount in ₹)
Gross wages paid to females	8,17,82,451.27	8,67,13,034
Total wages	29,50,46,765.83	31,30,15,484
Gross wages paid to females (Gross wages paid to females as % of total wages)	27.72%	27.70%

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the Company has assigned the responsibility of addressing human rights issues or impacts to the Head of the Human Resource department.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has dedicated industrial relation manager, who is responsible to redress grievances related to human rights.

Open-door policy:

The Company has an open-door policy that allows employees to raise any human rights concerns with their managers or supervisors.

Social Accountability Policy

The Company has a Social Accountability Policy that sets out DCM Nouvelle commitment to human rights and ethical business practices.

HR helpdesk:

The Company's HR helpdesk helps employees to approach or raise any concerns related to human rights or other issues.

Grievance redressal mechanism:

The Company has a grievance redressal mechanism in place that allows employees to report any human rights violations or concerns anonymously.

Helpline:

The Company has an HR helpline that employees and workers can use to report any concerns related to human rights violations, ethical misconduct, or other issues.

6. Number of Complaints on the following made by employees and workers

Category	2024-25 (Current financial year)			2023-24 (Previous financial year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	NIL	1	0	NIL
Discrimination at workplace	0	0	NIL	0	0	NIL
Child Labour	0	0	NIL	0	0	NIL
Forced Labour/ Involuntary Labour	0	0	NIL	0	0	NIL
Wages	0	0	NIL	0	0	NIL
Other human rights related issues	0	0	NIL	0	0	NIL

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	2024-25 (Current financial year)	2023-24 (Previous financial year)
i) Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	1
ii) Female employees / workers	568	568
iii) Complaints on POSH as a % of female employees/workers	0	0.17%
iv) Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

DCMNVL has established multiple mechanisms to prevent adverse consequence to the complainant. This includes POSH, Grievance Redressal mechanism and HR helpline to promote protected disclosures.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	The units undergo periodic audits to ensure adherence and verify compliance with the applicable standards and guidelines. Furthermore, an internal assessment was conducted for manufacturing facilities, offices to understand any potential human rights risks through the Human resource department of the Company.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Discrimination at workplace	
Others - please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

No significant risks/concerns arose that required any corrective actions with respect to human rights related issues.

Principle 6: Businesses should respect and make efforts to protect and restore the environment.

Essential indicators

1. Details of total energy consumption (in joule-J) and energy intensity in the following format:

Whether total energy consumption and energy intensity is applicable to the company? Yes

Parameter	2024-25 (Current financial year)	2023-24 (Previous financial year)
Revenue from operation (₹ in Lacs)	105845.34	108087.66
From renewable sources		
Total electricity consumption (A)	84726.21	84183.78
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	84726.21	84183.78
From non-renewable sources		
Total electricity consumption (A)	309732.93	316779.12
Total fuel consumption (B)	0	51.91
Energy consumption through other sources (C)	66012.16	0
Total energy consumed from non-renewable sources (D+E+F)	375745.09	316831.03
Total energy consumed (A+B+C+D+E+F)	460471.29	401014.81
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.00004	0.00004
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)		
(Total energy consumed / Revenue from operations adjusted for PPP)	-	-
Energy intensity in terms of physical Output	-	-
Energy intensity (optional) - the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/evaluation/assurance was carried out by an external agency? (Yes/No)
If yes, the name of the external agency- No

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No, the Company does not have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water in the following format:

Parameter	2024-25 (Current financial year)	2023-24 (Previous financial year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	377992	423348
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	377992	423348
Total volume of water consumption (in kilolitres)	377992	423348
Water intensity per rupee of turnover (Water consumed / turnover)	0	0
Water intensity (optional)–the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/evaluation/assurance was carried out by an external agency? (Yes/No)
If yes, the name of the external agency- No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	2024-25 (Current financial year)	2023-24 (Previous financial year)
NO _x	-	-	-
SO _x	-	-	-
Particulate matter (PM)	-	-	-
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-

Note: Indicate if any independent assessment/evaluation/assurance was carried out by an external agency? (Yes/No)
If yes, the name of the external agency- No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	unit	2024-25 (Current financial year)	2023-24 (Previous financial year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	-	-	19.00
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	-	57,769.49	59,324.10
Total Scope 1 and Scope 2 emissions per rupee of turnover	-	0.005	0.005
Total Scope 1 and Scope 2 emission intensity (optional)- the relevant metric may be selected by the entity	-	2.45	2.48

Note: Indicate if any independent assessment/evaluation/assurance was carried out by an external agency? (Yes/No)
If yes, the name of the external agency- No

7. Does the entity have any project related to reducing Green House Gas emission?

No, However, DCMNVL Increased Its Renewable Energy Share - In FY 2024-25, Our Energy Consumption From Renewable Sources Stood At 84726.21 GJ With An Increase of 0.64 % As Compared To FY 2023-24.

8. Provide details related to waste management by the entity, in the following format:

Parameter	2024-25 (Current financial year)	2023-24 (Previous financial year)
Total Waste generated		(in metric tonnes)
Plastic waste (A)	76 MT	66 MT
E-waste (B)		1 MT
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0.300
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0	0
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	5.46 MT	0
Total (A+B + C + D + E + F + G+ H)	81.46 MT	67.30 MT

Parameter	2024-25 (Current financial year)	2023-24 (Previous financial year)
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		(in metric tonnes)
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	81.46 MT	67.30 MT
Total	81.46 MT	67.30 MT
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
		Category of waste
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations- Sold	81.46 MT	67.30 MT
Total	81.46 MT	67.30 MT

*We sell our Plastic waste, E-waste & Battery waste in a responsible manner to authorized dealers for recycling.

Note: Indicate if any independent assessment/evaluation/assurance was carried out by an external agency? (Yes/No)
If yes, the name of the external agency- No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The company aims to minimize all types of waste by adopting Reduce-Reuse-Recycle philosophy. The company ensures that all the waste collected like Plastic Waste, Battery Waste, E-waste etc. are disposed through authorized dealers for recycle. Further, Electronic waste management is being done as per the guidelines established in E-waste Management Rules, 2016.

Further, DCMNVL being a Cotton Yarn Manufacturer, we have no such usage of hazardous and toxic chemicals in our products and processes.

Following are the waste management practices adopted by the company:

- To minimize the usage of paper products, the company has implemented use of reusable cups & glasses for employees to consume tea & coffee. This step has reduced waste by doing away with the need of paper products for tea/ coffee leading to less wastage.
- Encourage employees to switch to reusable water bottles to reduce plastic waste.
- We have removed dustbins from individual workstations to reduce the usage of Garbage bags.

10. If the Company has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/ clearances are required, please specify details:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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NA

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable law in the current financial year: -

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
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NA

12. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, DCMNVL, has complied with applicable environmental law/regulations/guidelines in India.

S. No.	Specify the law / regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
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NA

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a responsible and transparent.

Essential indicators

1. a. Number of affiliations with trade and industry chambers/ associations: 7(Seven)

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/International)
1.	Confederation of India Textiles Industry (CITI)	National
2.	Northern India Textiles Mill's Association (NITMA)	National
3.	Faridabad Industries Association	National
4.	Confederation of Indian Industry (CII)	National
5.	Indian Cotton Association Ltd	National
6.	National Safety Council (NSC)	National

2. There has been **no action taken** or underway on any issues related to anti-competitive conduct by the entity, based on any adverse orders from regulatory authorities.

Principle 8: Businesses should promote inclusive growth and equitable development.**Essential indicators**

1. Details of Social Impact Assessments (SIA) projects undertaken by the entity based on applicable laws, in the current financial year 2024-25: **Not Applicable**
2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format: **Not applicable**
3. Describe the mechanisms to receive and redress grievances of the community.

The Company has a robust grievance mechanism to receive and redress complaints or any concerns raised by the community. We constantly engage with local communities through various means such as personal visits, surveys, meetings, letter etc. to understand their concerns and take appropriate actions to resolve them.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers.**

Parameter	2024-25 (Current financial year)	2023-24 (Previous financial year)
Directly sourced from MSMEs/ small producers	50.04%	68.50%
Sourced directly from within the district and neighbouring districts	47.31%	46.33%

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner.**Essential indicators**

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

Customer complaints are received through various channels including email, letters, customer complaint registers, and direct verbal communication with marketing teams. Additionally, the Company provides in house portal for gathering customer feedback. Feedback is systematically collected using structured forms on a periodic basis.

Complaints and feedback are documented according to predefined formats and handled through Standard Operating Procedures (SOPs) within the Quality Management System. Upon receipt, customer inputs are categorized and directed to the respective teams or departments responsible for resolution.

These records undergo regular reviews at different management levels, starting from marketing department teams and progressing up to the Business Head, ensuring timely actions and responses to customer concerns.

2. **Turnover of products and/services as a percentage of turnover from all products/service that carry information about:**

	As percentage to total turnover
Environmental and social parameters relevant to the product	
Safe and responsible usage	Not Applicable
Usage recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	2024-25 (Current financial year)		2023-24 (Previous financial year)	
	Received during the year	Pending resolution at end of year	Received during the year	Pending resolution at end of year
Data privacy	-	-	-	-
Advertising	-	-	-	-
Cyber-security	-	-	-	-
Delivery of essential services	-	-	-	-
Restrictive Trade Practices	-	-	-	-
Unfair Trade Practices	-	-	-	-
Other (Customer Complaints- Product related)	115	0	63	1

4. There have been **no instances** of product recalls (voluntary or forced) on account of safety issues during the financial year FY 2024-25.
5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No). If available, provide a web-link of the policy.
Yes. The Company has 'Data Privacy Policy'.
6. There have been no occurrences on issues relating to advertising, health, safety, marketing and labelling regulations, delivery of essential services, cyber security and data privacy of customers or any product recalls for DCMNVL. All customer complaints received on various channels mentioned above (indicator 1 of this principle) are dealt with on a priority basis and resolved effectively in a time-bound manner.

Corporate Governance Report

Report on Corporate Governance for the Financial Year 2024-25

Corporate governance is fundamental to the responsible and transparent pursuit of our strategic objectives and the delivery of long-term value to our stakeholders. At the core of our operations is a comprehensive governance framework that reflects our unwavering commitment to integrity, fairness, equity, transparency, and accountability—principles that align closely with our core values.

Our governance structure is built on clearly defined policies and procedures that provide a strong foundation for consistent and ethical decision-making across the organization. These policies are designed to uphold the highest standards of conduct and performance, ensuring that our operations remain aligned with stakeholder expectations and regulatory requirements. Through this robust governance framework, we reinforce our accountability and sustain trust with all those we serve.

Corporate Governance Philosophy

At DCM Nouvelle Limited (DCMNVL), we view corporate governance as a vital pillar for maximizing shareholder value—legally, ethically, and sustainably. We believe that effective governance is essential to building trust with our stakeholders and ensuring the long-term success of our business. Our approach goes beyond compliance; it is about fostering a culture of fairness, accountability, and long-term responsibility toward all our stakeholders, including customers, investors, employees, vendor-partners, the community, and the government.

We believe that strong corporate governance is essential to building and maintaining investor confidence. It reflects not only our policies and practices but also the values that define our culture and guide our relationships with stakeholders. Integrity is at the heart of our decision-making, ensuring that performance is achieved responsibly and transparently.

DCMNVL has a longstanding tradition of adhering to governance standards that are fair, transparent, and ethical. This legacy continues to shape our commitment to doing business the right way and creating enduring value for all.

Our Board members are experienced professionals and our Board Committees further supports the Board in discharging duties of the Board in a diligent and effective manner. The Board shapes the long-term vision and policy approach to steadily elevate the quality of governance in the Company.

Governance principles

The Board of Directors ("the Board") of DCM Nouvelle Limited (DCMNVL) is entrusted with the stewardship of the Company and is ultimately responsible for its overall direction, supervision, and control. The Board plays a pivotal role in guiding strategic decisions and ensuring the long-term sustainability and success of the organization.

DCMNVL is committed to upholding sound corporate governance practices and ensuring full compliance with all applicable laws, regulations, and ethical standards. We are dedicated to conducting our business in a manner that is not only fair and transparent but is also perceived as such by our stakeholders.

The governance framework at DCMNVL is designed to ensure that the interests of all stakeholders are protected through robust internal controls, timely disclosures, and compliance with applicable laws and regulations. The Company continuously strives to adopt and maintain the highest standards of corporate governance by aligning its practices with evolving regulatory requirements and global best practices, thereby fostering a culture of integrity, fairness, and long-term responsibility.

Our corporate governance framework is guided by the following core principles:

1. To recognize the respective roles and responsibilities of the Board and Management
2. To achieve the highest degree of transparency by maintaining the optimum level of disclosure.
3. To ensure and maintain high ethical standards in all areas of the Company's functioning
4. To render high importance to investor relations
5. To ensure adequate risk management systems and internal controls
6. To ensure that employees of the company subscribe to the corporate values and apply them in their conduct
7. To ensure that the decision-making process is fair and transparent.

The Company is fully compliant with the corporate governance requirements as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), to the extent applicable.

Board of Directors

The Board of Directors ("the Board") serves as the highest governing authority of the Company and acts as the custodian of its long-term vision and values. It plays a critical role in steering the business in the right direction and is responsible for fostering a culture of ethical conduct, sustainability, accountability, and inclusive growth.

The Board is composed of highly experienced, knowledgeable, and dedicated professionals who bring diverse expertise and strategic insight to the Company. Our Board has an optimum combination of Executive and Non-Executive Directors. The Board composition conforms with the applicable provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time. In fulfilling its fiduciary responsibilities, the Board provides independent judgment and strategic guidance to senior management, ensuring that business decisions align with the Company's objectives and values.

In consonance with Section 165 of the Act, none of the Directors on the Board hold the office of Director (including office held as alternate director, if any) in more than 20 Companies and out of the total Directorship held by the members of the Board, none of the Directors holds office as a director in more than 10 Public Companies (including Private Companies that are either holding or subsidiary Company of a Public Company). Further, in terms of Regulation 17A of the Listing Regulations, none of the Directors/Independent Directors of the Company serve as IDs in more than seven listed entities and none of the IDs are WTDs/ Managing Directors in more than three listed entities. Furthermore, none of the WTDs of the Company serve as IDs in more than three listed entities. In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 committees or act

as chairperson of more than 5 committees (the committees being Audit Committee and Stakeholders' Relationship Committee) across all public limited companies in which he/she is a Director. Membership and/or Chairmanship in committees of private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 is excluded for the purpose of Regulation 26(1)(a).

Furthermore, the Board exercises appropriate oversight and control to ensure that the Company operates in a manner that meets stakeholder expectations and contributes positively to society at large.

Composition

As on March 31, 2025, the Company has seven Directors. Out of the seven Directors, five are Non-Executive Directors, out of which 3 are Independent Directors including Women Director.

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Sections 149 and 152 of the Act.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025 have been made by the Directors.

The composition of the Board reflects an optimal balance of professionalism, expertise, and experience, enabling it to effectively discharge its responsibilities and provide strategic leadership to the Company. This diverse mix ensures informed decision-making and robust oversight of the Company's operations. As part of its ongoing succession planning efforts, the Board periodically reviews its composition to ensure continued alignment with the Company's strategic objectives and long-term vision. This proactive approach helps maintain the Board's effectiveness and responsiveness to the evolving needs of the business and its stakeholders.

Composition of Board of Directors as on 31 March, 2025:

Category of Directors	Name of Directors	No. of Directors	%
Independent Directors	Dr. Meenakshi Nayar (Chairperson) Mr. Kulbir Singh Mr. Vivek Chhachhi	3	42.86
Executive Directors	Mr. Hemant Bharat Ram (Managing Director) Dr. Vinay Bharat Ram (Whole Time Director)	2	28.57
Non Independent Non-Executive Directors	Mr. Jitendra Tuli Mr. Rakesh Goel	2	28.57

The Chairperson of the Board is a non-Executive director. The Chairperson, and all the Independent Directors of the Company are appointed for a fixed term and are not liable to retire by rotation.

All the Board Members meet the criteria of number of Directorship(s), Committee Membership(s) / Chairmanship(s) they hold which are within the respective limits prescribed under the Act and the Listing Regulations.

Necessary disclosures required to be made by the Board members have been timely made by them.

Brief details of Board members

The brief details of the Directors of the Company are as under:

Dr. Meenakshi Nayar (DIN: 06866256)

(Chairperson and Non-Executive Director)

Dr. Meenakshi Nayar, aged 72 years, is a Non-Executive Independent Director of the Company.

Dr. Meenakshi Nayar holds a Master's degree in Psychology from M.S. University, Vadodara, and a Fellow Programme in Management (FPM – Ph.D.) in Organizational Behavior from the Indian Institute of Management, Ahmedabad. She is the Founder Chairperson of ETASHA Society, a not-for-profit organization committed to empowering disadvantaged youth in India through market-oriented employability and vocational skills training. With over two decades of experience in Human Resource Management and Development within the corporate sector, Dr. Nayar brings deep expertise in organizational behavior and people development. In addition to her work with ETASHA, she is the Founder of Edu Serve Consultants, an initiative focused on working with adolescents in schools. Through this platform, she provides programs in Sexuality Education, Career Guidance, and Life Skills Development, contributing meaningfully to youth empowerment and education reform.

Dr. Meenakshi Nayar is on the Board of the following public companies:

Listed Public Companies (Category of Directorship)	Other Public Companies (Category of Directorship)
Nil	Nil

Dr. Meenakshi Nayar is Chairperson of the following committees (other than the Company):

Name of the Companies	Name of the Committee
Nil	Nil

Dr. Meenakshi Nayar is member of the following committees (other than the Company):

Name of the Companies	Name of the Committee
Nil	Nil

Dr. Meenakshi Nayar is member of the following committees (other than the Company):

Name of the Companies	Name of the Committee
Nil	Nil

Mr. Hemant Bharat Ram (DIN: 00150933)

(Managing, Executive Director)

Mr. Hemant Bharat Ram, aged 59, is the Managing Director of DCM Nouvelle Limited, the successor entity of the erstwhile cotton yarn manufacturing business of DCM. He brings over 30 years of professional experience across diverse sectors, having begun his career managing DCM's information technology businesses. Prior to his current role, he served as Vice Chairman of DCM Engineering Limited, a leading manufacturer of iron blocks and heads for automotive engines. Mr. Hemant Bharat Ram holds a Bachelor's degree in Mathematics and Computer Science (1989) and an MBA (1991), both from Carnegie Mellon University, USA. His academic foundation and strategic insight have contributed significantly to the growth and transformation of the organizations he has led. Beyond his corporate responsibilities, he is actively involved in the arts and community initiatives. He serves as the Executive President of the Shri Ram Centre for Performing Arts and is a Trustee of the Indian National Theatre. He has also served on the General Committee of the Delhi Golf Club.

In 1999, Mr. Bharat Ram was appointed President of the Manufacturers Association of Information Technology. He was also a member of the CII National Council (1999–2000). He maintains active membership in several professional bodies, including the Institute of Electrical and Electronics Engineers (IEEE), USA, and the Association for Computing Machinery (ACM), USA, reflecting his continued engagement with global technological and professional developments.

Mr. Hemant Bharat Ram is on the Board of the following public companies:

Listed Public Companies (Category of Directorship)	Other Public Companies (Category of Directorship)
Vardhman Specials Steels Limited, Independent, Non-executive Director	DCM Nouvelle Specialty Chemicals Limited Managing Director

*Appointed on 25th July 2024

Mr. Hemant Bharat Ram is Chairman of the following committees (other than the Company):

Name of the Companies	Name of the Committee
Nil	Nil

Mr. Hemant Bharat Ram is member of the following committees (other than the Company):

Name of the Companies	Name of the Committee
DCM Nouvelle Specialty Chemicals Limited	Audit Committee
Vardhman Special Steels Limited	Risk Management Committee

Dr. Vinay Bharat Ram (DIN: 00052826)

(Whole Time, Executive Director)

Dr. Vinay Bharat Ram is a distinguished Indian entrepreneur, economist, and academic. He holds a Ph.D. in Economics from the University of Delhi and has pursued higher education at the University of Delhi, the University of Michigan (Ann Arbor), and Harvard University. He has an extensive academic background, having taught at several premier institutions, including the Indian Institute of Management Ahmedabad (IIM-A), the Indian Institute of Technology Delhi (IIT-Delhi), and the Faculty of Management Studies (FMS), University of Delhi. He has authored numerous scholarly papers published in both Indian and international journals. Dr. Bharat Ram is widely recognized for his contributions to industry and society. He was honored with the National Citizen's Award for Entrepreneurship in 1990 by the Prime Minister of India and also received the National Excellence Award for Art & Culture from the T. P. Jhunjhunwala Foundation.

In addition to his business leadership, Dr. Bharat Ram has played key roles in various industry bodies. He is the former President of the Northern India Textile Mills Association, a past President of The Harvard Club of Delhi, and also served as President of the Manufacturers' Association of Information Technology.

Dr. Vinay Bharat Ram is on the Board of the following public companies:

Listed Public Companies (Category of Directorship)	Other Public Companies (Category of Directorship)
Nil	Nil

Dr. Vinay Bharat Ram is Chairman of the following committees (other than the Company):

Name of the Companies	Name of the Committee
Nil	Nil

Dr. Vinay Bharat Ram is member of the following committees (other than the Company):

Name of the Companies	Name of the Committee
Nil	Nil

Mr. Rakesh Goel (DIN: 00226058)

(Non-Independent, Non-Executive Director)

Mr. Rakesh Goel holds an MBA from Punjab Agricultural University and brings with him over four decades of extensive experience in leadership roles across various sectors. He began his career with HAFED, where he served for 10 years, before joining the DCM Group in 1990.

Since joining DCM, Mr. Goel has held several key positions across the textile business, gaining in-depth and hands-on experience in all aspects of textile operations. His expertise spans a wide range of functions, including procurement, marketing, plant operations, and project implementation. His comprehensive, end-to-end understanding of textile operations, combined with a strategic mindset, has contributed significantly to the Company's operational efficiency and growth. Mr. Goel is recognized for his strong leadership, functional versatility, and ability to drive performance across diverse business functions.

Mr. Rakesh Goel is on the Board of the following public companies (other than the Company):

Listed Public Companies (Category of Directorship)	Other Public Companies (Category of Directorship)
Nil	Nil

Mr. Rakesh Goel is Chairman of the following committees (other than the Company):

Name of the Companies	Name of the Committee
Nil	Nil

Mr. Rakesh Goel is member of the following committees (other than the Company):

Name of the Companies	Name of the Committee
Nil	Nil

Mr. Jitendra Tuli (DIN: 00272930)**(Non-Independent, Non-Executive Director)**

Mr. Jitendra Tuli graduated from Shriram College of Commerce with a Bachelor's degree in Commerce. Mr. Tuli received his Post Graduate Diploma from the London School of Journalism and studied at Boston University's School of Public Relations and Communications.

Mr. Tuli began his professional journey in journalism with Hindustan Times in 1964. In 1971, he joined IBM as a Communications Officer, gaining valuable experience in corporate communications. He later served as an Editorial and Communications Consultant with the World Health Organization, where he held the position of Public Information Officer for 19 years, until 1996.

Beyond his professional accomplishments, Mr. Tuli is actively engaged in social and charitable initiatives. He serves as a Trustee of the Amar Jyoti Charitable Trust and is a founding member of Cancer Sahyog, an organization dedicated to supporting cancer patients and their families.

Mr. Jitendra Tuli is on the Board of the following public companies:

Listed Public Companies (Category of Directorship)	Other Public Companies (Category of Directorship)
DCM Limited Managing Director	DCM Nouvelle Specialty Chemicals Limited (Non-Independent Non-Executive Director)

Mr. Jitendra Tuli is Chairman of the following committees (other than the Company):

Name of the Companies	Name of the Committee
DCM Limited	Corporate Social Responsibility Committee
DCM Limited	Share Transfer, Finance Facilities & Stakeholders' Relationship Committee

Mr. Jitendra Tuli is member of the following committees (other than the Company):

Name of the Companies	Name of the Committee
DCM Nouvelle Specialty Chemicals Limited	Nomination & Remuneration Committee
DCM Limited	1. Share Transfer, Finance Facilities & Stakeholders' Relationship Committee

Name of the Companies	Name of the Committee
	2. Corporate Social Responsibility Committee
	3. Nomination and Remuneration Committee

Mr. Kulbir Singh (DIN: 00204829)**(Independent, Non-Executive Director)**

Mr. Kulbir Singh is an accomplished banking and finance professional with extensive global experience spanning over four decades. He received his early education at The Doon School, Dehradun, and went on to earn an Honours degree in Economics from St. Joseph's College, North Point, Darjeeling.

In 1967, Mr. Singh began his professional career with Grindlays Bank, a prestigious British banking institution, where he served for nearly 30 years. During his tenure, he held various senior positions and spent a significant portion of his career in international financial hubs such as London, Hong Kong, and Dubai.

Between 2001 and 2003, Mr. Singh served as an advisor to Rothschild Bank AG for India and the Middle East. He also provided strategic counsel for five years to Monument Capital Group LLC, a Washington, D.C.-based private equity firm specializing in homeland security.

Mr. Singh has served on the boards of both public and private sector companies across diverse industries, including chemicals, petrochemicals, and information technology. He brings a well-rounded blend of leadership and advisory expertise, with deep proficiency in business strategy, financial management, and regulatory compliance—underpinned by a steadfast commitment to integrity and ethical governance.

Mr. Kulbir Singh is on the Board of the following public companies:

Listed Public Companies (Category of Directorship)	Other Public Companies (Category of Directorship)
Nil	DCM Nouvelle Specialty Chemicals Limited (Independent Non-Executive Director)
Nil	Hero Motors Limited Non-Executive Director

Mr. Kulbir Singh is Chairman of the following committees (other than the Company):

Name of the Companies	Name of the Committee
DCM Nouvelle Specialty Chemicals Limited	Audit Committee
Hero Motors Limited	Audit Committee

Mr. Kulbir Singh is member of the following committees (other than the Company):

Name of the Companies	Name of the Committee
DCM Nouvelle Specialty Chemicals Limited	1. Audit Committee 2. Nomination & Remuneration Committee
Hero Motors Limited	1. Nomination & Remuneration Committee

**Mr. Vivek Chhachhi (DIN: 00496620)
(Independent, Non-Executive Director)**

Mr. Vivek Chhachhi holds a Master's degree in Management Studies from the Jamnalal Bajaj Institute of Management Studies, University of Mumbai, and a Bachelor of Science degree in Computer Science from St. Stephen's College, University of Delhi.

He began his career as an equity research analyst at Citicorp Securities & Investments Limited, a Citi-affiliated brokerage firm, where he gained two years of experience in capital markets research. Mr. Chhachhi subsequently spent nearly 15 years at CVCI (Citigroup Venture Capital International), where he served as Director and was actively involved in identifying, managing, and exiting investments across a broad range of sectors. His industry experience spans IT, pharmaceuticals, specialty chemicals, IT-enabled services, financial services, automotive, metals and mining, infrastructure, oil and gas services, media, and textiles.

Mr. Chhachhi has held board positions in several companies, including Thyrocare, Nuclear, Thyrocare Gulf, Sutures, Natco, and Veeda. He has also served on the boards of numerous CVCI portfolio companies such as i-FLEX, Jubilant Organosys, Sasken Technologies, RelQ Software, Newgen Software, Himadri Industries, Techno Electric, IVRCL, Perlecan Pharma, International Tractors, Jai Balaji, and Globe Capital, among others.

Mr. Vivek Chhachhi is on the Board of the following public companies:

Listed Public Companies (Category of Directorship)	Other Public Companies (Category of Directorship)
Nil	DCM Nouvelle Specialty Chemicals Limited (Independent Director)
Nil	Veeda Clinical Research Limited (Nominee Director)

Mr. Vivek Chhachhi is Chairman of the following committees (other than the Company):

Name of the Companies	Name of the Committee
DCM Nouvelle Specialty Chemicals Limited	Nomination & Remuneration Committee

Mr. Vivek Chhachhi is member of the following committees (other than the Company):

Name of the Companies	Name of the Committee
DCM Nouvelle Specialty Chemicals Limited	1. Audit Committee 2. Nomination & Remuneration Committee
Veeda Clinical Research Limited	Nomination & Remuneration Committee

Skills and Competencies

The Board of Directors ensures that it collectively possesses the expertise, knowledge, and experience necessary to effectively guide the Company's strategic direction and long-term success. The selection and appointment of Directors is a deliberate process designed to align the individual skills and capabilities of Board members with the evolving needs of the Company.

While it is recognized that not every Director will have all the identified competencies, the Board as a whole must encompass the full spectrum of requisite skills. The Nomination and Remuneration Committee (NRC), together with the Board, plays a critical role in evaluating prospective candidates to ensure they demonstrate integrity and possess the relevant expertise, experience, and judgment necessary to contribute to effective governance and oversight.

As part of its governance framework, the Board annually reviews a **Skills and Competencies Matrix** to align with the Company's strategic priorities and emerging business environment. In its review for the financial year 2024-25, the Board acknowledged the growing importance of

Information Technology, ESG (Environmental, Social and Governance), and Corporate Governance as areas of focus.

The following core skills and competencies have been identified by the Board as critical to the Company's present and future business needs, and are represented within the Board:

Industry and Sector Experience: In-depth knowledge and understanding of the Company's business sector, enabling strategic guidance in a dynamic and competitive environment.

Financial Expertise: Strong background in finance, accounting, treasury, taxation, and financial management, with a robust understanding of capital allocation, corporate funding, and financial reporting.

Technical Competence: Professional and technical knowledge relevant to the business, supporting informed decision-making in key operational and strategic areas.

Corporate Governance and ESG: Comprehensive understanding of governance principles and ESG practices to support regulatory compliance and sustainability-focused leadership.

Behavioural Competencies: Collaborative mindset, emotional intelligence, and the ability to work effectively as part of a high-performing Board team while engaging constructively with key stakeholders.

Risk Management: Ability to identify, assess, and monitor key business and compliance risks, ensuring appropriate governance frameworks and risk mitigation strategies are in place.

Personal Attributes: High ethical standards, independent judgment, and a commitment to the Company's values and objectives—qualities considered fundamental for all Directors.

Global Experience: Exposure to international markets and business environments, providing insight into global opportunities, competition, economic trends, and regulatory frameworks.

The Board remains committed to maintaining a diverse and balanced composition, with members bringing complementary skills that enable robust oversight, strategic foresight, and sustainable value creation for all stakeholders.

All the identified skills, expertise and competencies reflected in the Board as on 31st March, 2025 are as follows:

Name of the Director	Areas of Skills/ Expertise							
	Industry and Sector Experience	Financial Expertise	Technical	Corporate Governance & ESG	Behavioral	Risk Management	Personal	Global Experiences
Mr. Hemant Bharat Ram	✓	✓	✓	✓	✓	✓	✓	✓
Dr. Vinay Bharat Ram	✓	✓	✓	✓	✓	-	✓	✓
Mr. Rakesh Goel	✓	✓	✓	✓	✓	✓	✓	✓
Dr. Meenakshi Nayar	✓	✓	-	✓	✓	-	✓	-
Mr. Vivek Chhachhi	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Kulbir Singh	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Jitendra Tuli	✓	✓	-	✓	✓	-	✓	-

Note - Each Director may possess varied combinations of skills/ expertise within the described set of parameters and it is not necessary that all Directors possess all skills/ expertise listed therein.

Directors' selection, appointment, and tenure:

The appointment and re-appointment of Directors of the Company are carried out by the Board based on the recommendations of the Nomination and Remuneration Committee (NRC) and are subject to the approval of shareholders at the General Meeting(s) or through Postal Ballot, as applicable.

In accordance with the provisions of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, all Directors—except the Managing Director and

Independent Directors—are liable to retire by rotation at each Annual General Meeting ("**AGM**") and, if eligible, may offer themselves for re-appointment. The Executive Directors are appointed in accordance with the provisions of the Act and serve based on the terms of their employment with the Company.

a) Resignation of Independent Directors

There were no resignations of Independent Directors during the year prior to the expiry of their respective tenures.

b) Compliance with SEBI Listing Regulations

In compliance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Directors:

- Serves as a Director in more than ten (10) companies;
- Acts as an Independent Director in more than seven (7) listed companies;
- Is a member in more than ten (10) Board-level committees; or
- Serves as Chairperson of more than five (5) Board-level committees

(with committees being specifically the Audit Committee and Stakeholders' Relationship Committee), across all companies in which they serve as Directors.

All Directors have provided requisite disclosures regarding their committee memberships and chairpersonships in other companies.

c) Directors' and Officers' Liability Insurance

In line with best governance practices, any person appointed as a Director or Key Managerial Personnel (KMP) is covered under the Company's Directors' and Officers' (D&O) Liability Insurance Policy. The Company has obtained adequate insurance coverage to protect its Directors and KMPs against legal actions that may arise in the course of discharging their official duties.

Board confirmation on Independent Directors

The Board has taken note of the confirmations received from all Independent Directors stating that they are not aware of any circumstance or situation that exists, or may reasonably be anticipated, which could impair or impact their ability to discharge their duties as Independent Directors.

Based on these confirmations and an independent assessment conducted to the best of its knowledge and judgment, the Board affirms that all Independent Directors meet the criteria of independence as prescribed under applicable laws and are independent of the management.

None of the Independent Directors serve as an Independent Director in more than seven listed entities, in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Furthermore, each Independent Director has duly registered their name in the online databank maintained by the Indian Institute of Corporate Affairs (IICA), as required under the Companies Act, 2013.

At the time of appointment or re-appointment, every Independent Director is issued a formal letter of appointment, which outlines, among other things, the terms and conditions of their appointment, their roles and responsibilities, the performance evaluation process, and the applicability of the Company's Code of Conduct and the Code of Conduct for Prevention of Insider Trading.

The terms and conditions for appointment of Independent Directors is available on the website of the Company and can be accessed through <https://www.dcmnvl.com/policies-and-code.html>.

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board confirms that all Independent Directors meet the conditions specified under Schedule V of the Listing Regulations and are independent of the management. The Board presently comprises three Independent Directors.

Familiarisation Programme for Independent Directors

The Company has put in place a structured familiarization programme to enable its Independent Directors to gain a deeper understanding of their roles, responsibilities, and rights, as well as the nature of the industry in which the Company operates. This includes a comprehensive orientation programme conducted at the time of induction of new Directors and ongoing initiatives designed to keep them updated on relevant developments. These programmes aim to ensure that Independent Directors are well-equipped to contribute meaningfully to Board deliberations and decision-making.

Further, the Company also makes periodic presentations at the Board and Committee meetings on various aspects of the Company's operations including on Health and Safety, Sustainability, Performance updates of the Company, Industry scenario, Business Strategy, Internal Control, and risks involved and Mitigation Plan.

The details of the Familiarization Programme for Independent Directors for 2024-25 is disclosed on the website of the Company and can be accessed through <https://www.dcmnvl.com/policies-and-code.html>.

Disclosure of relationships between Directors inter-se

Mr. Hemant Bharat Ram, Managing Director of the Company, and Dr. Vinay Bharat Ram, Whole-Time Director, are members of the promoter/promoter group. Additionally, Dr. Vinay Bharat Ram is father of Mr. Hemant Bharat Ram.

Except as stated above, none of the other Directors are related to the promoter group or to each other.

Confirmation and Certification

The Company obtains, on an annual basis, disclosures from each Director regarding their directorships and positions held in the Board and Board Committees of other companies, along with any changes thereto.

Further, in compliance with Regulation 34(3) and Schedule V, Para C, Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company has received a certificate from M/s. Pragnya Pradhan & Associates, Company Secretaries, confirming that none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs (MCA), or any other such authority. This certificate forms part of the Annual Report.

Board Evaluation

The Nomination and Remuneration Committee has established a structured framework for the annual evaluation of the performance of the Board of Directors, including Independent Directors, as well as the various Committees of the Board. The evaluation is conducted through a detailed questionnaire designed to assess the functioning, effectiveness, and overall contribution of the Board, its committees, and individual Directors. In addition, the performance of Executive Directors, Senior Management Personnel (SMPs), and other employees is assessed based on the Company's overall performance, the achievement of individual and functional goals, and the accomplishment of strategic objectives.

A. Criteria for Performance Evaluation:

The Board carries out Annual Performance Evaluation of:

- its own performance;
- its committee(s); and
- individual Directors.

Individual Directors carry out Annual Performance Evaluation of:

- Executive Directors;
- Independent Directors;
- Board as a whole.

Independent Directors, in addition to the above, carry out annual performance evaluation of Chairman of the Board considering the views of the Executive and Non-Executive Directors

The criteria for performance evaluation includes the following:

- **Board of Directors:** Evaluation is based on the structure and composition of the Board, scheduling and quality of Board meetings, governance practices, progress towards strategic objectives, assessment of operational performance, and overall effectiveness of the Board in discharging its responsibilities.
- **Board Committees:** Assessment covers the composition and diversity of each Committee, adherence to terms of reference, clarity in roles and responsibilities, adequacy of information flow, effectiveness of meetings, and the quality of feedback provided to management.
- **Individual Directors:** Performance is evaluated based on attendance, level of preparedness, quality of deliberations, engagement with fellow Board members, KMPs and senior management, contribution to discussions, knowledge sharing, approachability, responsiveness to the needs of the Company, and effective participation in the decision-making process.
- **Chairperson:** Evaluation focuses on leadership qualities, ability to moderate discussions impartially, facilitation of constructive participation from all Directors, and promotion of a positive and professional image of the Company.
- **Independent Directors:** Assessment includes demonstration of independence from management, exercise of independent judgment in decision-making, and compliance with the independence criteria as prescribed under applicable laws.

Process of Performance Evaluation

In accordance with the Company's Nomination and Remuneration Policy on Evaluation of the Performance of the Board of Directors, Committees, and Individual Directors, the Company Secretary and Compliance Officer circulated a structured questionnaire—formulated and approved by the Nomination and Remuneration Committee—to all Directors for the financial year 2024–25.

The evaluation covered the performance of the Board as a whole, its committees, and each individual Director. All Directors duly completed and submitted their feedback.

Outcome of the Performance Evaluation

Based on the responses received, the Chairperson presented a summary of the performance evaluation at the Board Meeting held on July 29, 2024. The Board reviewed and discussed the evaluation report and considered various

observations and suggestions made during the evaluation process. Appropriate actions and improvement measures, as agreed upon, will be implemented to enhance the overall effectiveness and functioning of the Board and its Committees.

Board Meetings and Process:

Institutionalized decision-making process

The Board of Directors is entrusted with overseeing the overall governance and functioning of the Company. It is responsible for providing strategic direction, formulating, and reviewing key management policies, and evaluating their effectiveness to ensure alignment with the long-term interests of all stakeholders. To facilitate effective supervision and focused oversight, and in compliance with applicable statutory requirements, the Board has institutionalized a structured decision-making process through the constitution of various Committees. Each Committee operates within defined terms of reference, enabling the Board to discharge its responsibilities in a systematic, transparent, and efficient manner.

Board Meetings

- i. The Company ensures that a minimum of four Board Meetings are held annually, in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The interval between any two consecutive Board Meetings during the financial year did not exceed 120 days. Additional meetings are convened as and when necessary to address urgent business requirements or exigent matters. Where applicable, resolutions are also passed by circulation and are subsequently noted in the ensuing Board Meeting. In addition to matters mandatorily required to be placed before the Board for its approval or noting, comprehensive information on significant issues affecting the Company is also
- ii. To facilitate informed decision-making, the Board is regularly presented with detailed reports and presentations covering macroeconomic trends, industry outlook, the Company's financial performance, business operations, strategic initiatives, risk management framework, and performance of subsidiaries. Risk identification practices and mitigation strategies are also reviewed periodically by the Board.
- iii. All Directors endeavor to attend each meeting of the Board. In instances where a Director is unable to attend a meeting due to unavoidable circumstances, leave of absence is formally sought and granted. The attendance of Directors at the Board Meetings and the Annual General Meeting held during the financial year 2024–25 is provided below:

Name of Directors	AGM held on 17.09.24	Board Meeting						Total Board meetings held during tenure	Board meetings attended	% of Attendance
		01.04.24	28.05.24	29.07.24	14.11.24	04.02.25	25.03.25			
Mr. Hemant Bharat Ram	✓	✓	✓	✓	✓	✓	✓	6	6	100
Dr. Meenakshi Nayar	✓	✓	✓	✓	✓	✓	✓	6	6	100
Mr. Rakesh Goel	✓	✓	✓	✓	✓	✓	✓	6	6	100
Mr. Kulbir Singh	✓	✓	✓	✓	✓	✓	✓	6	6	100
Mr. Vivek Chhachhi	✓	✓	✓	✓	✓	✓	✓	6	6	100
Mr. Jitendra Tuli	✓	✓	✓	✓	✓	✓	✓	6	6	100
Dr. Vinay Bharat Ram	✓	✓	✓	X	✓	✓	✓	6	5	83.33

Distribution of Board agenda material

The agenda for Board meetings, along with detailed explanatory notes, is circulated to all Directors at least seven days in advance. This includes the minimum information as specified in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to ensure focused deliberation and effective decision-making during the meeting. In instances where it is not feasible to circulate any document in advance due to timing or confidentiality concerns, such documents are tabled or presented during the meeting with the permission of the Chairman and the Directors. Under special and exceptional circumstances, additional agenda items may also be considered, subject to the Board's approval.

Recording the proceedings of meetings

The Company Secretary is responsible for accurately recording the proceedings of each meeting of the Board and its Committees. Draft minutes are prepared and circulated to all Directors for their review and comments within the prescribed timelines as stipulated by Secretarial Standards issued by Institute of Companies Secretaries of India. Upon incorporating the suggestions and feedback received, the finalised minutes are entered into the Minutes Book in accordance with the applicable provisions of the Companies Act, 2013, and the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI). The minutes are then duly signed by the Chairperson, ensuring full compliance with statutory requirements.

Meeting of Independent Directors:

In accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company meet at least once every financial year, without the presence of Executive Directors or members of the Management. These meetings provide an opportunity for the Independent Directors to discuss matters pertaining to the overall functioning of the Board and the Company's governance framework. In addition, the Independent Directors also hold separate meetings with the Chairman of the Board, as and when necessary, to discuss issues and concerns, if any, in an open and transparent manner. During the financial year 2024–25, the Independent Directors met on **July 29, 2024**. The meeting focused, inter alia, on discussions around matters arising from Board and Committee meetings, the effectiveness of the Board's functioning, and the quality, quantity, and timeliness of information shared between the Company's Management and the Board—factors critical for effective discharge of Board responsibilities.

Beyond these formal interactions, the Chairman and Independent Directors also engage in informal discussions outside the Board meetings, fostering continuous dialogue and alignment on key governance matters.

Board Support

The Company Secretary plays a pivotal role in facilitating the effective functioning of the Board and its Committees. Responsibilities include the collation, review, and distribution of all documents and papers submitted for consideration by the Board and its Committees. The Company Secretary is also responsible for preparing the agenda and convening meetings of the Board and its Committees in accordance with statutory requirements and best governance practices. In the capacity of Secretary to the Board and its Committees, the Company Secretary attends all meetings and provides guidance on compliance with applicable laws and regulations, as well as governance principles. The Company Secretary ensures that the proceedings are appropriately recorded and that the minutes of the meetings are maintained in accordance with the provisions of the Companies Act, 2013 and the applicable Secretarial Standards. To promote environmental sustainability and reduce paper consumption, the Company has adopted an eco-friendly approach by transmitting Board and Committee agendas electronically, thereby leveraging technology for efficient and responsible governance.

Remuneration Policy

The Remuneration Policy of the Company is designed to reward performance and drive long-term value creation. It is based on a structured review of individual and organizational achievements conducted at regular intervals. The Policy aims to attract, retain, develop, and motivate high-caliber executives by providing a performance-driven compensation framework. The objective is to incentivize executives to formulate and implement strategies that enhance business value while fostering a high-performance culture across the organization. The Policy ensures that the level and composition of remuneration for Directors is balanced, competitive, and aligned with the Company's strategic goals, stakeholder expectations, and applicable regulatory guidelines.

1. Remuneration to Non-Executive Directors:

The Nomination and Remuneration policy of the Company is to remain competitive in the industry and to attract and retain quality talent and appropriately reward employees for their contribution.

The Nomination and Remuneration Policy of the Company including the criteria for determining

qualifications, positive attributes, independence of a director and other matters, as required under subsection (3) of Section 178 of the Companies Act, 2013, is available on the website of the Company, at <https://www.dcmnvl.com/policies-and-code.html>.

2. Performance Evaluation criteria for Independent Directors

The Company has established a robust annual performance evaluation framework designed to assess the effectiveness of the Board as a whole, its Committees, the Chairperson, and individual Directors. This structured process plays a vital role in enhancing the overall functioning of the Board and upholding high standards of corporate governance.

The evaluation is based on a set of carefully defined key performance areas and qualitative parameters that help ensure accountability, foster objective decision-making, and promote continuous improvement in the performance of the Board and its members. The evaluation also contributes to identifying development needs and reinforcing the strategic alignment of the Board with the Company's long-term goals.

Key Performance Areas and Evaluation Parameters include:

- A. Providing independent judgment in the Board's deliberations and decision-making processes.
- B. Offering an objective perspective in evaluating the performance of the Board and the management.
- C. Continuously updating and enhancing knowledge, skills, and familiarity with the Company and its industry.
- D. Seeking clarifications, information, and, where appropriate, professional advice from external experts at the expense of the Company.
- E. Ensuring regular attendance at meetings of the Board, its Committees, and general meetings.
- F. Promptly communicating any governance or ethical concerns to the Chairman of the Board.
- G. Exercising diligence and ensuring comprehensive discussions prior to approving related party transactions.
- H. Verifying that the Company has an effective and functional vigil mechanism in place.
- I. Ensuring the integrity of financial information and the robustness of internal financial controls and risk management systems.

- J. Contributing to the development of a fair and appropriate remuneration policy for Executive Directors, Key Managerial Personnel (KMP), and employees.
- K. Maintaining independence and notifying the Board of any circumstances that may affect such independence.
- L. Adhering to the standards outlined in the Code for Independent Directors under Schedule IV of the Companies Act, 2013.
- M. Supporting the implementation of best practices in corporate governance.
- N. Preparing adequately for Board and Committee meetings by reviewing pre-distributed materials.

This comprehensive evaluation mechanism reinforces the effectiveness and accountability of the Board and its members, supporting the Company's commitment to ethical governance and sustained value creation for stakeholders.

3. Remuneration to Executive Directors:

The remuneration of the Executive Directors is determined based on the recommendations of the Nomination and Remuneration Committee and approved by the Board of Directors, subject to the approval of the shareholders in the General Meeting, as required under the Companies Act, 2013. The Committee considers various factors while recommending the remuneration, including industry benchmarks, the Company's performance in comparison to industry peers, the Executive Directors' roles and responsibilities, individual performance and track record, and broader macroeconomic trends in executive compensation across comparable organizations. The pay structure incorporates a balanced mix of fixed and variable components, with appropriate success and sustainability metrics to ensure alignment with the Company's long-term objectives.

The remuneration comprises a fixed component—salary, perquisites, and allowances—and a variable component by way of incentives and/or commission, within the overall limits prescribed under the Act and approved by the Members.

Executive Directors do not receive sitting fees for attending meetings of the Board or its Committees.

Details of Remuneration:**i) Non-Executive Directors:**

The details of sitting fees and commission paid to Non-Executive Directors during the financial year 2024-25 are as under:

Name of the Director	Commission	Sitting Fee	Total
Dr. Meenakshi Nayar	-	6,00,000	6,00,000
Mr. Jitendra Tuli	-	6,00,000	6,00,000
Mr. Vivek Chhachhi	-	6,00,000	6,00,000
Mr. Rakesh Goel	-	6,00,000	6,00,000
Mr. Kulbir Singh	-	6,00,000	6,00,000

Other than sitting fees paid to Non-Executive Directors, there were no pecuniary relationships or Transactions by the Company with any of the Non-Executive Directors of the Company. The Company has not granted stock options to Non-Executive Directors.

ii) Executive Directors:

	Hemant Bharat Ram	Vinay Bharat Ram
Salary	1,41,24,000	60,00,000
Allowances	1,99,66,404	36,00,000
Leave Encashment	3,92,333	-
Bonus	-	-
Perquisites*	-	-
Contribution to Provident Fund	16,94,880	-
Contribution to pension	-	-
Total	3,61,77,617	96,00,000

*Inclusive of perquisites on account of Housing, Medical, Club Fee, Car etc.

iii) Details of shares held by Directors and KMPs

Name	Designation	Number of Shares Held	% Percentage
Mr. Hemant Bharat Ram	Managing Director	93,59,149	50.11%

Except as stated above, none of the Directors of the Company hold any equity shares in the Company in their individual capacity. The Company does not have any Employees' Stock Option Scheme (ESOP) in place. Further, there is no separate provision for the payment of severance fees to Directors or Key Managerial Personnel.

Board Committees

In compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has constituted the following key Committees of the Board:

- Audit Committee
- Stakeholders' Relationship & Finance Facilitation Committee

- Nomination & Remuneration Committee
- Risk Management Committee

In addition to the above, the Company has also constituted a **Corporate Social Responsibility (CSR) Committee** to oversee and guide its CSR initiatives.

Each of these Committees operates in accordance with the defined terms of reference, roles, responsibilities, and powers as prescribed under the Companies Act, 2013, the Listing Regulations, and other applicable regulatory frameworks. These Committees play a critical role in strengthening the governance framework and ensuring focused oversight in their respective functional areas.

The minutes of all Committee meetings are placed before the Board for its information and noting. The

Company Secretary serves as the Secretary to all the aforementioned Committees.

3.1 Audit Committee

A. Terms of Reference

The Audit Committee functions in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The broad terms of reference of the Audit Committee, inter alia, include the following:

- Reviewing the quarterly and annual financial statements prior to submission to the Board for approval;
- Examining the reports of the Statutory Auditors and the Internal Audit department;
- Evaluating any weaknesses in the internal control systems, as reported by the Internal and Statutory Auditors, and recommending corrective actions where necessary;
- Recommending the appointment, remuneration, and terms of appointment of the Statutory Auditors, Cost Auditor, and Secretarial Auditor of the Company;

- Monitoring the Company's internal financial controls and risk management systems.

The Committee also performs such other functions as may be specified from time to time under applicable laws and regulations.

B. Composition

The Audit Committee comprises four Members, of whom three are Independent Directors. The Chairperson of the Committee is an Independent Director, in accordance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

All Members of the Committee are financially literate and possess sound knowledge and experience in financial management, accounting, or related disciplines.

C. Meetings and Attendance

During the financial year under review, the Audit Committee met four times. The gap between any two consecutive meetings did not exceed 120 days, in compliance with the statutory requirements.

The composition of the Committee and the attendance of the Members at the meetings held during the year are as follows:

Name of Directors	Designation, Category	Audit Committee Meetings				Total Attended	% of Attendance
		28.05.24	29.07.24	14.11.24	04.02.25		
Mr. Kulbir Singh	Chairperson, Independent Director	✓	✓	✓	✓	4	100
Dr. Meenakshi Nayar	Member Independent Director	✓	✓	✓	✓	4	100
Mr. Rakesh Goel	Member Independent Director	✓	✓	✓	✓	4	100
Mr. Vivek Chhachhi	Member Non-Executive Director	✓	✓	✓	✓	4	100

The Audit Committee may invite such executives and professionals as it deems necessary to attend its meetings and provide relevant inputs. The Managing Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO), and Functional Heads responsible for internal audit are regular invitees to all Audit Committee meetings. In addition, the Statutory Auditors and Internal Auditors of the Company are also invited and attend the meetings to present their reports and provide clarifications, as required.

The Chairman of the Committee was present at the 08th Annual General Meeting held on September 17, 2024.

3.2 Nomination and Remuneration Committee

A. Terms of Reference

The Nomination and Remuneration Committee (NRC) is entrusted with the responsibility of overseeing the Company's nomination and remuneration framework. The broad terms of reference of the Committee, in line with Section 178 of the Companies Act, 2013 and

Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), inter alia, include the following:

- a) Conduct the evaluation of individual Directors' performance, including that of Independent Directors;
- b) Identify individuals qualified to become Directors or hold senior management positions and recommend their appointment and/or removal to the Board in accordance with pre-defined criteria;
- c) Formulate the criteria for determining qualifications, positive attributes, and independence of a Director, and recommend a policy relating to the remuneration of Directors, Key Managerial Personnel (KMP), Senior Management, and other employees;
- d) Develop performance evaluation criteria for the Board, its Committees, and individual Directors, and devise a policy on Board diversity;

- e) Recommend and review the remuneration of Managing Director(s), Whole-time Director(s), KMPs, and Senior Management personnel based on individual and Company performance against defined assessment parameters.

B. Composition

The Nomination and Remuneration Committee comprises three Members, two of whom are Non-Executive Independent Directors. The Chairperson of the Committee is also a Non-Executive Independent Director. The composition of the Committee is in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

C. Meetings and Attendance

During the financial year under review, the Committee met four times. The details of the Members and their attendance at the meetings are as follows:

Name of Directors	Designation, Category	Nomination and Remuneration Committee				Total Attended	% of Attendance
		28.05.24	29.07.24	14.11.24	04.02.25		
Mr. Vivek Chhachhi	Chairperson Non-Executive Director	✓	✓	✓	✓	4	100
Dr. Meenakshi Nayar	Member Independent Director	✓	✓	✓	✓	4	100
Mr. Jitendra Tuli,	Member Non-Executive Director	✓	✓	✓	✓	4	100

The Chairperson of the Committee was present at the 08th Annual General Meeting held on September 17, 2024.

3.3 Risk Management Committee

In accordance with Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the top 1,000 listed companies by market capitalization, as at the end of the immediate previous financial year, are mandated to constitute a Risk Management Committee. Recognizing the critical importance of identifying, managing, and mitigating risks to ensure long-term sustainability and resilience, the Company has voluntarily constituted a Risk Management Committee, in alignment with the amended provisions of the SEBI (LODR) Regulations. This Committee was formally constituted with effect from January 15, 2022 and re-constituted with effect from May 28, 2024.

A. Terms of Reference

The Risk Management Committee shall be responsible for the following:

1. The Committee shall develop and recommend a detailed Risk Management Policy, which shall include:
 - o A robust framework for the identification of internal and external risks specific to the Company, including but not limited to financial, operational, sectoral, sustainability (particularly Environmental, Social and Governance – ESG-related risks), information, and cyber security risks, or any other risks as may be determined by the Committee;
 - o Measures for risk mitigation, including the design and implementation of internal control systems and processes to address identified risks;

- o A Business Continuity Plan to ensure resilience and continuity of critical operations in the face of disruptions.
- 2. To ensure that appropriate methodologies, processes, and systems are in place to continuously identify, monitor, and evaluate risks associated with the Company's business operations.
- 3. To monitor and oversee the effective implementation of the Risk Management Policy and assess the adequacy and effectiveness of the risk management systems and controls in place.
- 4. To review the Risk Management Policy periodically, at least once every two years, taking into account changes in industry dynamics, emerging risks, and the evolving complexity of the business environment.
- 5. To keep the Board of Directors informed of the nature and content of its deliberations, recommendations, and any actions to be undertaken in relation to risk management.

- 6. To review matters relating to the appointment, removal, and terms of remuneration of the Chief Risk Officer (if any), in alignment with the Company's risk governance framework.

B. Composition

The Risk Management Committee comprises four members, including two Non-Executive Directors, one Executive Director, and the Chief Executive Officer. The Committee is chaired by the Managing Director.

The composition of the Committee is in compliance with the requirements prescribed under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

C. Meetings and Attendance

During the financial year under review, the Committee met three times. The details of the Members and their attendance at the meetings are as follows:

Name of Directors	Designation, Category	Risk Management Committee			Total Attended	% of Attendance
		28.05.24	29.07.24	04.02.25		
Mr. Hemant Bharat Ram	Chairperson Managing Director	✓	✓	✓	3	100
Mr. Rakesh Goel	Member Non-Executive Director	✓	✓	✓	3	100
Mr. Vivek Chhachhi	Member Independent Director	✓	✓	✓	3	100
Mr. Vivek Kaushal*	Member Chief Executive officer	-	✓	✓	2	100

Mr. Vivek Kaushal was appointed as member of the committee w.e.f May 28, 2024.

Stakeholder's Relationship & Finance Facilitation Committee

A. Terms of reference

The terms of reference of the Stakeholder's Relationship & Finance Facilitation Committee, inter alia, include the following:

- a) To resolve the grievances of security holders of the Company, including complaints pertaining to non-receipt of the annual report, non-receipt of declared dividends, issuance of new or duplicate share certificates, transfer/transmission of shares, conduct of general meetings, and other related matters
- b) To review measures adopted by the Company to facilitate the effective exercise of voting rights by shareholders.
- c) To review and monitor adherence to the service standards adopted by the Company in respect of services rendered by the Registrar and Share Transfer Agent (RTA).
- d) To review initiatives and measures undertaken by the Company aimed at reducing the volume of unclaimed dividends and ensuring the timely delivery of dividend warrants, annual reports, and statutory notices to shareholders.

B. Composition

The Stakeholders' Relationship & Finance Facilitation Committee ("SRFC") comprises four members, including two Non-Executive, Independent Directors and two Non-Executive, Non-Independent Directors. The Committee is chaired by a Non-Executive, Non-Independent Director. The composition of the Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013, and Regulation

20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

C. Members and meeting details

The Committee met 1 time during the year under review.

The details of the Members and their attendance at meetings held during the year, are as given below:

Name of Directors	Designation, Category	SRFC Meetings 29.07.2024	Total Attended	% of Attendance
Mr. Jitendra Tuli,	Chairperson, Non-Executive Director	✓	1	100
Dr. Meenakshi Nayar	Member Independent Director	✓	1	100
Mr. Vivek Chhachhi	Member Independent Director	✓	1	100
Mr. Rakesh Goel	Member Non-Executive Director	✓	1	100

D. Name and designation of the Compliance Officer

Mr. Sandeep Kumar Jain, Chief Financial Officer, has been nominated as the Compliance Officer of the Company in terms of Regulation 6 of the Listing Regulations

c) Numbers not resolved to the satisfaction of shareholders: All the complaints have been resolved during the year.

e) Number of pending complaints as on March 31, 2025: Nil

E. Investor Grievance Redressal

During the year, two investor complaints were received through the SEBI Complaints Redress System (SCORES) Portal, which was duly resolved within the prescribed timeframe. In addition, the Registrar and Share Transfer Agent (RTA) promptly addresses all investor queries and complaints as and when they are received, ensuring timely and efficient redressal.

Mr. Sandeep Kumar Jain, Chief Financial Officer, is the designated officer responsible for investor relations and grievance redressal. He can be contacted at the Registered Office of the Company or via telephone at +91-11-43678490. Investors may also communicate their concerns or submit grievances through the dedicated email ID: info@dcmnvl.com.

F. Other details: -

a) Name of the Non-Executive Director heading the Committee: Mr. Jitendra Tuli

b) Number of Shareholders Complaints: The Company has received Two (2) complaints during the year.

3.5 Corporate Social Responsibility Committee:**A. Terms of reference**

The broad terms of reference of the Corporate Social Responsibility Committee, inter alia, include the following:

- To review and recommend to the Board any modifications or amendments to the Corporate Social Responsibility (CSR) Policy, ensuring alignment with applicable laws, regulations, and evolving industry best practices.
- To recommend the amount of expenditure to be incurred on the activities outlined in the CSR Policy, in accordance with the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder.

B. Composition

The Corporate Social Responsibility (CSR) Committee comprises three members, including one Non-Executive, Independent Director, one Non-Executive, Non-Independent Director, and one Executive Director. The Committee is chaired by the Executive Director.



The composition of the Committee is in compliance with the requirements of Section 135 of the Companies Act, 2013.

C. Members and meeting details:

The Committee met four (4) times during the year under review. The details of the Members and their attendance at meetings held during the year, are as given below:

Name of Directors	Designation, Category	Corporate Social Responsibility Committee				Total Attended	% of Attendance
		01.04.24	14.11.24	04.02.25	25.03.25		
Mr. Hemant Bharat Ram	Chairperson, Managing Director	✓	✓	✓	✓	4	100
Dr. Meenakshi Nayar	Member Independent Director	✓	✓	✓	✓	4	100
Mr. Rakesh Goel	Member Non-Executive Director	✓	✓	✓	✓	4	100

Governance of Subsidiary Companies

As on the date of this Annual Report, the Company has one material subsidiary, determined based on the criteria of income or net worth exceeding 10% of the consolidated income or net worth of the Company, in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The subsidiary operates under the oversight of a duly constituted and adequately empowered Board of Directors and is supported with the necessary resources to carry out its operations effectively.

In line with the governance framework, the minutes of the Board Meetings of the subsidiary, along with details of significant transactions and arrangements entered into, are

placed before the Board of Directors of the Company on a quarterly basis. Additionally, the financial statements of the subsidiary are presented to the Audit Committee for review.

Disclosures relating to loans and advances in the nature of loans to subsidiaries, as required under Regulation 34 of the Listing Regulations, are provided in the Notes to the Standalone Financial Statements.

The Company has a policy for determining 'material subsidiaries' which is uploaded on the website of the Company at: <https://www.dcmnvl.com/dcm-nouvelle-specialty-chemicals-limited.html>.

Mr. Kulbir Singh, and Mr. Vivek Chhachhi, Independent Directors of the Company are Independent Director on the Board of DCM Nouvelle Specialty Chemicals Limited.

General Body Meetings:

The details of last three Annual General Meetings ("AGMs") are as follows:

Financial Year	Date & Time	Location	Special Resolution Passed
31st March 2022	September 06, 2022 at 11:00 AM	VC/OAVM	To Approve the Re-appointment of Dr. Vinay Bharat Ram (DIN: 00052826) as Whole-time Director.
31st March 2023	August 24, 2023 at 11:00 AM	VC/OAVM	Approval for making Loans, and providing securities/ guarantees
31st March 2024	September 17, 2024 at 11:00 AM	VC/OAVM	No Special resolution passed

All the resolutions proposed by the Directors to shareholders in last three years are approved by shareholders with requisite majority.

All the Members of the Board of Directors as on the date of AGM, had attended the meeting.

Details of the resolution passed by way of Postal Ballot: During the FY 2024-25, Following resolutions were passed through Postal Ballot Procedures:

Sr. No.	Resolution Passed through Postal Ballot Process	Voting Pattern	
		No. of Shares in Favour	No. of Shares against
1.	Re-Appointment of Mr. Hemant Bharat Ram (DIN: 00150933), as Managing Director of the Company.	1,04,13,220 Shares (99.40%)	62,898 Shares (0.60%)
2.	Re-Appointment of Dr. Meenakshi Nayar (DIN: 06866256) as an Independent Director of The Company.	1,04,13,620 Shares (99.40%)	62,498 Shares (0.59%)
3.	Re-Appointment of Dr. Vinay Bharat Ram (DIN: 00052826) as Whole-Time Director of The Company	1,04,72,257 Shares (99.96%)	3,864 Shares (0.03%)

Procedure of Postal Ballot - The postal ballot has been carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Rules framed thereunder and read with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time. Mr. Pragnya Parimita Pradhan (Membership No. A32778 and Certificate of Practice No.12030), proprietor of Pragnya Pradhan & Associates, Company Secretaries, acted as the Scrutiniser for the Postal Ballots initiated by the Company.

Corporate Policies / Ethics

The Company is committed to upholding the highest standards of ethical conduct, compliance with statutory and legal requirements, and ensuring transparency in all its business dealings. In line with these values, the Company has established a robust governance framework supported by various codes and policies, including Code of Conduct for Board Members and Senior Management and to regulate insider trading, Whistle Blower Policy / Vigil Mechanism, Prevention of Sexual Harassment, details of which are given below

Code of Conduct for Board Members and Senior Management

The Board of Directors has adopted a **Code of Conduct for Directors and Senior Management Personnel**, which is available on the Company's website and can be accessed through the following <https://www.dcmnvl.com/policies-and-code.html>. This Code underscores the Company's commitment to sound corporate governance as a foundation for sustainable performance, responsible management, and the creation of long-term value for all stakeholders. It is applicable to all members of the Board and designated Senior Management personnel. The Code emphasizes the duty of Directors and Senior Management to act in the best interests of the Company and its stakeholders, while diligently fulfilling their fiduciary

responsibilities. It calls for adherence to the highest standards of honesty, integrity, fairness, and ethical behavior, and requires that all individuals governed by the Code exercise good faith, due care, and sound judgment in the discharge of their duties. By setting a strong ethical benchmark, the Code fosters a culture of accountability, transparency, and excellence across the organization.

Declaration affirming compliance of Code of Conduct:

The Company has received confirmations from all Directors and Senior Management personnel affirming compliance with the **Code of Conduct for Directors and Senior Management** for the financial year under review. Further, it has been confirmed that none of the Directors or Senior Management personnel had any pecuniary relationship or transaction with the Company during the year under review that could potentially conflict with the interests of the Company. A declaration from the Managing Director affirming compliance by the Board Members and Senior Management personnel with the Code of Conduct is annexed to this Report. Additionally, the Company has obtained a certificate from a Company Secretary in Practice confirming that none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), or any other statutory authority. The said certificate is also annexed herewith.

Code on Prohibition of Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), the Company has adopted a **Code of Conduct for Prevention of Insider Trading** ("the Code") to regulate, monitor, and report trading activities by Designated Persons ("DPs") and their immediate relatives. The Code, inter alia, prescribes detailed procedures for DPs to follow while trading in the Company's securities and when handling or disclosing Unpublished



Price Sensitive Information (UPSI). It outlines their responsibilities, mandates the maintenance of a structured digital database, and provides guidance for the secure handling of UPSI. It also sets out the framework for prohibited transactions, the procedure for permitted trading, and safeguards to prevent insider trading. A quarterly report on insider trading, including disclosures by DPs and key actions undertaken by the Company under the PIT Regulations, is placed before the Audit Committee for review.

To promote awareness, the Company regularly circulates informative emails, FAQs, and do's and don'ts related to insider trading. Training sessions and internal surveys are also conducted to sensitize employees and designated persons on the Code's provisions. Additionally, the Company has adopted a **Code of Practices and Procedures for Fair Disclosure of UPSI**, in compliance with the PIT Regulations, which is available on the Company's website at <https://www.dcmnvl.com/policies-and-code.html>.

Policy on Related Party Transactions

In line with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a comprehensive **Policy on Related Party Transactions**. This policy ensures proper governance and transparency in dealing with related party transactions and outlines the materiality thresholds, approval process, and reporting requirements. The Policy is available on the Company's website and can be accessed at <https://www.dcmnvl.com/policies-and-code.html>.

The **Policy on Related Party Transactions** is designed to ensure that appropriate reporting, disclosure, and approval mechanisms are in place for all transactions entered into between the Company and its Related Parties.

The Policy specifically addresses the review and approval of **Material Related Party Transactions**, with due consideration to potential or actual conflicts of interest that may arise. All Related Party Transactions are placed before the **Audit Committee** for prior review and approval. For transactions that are repetitive in nature and undertaken in the ordinary course of business and at arm's length, the Company obtains **prior omnibus approval** from the Audit Committee on a quarterly basis.

During the year under review, all Related Party Transactions were conducted in the ordinary course of business and on an arm's length basis. The Company did not enter into any **Material Related Party Transactions**, as defined under the SEBI Listing Regulations, during the financial year.

Policy On Material Subsidiary

The Company has adopted a **Policy on Material Subsidiary** in accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of this policy is to establish a framework for identifying material subsidiaries and to set out the governance requirements for overseeing their operations. The policy outlines the criteria for determining materiality, the process for monitoring the performance of subsidiaries, and the measures to ensure appropriate oversight and compliance. The **Policy on Material Subsidiary** is available on the Company's website and can be accessed at <https://www.dcmnvl.com/policies-and-code.html>.

Policy On Dividend Distribution

The Board of Directors has adopted a **Dividend Distribution Policy** in accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy sets out the guiding principles for determining the appropriation of profits and the distribution of dividends, with the objective of ensuring transparency and consistency in dividend decisions. The **Dividend Distribution Policy** is available on the Company's website and can be accessed at <https://www.dcmnvl.com/policies-and-code.html>.

Policy for Prevention of Sexual Harassment

The Company is an **equal opportunity employer** and is committed to fostering a healthy and inclusive work environment where employees can perform their duties without fear of prejudice, gender bias, or sexual harassment. The Company upholds the principle that every employee deserves to be treated with dignity and respect. In compliance with the provisions of the **Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**, the Company has implemented a comprehensive **Policy on Prevention of Sexual Harassment**. Internal Complaints Committees (ICCs) have been duly constituted at all relevant locations to address and resolve complaints in a fair and timely manner.

To promote awareness and ensure adherence to the policy, the Company conducts regular induction and refresher training programs for employees across all levels.

The **Policy on Prevention of Sexual Harassment** is available on the Company's website and can be accessed at <https://www.dcmnvl.com/policies-and-code.html>.

The details of number of complaints filed, disposed off and pending during the financial year ended March 31, 2025, are as follows:

Number of complaints filed during the financial year 2024-25	Nil
Number of complaints disposed off during the financial year 2024-25	Nil
Number of complaints pending as on end of the financial year	Nil

Whistle Blower Policy/ Vigil Mechanism

The Company is committed to maintaining the highest standards of ethical conduct across all areas of its operations. It expects all Directors and employees to uphold these standards by adhering to applicable laws and regulations, the Company's Code of Conduct, ethics policies, and established procedures. Promoting ethical behavior in every aspect of business conduct remains a top priority for the Company. To reinforce this commitment, the Company has put in place a **Vigil Mechanism and Whistle Blower Policy**, which provides a secure and transparent framework for Directors and employees to report concerns relating to unethical behavior, suspected fraud, or violations of the Company's Code of Conduct or ethics policies. The objective of this Policy is to ensure that individuals who raise such concerns are protected from any form of retaliation or victimization. It also enables direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

During the year ended March 31, 2025, no complaint was received under the Whistle Blower Policy of the Company, and no employee was denied access to the Chairperson of the Audit Committee.

The **Vigil Mechanism and Whistle Blower Policy** is available on the Company's website and can be accessed at <https://www.dcmnvl.com/policies-and-code.html>.

Quarter FY 2024-25	Date of Board	Date of Publication Meeting Newspaper	Weblinks of Results in
March 2025	29th May, 2025	02nd June, 2025	https://nsearchives.nseindia.com/corporate/DCMNVL_30052024132439_IntimationofNewspaperpublication_30052024.pdf
December 2024	04th February, 2025	06th February, 2025	https://nsearchives.nseindia.com/corporate/DCMNVL_06022025121021_Final_intimation06022025_Signed.pdf
September 2024	14th November, 2024	17th November, 2024	https://nsearchives.nseindia.com/corporate/DCMNVL_17112024144307_FinalNewspaperintimation_14112024.pdf
June 2024	29th July, 2024	31st July, 2024	https://nsearchives.nseindia.com/corporate/DCMNVL_31072024125514_IntimationNewspaperpublication_Final_31072024.pdf

B. News Releases

The quarterly and annual financial results of the Company are prepared in the prescribed format and published within 48 hours of their approval by the Board

Risk Management Framework

The Company has established a comprehensive **Enterprise Risk Management (ERM) framework** to effectively identify, assess, and manage various types of risks, including operational, strategic, and regulatory risks. This framework is designed to support the Company's objective of delivering sustainable value by adopting an integrated and structured approach to risk management across all levels of the organization. In alignment with the requirements of **Regulations 17 and 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the Board of Directors has adopted a **Risk Management Policy**. This policy provides the foundation for framing, implementing, and monitoring the Company's risk management plan, ensuring proactive risk mitigation and informed decision-making.

Means of Communication

A. Quarterly / Annual Results

The Quarterly, Half-yearly and Annual financial results are forthwith communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), (both BSE and NSE are collectively referred as the "Stock Exchanges"), as soon as they are approved and taken on record by the Board of Directors. Additionally, your Company's quarterly/half-yearly/ Annual financial results are simultaneously published in 'Financial Express-English Newspaper Publication and Jansatta-Hindi Newspaper Publication' in accordance with SEBI Listing Regulations.

of Directors. These results are published in one English daily newspaper with nationwide circulation—typically Financial Express and in one vernacular newspaper—usually Jansatta (in Hindi), circulated in the state where the Company's Registered Office is located. In addition,

all press releases, including financial results and other material information, are promptly submitted to the Stock Exchanges and are also made available on the Company's website for wider dissemination and stakeholder access.

C. Website

The Company's website, <https://www.dcmnvl.com>, features a dedicated 'Investors' section that provides comprehensive and up-to-date information in compliance with Regulation 46 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In addition to quarterly and annual financial results, the Investors section hosts detailed information about the Company's business operations, press releases, shareholding pattern, corporate actions and benefits, downloadable forms, contact details, and other relevant disclosures to facilitate transparent and effective shareholder communication.

D. Online filings

The Company electronically files various disclosures, including shareholding pattern, corporate governance reports, quarterly and annual financial results, and other corporate announcements, on the online portals of **BSE Limited** and the **National Stock Exchange of India Limited**, in compliance with the prescribed timelines. These filings are made through the respective stock exchange portals — www.listing.bseindia.com and <https://neaps.nseindia.com/NEWLISTINGCORP/> — ensuring timely and transparent dissemination of information to regulators, shareholders, and the public.

E. SEBI Complaints Redress System (SCORES)

Investor complaints are handled through a centralized web-based complaints redressal system maintained by SEBI, known as SCORES (SEBI Complaints Redress System). This platform ensures effective and transparent resolution of investor grievances. Key features of the system include a centralized database of all complaints, online submission of Action Taken Reports (ATRs) by the concerned companies, and real-time access for investors to track the status of their complaints and view the actions taken for resolution.

F. Annual Report

The Annual Report, comprising, inter alia, the Audited Financial Statements, Consolidated Financial Statements, Board's Report, Auditor's Reports, and other key disclosures, is circulated to the Members and other entitled recipients in compliance with applicable regulatory requirements. The Management Discussion

and Analysis (MD&A) forms an integral part of the Annual Report, providing insights into the Company's performance, industry trends, opportunities, and future outlook.

The Annual Report is also made available on the Company's website and can be accessed through <https://www.dcmnvl.com/agm.html> and on the website of BSE Limited and National Stock Exchange of India Limited.

G. Chairperson's Communique

A Copy of the Chairperson's Speech is usually uploaded on the website of the Company after the Completion of Annual General meeting and can be accessed through the <https://www.dcmnvl.com/> and on the website of BSE Limited and National Stock Exchange of India Limited.

Shareholder Information

A. Annual General Meeting for the financial year 2024-25

Date	Friday, 26 th September, 2025
Venue	Venue Annual General Meeting through Video Conferencing/ Other Audio-Visual Means facility.
	Deemed venue for Meeting: Registered Office: 407, Vikrant Tower, 04, Rajendra place, New Delhi, 110008)
Time	11:00 A.M.
Date of Book Closure	Not applicable
Dividend Payment Date	Not Applicable

B. Calendar of financial year ended 31st March, 2025

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of quarterly financial results during the financial year 2024-25 were held on the following dates:

First Quarter Results	July 29, 2024
Second Quarter and Half yearly Results	November 14, 2024
Third Quarter Results	February 4, 2025
Fourth Quarter and Annual Results	May 29, 2025

C. Financial Calendar for 2024-25 (Tentative)

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year 2024-25 are as follows:

First Quarter Results	On or before 14th August, 2025
Second Quarter and Half yearly Results	On or before 14th November, 2025
Third Quarter Results	On or before 14th February, 2026
Fourth Quarter and Annual Results	On or before 30th May, 2026

D. Details of Demat/Unclaimed Suspense Account

Not Applicable

E. Distribution of Shareholding as on 31st March, 2025

Share or Debenture holding Nominal Value	Number of Shareholders/ folios	% to Total Numbers of shareholders	Equity Shares Amount (₹)	% to Total Amount of shares (₹)
Up To 5,000	31339	99.50	31887580	17.07
5001 To 10,000	70	0.22	5147040	2.75
10001 To 20,000	31	0.10	4699250	2.51
20001 To 30,000	18	0.06	4293530	2.30
30001 To 40,000	6	0.02	2056390	1.11
40001 To 50,000	6	0.02	2733840	1.47
50001 To 1,00,000	16	0.05	11104370	5.94
1,00,000 and above	9	0.03	124855490	66.85
Total	31495	100.00	186777490	100.00

F. Shareholding Category as on March 31, 2025.

Category	No. of Equity Shares held	% to total shareholding
Promoter and Promoter Group	93,59,167	50.11
Mutual Funds	65,283	0.35
Foreign Portfolios	1,52,422	0.82
Financial Institutions / Banks	3,873	0.02
Insurance Companies	2,37,408	1.27
Non-Institution: Bodies Corporate	14,75,894	7.90
NRI's	81,155	0.43
Individual Shareholders	65,24,747	34.93
HUF	4,43,260	2.37
Others (NBFCs, trust, Clearing members, Firms, and IEPF)	3,34,540	1.80
Grand Total	1,86,777,49	100.00

G. Registrar and Transfer Agents:

M/s. Skyline Financial Services Pvt Ltd, continues to be the Registrar & Transfer Agents of the Company.

H. Share Transfer System

Pursuant to the SEBI notification dated January 24, 2022, please note that requests for transfer of securities held in physical form shall not be processed by the Company.



Shareholders are advised to dematerialize their physical share certificates, and all relevant share-related information is available online through authorized platforms.

Physical share certificates submitted for dematerialization are processed and completed within 21 days from the date of receipt, in accordance with the applicable regulatory guidelines.

I. Top 10 Shareholders as on 31st March, 2025

Sr. No.	Name of the Shareholder	Number of Shares	% of Total Shareholding
1.	Hemant Bharat Ram	9359149	50.11
2.	M. G. Shares and Stocks Pvt. Ltd.	660000	3.53
3.	Ashok Jain	437371	2.34
4.	Anil Kumar Goel	436000	2.33
5.	Mohan Gupta	410000	2.19
6.	Zaki Abbas Nasser	315000	1.68
7.	LIC ASM	237408	1.27
8.	Suman Bang	233000	1.25
9.	IEPF	232621	1.24
10.	Vinodchandra Mansukhlal Parekh	99213	0.53

J. Bifurcation of shares held in physical and demat form as on 31st March, 2024

Particulars	No of Shares	%
Physical Segment	468055	2.50
Demat Segment		
NSDL (A)	14534205	77.82
CDSL (B)	3675489	19.68
Total (A+B)	18209694	97.50
Total	18677749	100.00

K. Market Capitalisation

(₹ in Lakhs except Rank)

Financial year Ended	BSE*		NSE#	
	M-cap	Rank	M-cap	Rank
31.03.2025	40975	1826	40943	1692
31.03.2024	35665	1693	35506	1524
31.03.2023	25215	1515	25215	1363

* Source: [Weblink](#) of the Bombay Stock Exchange.

Source: [Weblink](#) of the National Stock Exchange Limited

L. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on Equity

Not applicable as the Company has not made any such issue.

M. Listing Details

Name and Address of Stock Exchange	Stock Code
BSE Limited (BSE)	542729
Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	
National Stock Exchange of India Limited (NSE)	DCMNVL
Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051	
ISIN	INE08KP01019

N. Listing Fees to Stock Exchanges:

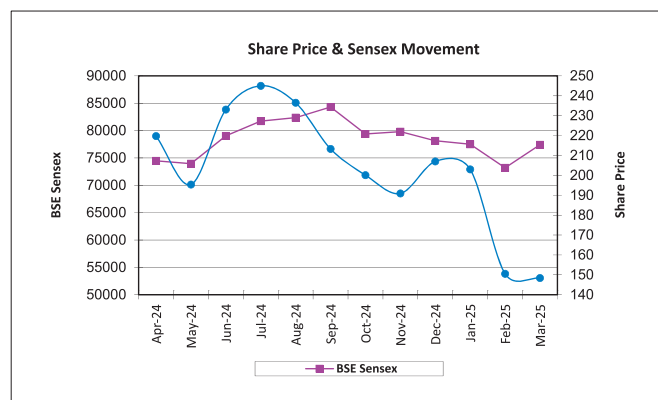
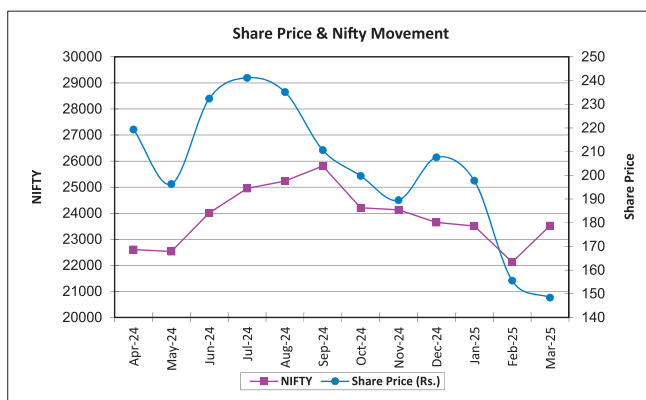
The listing fee for the financial year 2025-26 has been paid to the above Stock Exchanges.

O. Custodial Fees to Depositories

The fees to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) has been paid.

P. The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) for the year ended 31st March, 2025 are as under:

Month	National Stock Exchange				BSE Ltd.			
	Highest (₹)	Lowest (₹)	Closing price (₹)	Volume (Nos.) (In Lakhs)	Highest (₹)	Lowest (₹)	Closing price (₹)	Volume (Nos.) (In Lakhs)
Apr-24	228.60	185.20	219.35	20.94	226.45	185	219.75	1.92
May-24	225.00	191.05	196.3	7.05	222.3	191.5	195.4	0.68
Jun-24	247.20	180.00	232.38	13.95	246.8	180.1	233.1	1.33
Jul-24	297.80	231.42	241.17	22.25	297.55	231.05	245	2.97
Aug-24	244.00	201.80	235.15	5.15	242.55	202.7	236.5	0.59
Sep-24	241.79	207.15	210.63	2.68	239.7	207	213.3	0.34
Oct-24	230.00	193.80	199.77	6.29	228.1	196.45	200.1	0.65
Nov-24	210.90	180.10	189.51	1.94	210	180.5	190.9	0.21
Dec-24	226.43	185.01	207.6	6.48	226	180	207	0.58
Jan-25	213.88	179.05	197.77	6.08	212.5	182	203	0.15
Feb-25	208.00	153.00	155.55	5.01	210.3	150.55	150.55	0.31
Mar-25	177.03	146.30	148.39	8.53	183	144.6	148.4	0.45

**BSE SENSEX Vs DCMNVL Share Price
(Indexed)****NSE NIFTY Vs DCMNVL share price
(Indexed)**



Q. Trading of shares of the Company:

During the year under review, the shares of the Company are not suspended from trading.

R. Plant Location:

Textile Division,
Post Box No 59, Near Mela Ground, Hisar, Haryana-125001

S. Credit Ratings:

During the year ended March 31, 2025, CRISIL Limited, a renowned credit rating agency has reaffirmed rating as CRISIL BBB Stable and CRISIL A3+ (Reaffirmed) to the long-term rating and short term respectively on borrowings availed by the Company.

T. Address for Investor Correspondence

All Members correspondence should be forwarded to M/s. Skyline Financial Services Pvt Ltd, the Registrar and Share Transfer Agent of the Company or to the Compliance Officer at the Registered Office of the Company at the addresses DCM Nouvelle Limited, 407, Vikrant Tower, 04, Rajendra Place, New Delhi-110008, India Tel: 011-43678490

The Company's dedicated e-mail address for Investors' Complaints and other communications is info@dcmnvl.com

The Company's dedicated e-mail address for Investors Complaints and other communications is info@dcmnvl.com

M/s. Skyline Financial Services Pvt Ltd D-153 A, First Floor, Okhla Industrial Area, Phase -I, New Delhi-110020, Tel: 011-41044923, Email: info@skylinerta.com	Compliance Officer Mr. Sandeep Kumar Jain Chief Financial Officer E-mail: info@dcmnvl.com Phone: +91 11-43678490
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U. Corporate Identity Number (CIN)

L17309DL2016PLC307204

V. Depository Services

Members may write to the respective Depository or to Skyline Financial Services Pvt for guidance on depository services.

National Securities Depository Limited

Trade World, 'A' Wing,
4th Floor Kamala Mills Compound
Lower Parel, Mumbai - 400 013
Tel No. 022-2499 4200 Fax No. 022-2497 6351
E-mail: info@nsdl.co.in Website: www.nsdl.co.in

Central Depository Services (India) Limited

Marathon Futurex, 25th floor
N. M. Joshi Marg, Lower Parel (East)
Mumbai, Maharashtra
Tel: 022-2302 3333 Fax: 022-2300 2035
E-mail: investors@cdslindia.com
Website: www.cdslindia.com

C. Nomination Facility

Members are encouraged to make a nomination in respect of shares held by them. Members holding shares in demat form are requested to submit the nomination request to their respective DPs directly. Members holding shares in physical form and intending to make or change the nomination in respect of their

shares may submit their requests to Skyline Financial or download the form from the Company's website at [weblink](#).

Affirmation & Disclosures

- There were no materially significant related party transactions that could be deemed to have potential conflict with the interests of the Company at large.
- The Company has duly fulfilled the following discretionary requirements as prescribed in Schedule II Part E of the Listing Regulations:
 - The Auditor's Reports on the statutory Financial Statement of the Company are unmodified.
 - The Internal Auditor presents the findings to the Audit Committee.
- The Internal Auditor briefs the Audit Committee through detailed discussions and presentations, covering key observations, reviews, comments, and recommendations, among other matters.
- The Company has implemented a 'Whistle Blower Policy' and established a 'Vigil Mechanism' to address concerns and grievances. No personnel have been denied access to the Audit Committee in this regard.
- The Policies on Material Subsidiaries and on dealing with Related Party Transactions are available on the website of the Company at the <https://www.dcmnvl.com/policies-and-code.html>.

- f) Details of Familiarization Programmes for Independent Directors are available on the website of the Company at the <https://www.dcmnvl.com/policies-and-code.html>. The induction programme is comprehensive, covering the Company's background and growth, key milestones since incorporation, current organisational structure, policies and practices, charter documents, and an overview of its businesses and functional areas.
- g) The Company issues a formal letter of appointment to the independent Directors outlining their role, duties, and responsibilities. The format of the letter is available on the website of the Company at the <https://www.dcmnvl.com/policies-and-code.html>.
- h) The Company has adopted a Commodity Risk Management Policy and a Foreign Exchange Risk Policy to mitigate the risk of foreign exchange price fluctuations.

i) Disclosure of commodity price risk or foreign exchange risk and hedging activities:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15th November 2018, the required information is provided as under:

i. Risk Management policy of the Company with respect to commodities including through hedging:

The Company has adopted a Commodity Risk Management Policy.

ii. Exposure of the Company to commodity and commodity risks faced by the Company throughout the year:

- **Total exposure of the Company to commodities is INR: Rs 80,752.48 Lacs**
- **Exposure of the Company to various commodities:**

Commodity Name	Exposure in INR towards the particular commodity	Exposure in Quantity terms towards the particular commodity In MT	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
Cotton	₹ 80,752.48 Lacs	52,513 MT	Nil	Nil	Nil	Nil	Nil

iii. Commodity risks faced by the listed entity during the year and how they have been managed.

- The commodity risks on cotton are mitigated through close monitoring of its price movement and through strategic buying initiatives in the cotton season.
- During the year 2024-25, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in Note no. 46 to the standalone financial statement.

j) Disclosure of Accounting Treatment.

The Company has prepared its Financial Statements in compliance with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. These

Standalone Financial Statements comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year ended 31 March 2025, and a summary of significant accounting policies along with other explanatory information (collectively referred to as the "Financial Statements"). The total fees of 28.37 lakhs were paid on a consolidated basis to the Statutory Auditor and all the entities in the network firm / network entity of which the Statutory Auditor is a part for all services availed by the Company.

- k) None of the Independent Directors of the Company resigned before the expiry of their tenure.
- l) The Company has not raised any funds through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of the Listing Regulations.

2. Adoption of non-mandatory requirements as detailed below:

Particulars	Status
The Board	No office for the Chairperson is maintained at the Company's expense. There was no reimbursement of expenses to the Chairperson in performance of her duties.
Shareholders Rights	As the Company's quarterly results are published in an English newspaper having circulation all over India and in a Hindi newspaper having circulation in the Delhi region and is uploaded on Company's website www.dcmnvl.com, the half-yearly declaration of financial performance is not sent separately to each household of the shareholders of the Company.
Modified Opinion in audit report The listed entity may move towards a regime of financial statements with unmodified opinion	Complied. There is no qualification in the Audit Report. Auditor has issued an unqualified opinion without any matter of emphasis in the preceding three financial years. There have been no adverse remarks / concerns from statutory auditors since listing of the company.
Reporting of Internal Auditors The Internal Auditor may report directly to the Audit Committee	Complied - The Internal Auditors of the Company are present in Audit Committee Meetings, and they report to the Audit committee.
Independence, Competence, Experience of Auditors: Statutory Auditors Internal Auditors Secretarial Auditors Cost Auditors	The Board confirmed the independence, competence, and experience of the Auditors. The Independent Directors met with the Statutory and Internal Auditors without the presence of the Management. There were no adverse remarks or statements made by the Auditors

3. Secretarial Audit Report

The Company has conducted a Secretarial Audit for the financial year 2024-25, which inter alia includes an audit of compliance with the Companies Act, 2013, the Rules made thereunder, the Listing Regulations, applicable SEBI regulations, the Foreign Exchange Management Act, 1999, and the Secretarial Standards issued by the Institute of Company Secretaries of India. The Secretarial Audit Report is annexed to and forms an integral part of this Annual Report.

4. Annual Secretarial Compliance Report

The Company has conducted an audit for the financial year 2024-25 to ensure compliance with all applicable SEBI Regulations and the related Circulars and Guidelines issued thereunder. The Annual Secretarial Compliance Report was duly submitted to the stock exchanges within 60 days from the end of the financial year.

5. No-Disqualification Certificate from Company Secretary in Practice

None of the Directors of the Company have been debarred or disqualified from being appointed or

continuing as Directors by SEBI, the Ministry of Corporate Affairs, or any other statutory authority. A certificate to this effect, duly signed by Pragnya Parimita Pradhan, Practicing Company Secretary (ACS: 32778), is annexed to this Report.

6. The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

Regulation Particulars of Regulations Compliance Status Yes/No

17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholder's & Finance Facilitation Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	Yes
25	Obligations with respect to Independent Directors	Yes

26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46 (2)	Functional Website	Yes
(b) to		
(i)		

5. Details of Corporate Policies:

Details of corporate policies are provided as a part of Directors' Report, forming integral part of this Integrated Annual Report.

6. Dispute Resolution Mechanism at Stock Exchanges (SMART ODR):

SEBI, vide its Circular dated May 30, 2022, introduced arbitration as an optional Dispute Resolution Mechanism for investors. Under this Circular, investors may opt for arbitration with the Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent (RTA) regarding delay or default in processing investor service requests.

In compliance with SEBI guidelines, the Company has communicated this Dispute Resolution Mechanism to all Members holding shares in physical form.

7. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the last year.

The Company had complied with rules and regulations prescribed by SEBI and any other statutory authority relating to capital market.

There were no fines, penalties, or instances of violation of ethical and behavioural norms by the Directors, KMPs and SMPs during the year.

8. Disclosure by listed entity and its subsidiaries of loans and advances in the nature of loans to firms/ companies in which Directors are interested by name and amount

The aforesaid details are provided in the financial statements of the Company forming part of this Integrated Annual Report.

9. Contributions:

The Company has not made any contributions to / spending for political campaigns, political organizations, lobbyists or lobbying organizations, trade associations and other tax-exempt groups.

10. Compliance Certificate on Corporate Governance

The certificate issued by Ms. Pragnya Parimita Pradhan – Practising Company Secretary, on compliance of Corporate Governance norms is annexed to this Report.

11. Declaration by the CEO on Code of Conduct as required by Schedule V of Listing Regulations

As required under Regulation 34(3) read with Part D of Schedule V of Listing Regulations, A Certificate to this effect, duly signed by Mr. Vivek Kaushal, Chief Executive Officer of the Company, is annexed to this Report.

12. Senior Management:

The details of senior management including changes therein since the close of the previous financial year is as under:

Name	As on March 31, 2025	As on March 31, 2024
Mr. Vivek Kaushal	✓	✓
Mr. Sudip Nandy	-	✓
Mr. Sandeep Kumar Jain	✓	✓
Mr. Bir Chand Jataiwal	✓	✓
Mr. Harish Kumar Arora	✓	✓
Mr. Mohd Sagir*	✓	✓
Mr. Nitish Nautiyal**	✓	-
Ms. Poonam Sachdeva	✓	✓
Mr. Sanjay Modi	✓	✓
Mr. Mritunjay Chatterjee	✓	✓
Mr. Satya Narayan Sharma	✓	✓
Mr. Ranjan Prasad	✓	✓
Mr. Ashwani Kumar	-	✓
Mr. Ashish Saxena	✓	✓
Mr. Bhim Raj Asiya	✓	✓
Mr. Pawan Kumar Singh	✓	✓
Mr. Ram Awatar	✓	✓
Mr. Omesh Kumar Mehta	✓	-

* Up to 31.12.2024

** From 21.02.2025

Conflict of Interest:

The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal



interest, which may have a potential conflict with the interest of the Company at large.

Directors' details:

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given in the Annexure to the Notice of the 9th AGM to be held on xx September, 2025.

Total Fees paid to Statutory Auditors

The details of fees paid by the Company to the Statutory Auditors are as under: -

(₹ in Lacs)		
Particulars	As on March 31, 2025	As on March 31, 2024
As Statutory Auditor	13.50	13.50
For taxation matters	1.00	1.00
Other Services	12.00	11.50
Reimbursement of Expenses	1.87	2.12
Total	28.37	28.12

13. Compliance with Secretarial Standards:

The Company complies with all applicable secretarial standards.

14. Reconciliation of Share Capital Audit Report

In accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, a Reconciliation of Share Capital Audit is conducted on

a quarterly basis by a Practicing Company Secretary. The purpose of this audit is to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as well as shares held in physical form, with the total issued, paid-up, and listed capital of the Company. The Audit Report, inter alia, confirms that the Register of Members is duly updated and that dematerialisation/rematerialisation requests have been processed within the prescribed timelines. The said report is also submitted to BSE Limited and the National Stock Exchange of India Limited.

15. Raising of the any funds, if any, through preferential allotment:

During the year under review, the Company did not raise any funds through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of the SEBI Listing Regulations.

16. Details of the Company's material subsidiary:

Name:

DCM Nouvelle Specialty Chemicals Limited

Date of Incorporation:

February 02, 2022

Name of the Statutory Auditor:

M/s Mahesh C. Solanki & Co.

Date of appointment of Statutory Auditor:

July 29, 2024

CERTIFICATE

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

To the Members of DCM Nouvelle Limited

This is to confirm that the Board of Directors had adopted a Code of Conduct for all the Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company.

I hereby declare that all Board Members and Senior Management Personnel have affirmed compliance with the provisions of the Company's Code of Conduct, for the financial year ended March 31, 2025.

Date: 13.08.2025

Place: New Delhi

Vivek Kaushal

Chief Executive Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
DCM Nouvelle Limited
(CIN: L17309DL2016PLC307204)
407, Vikrant Tower 4,
Rajendra Place, New Delhi-110008

I have examined the compliance of conditions of Corporate Governance by DCM Nouvelle Limited ('the Company') for the year ended March 31, 2025, as per regulations 17 to 27, clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') pursuant to the Listing Agreement of the Company with stock exchanges.

Management's Responsibility:

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

The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations issued by the Securities and Exchange Board of India.

Auditors' Responsibility:

My examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Conclusion:

In my opinion, and to the best of my information and according to explanations given to, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

For **Pragnya Pradhan & Associates**
Company Secretaries

Pragnya Parimita Pradhan

Proprietor

Membership No.: 32778

COP-12030

UDIN No.: A032778G000992858

Peer Review No: 1564/2021

Place: New Delhi

Date: 13-08-2025



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members

DCM NOUVELLE LIMITED

(CIN: L17309DL2016PLC307204)

407, Vikrant Tower 4,

Rajendra Place, New Delhi-110008

I, Pragnya Parimita Pradhan, proprietor of M/s Pragnya Pradhan & Associates, Practicing Company Secretaries, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of DCM NOUVELLE LIMITED having CIN L17309DL2016PLC307204 and having registered office at 407, Vikrant Tower 4, Rajendra Place, New Delhi-110008, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with clause 10(i) of Para-C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

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

Sr No.	DIN	Name of Director
1.	00052826	VINAY BHARAT RAM
2.	00150933	HEMANT BHARAT RAM
3.	00226058	RAKESH GOEL
4.	06866256	MEENAKSHI NAYAR
5.	00204829	KULBIR SINGH
6.	00272930	JITENDRA TULI
7.	00496620	VIVEK CHHACHHI

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

Thanking you,

For **Pragnya Pradhan & Associates**
Company Secretaries

Pragnya Parimita Pradhan

ACS No. 32778

C P No.: 12030

UDIN: A032778G000992847

Place: New Delhi

Date: 13-08-2025

CEO /CFO CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS AND CASH FLOW STATEMENT

**(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
for the financial year ended March 31, 2025**

**To,
The Board of Directors
DCM Nouvelle Limited**

We have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended March 31, 2025 and we hereby certify and confirm to the best of our knowledge and belief the following:

- a) The Financial Statements and Cash Flow statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) The Financial Statements and the Cash Flow Statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations;
- c) There are no transactions entered in to by the Company during the year ended March 31, 2025 which are fraudulent, illegal or violative of Company's Code of Conduct;
- d) We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting. Deficiencies noted, if any, are discussed with the Auditors and Audit Committee, as appropriate, and suitable actions are taken to rectify the same;
- e) There have been no significant changes in the above-mentioned internal controls over financial reporting during the financial year 2024-25;
- f) That there have been no significant changes in the accounting policies during the financial year 2024-25.
- g) We have not noticed any significant fraud particularly those involving the, management or an employee having a significant role in the Company's internal control system over Financial Reporting.

Place: New Delhi
Date: 13-08-2025

Vivek Kaushal
Chief Executive Officer

Sandeep Kumar Jain
Chief Financial Officer

Independent Auditor's Report

for the year ended 31 March 2025

To the Members of
DCM Nouvelle Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of DCM Nouvelle Limited ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. 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.

Key audit matter	How our audit addressed the key audit matter
Valuation of Inventories <p>At the balance sheet date 31 March 2025, the Company holds inventories comprising of raw materials and components, finished goods, work- in-progress aggregating to ₹ 27,089.51 lakhs as disclosed in note 9 to the accompanying standalone financial statements of the Company. Such inventory is carried at cost, or net realisable value whichever is lower, as per the accounting policy disclosed in note 2(c).</p> <p>Determination of cost of inventory involves allocation of various production and administration overheads incurred to bring the inventory to its present location and condition, which involves management judgement and estimation.</p>	<p>Our audit work included, but was not limited to, the following procedures:</p> <ul style="list-style-type: none"> • Evaluated the appropriateness of the Company's accounting policy and valuation method of inventory in accordance with the applicable accounting standards. • Assessed the design and implementation of controls in respect of the inventory valuation and tested the effectiveness of key inventory controls. • Discussed with management the rationale supporting assumptions and estimates used in carrying out the inventory valuation and corroborated the same to our understanding of the business. Tested the computation of various overhead absorption rates by tracing the

Key audit matter	How our audit addressed the key audit matter
<p>Amongst the other overheads, fixed production overheads are allocated to the costs of conversion based on the normal capacity of the production facilities in accordance with the principles of Ind AS-2, Inventories.</p> <p>The management's judgements and assumptions are dependent upon the internal classification and groupings of the classes of inventory for valuation purpose, which can be difficult to analyze and be influenced by other economic factors including but not limited to uncertainty surrounding industry's trends.</p> <p>Further, at the end of each reporting period, the management of the Company also assesses whether there is any objective evidence that net realisable value of any item of inventory is below the carrying value. If so, such inventories are written down to their net realisable value in accordance with Ind AS 2, Inventories.</p> <p>Considering the aforesaid complexities involved in significant management judgements and estimates required with respect to valuation of inventory, this matter has been determined to be a key audit matter for the current year audit.</p>	<p>underlying data to audited historical operational results of the company.</p> <ul style="list-style-type: none"> Verified the expenses considered as cost of conversion including estimates for apportionment of the conversion on the different classes of finished goods and work in progress and recomputed the arithmetical accuracy thereof for calculating the conversion cost considered as part of the finished goods and work in progress. Obtained understanding of management process for identification of slow moving, non-moving or obsolete inventories and ensured that the same is consistently applied. Recomputed the net realisable value of the finished goods and reviewed the management assessment for carrying inventory at lower of cost and net realisable value. Tested ageing of inventory items obtained through system reports, as applicable. <p>Evaluated the appropriateness and adequacy of disclosures made in the standalone Ind AS financial statements in accordance with the applicable accounting standards.</p>

Information other than the Standalone Financial Statements and Auditor's Report thereon

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

Our opinion on the standalone financial statements does not cover the other information and we 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting

records, 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.

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

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

10. 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances Under section 143(3)(i) of the Act

we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of 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; and
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. 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.
 13. 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.
 14. 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 period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation

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

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) Except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;
 - f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
 - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company, as detailed in note 41 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2025;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025;
 - iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 51(iv) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the 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 Company ('the 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, as disclosed in note 51(v) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the 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; and
- c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year ended 31 March 2025.
- vi. As stated in Note 52 to the standalone financial statements and based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial year commencing on 1 April 2024, 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 been 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 other than the consequential impact of the exception given below. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

Nature of exception noted

Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software.

Details of Exception

The audit trail feature in the accounting software used for maintenance of all accounting records by the company does not appropriately maintain the details of subsequent edits at the application level. Further the audit trail feature at the database level was not enabled for the said accounting software to log any direct data changes.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Rohit Arora

Partner

Membership No.: 504774

UDIN: 25504774BMIDMP3336

Place : Pune

Date : 29 May 2025

Annexure I referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of DCM Nouvelle Limited on the standalone financial statements for the year ended 31 March 2025

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

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, and capital work-in-progress.
- (B) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment under which the assets are physically verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 3 to the standalone financial statements, are held in the name of the Company. For title deeds of immovable properties in the nature of land situated at Hisar with gross carrying values of ₹ 687.10 lakhs as at 31 March 2025, which have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the respective lender.
- (d) The Company has adopted cost model for its Property, Plant and Equipment. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records and in respect of goods-in-transit, these have been confirmed from corresponding receipt and/or dispatch inventory records.
- (b) As disclosed in Note 21 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crores by banks based on the security of current assets. The quarterly returns, in respect of the working capital limits have been filed by the Company with such banks and such returns are in agreement with the books of account of the Company for the respective periods, which were subject to audit/review.
- (iii) The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans to companies, firms, limited liability partnerships during the year. Further, the Company has made investments in respect of which:
 - (a) The Company has made investment in subsidiary during the year as per details given below:

Particulars	Investments (₹ In lacs)	Loans (₹ In lacs)
Aggregate amount provided/granted during the year:		
- Subsidiary	4,790.27	-
Balance outstanding as at balance sheet date:		
- Subsidiary	9,939.55	-
- Others	-	2.67

- (b) In our opinion, and according to the information and explanations given to us, the investments made and terms and conditions of the grant of all loans provided are, prima facie, not prejudicial to the interest of the Company. The company has not provided any guarantee or given any security or granted any advances in the nature of loans during the year.
- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the principal amount has been paid fully during the year after becoming due, and the receipt of interest is regular.
- (d) There is no overdue amount in respect of loans granted to such company or other parties.
- (e) The Company has granted loans which had fallen due during the year and were repaid on or before the due date. Further, no fresh loans were granted to any party to settle the overdue loans.
- (f) The Company has not granted any loan or advance in the nature of loan, which is repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in Lacs)	Amount paid under Protest (₹ in Lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Disallowance u/s 69C	Not Ascertainable	Nil	2018-19	CIT(Appeals)
Employees State Insurance Act, 1948	Demand raised by ESIC department	0.79	Nil	2014	Punjab and Haryana High Court
Ministry of Textiles	Refund of TUFS Subsidy	190.82	190.82	2018-19	Delhi High Court

- (viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- (f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiary.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partially or optionally convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) (a) In our opinion and according to the information and explanations given to us, there are no unspent amounts towards Corporate Social Responsibility pertaining to other than ongoing projects as at end of the current financial year. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the Company has transferred the remaining unspent amounts towards Corporate Social Responsibility (CSR) under sub-section (5) of section 135 of the Act, in respect of ongoing project, within a period of 30 days from the end of financial year to a special account in compliance with the provision of sub-section (6) of section 135 of the Act.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Place : Pune
Date : 29 May 2025

Rohit Arora
Partner
Membership No.: 504774
UDIN: 25504774BMIDMP3336

Annexure II to the Independent Auditor's Report of even date to the members of DCM Nouvelle Limited on the standalone financial statements for the year ended 31 March 2025

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of DCM Nouvelle Limited ('the Company') as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to standalone financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

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

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note

require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3)



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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to standalone financial statements criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Rohit Arora

Partner

Place : Pune

Date : 29 May 2025

Membership No.: 504774

UDIN: 25504774BMIDMP3336

Standalone Balance Sheet

as at 31 March 2025

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	22,840.99	24,785.12
Capital work-in-progress	3	241.77	9.97
Financial assets			
(i) Investments	4	9,939.55	5,149.28
(ii) Loans	5	-	2,894.00
Non-current tax assets (net)	7	-	426.52
Other non-current assets	8	1,206.25	1,877.90
Total non-current assets		34,228.56	35,142.79
Current assets			
Inventories	9	27,089.51	26,156.08
Financial assets			
(i) Trade receivables	10	10,245.26	11,457.90
(ii) Cash and cash equivalents	11	69.38	73.46
(iii) Bank balances other than (ii) above	12	3.46	0.10
(iv) Loans	13	28.66	40.62
(v) Other financial assets	14	794.92	532.35
Other current assets	15	2,266.30	2,003.63
Total current assets		40,497.49	40,264.14
Total assets		74,726.05	75,406.93
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	1,867.77	1,867.77
Others equity	17	32,601.32	30,324.53
Total equity		34,469.09	32,192.30
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	18	7,260.74	8,252.06
(ii) Other financial liabilities	19	15.85	14.20
Provisions	20	450.73	439.07
Deferred tax liabilities (net)	6	1,020.23	570.63
Total non-current liabilities		8,747.55	9,275.96
Current liabilities			
Financial liabilities			
(i) Borrowings	21	26,233.23	28,839.77
(ii) Trade payables	22		
(a) Total outstanding dues of micro enterprises and small enterprises		686.97	1,176.83
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,497.04	1,199.32
(iii) Other financial liabilities	23	970.74	920.33
Other current liabilities	24	226.36	239.40
Contract liabilities	25	443.59	343.22
Provisions	26	1,374.04	1,219.80
Current tax liabilities (net)	27	77.44	-
Total current liabilities		31,509.41	33,938.67
Total liabilities		40,256.96	43,214.63
Total equity and liabilities		74,726.05	75,406.93

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No. : 001076N/N500013

Rohit Arora

Partner

Membership No. : 504774

For and on behalf of the Board of Directors of
DCM Nouvelle Limited

Dr. Meenakshi Nayar

Chairperson and Director
DIN : 06866256

Sandeep Kumar Jain

Chief Financial Officer
M. No. : 078691

Place: New Delhi

Date: 29 May 2025

Hemant Bharat Ram

Managing Director
DIN : 00150933

Vivek Kaushal

Chief Executive Officer

Nitish Nautiyal

Company Secretary
M. No. : 50401

Place: Pune

Date: 29 May 2025

Standalone Statement of profit and loss

for the year ended 31 March 2025

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Income			
Revenue from operations	28	1,05,845.34	1,08,087.66
Other income	29	774.17	805.59
Total income		1,06,619.51	1,08,893.25
Expenses			
Cost of materials consumed	30	78,908.51	83,207.40
Changes in inventories of finished goods, work-in-progress and scrap	31	949.72	2,260.71
Employee benefits expense	32	6,077.33	5,889.87
Finance costs	33	2,610.85	2,510.78
Depreciation expense	34	2,277.29	2,274.97
Other expenses	35	13,223.14	12,550.50
Total expenses		1,04,046.84	1,08,694.23
Profit before exceptional items and tax		2,572.67	199.02
Exceptional items	36	(466.03)	-
Profit before tax		3,038.70	199.02
Tax expense			
Current tax	37	324.86	30.46
Deferred tax	37	446.43	75.56
Total tax expense		771.29	106.02
Profit for the year		2,267.41	93.00
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement gain/(loss) of defined benefit obligations	37	12.54	(9.38)
Income tax relating to remeasurement of defined benefit obligations		3.16	(2.36)
Total other comprehensive income, net of tax		9.38	(7.02)
Total comprehensive income for the year		2,276.79	85.98
Earnings per equity share (face value of ₹ 10 each)			
Basic	38	12.14	0.50
Diluted	38	12.14	0.50

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached
For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

Rohit Arora
Partner
Membership No. : 504774

For and on behalf of the Board of Directors of
DCM Nouvelle Limited

Dr. Meenakshi Nayar
Chairperson and Director
DIN : 06866256

Sandeep Kumar Jain
Chief Financial Officer
M. No. : 078691

Hemant Bharat Ram
Managing Director
DIN : 00150933

Vivek Kaushal
Chief Executive Officer

Nitish Nautiyal
Company Secretary
M. No. : 50401

Place: Pune
Date: 29 May 2025

Place: New Delhi
Date: 29 May 2025

Standalone Cash flow statement

for the year ended 31 March 2025

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
A. Cash flows from operating activities		
Profit before tax	3,038.70	199.02
Adjustments for :		
Depreciation expense	2,277.29	2,274.97
Amortisation of deferred grant	(919.09)	-
Profit on sale of property, plant and equipment (net)	(0.63)	(5.84)
Unrealised foreign exchange (gain)/loss (net)	(170.13)	0.64
Interest income	(250.21)	(206.41)
Excess provisions and liabilities written back	(79.12)	(10.82)
Provision against TUF subsidy	1.85	1.86
Provision for transmission charges on open access power purchased	113.71	-
Provision for doubtful debts	0.60	73.13
Finance costs	2,610.85	2,510.78
Operating profit before working capital changes	6,623.82	4,837.33
Movements in working capital:		
Net change in		
- Inventories	(933.43)	(3,350.43)
- Trade receivables	1,298.05	(5,516.58)
- Loans	11.96	7.71
- Other financial assets	639.72	(257.25)
- Other assets	410.74	(75.97)
- Trade payables	(192.14)	529.97
- Provisions	64.73	51.26
- Financial liabilities	42.47	66.57
- Other liabilities	87.33	215.13
Cash generated from/(used in) operations	8,053.25	(3,492.26)
Income taxes paid (net of refunds)	179.10	
Net cash flow generated from/(used in) operating activities (A)	8,232.35	(3,492.26)
B. Cash flows from investing activities		
Purchase of property, plant and equipment (including capital work-in-progress, capital advance and capital creditors)	(557.38)	1,124.68
Proceeds from sale of property, plant and equipment	0.88	13.94
Investment in subsidiary company	(4,790.27)	(3,084.73)
Loan given to subsidiary company	-	(2,894.00)
Loan repaid by subsidiary company	2,894.00	-
Interest received	265.16	181.92
Fixed deposit created during the year (net)	(3.36)	(0.10)
Net cash used in investing activities (B)	(2,190.97)	(4,658.29)
C. Cash flows from financing activities		
Repayment of long-term borrowings	(1,589.61)	(795.91)
(Repayments) of/proceeds from short-term borrowings (net)	(1,845.00)	11,440.09
Finance costs paid	(2,610.85)	(2,510.78)
Net cash (used in)/generated from financing activities (C)	(6,045.46)	8,133.40



(All amounts in ₹ lacs, unless stated otherwise)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
D. Net decrease in cash and cash equivalents (A+B+C)	(4.08)	(17.15)
E. Cash and cash equivalents as at the beginning of the year	73.46	90.61
F. Cash and cash equivalents as at the end of the year	69.38	73.46
G. Components of cash and cash equivalents		
i. Balances with banks:		
- Current accounts	62.26	22.82
- Cash credit accounts	0.82	47.42
ii. Cash on hand	6.30	3.22
Cash and cash equivalents as at the end of the year (refer note 11)	69.38	73.46

Reconciliation of financial liabilities arising from financing activities

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balances		
Non-current borrowings (including current maturities)	9,756.15	10,552.06
Current borrowings	27,335.68	15,854.78
Cash flows during the year		
Repayment of non-current borrowings	(1,589.61)	(795.91)
(Repayments) of/proceeds from short-term borrowings (net)	(1,845.00)	11,440.09
Exchange fluctuation (gain)/loss on reinstatement of current borrowings	(163.25)	40.81
Finance costs incurred	2,610.85	2,510.78
Finance costs paid	(2,610.85)	(2,510.78)
Closing balances		
Non-current borrowings (including current maturities)	8,166.54	9,756.15
Current borrowings	25,327.43	27,335.68

The above standalone cash flow statement has been prepared under the 'indirect method' as set out in Ind AS 7, 'Statement of cash flows'.

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached
For Walker Chandiok & Co LLP

Chartered Accountants
Firm's Registration No. : 001076N/N500013

Rohit Arora

Partner
Membership No. : 504774

For and on behalf of the Board of Directors of
DCM Nouvelle Limited

Dr. Meenakshi Nayar

Chairperson and Director
DIN : 06866256

Sandeep Kumar Jain

Chief Financial Officer
M. No. : 078691

Hemant Bharat Ram

Managing Director
DIN : 00150933

Vivek Kaushal

Chief Executive Officer

Nitish Nautiyal

Company Secretary
M. No. : 50401

Place: Pune
Date: 29 May 2025

Place: New Delhi
Date: 29 May 2025

Standalone statement of changes in equity

for the year ended 31 March 2025

(All amounts in ₹ lacs, unless stated otherwise)

A. EQUITY SHARE CAPITAL

Particulars	Number of shares	Amount
Balance as at 01 April 2023	1,86,77,749	1,867.77
Changes in equity share capital during the year	-	-
Balance as at 31 March 2024	1,86,77,749	1,867.77
Changes in equity share capital during the year	-	-
Balance as at 31 March 2025	1,86,77,749	1,867.77

B. OTHER EQUITY

Particulars	Reserve and surplus		Total
	Securities premium	Retained earnings	
Balance as at 01 April 2023	5,518.63	24,719.92	30,238.55
Profit for the year	-	93.00	93.00
Other comprehensive income for the year	-	(7.02)	(7.02)
Total comprehensive income	-	85.98	85.98
Balance as at 31 March 2024	5,518.63	24,805.90	30,324.53
Profit for the year	-	2,267.41	2,267.41
Other comprehensive income for the year	-	9.38	9.38
Total comprehensive income	-	2,276.79	2,276.79
Balance as at 31 March 2025	5,518.63	27,082.69	32,601.32

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No. : 001076N/N500013

Rohit Arora

Partner

Membership No. : 504774

For and on behalf of the Board of Directors of

DCM Nouvelle Limited

Dr. Meenakshi Nayar

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DIN : 00150933

Vivek Kaushal

Chief Executive Officer

Nitish Nautiyal

Company Secretary

M. No. : 50401

Place: Pune

Date: 29 May 2025

Place: New Delhi

Date: 29 May 2025

Notes to Standalone Financial Statements

for the year ended 31 March 2025

Material accounting policy information and other explanatory information to the standalone financial statements for the year ended 31 March 2025

1 Company Overview and basis of preparation and presentation

1.1 Company overview

DCM Nouvelle Limited (herein after referred to as 'the Company') is domiciled in India with its registered office situated at Vikrant Tower, 4, Rajendra Place, New Delhi-110008, (CIN: L17309DL2016PLC307204). The Company has been incorporated under the provision of Indian Companies Act and its equity shares are listed on the National Stock Exchanges (NSE) and Bombay Stock Exchange (BSE). The Company is primarily engaged in the business of manufacturing and sale of Cotton Yarn.

1.2 General information and statement of compliance with Ind AS

The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Act and the guidelines issued by Securities and Exchange Board of India, to the extent applicable.

The standalone financial statements have been prepared on accrual and going concern basis. The accounting policies have been consistently applied to all the periods presented in the financial statements except where 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.

The standalone financial statements were authorised for issue by the Company's Board of Directors on 29 May 2025.

New and amended standards adopted by the Company

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. MCA has notified below new standards / amendments which were effective from 01 April 2024:

Introduction of Ind AS 117 – Insurance contracts

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

Amendments to Ind AS 116 - Lease liability in a sale and leaseback

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on right-of-use asset it retains.

The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a material impact on the standalone financial statements.

New Standards/Amendments notified but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as amended from time to time. During the year ended 31 March 2025, MCA has notified following new standards or amendments to the existing standards applicable to the Company:

Amendments to Ind AS 21: The Effects of Changes in Foreign Exchange Rates

The amendments to Ind AS 21 "The Effects of Changes in Foreign Exchange Rates" specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after 01 April 2025. When applying the amendments, an entity cannot restate comparative information.

The amendments will not have a material impact on the Company's standalone financial statements.

1.3 Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lacs, unless otherwise indicated and number of shares are mentioned in absolute numbers.

1.4 Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Derivative instruments	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

1.5 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes.

a) Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended 31 March 2025 is included in the following notes:

Note 2 (a) – Measurement of fair values

Note 2 (b) – Measurement of useful lives and residual values to property, plant and equipment.

Note 2 (c) – Valuation of inventory

Note 2 (d) – Estimated impairment of financial assets.

Note 2 (f) – Estimated impairment of non-financial assets

b) Judgement

Note 2 (d)(i) – Derecognition of trade receivables

Note 2 (g) – Recognition and measurement of provisions and contingencies

Note 2 (i) – Recognition of deferred tax assets availability of future taxable profit against which tax losses carried forward can be used.

1.6 Operating cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2. Material accounting policy information

Following material accounting policy information are used in the preparation of the standalone financial statements.

a. Measurement of fair values

Company's certain accounting policies and disclosures require the measurement of fair values, for financial assets and financial liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in 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 asset or liability that are not based on observable market data (unobservable inputs).

The finance team has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values and reports directly to the board of directors.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the

fair value hierarchy in which the valuations, should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which change has occurred.

b. Property, Plant and equipment

Recognition and measurement

The cost of an item of property, plant and equipment shall be recognized as an asset if, and only if: (a) it is probable that future economic benefits associated with the item will flow to the entity; and (b) the cost of the item can be measured reliably.

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use. The cost of self-constructed assets includes the cost of materials, direct labour, and any other costs directly attributable to bringing the assets to a working condition and location for their intended use.

The carrying amount of an item of property, plant and equipment shall be derecognized: (a) on disposal; or (b) when no future economic benefits are expected from its use or disposal.

When parts of an item of property, plant and equipment having significant cost have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Gains or losses on disposal of an item of property, plant and equipment is recognised in the statement of profit or loss.

All spare parts which are expected to be used for more than one accounting period are capitalised as property, plant and equipment.

Capital work-in-progress is stated at cost, net of impairment loss, if any.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the cost of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss as incurred.

Depreciation is provided on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using straight line method.

On assets sold, discarded, etc., during the year, depreciation is provided up to the date of sale/discard. Depreciation has been calculated on a pro-rata basis in respect of acquisition/installation during the year. Freehold land is not depreciated.

The depreciation charged on all property, plant and equipment is on the basis of useful life specified in Part "C" of Schedule II to the Companies Act, 2013 which represents useful lives of the assets.

Asset category	As per Schedule II
Computers	3 years
Furniture and Fixtures	10 Years
Building	30-60 years
Vehicles	8-10 years
Plant and machinery (on triple shift basis)	7.5 years
Office equipment	5 years
Servers and networks	6 years
Road	5 Years
Electrical Installation	10 Years

Depreciation methods, useful lives and residual values are reviewed at least at each financial year end and changes, if any, are accounted for prospectively.

c. Inventories

Inventories are valued at lower of cost or net realisable value. Cost of raw material comprise cost of purchase and is determined after rebate and discounts. Cost of work-in-progress and finished goods comprises direct material, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Cost of inventories also include all other cost incurred in bringing the inventories to their present location and condition. Costs are determined on weighted average cost basis.

Waste material is valued at net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. When a decline in the price of materials indicates that the cost of finished products exceeds net realisable value, the materials are written down to net realisable value. Net realisable value of raw material is determined with reference to the replacement cost of the raw materials.

d. Financial instruments

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

Recognition and initial measurement

(i) Financial assets

Financial assets are classified at initially recognised as subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL)

With the exception of trade receivable that do not contain a significant financing component, the Company initially measures financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables do not contain a significant financing component and are measured at the transaction price determined under Ind AS 115, Refer to the accounting policies in section (j) Revenue recognition.

Purchases or sales of financial assets that require delivery of assets within a time

frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e. the date that the Company commits to purchase or sell the asset.

Classification and subsequent measurement

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All equity investment in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applied are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The Company elected to classify irrevocably its non-listed equity investments under this category. If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instruments, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Impairment

The Company recognises loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the statement of profit and loss.

(ii) Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the statement of profit and loss. Any gain or loss on derecognition is also recognised in the statement profit or loss.

(iii) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts

and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

Derecognition

(i) Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

(ii) Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit or loss.

e. Investment in subsidiary

Investments in subsidiary are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of these investments, the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss.

f. Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether

there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in estimate used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

g. Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the amount of time value of money is material, provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present

obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the possibility of an outflow of economic benefits is remote.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is recognised.

h. Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods before transferring them to the customer.

(i) Sale of goods

Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer. In case of domestic sales, control is generally transferred on delivery of goods and in case of export sales which are secured against letter of credit, control is generally transferred at the time of bill of lading and in case of other export sales, control is transferred when payment is received and there are no unfulfilled obligations. Amounts disclosed as revenue are net of returns and allowances, trade discounts and rebates.

Revenue is measured based on the transaction price, which is the consideration, adjusted for variable consideration such volume discounts, cash discounts etc. as specified in the contract with the customer.

Contract asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to

the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due.

Contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfer goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract. Contract liabilities are disclosed in Note 25 as advance received from customers.

(ii) Rendering of services

Revenue from sale of services is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and is recognised in the statement of profit and loss in proportion to the stage of completion of the transaction at the reporting date

(iii) Duty Drawback and other export benefits

The revenue in respect of duty drawback and similar other export benefits is recognised on accrual (subsequent to recording of export sales) basis at the rate at which the entitlements accrue.

Use of significant judgements in revenue recognition

- a) Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration of variable consideration with elements such as volume discounts, price concessions and incentives. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product of service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent

that is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable consideration to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- b) The Company uses judgement to determine an appropriate selling price for a performance obligation. The Company allocates the transaction price to each performance obligations on the basis of the relative selling price of each distinct product promised in the contract.
- c) The Company's performance obligation under revenue contracts, is satisfied at a point in time and judgement is exercised in determining point in time.

(iv) Other income

Interest income is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or

When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

i. Income taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income ("OCI") or directly in equity.

(i) Current tax

Current tax expenses are accounted in the

same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

(ii) Deferred Tax

Deferred tax is recognised for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date. Deferred tax liabilities are generally recognised for all taxable temporary differences except when the deferred tax liability arises at the time of transaction that affects neither the accounting profit or loss nor taxable profit or loss. Deferred tax assets are generally recognised for all deductible temporary differences, carry forward of unused tax credits and any unused tax losses, to the extent that it is probable that future taxable income will be available against which the deductible temporary differences and carry forward of unused tax credit and unused tax losses can be utilised, except when the deferred tax asset relating to temporary differences arising at the time of transaction affects neither the accounting profit or loss nor the taxable profit or loss. Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss, either in other comprehensive income or directly in equity. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected

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

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

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

When there is uncertainty regarding income tax treatments, the Company assesses whether a tax authority is likely to accept an uncertain tax treatment. If it concludes that the tax authority is unlikely to accept an uncertain tax treatment, the effect of the uncertainty on taxable income, tax bases and unused tax losses and unused tax credits is recognised. The effect of the uncertainty is recognised using the method that, in each case, best reflects the outcome of the uncertainty: the most likely outcome or the expected value. For each case, the Company evaluates whether to consider each uncertain tax treatment separately, or in conjunction with another or several other uncertain tax treatments, based on the approach that best prefixes the resolution of uncertainty.

j. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker.

In accordance with Ind AS 108-Operating Segments, the operating segments used to present segment information are identified on the basis of internal reports used by the Company's Management to allocate resources

to the segments and assess their performance.

The Board of Directors is collectively the Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108. The Company has only one reportable business segment i.e. manufacture of cotton yarn.

k. Borrowing cost:

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

In case of a specific borrowing taken for the purpose of acquisition, construction or production of a qualifying asset, the borrowing costs capitalised shall be the actual borrowing costs incurred during the period less any interest income earned on temporary investment of specific borrowing pending expenditure on qualifying asset.

In case funds are borrowed generally and such funds are used for the purpose of acquisition, construction or production of a qualifying asset, the borrowing costs capitalised are calculated by applying the weighted average capitalisation rate on general borrowings outstanding during the period, to the expenditures incurred on the qualifying asset.

If any specific borrowing remains outstanding after the related asset is ready for its intended use, that borrowing is considered part of the funds that are borrowed generally for calculating the capitalisation rate.

l. Government grant:

Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating income/other income.

Government grants relating to the acquisition or construction of property, plant and equipment are amortised to the Statement of Profit and Loss under other operating revenue over the useful lives of the related assets, in proportion to the depreciation charged on those assets under the Companies Act, 2013.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

m. Foreign currency transactions and translation

Company's functional currency is Indian Rupee (INR) and the standalone financial statements are presented in Indian Rupee (INR).

Notes to Standalone Financial Statements

for the year ended 31 March 2025

(All amounts in ₹ lacs, unless stated otherwise)

3 Property, plant and equipment and capital work-in-progress:

Particulars	Freehold land	Buildings	Plant and equipments	Furniture and fixtures	Office equipments	Vehicles	Roads	Total	Capital work-in-progress
Gross carrying value									
As at 1 April 2023	687.10	6,489.15	29,520.56	28.73	59.81	222.43	79.05	37,086.83	177.73
Additions	-	299.17	359.13	11.52	18.48	-	73.12	761.42	593.66
Disposals/adjustments	-	-	36.73	0.06	-	96.98	-	133.77	761.42
As at 1 April 2024	687.10	6,788.32	29,842.96	40.19	78.29	125.45	152.17	37,714.48	9.97
Additions	-	5.65	308.60	6.11	13.05	-	-	333.41	565.21
Disposals/adjustments	-	-	-	-	-	4.91	-	4.91	333.41
Balance as at 31 Mar 2025	687.10	6,793.97	30,151.56	46.30	91.34	120.54	152.17	38,042.98	241.77
Accumulated depreciation									
As at 1 April 2023	-	815.97	9,757.88	18.03	35.87	151.06	1.25	10,780.06	-
Charge for the year	-	216.43	2,001.86	3.33	15.87	19.12	18.36	2,274.97	-
Disposals/adjustments	-	-	34.90	0.06	-	90.71	-	125.67	-
Balance as at 31 March 2024	-	1,032.40	11,724.84	21.30	51.74	79.47	19.61	12,929.36	-
Charge for the period	-	220.94	1,997.06	4.71	12.80	12.87	28.91	2,277.29	-
Disposals/adjustments	-	-	-	-	-	4.66	-	4.66	-
Balance as at 31 Mar 2025	-	1,253.34	13,721.90	26.01	64.54	87.68	48.52	15,201.99	-
Net carrying value									
As at 31 March 2024	687.10	5,755.92	18,118.12	18.89	26.55	45.98	132.56	24,785.12	9.97
As at 31 March 2025	687.10	5,540.63	16,429.66	20.29	26.80	32.86	103.65	22,840.99	241.77

- (i) Refer note 18, 21 and 47 for charge created on property, plant and equipment as security against borrowings.
- (ii) Refer note 41 for disclosure on contractual commitments for acquisition of property, plant and equipment.
- (iii) Land admeasuring 267.63 acres at Hisar amounting to ₹ 687.10 lacs (31 March 2024 : ₹ 687.10 lacs) are registered in the name of Company.

Capital work-in-progress ageing

As at 31 March 2025

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	241.77	-	-	-	241.77
	241.77	-	-	-	241.77

Capital work-in-progress ageing

As at 31 March 2024

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	9.97	-	-	-	9.97
	9.97	-	-	-	9.97

There are no such projects under capital work in progress, whose completion is overdue or has exceeded its cost compared to its original plan as of 31 March 2025 and 31 March 2024.

4. Investments

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	As at 31 March 2025	As at 31 March 2024
Investment in subsidiary (fully paid up), valued at cost		
Unquoted		
76,000 (31 March 2024: 76,000) equity shares of DCM Nouvelle Specialty Chemicals Limited of ₹ 10 each	7.60	7.60
1,39,08,000 (31 March 2024: 1,39,08,000) equity shares of DCM Nouvelle Specialty Chemicals Limited of ₹ 10 each at premium of ₹ 7.90 per share	2,489.53	2,489.53
21,87,052 (31 March 2024: 21,87,052) equity shares of DCM Nouvelle Specialty Chemicals Limited of ₹ 10 each at premium of ₹ 17.80 per share	608.00	608.00
81,15,543 (31 March 2024: 70,00,500) equity shares of DCM Nouvelle Specialty Chemicals Limited of ₹ 10 each at premium of ₹ 19.20 per share	2,369.74	2,044.15
1,49,82,140 (31 March 2024: Nil) equity shares of DCM Nouvelle Specialty Chemicals Limited of ₹ 10 each at premium of ₹ 19.80 per share	4,464.68	-
	9,939.55	5,149.28

Refer note 44 for transactions and balance with related party.

The Company has performed an impairment assessment annually of its Investment in Subsidiary to ascertain the recoverable amount and has not found any indicator of impairment as at 31 March 2025. The recoverable amount is determined based on value in use calculation. These calculations uses management assumptions and discounted pre tax cash flow projections based on financial budgets covering a 4 year period. Cash flow projections beyond 4 years time period are extrapolated using the estimated terminal growth rate. Certain key assumptions considered by the management for impairment testing are stated below:

- Weighted average cost of capital: 31 March 2025: 16.70%
- Terminal growth rate: 31 March 2025: 4%

The management believes that no reasonably possible change in any of the key assumptions used in the calculation of value in use would cause the carrying value of the Investment to materially exceed its value in use.

5. Loans

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured, considered good)		
DCM Nouvelle Specialty Chemicals Limited (refer note 44)	-	2,894.00
Total	-	2,894.00

The company had sanctioned an unsecured loan to DCM Nouvelle Specialty Chemicals Limited (subsidiary), for an amount not exceeding ₹ 4,500 lacs during the year ended 31 March 2024. This loan was given at floating interest rate based on 1 year SBI MCLR + 170 basis points spread (Effective rate ~ 10.25% per annum, on the date of agreement) to be charged at monthly rests subject to review from time to time.

Moratorium of 2 years from the first drawdown was given for this loan and was repayable in 24 equal quarterly installments starting from Oct' 2025 and ending on July' 2031. During the current year, this loan has been fully repaid by the subsidiary company.

(All amounts in ₹ lacs, unless stated otherwise)

6. Deferred tax assets/(liabilities) (net)

Particulars	As at 31 March 2025	As at 31 March 2024
Tax effect of items constituting deferred tax assets		
Provision for gratuity and compensated absences	256.19	249.03
Provision for bonus	104.40	102.66
Provision against TUF subsidy	83.03	82.56
Provision for trade receivables and other advances	25.66	45.27
Deffered Grant	775.40	-
Provision for transmission charges	28.62	-
Loss for current year	-	223.38
Others	25.47	21.19
Tax effect of items constituting deferred tax liabilities		
Gain on forward gain MTM	(42.82)	0.16
Difference between accounting base and tax base of property, plant and equipment	(2276.18)	(1,294.88)
Deferred tax assets / (liabilities) [net]	(1,020.23)	(570.63)

Movement in deferred tax assets during year ended 31 March 2025

Particulars	Balance as at 31 March 2024	Recognised in profit and loss	Recognised in other comprehensive income	Balance as at 31 March 2025
Deferred tax assets				
Provision for gratuity and compensated absences	249.03	10.32	(3.16)	256.19
Provision for bonus	102.66	1.74	-	104.40
Provision against TUF subsidy	82.56	0.47	-	83.03
Provision for trade receivables and other advances	45.27	(19.61)	-	25.66
Deffered Grant	-	775.40	-	775.40
Prov. For transmission charges	-	28.62	-	28.62
Loss for current year	223.38	(223.38)	-	-
Others	21.19	4.28	-	25.47
Deferred tax liabilities				
Gain on forward gain MTM	0.16	(42.98)	-	(42.82)
Difference between accounting base and tax base of property, plant and equipment	(1294.88)	(981.30)	-	(2276.18)
Deferred tax assets (net)	(570.63)	(446.44)	(3.16)	(1020.23)

(All amounts in ₹ lacs, unless stated otherwise)

Movement in deferred tax assets during year ended 31 March 2024

Particulars	Balance as at 31 March 2023	Recognised in profit and loss	Recognised in other comprehensive income	Balance as at 31 March 2024
Deferred tax assets				
Provision for gratuity and compensated absences	226.85	19.82	2.36	249.03
Provision for bonus	88.54	14.12	-	102.66
Provision against TUF subsidy	82.09	0.47	-	82.56
Provision for trade receivables and other advances	26.86	18.40	-	45.27
Expenses related to business combination	15.83	(15.83)	-	-
Loss for current year	-	223.38	-	223.38
Others	11.21	10.14	-	21.35
Deferred tax liabilities				
Difference between accounting base and tax base of property, plant and equipment	(948.82)	(346.06)	-	(1294.88)
Deferred tax assets (net)	(497.44)	(75.56)	2.36	(570.63)

7. Non-current tax assets (net)

Particulars	As at 31 March 2025	As at 31 March 2024
Advance tax (net of provision for income tax)	-	426.52
	-	426.52

8. Other non-current assets

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured, considered good)		
Capital advances	1.83	0.07
Balance with government authorities	287.40	1,157.64
Security deposits	870.78	699.89
Prepaid expenses	46.24	20.30
(Unsecured, considered doubtful)		
Balance with government authorities	12.55	12.55
	1,218.80	1,890.45
Less: provision for doubtful advances	12.55	12.55
	1,206.25	1,877.90

(All amounts in ₹ lacs, unless stated otherwise)

9. Inventories#

(valued at lower of cost or net realisable value)

Particulars	As at 31 March 2025	As at 31 March 2024
Raw materials	20,850.41	19,006.44
Work-in-progress	1,117.96	1,248.53
Finished goods*	4,461.30	4,531.59
Stores and spares**	173.04	133.88
Process Waste	486.80	1,235.64
Total	27,089.51	26,156.08

Refer note 18, 21 and 47 for charge created on inventories as security against borrowings.

* Includes finished goods-in-transit amounting to ₹ 1,663.99 lacs (31 March 2024: ₹ 2,096.33 lacs).

** Includes packing materials of ₹ 55.34 lacs (31 March 2024: ₹ 44.52 lacs) and lubricants and oil of ₹ 16.90 lacs (31 March 2024 : ₹ 19.33 lacs).

10. Trade receivables# (other than related party)

Particulars	As at 31 March 2025	As at 31 March 2024
Considered good-secured	8,548.56	9,581.88
Considered good-unsecured	1,696.70	1,876.02
Credit impaired-unsecured	101.96	179.84
	10,347.22	11,637.74
Less: loss allowance for expected credit loss	(101.96)	(179.84)
	10,245.26	11,457.90

Refer note 18, 21 and 47 for charge created on trade receivables as security against borrowings.

Notes :

- The credit period generally allowed on sales varies, on a case to case basis, and from business to business and is based on market conditions. Generally credit period allowed on domestic sales is upto 10 days.
- There are no debts due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

Ageing for trade receivables as at March 31, 2025:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	697.04	9,494.46	53.76	-	-	-	10,245.26
Disputed trade receivables - credit impaired	-	-	-	-	-	101.96	101.96
	697.04	9,494.46	53.76	-	-	101.96	10,347.22
Less: allowance for expected credit loss	-	-	-	-	-	101.96	101.96
Total	697.04	9,494.46	53.76	-	-	-	10,245.26

(All amounts in ₹ lacs, unless stated otherwise)

Ageing for trade receivables as at March 31, 2024:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	514.28	10,833.52	110.10	-	-	-	11,457.90
Undisputed trade receivables - credit impaired	-	-	11.53	-	-	-	11.53
Disputed trade receivables - credit impaired	-	-	64.96	-	-	103.35	168.31
	514.28	10,833.52	186.59	-	-	103.35	11,637.74
Less: allowance for expected credit loss	-	-	76.49	-	-	103.35	179.84
Total	514.28	10,833.52	111.10	-	-	-	11,457.90

11. Cash and cash equivalents

Particulars	As at 31 March 2025	As at 31 March 2024
Balances with banks		
- in current accounts	62.26	22.82
- in cash credit accounts	0.82	47.42
Cash on hand	6.30	3.22
	69.38	73.46

There are no repatriation restrictions with regard to cash and cash equivalents at the end of reporting year and prior year.

*Refer note 18, 21 and 47 for charges created on cash & cash equivalents as security against borrowings

12. Other bank balances

Particulars	As at 31 March 2025	As at 31 March 2024
Margin money*	3.46	0.10
	3.46	0.10

*Margin Money as at 31 March 2025 includes

- fixed deposits of ₹ 3.35 lacs pledged against letter of credit (31 March 2024: ₹ Nil) and
- fixed deposit ₹ 0.10 lacs pledged against license of Market Committee (31 March 2024: ₹ 0.10 lacs)

Refer note 18, 21 and 47 for charges created on other bank balances as security against borrowings

(All amounts in ₹ lacs, unless stated otherwise)

13. Loans*(Unsecured-considered good)*

Particulars	As at 31 March 2025	As at 31 March 2024
Loans and advances to employees* (refer note 44)	28.66	40.62
	28.66	40.62

*This includes loan to employees of ₹ 2.67 lacs (31 March 2024 ₹ 7.38 lacs) that are interest free and repayable within a timeframe of 12 months.

14. Other current financial assets

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured-considered doubtful)		
Technology upgradation fund (TUF) subsidy receivable	165.59	165.59
Less: loss allowance (refer note 39)	47.59	45.74
	118.00	119.85
(Unsecured-considered good)		
Export incentive receivable	369.32	380.28
Investment subsidy receivable* (refer note 39)	290.33	-
Others [#]	17.27	32.22
	794.92	532.35

* Net of deferred government grant

[#] It includes interest receivable from related party ₹ Nil (31 March 2024: ₹ 23.57 lacs). Refer note 44.

15. Other current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Advance to suppliers	95.02	311.87
Balance with government authorities	2,067.47	1,575.10
Prepaid expenses	85.71	116.66
Other advances	18.10	-
	2,266.30	2,003.63

(All amounts in ₹ lacs, unless stated otherwise)

16. Equity share capital

Particulars	As at 31 March 2025	As at 31 March 2024
a) Authorised share capital		
20,050,000 (31 March 2024: 20,050,000) equity shares of ₹ 10 each	2,005.00	2,005.00
	2,005.00	2,005.00
b) Issued, subscribed and fully paid-up share capital		
18,677,749 (31 March 2024: 18,677,749) equity shares of ₹ 10 each fully paid-up	1,867.77	1,867.77
Total issued, subscribed and fully paid-up share capital	1,867.77	1,867.77

c) Terms and rights attached to equity shares

The Company has issued one class of equity shares having at par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share with a right to receive per share dividend declared by the Company. In the event of liquidation of the Company, holder of equity shares will be entitle to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportion to the number of shares held by shareholder. There is no restriction on distribution of dividend. However, distribution of dividend is subject to the approval of the shareholders in the Annual General Meeting.

d) Reconciliation of equity shares outstanding at the beginning and at the end of year:

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount ₹ in lacs	Number of shares	Amount ₹ in lacs
Balance at the beginning of the year	1,86,77,749	1,867.77	1,86,77,749	1,867.77
Addition/(deletion) during the year	-	-	-	-
At the end of the year	1,86,77,749	1,867.77	1,86,77,749	1,867.77

e) Details of equity shareholders holding more than 5% shares in the Company*

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% Holding	Number of shares	% Holding
Mr. Hemant Bharat Ram	93,59,149	50.11%	93,59,149	50.11%

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

f) Details of promoters shareholders holding in the Company

	As at 31 March 2025		As at 31 March 2024		As at 31 March 2025	As at 31 March 2024
	Number of shares	% Holding	Number of shares	% Holding	% Change during the year	% Change during the year
Mr. Hemant Bharat Ram	93,59,149	50.11%	93,59,149	50.11%	0.00%	0.00%
Mr. Sumant Bharat Ram	6	0.00%	6	0.00%	0.00%	0.00%
Mr. Rahil Bharat Ram	2	0.00%	2	0.00%	0.00%	0.00%
Mr. Yuv Bharat Ram	10	0.00%	10	0.00%	0.00%	0.00%

(All amounts in ₹ lacs, unless stated otherwise)

(g) Details of shares issued for consideration other than cash :

Issued, subscribed and fully paid up shares includes 1,86,77,749 equity shares issued during the financial year ended 2019-20, pursuant to the Scheme of Arrangement between DCM Limited and DCM Nouvelle Limited, for the demerger of the Textile Division of DCM Limited, on a going concern basis with effect from 1 April 2019 (i.e. the appointed date) to the shareholders holding shares of DCM Limited without any consideration being received in cash. Apart from this, the Company has not issued any bonus shares, shares for consideration other than cash or bought back shares during any year since its inception.

17. Other equity

Particulars	As at 31 March 2025	As at 31 March 2024
Securities premium		
Balance as at the beginning of year	5,518.63	5,518.63
Balance as at the end of year	5,518.63	5,518.63
Retained earnings		
Balance at the beginning of the year	24,805.90	24,719.92
Add: Profit for the year	2,267.41	93.00
Add: other comprehensive income	9.38	(7.02)
Balance at the end of the year	27,082.69	24,805.90
Total	32,601.32	30,324.53

Nature and purpose of other equity:

Securities Premium

Securities premium is used to record premium on issue of shares. This amount is utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings

Retained earnings of the Company are kept aside out of the Company's profits to meet future (known or unknown) obligations.

18. Non-current financial liabilities-borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured loans from banks		
Term loan	8,166.54	9,756.15
Total non-current borrowings	8,166.54	9,756.15
Less: current maturities of non-current borrowings (refer note 21)	905.80	1,504.09
	7,260.74	8,252.06

Details of security, terms of repayment and interest rate on the borrowings is provided below:

- (a) Term loan aggregating to ₹ Nil (31 March 2024: ₹ 82.10 lacs) was secured by first charge created on all property, plant and equipments, alongwith the second charge created for availing cash credit, packing credit and Bill discounting facilities described in note 21, on entire current assets both existing as well as future and an equitable mortgage by deposit of title deed of Hisar land admeasuring 267.63 acres and all the immovable assets including building, both present and future. The same was repayable in equated quarterly installment. The loan carried an interest rate ranging between 9.50%-9.80% per annum (31 March 2024: 7.65%-8.60% per annum). Also, refer note 47 for details of assets pledged as security.
- (b) Term loan aggregating to ₹ Nil (31 March 2024: ₹ 379.49 lacs) was secured by first charge created on all property, plant and equipments, alongwith the second charge created for availing cash credit, packing credit and Bill discounting facilities described in note 21, on entire current assets both existing as well as future and an equitable

(All amounts in ₹ lacs, unless stated otherwise)

mortgage by deposit of title deed of Hisar land admeasuring 267.63 acres and all the immovable assets including building, both present and future. The same was repayable in equated quarterly installment. The loan carried an interest rate of 9.50%-10.35% per annum (31 March 2024: 9.05% per annum). Also, refer note 47 for details of assets pledged as security.

- (c) Term loan aggregating to ₹ 8,151.36 lacs (31 March 2024: ₹ 9,262.63 lacs) is secured by first charge created on all property, plant and equipments, alongwith the second charge created for availing cash credit, packing credit and Bill discounting facilities described in note 21, on entire current assets both existing as well as future and an equitable mortgage by deposit of title deed of Hisar land admeasuring 267.63 acres and all the immovable assets including building, both present and future. The same is repayable in equated quarterly installment. The loan carries an interest rate of 9.50%-9.80% per annum (31 March 2024: 8.00%-8.90% per annum). Also, refer note 47 for details of assets pledged as security.
- (d) Vehicle loans aggregating to ₹ 15.18 lacs (31 March 2024: ₹ 31.93 lacs) relate to vehicles purchased under financing arrangements with banks/finance institutions and are secured by way of hypothecation of the specified assets. Repayable in equated monthly installments. The loans carry an interest rate ranging between 8.60%-10.05% per annum. (31 March 2024: 8.60%-10.05% per annum)
- (e) There is no continuing default as on the balance sheet date in repayment of loans and interest thereon.
- (f) The Company is required to comply with certain debt covenants for HDFC bank, as mentioned in the loan agreement. During the current financial year, there have breaches in certain financial covenants however the borrowing from HDFC bank is of short term in nature which is already classified as current liability. Also, the Company has been able to fulfil its obligation in respect to payment of loan EMIs on due dates, and there is no overdue balance as on reporting date. There have been no defaults in payment of borrowings by the Company during the year.

19. Other non-current financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Security deposits	15.85	14.20
	15.85	14.20

20. Non-current provisions

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for gratuity (refer note 43)	450.73	439.07
	450.73	439.07

21. Current financial liabilities-borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured loans		
Loans repayable on demand from banks	25,327.43	27,335.68
Current maturities of long-term borrowings (refer note 18)	905.80	1,504.09
	26,233.23	28,839.77

Cash credit, Cash credit pledge, packing credit and bill discounting facilities aggregating to ₹ 25,327.43 lacs (31 March 2024: ₹ 27,335.68 lacs) carries interest rate ranging from 9.50% -10.35% p.a. for Cash Credit/Pledge facilities, SOFR + 1.00%-1.85% p.a. for Packing Credit in Foreign Currency (PCFC)/Bill Discounting (EBR). These are secured by first charge created on entire current assets along with the second charge created on entire fixed assets, both present and future. Also secured by an equitable mortgage of land admeasuring 267.63 acres and all immovable assets including building, situated at Hissar and hypothecation of existing as well as future block of movable assets ranking

(All amounts in ₹ lacs, unless stated otherwise)

pari-passu with the charge created for availing term loans as described in note 18. Also, refer note 47 for details of assets pledged as security.

The quarterly returns or statements of net working capital (Current assets minus Current Liabilities) filed by the Company with the banks or financial institutions are in agreement with the books of accounts.

22. Trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Trade payables:		
Total outstanding dues of micro enterprises and small enterprises [MSME] (refer note below)	686.97	1,176.83
Total outstanding dues of creditors other than micro enterprises and small enterprises [MSME]	1,497.04	1,199.32
	2,184.01	2,376.15

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	629.68	57.29	-	-	-	-	686.97
Othes	1,302.64	185.61	0.24	7.39	1.03	0.13	1,497.04
Total	1,932.32	242.90	0.24	7.39	1.03	0.13	2,184.01

Ageing for trade payables outstanding as at March 31, 2024 is as follows

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	1052.92	123.91	-	-	-	-	1176.83
Othes	1162.63	33.65	-	2.91	0.13	-	1199.32
Total	2215.55	157.56	0.00	2.91	0.13	0.00	2376.15

Information, as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 for the year ended 31 March 2025 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	As at 31 March 2025	As at 31 March 2024
(a) The principal amount remaining unpaid to any supplier at the end of the year (including creditor for capital goods - refer note 23);	712.29	1,190.71
(b) Interest due remaining unpaid to any supplier at the end of the year;	-	-
(c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year;	-	-
(d) 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, 2006;	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

23. Other current financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Employee dues payables (refer note 44)	912.03	871.16
Creditors for capital goods		
Payable to micro enterprises and small enterprises (Refer note 22 and 41)	25.32	13.88
Payable to other than micro enterprises and small enterprises	32.85	34.70
Security deposits received	0.54	0.59
	970.74	920.33

24. Other current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Statutory dues payables	127.18	120.33
Corporate social responsibility	99.18	119.07
Total	226.36	239.40

25. Contract liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Advance from customers*	443.59	343.22
	443.59	343.22

*The company is expected to recognise revenue within one year.

(All amounts in ₹ lacs, unless stated otherwise)

26. Current provisions

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
Provision for gratuity (refer note 43)	301.63	275.17
Provision for compensated absences (refer note 43)	278.12	265.89
Provision against TUF Scheme (refer note 38)	282.28	282.28
Provision against electricity duty on open access power (refer note 42)	398.30	396.46
Provision against transmission charges on open access power	113.71	-
	1,374.04	1,219.80

27. Current tax liabilities (net)

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for income tax [net of tds and advance tax ₹ 247.42 lacs (31 March 2024: ₹ Nil)]	77.44	-
	77.44	-

28. Revenue from operations

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of product (Cotton yarn)		
Domestic sales	53,692.44	47,120.30
Export sales	40,073.01	48,099.41
	93,765.45	95,219.71
Other operating revenues		
Process waste sale	9,434.32	10,042.22
Duty drawback and other export incentives	2,188.96	2,716.58
Other scrap sales	65.00	109.15
Amortisation of deffered Grant	391.61	-
	12,079.89	12,867.95
Revenue from operations	1,05,845.34	1,08,087.66

Disclosures on revenue pursuant to Ind AS 115 - Revenue from contracts with customers

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
(a) Contract Balances		
Receivables- trade receivables (refer note 10)	10,245.26	11,457.90
Contract liabilities- advances from customers (refer note 25)	443.59	343.22

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance.

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
(b) Reconciliation of revenue from sale of products with the contracted price		
Contracted price	94,247.86	95,645.77
Reduction towards variable consideration components*	(482.41)	(426.06)
Sale of products	93,765.45	95,219.71

*The adjustments are made to the contract price comprises of cash discounts and credit.

(c) Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography.

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue by geography		
Domestic	53,692.44	47,120.30
Export	40,073.01	48,099.41
	93,765.45	95,219.71

(d) Significant changes in contract assets and liabilities

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balance	343.22	154.65
Add: addition during the year	443.59	343.22
Less revenue recognised during the year from opening liabilities	343.22	154.65
Closing balance	443.59	343.22

29. Other income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income on financial assets at amortised cost		
- Other interest income (refer note 44)	250.21	206.41
Net gain on foreign currency transactions	360.44	511.31
Profit on sale of property, plant and equipment (net)	0.63	5.84
Provision for doubtful debt recovered	11.53	-
Excess provisions and liabilities written back	67.59	10.82
Miscellaneous income (refer note 44)	83.77	71.21
Total	774.17	805.59

(All amounts in ₹ lacs, unless stated otherwise)

30. Cost of raw materials consumed

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventories at the beginning of the year	19,006.44	13,406.40
Add: Purchases during the year	80,752.48	88,807.44
	99,758.92	1,02,213.84
Less: Inventories at the end of the year	20,850.41	19,006.44
Cost of raw materials consumed	78,908.51	83,207.40

31. Changes in inventories of finished goods and work-in-progress

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventories at the end of the year:		
Finished goods- cotton yarn	4,461.30	4,531.59
Work-in-progress	1,117.96	1,248.53
Process waste	486.80	1,235.66
Total	6,066.06	7,015.78
Inventories at the beginning of the year:		
Finished goods- cotton yarn	4,531.59	7,025.77
Work-in-progress	1,248.53	1,388.98
Process waste	1,235.66	861.74
Total	7,015.78	9,276.49
Decrease in inventory	949.72	2,260.71

32. Employee benefits expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries and wages	5,341.15	5,240.51
Contribution to provident and other funds	399.19	399.38
Gratuity expense (refer note 43)	126.74	120.33
Staff welfare expenses	210.25	129.65
Total	6,077.33	5,889.87

33. Finance costs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expenses	1,917.75	1,856.86
Other borrowing costs*	693.10	653.92
Total	2,610.85	2,510.78

*Primarily includes processing fee and interest expense on bill discounting of export sales.

(All amounts in ₹ lacs, unless stated otherwise)

34. Depreciation expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation on property, plant and equipment	2,277.29	2,274.97
Total	2,277.29	2,274.97

35. Other expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Consumption of stores and spare parts	2,226.70	2,087.74
Power, fuel and water	6,858.20	6,905.89
Rent	25.87	22.92
Repairs and maintenance		
- Building	86.63	66.23
- Plant and machinery	89.18	124.81
- Others	15.03	16.52
Freight and forwarding	2,255.06	1,801.09
Insurance	102.00	112.56
Rates and taxes	20.24	24.84
Directors' sitting fees (refer note 44)	30.00	25.00
Legal and professional (refer note 44)	212.23	174.63
Payment to Auditor (refer note (i) below)	28.37	28.12
Travelling and conveyance	150.33	115.21
Commission to selling agents	661.01	549.18
Security expenses	110.97	107.59
Corporate social responsibility expenses (refer note 44 and 45)	128.72	151.72
Provision against TUF subsidy (refer note 39)	1.85	1.86
Allowance for doubtful advances	0.60	73.13
Miscellaneous expenses	220.15	161.46
Total	13,223.14	12,550.50
(i) Payment to Auditor		
Statutory audit fee	13.50	13.50
Tax audit fee	1.00	1.00
Other services	12.00	11.50
Re-imbursement of expenses	1.87	2.12
	28.37	28.12

36. Exceptional items

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Loss due to fire loss *	61.45	-
Investment Subsidy Income (refer note 39)	(527.48)	-
	(466.03)	-

(All amounts in ₹ lacs, unless stated otherwise)

*During the financial year ended 31st March 2025, a fire incident occurred at the Company's cotton warehouse, resulting in damage to the cotton inventory. The Company assessed the extent of the loss and its financial impact, and subsequently filed an insurance claim amounting to ₹ 632.81 lacs. This amount is net of salvage value of ₹ 119.29 lacs, which includes GST of ₹ 5.68 lacs received on the sale of burnt stock, as input credit had already been availed on the stock sold.

On 10th October 2024, the insurance company has approved the claim of ₹ 571.36 lacs, after deducting ₹ 61.45 lacs from the claimed amount. Accordingly, the Company has recognized ₹ 61.45 lacs as an exceptional loss in the current financial year.

37. Income tax expense

The major components of income tax expense for the year ended 31 March 2025 and 31 March 2024 are:

Statement of Profit and loss:

(a) Profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax		
Current income tax charge	324.86	-
Tax relating to earlier years	-	30.46
	324.86	30.46
Deferred tax:		
In respect of current year	446.43	75.56
Income tax expense reported in the statement of profit and loss	771.29	106.02

(b) Other comprehensive income (OCI)

Deferred tax related to items recognised in OCI during the year

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Items that will not be reclassified to profit or loss		
Re-measurement (loss)/gain of defined benefit obligations	12.54	(9.38)
Income tax relating to remeasurement of defined benefit obligations	3.16	(2.36)
Net other comprehensive income not to be reclassified subsequently to profit or loss, net of income tax	9.38	(7.02)

(c) Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit before income-tax expense	3,038.70	199.02
Amount of tax at statutory income tax rate @ 25.17% (31 March 2024: 25.17%)	764.78	50.10
Non deductible expenses for tax purposes:		
Impact of non deductible expenses	11.00	36.71
Others	(4.49)	19.21
At the effective income tax rate	771.29	106.02
Income tax expenses reported in the statement of profit and loss	771.29	106.02

(All amounts in ₹ lacs, unless stated otherwise)

38. Earnings per share (EPS)

Basic earnings per share are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted earnings per share are calculated by dividing the profit attributable to equity holders 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 reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit attributable to equity holders	2,267.41	93.00
Weighted average number of equity shares for basic and diluted earning per share	1,86,77,749	1,86,77,749
Basic and diluted earnings per share (Face value per equity share ₹ 10 each) (in ₹)	12.14	0.50

39. Government grants

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Balance at the beginning of the year	500.13	291.18
Government grant received during the year	2,782.95	2,461.89
Released to the statement of profit and loss	3,108.06	2,716.58
Impairment allowance*	(47.59)	(45.74)
Closing balance	777.65	500.13
Current portion	777.65	500.13

Nature of Government grants (refer note 14)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
TUF scheme*	118.00	119.85
Export incentives (RoDTEP/duty drawback)	369.32	380.28
Incentives from H.E.E.P subsidy [#]	290.33	-
Total	777.65	500.13

* The Company has been accruing interest subsidy on the term loan taken for installation of plant and machinery, eligible under Technology Upgradation Fund ("TUF") schemes issued by the Ministry of Textiles. During the financial year 2019-20, inspection had been carried out by authorities and shared its draft observations with the Company, in respect of the certain interpretations made in the earlier years for computation of TUF subsidy. Basis such discussions with the authorities and draft observations received, the management had recorded a provision of ₹ 282.28 lacs including interest during the financial year 2019-20 in respect of the amounts which had already been received in the prior years by the Company and have, also, recognised total accumulated impairment allowance of ₹ 47.59 lacs (upto 31 March 2024: ₹ 45.74 lacs) against liabilities payable to the authorities in respect of TUF subsidy in the current year. This has led to recognition of expense of ₹ 1.85 lacs (31 March 2024: ₹ 1.86 lacs) in the Statement of Profit and Loss. The Company has filed writ petition in 2020 before High Court of Delhi challenging the recovery of the interest subsidy. The respondents have filed reply and hearing is underway. The next date of hearing is 29.09.2025. The Company, as an interim measure has deposited ₹ 190.82 lacs with the Registrar General of High Court of Delhi.

[#]During the year, the Company received approval from the Director of Industries & Commerce, Haryana, under the Fiscal Incentives and Infrastructure Schemes of the Haryana Enterprise & Employment Policy 2020 (HEEP Policy). Pursuant to this, the Company received an in principal government grant of ₹ 4,000 lacs, classified as a capital grant,

(All amounts in ₹ lacs, unless stated otherwise)

in relation to the acquisition/construction of eligible assets, including buliding and plant & machinery, receivable in 8 (eight) years.

In accordance with the Company's accounting policy, the grant has been recognized as deferred income under non-current liabilities and is being amortized to the Statement of Profit and Loss over the useful life of the related assets, in proportion to the depreciation charged under the Companies Act.

As of 31st March 2025, the total receivable under the grant stands at ₹ 3,371.23 lacs (31st March 2024: ₹ Nil), with a corresponding liability of ₹ 3,080.90 lacs (31st March 2024: ₹ Nil), resulting in a net receivable of ₹ 290.33 lacs (31st March 2024: ₹ Nil).

40. Segment Information

Description of segments and principal activities

The Company is primarily engaged in the business of manufacturing and sale of cotton yarn.

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments. The Company has monthly review and forecasting procedure in place and CODM reviews the operations of the Company as a whole, hence there are no reportable segments as per Ind AS 108 "Operating Segments". The measurement principles of segments are consistent with those used in significant accounting policies.

A. Disaggregated revenue information

i) Revenue from external customers

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
India (a)	65,772.33	59,988.25
Outside India		
Bangladesh	30,291.36	21,568.65
China	1,293.43	13,159.98
Guatemala	2,317.94	3,167.13
Egypt	2,230.64	2,470.02
Other countries	3,939.64	7,733.63
Outside India (b)	40,073.01	48,099.41
Total (a+b)	1,05,845.34	1,08,087.66

The revenue from one major customer (having more than 10% of total revenue) during the year is ₹ 10,657.32 lacs arising from sale of products. There were no such customers for the year ended 31st March 2024.

ii) Segment Assets

Total of non-current assets other than financial instruments and deferred tax assets broken down by location of the assets, is shown below:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
India	24,289.01	26,672.99
Outside India	-	-
Total	24,289.01	26,672.99

(All amounts in ₹ lacs, unless stated otherwise)

41. Contingent liabilities and commitments

A. Contingent liabilities in respect of:

Particulars	As at 31 March 2025	As at 31 March 2024
Claim against the Company not acknowledged as debts		
- Claim by employees	11.15	20.45
- Claim by capital creditor* (MSME) (Refer note 23)	396.25	-
Demand raised by ESIC Department	0.79	0.79
	408.19	21.24

All the above matters are subject to legal proceedings in the ordinary course of business. The Company, based on discussions with the solicitors believes that it has a good chance of success in above-mentioned cases and hence, no provision is considered necessary.

*During the year, Company had received a demand notice from one MSME vendor which Company has disputed amounting to ₹ 396.25 lacs and basis the legal analysis, the Company believes that this claim is not admissible against the Company.

B. Commitments

Particulars	As at 31 March 2025	As at 31 March 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	6.55	-

42. Provision against electricity duty on open access power

The Company has filed writ petition in 2014 before Punjab And Haryana High Court challenging the charge of electricity duty on the power purchased through inter-state short term open access. Dakshin Haryana Bijli Vitran Nigam (DHBVN) issued a sales circular no. 7/2010 clarifying the levy of electricity duty @ ₹ 0.10/KWH chargeable to the short term open access consumers on the power contracted and drawn. This has been challenged by the Company in front of "High Court of Punjab and Haryana" at Chandigarh and order is pending. Further, on a prudent basis, the Company is carrying provision of ₹ 398.30 lacs (31 March 2024: ₹ 396.46 lacs) (refer note 26) in the financial statements equivalent to the amount under dispute.

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	396.46	396.45
Addition during the year	1.84	0.01
Balance at the end of the year	398.30	396.46

(All amounts in ₹ lacs, unless stated otherwise)

43. Employee benefits**A Defined contribution plans**

The Company deposits an amount determined at a fixed percentage of basic pay every month to the provident fund and employee state insurance (ESI) for the benefit of the employees.

Amount recognised in the statement of profit and loss is as follows (refer note 32):

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Contribution to provident fund	260.58	263.03
Contribution to superannuation fund	41.03	40.50
Contribution to Employee's state insurance	97.57	95.85
Total	399.18	399.38

B Defined benefit plans

In accordance with the Payment of Gratuity Act, 1972, the Company has a defined benefit gratuity plan. Every employee who has completed five years or more of services gets a gratuity on separation at 15 days salary (last drawn salary) for each completed year of service. Gratuity liability is accrued based on actuarial valuation at the balance sheet date carried out by an independent actuary.

The reconciliation of opening and closing balances of the present value of the defined benefit obligations are as below:

i) Reconciliation of present value of defined benefit obligation

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Obligations at the beginning of year	714.24	665.82
Current service cost	75.10	71.33
Interest cost	51.64	49.01
Amount recognised in statement of profit and loss	126.74	120.34
Remeasurements		
Actuarial (gain)/loss recognised in other comprehensive income	(12.54)	9.38
Benefits paid	(76.08)	(81.30)
Obligation at the end of year	752.36	714.24
Non-current	450.73	439.07
Current	301.63	275.17

ii) Liabilities recognised in the balance sheet

Particulars	As at 31 March 2025	As at 31 March 2024
Defined benefit liability- Gratuity	752.36	714.24
Non current	450.73	439.07
Current	301.63	275.17
Total	752.36	714.24

(All amounts in ₹ lacs, unless stated otherwise)

iii) **Defined benefit obligations cost for the year :**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current service cost	75.10	71.33
Interest cost	51.64	49.01
Actuarial loss/(gain) recognised in other comprehensive income	(12.54)	9.38
Net cost	114.20	129.72

iv) **Actuarial assumptions :**

The Principal assumptions used at the reporting date (expressed as weighted averages):

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Financial assumptions		
Discount rate per annum	6.99%	7.23%
Future salary growth rate	5.00%	5.00%
Demographic assumptions		
Retirement age (years)	58 years	58 years
Mortality rates inclusive of provision for disability	"IALM (2012-14) ultimate"	"IALM (2012-14) ultimate"
Attrition rate		
Upto 30 years	5.84%	5.84%
31 to 44 years	2.19%	2.19%
Above 44 years	0.73%	0.73%

Note: As at 31 March 2025, the weighted average duration of the defined benefit obligation was 16.03 years (31 March 2024: 16.23 years)

v) **Bifurcation of actuarial gain/loss on obligation**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Actuarial (gain)/loss on arising from change in financial assumption	9.71	5.27
Actuarial (gain)/loss on arising from change in experience assumption	(22.25)	4.11

vi) **Expected contributions to the fund in next year :**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Gratuity	131.73	127.43

(All amounts in ₹ lacs, unless stated otherwise)

vii) Sensitivity analysis

The sensitivity of defined benefit obligation to changes in the weighted principal assumptions is :

Particulars	As at 31 March 2025		As at 31 March 2024	
	Increase in obligation	Decrease in obligation	Increase in obligation	Decrease in obligation
Discount rate per annum (0.50 %)	(20.41)	22.09	(20.27)	21.93
Future salary growth rate (0.50 %)	22.41	(20.88)	22.30	(20.78)

Above sensitivity analysis is based on a change in assumption while holding all the other assumptions constant. In practice, this is unlikely to occur, and change in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in balance sheet.

viii) Maturity profile

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

Particulars	31 March 2025	31 March 2024
Year 1	301.63	275.17
Year 2	26.35	19.29
Year 3	35.35	24.42
Year 4	54.45	40.26
Year 5	22.38	47.32
Year 6	43.26	20.24
Next to 6 years	268.94	287.54

ix) Description of Risk Exposures:

The gratuity scheme is a final salary Defined Benefit Plan that provides for lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The plan design means the risk commonly affecting the liabilities and the financial results are expected to be:

- Interest rate risk:** The defined benefit obligation calculated uses a discount rate based on government bonds, if bond yield fall, the defined benefit obligation will tend to increase
- Salary inflation risk:** Higher than expected increases in salary will increase the defined benefit obligation.
- Demographic risk:** This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

44. Related party disclosures:

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related party where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below:

List of related parties and nature of relationship where control exists

Key management personnel	Relationship
1. Dr. Vinay Bharat Ram	Executive Director
2. Dr. Meenakshi Nayar	Chairperson and Independent Director
3. Mr. Hemant Bharat Ram	Managing Director

(All amounts in ₹ lacs, unless stated otherwise)

4. Mr. Jitendra Tuli	Non-Executive Director
5. Mr. Kulbir Singh	Independent Director
6. Mr. Rakesh Goel	Non-Executive Director
7. Mr. Vivek Chhachhi	Independent Director
8. Mr. Vivek Kaushal	Chief Executive Officer (w.e.f. 28 May 2024)
9. Mr. Sandeep Kumar Jain	Chief Financial Officer
10. Mr. Mohd. Sagir	Company Secretary (upto 31 December 2024)
11. Mr. Nitish Nautiyal	Company Secretary (w.e.f. 21 February 2025)

Subsidiary Company

DCM Nouvelle Specialty Chemicals Limited

Enterprise over which directors and KMPs are interested

The Delhi Golf Club

Candle Techserv Private Limited

H T M Educational Society

DCM Limited

Post employment benefit entity

DCM Nouvelle Limited Superannuation Trust

Transactions with related parties

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Investment in subsidiary		
DCM Nouvelle Specialty Chemicals Limited	4,790.27	3,084.73
Miscellaneous Income (Management consultancy services)		
DCM Nouvelle Specialty Chemicals Limited	12.00	12.00
Loan to subsidiary		
DCM Nouvelle Specialty Chemicals Limited	-	2,894.00
Interest on loan to subsidiary		
DCM Nouvelle Specialty Chemicals Limited	197.09	133.89
Loan repaid by subsidiary		
DCM Nouvelle Specialty Chemicals Limited	2,894.00	-
Advance recovered in cash		
Mr. Mohd. Sagir	3.80	-
Advance receivable in cash or in kind		
Mr. Mohd. Sagir	-	5.00
Professional fee		
Candle Techserv Private Limited	-	6.50
Contribution to post employment benefits		
DCM Nouvelle Limited Sperannuation Trust	41.03	40.50
CSR Expenses		
H T M Educational Society	128.72	44.65

(All amounts in ₹ lacs, unless stated otherwise)

Transactions with key management personnel

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2023
Remuneration paid to key managerial personnel		
Salary, allowance and contribution to provident fund	591.69	515.19
Director sitting fees	30.00	25.00
Post-employment defined benefit plan	292.47	245.78
Other long term defined benefit plan	47.21	42.19
Total compensation paid/payable to key management personnel	961.37	828.16

Year end balances

Particulars	As at 31 March 2025	As at 31 March 2024
Interest receivable		
DCM Nouvelle Specialty Chemicals Limited	-	23.57
Loans and advances receivable		
Mr. Mohd. Sagir	-	3.80
Employee dues payables		
DCM Nouvelle Limited Sperannuation Trust	3.34	2.71
Director sitting fee payable	-	5.00
Salary payable	24.58	25.65
Investment in subsidiary		
DCM Nouvelle Specialty Chemicals Limited	9,939.55	5,149.28
Loan to subsidiary		
DCM Nouvelle Specialty Chemicals Limited*	-	2,894.00

* The above loans given to related party had been given for business purposes. Further the above loan was repayable as per pre-determined repayment schedule.

Terms and conditions of transactions with related parties

All related party transactions entered into during the year were:

Unsecured in nature, Conducted in the ordinary course of business, Carried out on an arm's length basis, and Settled or intended to be settled in cash.

No guarantees were given or received in connection with these transactions, and no provisions for doubtful debts have been recognized in respect of outstanding balances with related parties.

45. Corporate Social Responsibility (CSR)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
(i) Gross amount required to be spent by the Company during the year	126.75	151.88
Excess of previous year carried forward as per sec 135 of Companies Act 2013	0.63	0.79
Balance amount required to be spent during the year	126.12	151.09
(ii) Amount spent during the year:		
Promotion of education	53.61	47.65

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024		
(iii) Unspent amount required to be deposited in a designated bank account, in terms of section 135(6) of the Companies Act, 2013	75.11	104.07		
(iv) The Company has contributed CSR to HTM Educational Society, a related party covered under Ind AS 24, Related party disclosures.	128.72	44.65		
(v) The Company has two ongoing projects specified below:-				
i) To set up Artificial Intelligence Lab (AI) through implementing agency IIT, Delhi.				
ii) Renovation of auditorium and road approaching to HTM school and allied work.				
Projects	Opening Balance in separate CSR Account	Amount required to be spent during the year	Amount spent during the year	Closing balance in separate CSR Account
i) Set up Artificial Intelligence Lab	15.00	-	-	15.00
ii) Renovation of Auditorium and Road for HTM school	-	104.07	95.00	9.07

46. Fair value measurement of financial instruments

a. Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

i. As on 31 March 2025

Particulars	Carrying value					Fair value measurement using		
	FVTPL	FVOCI	At Cost	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets								
Non-current								
Investments	-	-	9,939.55	-	9939.55	-	-	-
Current								
Trade receivables *	-	-		10,245.26	10,245.26	-	-	-
Cash and cash equivalents *	-	-		69.38	69.38	-	-	-
Bank balances other than Cash and cash equivalents*	-	-		3.46	3.46	-	-	-
Loans *	-	-		28.66	28.66	-	-	-
Other financial assets *	-	-		794.92	794.92	-	-	-
Total	-	-	9,939.55	11,141.68	21,081.23	-	-	-
Financial liabilities								
Non-current								
Borrowings #	-	-		7,260.74	7,260.74	-	-	-
Other financial liabilities*	-	-		15.85	15.85	-	-	-
Current								
Borrowings #	-	-		26,233.23	26,233.23	-	-	-
Trade payables*	-	-		2,184.01	2,184.01	-	-	-
Other current financial liabilities*	-	-		970.74	970.74	-	-	-
Total	-	-		36,664.57	36,664.57	-	-	-

(All amounts in ₹ lacs, unless stated otherwise)

ii. As on 31 March 2024

Particulars	Carrying value					Fair value measurement using		
	FVTPL	FVOCI	At Cost	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets								
Non-current								
Investments			5,149.28		5,149.28			
Loans *	-	-	2,894.00		2,894.00	-	-	
Current								
Trade receivables *	-	-		11,457.90	11,457.90	-	-	-
Cash and cash equivalents *	-	-		73.46	73.46	-	-	-
Bank balances other than Cash and cash equivalents*	-	-		0.10	0.10	-	-	
Loans *	-	-		40.62	40.62	-	-	-
Other financial assets *	-	-		532.35	532.35	-	-	-
Total	-	-	8,043.28	12,104.43	20,147.71	-	-	
Financial liabilities								
Non-current								
Borrowings #	-	-		8,252.06	8,252.06	-	-	
Other financial liabilities *	-	-		14.20	14.20	-	-	
Current								
Borrowings #	-	-		28,839.77	28,839.77	-	-	-
Trade payables *	-	-		2,376.15	2,376.15	-	-	-
Other current financial liabilities*	-	-		920.33	920.33	-	-	-
Total	-	-		40,402.51	40,402.51	-	-	

* The carrying amounts of trade receivables, trade payables, cash and cash equivalents, bank balances other than cash and cash equivalents, loans and other financial assets and liabilities, approximates the fair values, due to their short-term nature. The carrying value of loans and other non-current financial assets and other non-current financial liabilities approximates the fair values as on the reporting date.

The Company's borrowings have been contracted at floating rates of interest. Accordingly, the carrying value of such borrowings (including interest accrued but not due) approximates fair value.

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended 31 March 2025 and 31 March 2024.

(All amounts in ₹ lacs, unless stated otherwise)

b. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk; and
- Market risk

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors have authorised senior management to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities.

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables (net of allowances for expected credit loss)	10,245.26	11,457.90
Cash and cash equivalents	69.38	73.46
Balances other than cash and cash equivalents	3.46	0.10
Loans	28.66	40.62
Other financial assets	794.92	532.35

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, and arises principally from the Company's receivables from customers. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full prior to expiry of contractual period. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. The presumption under Ind AS 109 with reference to significant increases in credit risk since initial recognition (when financial assets are more than 30 days past due) has been rebutted and is not applicable to the Company, as the Company is able to collect a significant portion of its receivable that exceed the due date.

The maximum exposure to the credit risk at the reporting date is primarily from domestic trade receivables as export receivables are secured through letter of credit and are derived from revenue earned from customers primarily located in Bangladesh. Domestic trade receivables are generally unsecured and are derived from revenue earned from customers primarily located in India. The Company continuously monitors the economic environment in which it operates. The Company manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

Majority of trade receivables are from customers, which are fragmented and are not concentrated to individual customers. Trade receivables are generally realised within the credit period.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience (including of the period prior to acquisition of the related business) and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and are not expected to be recoverable. Ageing matrix is disclosed below:

(All amounts in ₹ lacs, unless stated otherwise)

The Company's exposure to credit risk and loss allowance for trade receivables are as follows:

Particulars	Gross carrying amount as at 31 March 2025	Expected loss rate	Expected Credit Loss	Carrying amount of trade receivables (net of impairment) as at 31 March 2025	Gross carrying amount as at 31 March 2024	Expected loss rate	Expected Credit Loss	Carrying amount of trade receivables (net of impairment) as at 31 March 2024
0-30 days due	3,446.70	0%	-	3,446.70	4,979.84	0%	-	4,979.84
31-90 days past due	5,175.24	0%	-	5,175.24	4,900.29	0%	-	4,900.29
91 to 180 days past due	1,569.56	0%	-	1,569.56	1,467.66	0%	-	1,467.66
More than 180 days past due	53.76	0%	-	53.76	186.59	0%	-	186.59
More than 365 days past due	101.96	100%	101.96	-	103.36	100%	103.36	-
Total	10,347.22		101.96	10,245.26	11,637.74		103.36	11,534.38

The credit risk for cash and cash equivalents, balances other than cash and cash equivalents, loans and Other financial assets is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

Movement in the allowance for impairment in respect of trade receivables*:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Balance at the beginning of the year	179.84	106.71
Add: impairment loss recognised	0.60	74.13
Less: loss allowance reversed	78.48	1.00
Balance at the end of the year	101.96	179.84

*refer note 10 for the ageing analysis of impairment recognised in respect of trade receivables.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that its liquidity position, anticipated future internally generated funds from operations, and its fully available, revolving undrawn credit facility will enable it to meet its future known obligations in the ordinary course of business. However, if a liquidity needs were to arise, the Company believes it would be able to approach and materialise new financing arrangements, which should enable it to meet its ongoing capital, operating, and other liquidity requirements. The Company will continue to consider various borrowing or leasing options to maximise liquidity and supplement cash requirements as necessary.

The Company's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.
- Maintaining diversified credit lines.

(All amounts in ₹ lacs, unless stated otherwise)

I. Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting year:

Particulars	As at 31 March 2025	As at 31 March 2024
From banks	8,887.90	4,903.77

II. Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the 31 March 2025. The amounts are gross and undiscounted:

Particulars	Carrying amount	Contractual cash flows			Total
		Less than one year	Between one year and five years	More than 5 years	
Non-current liabilities					
Borrowings *	33,493.97	27,138.67	5,005.50	2,262.04	34,406.21
Other financial liabilities	986.59	972.32	15.85	-	988.17
Trade payables	2,184.01	2,184.01	-	-	2,184.01
Total	36,664.57	30,295.00	5,021.35	2,262.04	37,578.39

The following are the remaining contractual maturities of financial liabilities at the 31 March 2024. The amounts are gross and undiscounted:

Particulars	Carrying amount	Contractual cash flows			Total
		Less than one year	Between one year and five years	More than 5 years	
Non-current liabilities					
Borrowings*	37,091.83	31,139.09	8,282.55	1,799.20	41,220.84
Other financial liabilities*	934.53	921.58	16.70	-	938.28
Trade payables	2,376.15	2,376.15	-	-	2,376.15
Total	40,402.51	34,436.82	8,299.25	1,799.20	44,535.27

*Contractual cash flow includes the interest to be incurred and paid in subsequent periods.

iii. Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Company's operating, investing and financing activities.

(All amounts in ₹ lacs, unless stated otherwise)

Exposure to currency risk

The summary of quantitative data about the Company's exposure to currency risk, as expressed in Indian Rupees, as at 31 March 2025 and 31 March 2024 are as below:

Particulars	As at 31 March 2025	As at 31 March 2024
	Exposure in USD	Exposure in USD
Financial assets		
Trade receivables	9,547.77	11,019.74
Total	9,547.77	11,019.74
Financial liabilities		
Borrowings	12,645.11	8,247.86
Trade payables	259.76	194.65
Advance from customers	420.52	283.69
Total	13,325.39	8,726.19

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against below currencies at 31 March 2025 (previous year ended as on 31 March 2024) would have affected the measurement of financial instruments denominated in functional currency and affected equity and profit or loss by the amounts shown below. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	Profit or (loss) before tax		Credit or (debit) to equity (net of tax)	
	Strengthening of USD	Weakening of USD	Strengthening of USD	Weakening of USD
1% depreciation/appreciation in Indian Rupees against following foreign currencies:				
For the year ended 31 March 2025				
USD	(37.78)	37.78	(28.27)	28.27
Total	(37.78)	37.78	(28.27)	28.27
For the year ended 31 March 2024				
USD	22.94	(22.94)	17.16	(17.16)
Total	22.94	(22.94)	17.16	(17.16)

USD: United States Dollar

Foreign exchange derivative contracts

The Company uses derivative financial instruments exclusively for hedging financial risks that arise from its commercial business or financing activities. The Company's Corporate treasury team manages its foreign currency risk by hedging transactions that are expected to occur within 1 to 12 months for hedges of forecasted sales and purchases. When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions, the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency. All identified exposures are managed as per the policy duly approved by the Board of Directors.

(All amounts in ₹ lacs, unless stated otherwise)

The following table details the foreign currency derivative contracts outstanding at the end of the reporting year:

Outstanding contracts	Number of Deals		Contract value of foreign currency (USD in lacs)		Maturity upto 12 months (₹ in lacs)	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
USD/INR sell/purchase forward	21	18	147.94	74.92	12,645.11	6,215.76

The following table demonstrates the Company's sensitivity to 1% increase and decrease in the ₹ against the relevant foreign currency. The sensitivity analysis includes only outstanding forward exchange contracts as tabulated above and adjusts their translation at the period end for 1% change in foreign currency rates. A positive number below indicates an increase in profit before tax or vice-versa.

Particulars	Profit or (loss) before tax		Credit or (debit) to equity (net of tax)	
	Strengthening of USD	Weakening of USD	Strengthening of USD	Weakening of USD
1% depreciation/appreciation in Indian Rupees against following foreign currencies:				
For the year ended 31 March 2025				
USD	(126.45)	126.45	(94.63)	94.63
Total	(126.45)	126.45	(94.63)	94.63
For the year ended 31 March 2024				
USD	(62.16)	62.16	(46.51)	46.51
Total	(62.16)	62.16	(46.51)	46.51

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which exposes the Company to cash flow interest rate risk.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations expose the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Variable-rate instruments	As at 31 March 2025	As at 31 March 2024
Term loans from banks	8,166.54	9,756.15
Loans repayable on demand from banks	25,327.43	27,335.68
Total	33,493.97	37,091.83

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points (bps) in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	Profit or (loss) before tax		Credit or (debit) to equity (net of tax)	
	increase	decrease	increase	decrease
Interest on term loans from banks				
For the year ended 31 March 2025	(334.94)	334.94	(250.64)	250.64
For the year ended 31 March 2024	(370.92)	370.92	(277.57)	277.57

47. Assets pledged as security

The carrying amounts of asset pledged as security for current and non-current borrowings are:

Particulars	As at 31 March 2025	As at 31 March 2024
Current		
Financial assets		
i) Trade receivables	10,245.26	11,457.90
ii) Cash and cash equivalents	69.38	73.46
iii) Bank balances other than (ii) above	3.46	0.10
iv) Loans	28.66	40.62
v) Other financial assets	794.92	532.35
Non-financial assets		
i) Inventories	27,089.51	26,156.08
ii) Other current assets	2,266.30	2,003.63
Total current assets pledged as security	40,497.49	40,264.14
Non-current		
Non-financial assets		
i) Property, plant and equipment	23,082.76	24,795.09
Total non-current assets pledged as security	23,082.76	24,795.09
Total assets pledged as security	63,580.25	65,059.23

48. Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows.

The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts adjusted with available cash and bank balances divided by total capital (equity attributable to owners of the Company).

Particulars	As at 31 March 2025	As at 31 March 2024
Borrowings	33,493.97	37,091.83
Less: cash and bank balances	72.84	73.56
Adjusted net debt (A)	33,421.13	37,018.27
Total equity (B)	34,469.09	32,192.30
Adjusted net debt to total equity ratio (A/B)	0.97	1.15

(All amounts in ₹ lacs, unless stated otherwise)

49. Leases

The Company has leases for buildings. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and right of use assets. The Company classifies its right-of-use assets in a consistent manner to its property, plant and equipment.

Lease payments not included in measurement of lease liability

The expense relating to payments not included in the measurement of the lease liability is as follows:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Short-term leases	25.87	22.92

50. Ratios

Sr. No.	Ratios	Formulas for Computation	Measures	31 March 2025	31 March 2024	Variation	Remarks
(i)	Current ratio	Current assets/current liabilities	Times	1.29	1.19	8%	Decrease in short term borrowing in the current year
(ii)	Debt-equity ratio	Total debts/net worth	Times	0.97	1.15	-16%	Repayment of term loans and better profit in current year.
(iii)	Debt service coverage ratio	EBITDA/debt service	Times	1.79	1.51	19%	Better operating profits in current year
(iv)	Return on equity ratio	PAT/average total equity	Percentage	6.80	0.29	7%	Higher operating profits in current year.
(v)	Inventory turnover ratio	COGS/average Inventory	Times	3.00	3.49	-14%	Lower cost of goods sold in current year.
(vi)	Trade receivable turnover ratio	Revenue from operations / average Debtors	Times	9.75	12.45	-22%	Delayed payment in current year as compared to previous year.
(vii)	Trade payable turnover ratio	Other expenses net off non cash expenses and CSR/ Average accounts payable	Times	40.35	45.17	-11%	Delayed payment in current year as compared to previous year.
(viii)	Net capital turnover ratio	Revenue from operations/ Average working capital (i.e total current assets less total current liabilities)	Times	13.82	11.99	15%	Lower average working capital in the current year
(ix)	Net profit ratio	PAT/revenue from operations	Percentage	2.14	0.09	2%	Higher operating profits in current year.
(x)	Return on capital employed	EBIT/capital employed (net worth+ lease liabilities+ deferred tax liabilities)	Percentage	15.04	8.42	7%	Higher operating profits in current year.
(xi)	Return on investments	PBT/total assets	Percentage	3.44	0.26	3%	Higher operating profits in current year.

(All amounts in ₹ lacs, unless stated otherwise)

51. Other statutory information

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (iii) The Company have not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (iv) The Company have 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
- (v) The Company have 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,
- (vi) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Company is not declared wilful defaulter by and bank or financials institution or lender during the year.
- (viii) 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.
- (ix) Disclosure as per section 186 of Companies Act 2013 The details of loans, guarantees and investments under section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:
 - (i) Details of investments made are given in note 4.
 - (ii) Details of loan given by the company and guarantees issued as at March 31, 2025 and March 31, 2024 refer note 5 and note 44.
- (x) The Company has not granted any loans or advances in nature of loan, either repayable on demand or without specifying any terms or period of repayment, to promoters, directors, KMPs and the related parties.

52. Audit Trail

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company has used accounting software for maintaining its books of account which has a feature of audit trail (edit log) facility and the same was enabled at the application level. During the year ended 31 March 2025, the Company has not enabled the feature of recording audit trail (edit log) at the database level for the said accounting software to log any direct data changes on account of recommendation in the accounting software administration guide which states that enabling the same all the time consume storage space on the disk and can impact database performance significantly.



(All amounts in ₹ lacs, unless stated otherwise)

53. Income Tax Litigation

DCM Limited had received a notice u/s 148 of Income Tax Act, 1961 for re-assessment of income for the A.Y 2019-20 (Period prior to demerger of textile division to the Company) related to purchase transactions amounting to ₹ 2,590 lacs. The company had filed the response against this notice. Subsequently, a show cause notice was issued to the company by the income tax department stating that the amount should be considered as unexplained expenditure and added back this expenditure to the total income. Company had responded on the above show cause notice stating the reasons and denied the claims made by the department.

Though Income tax department was not satisfied with the reply received from the company and had passed the order against the company making an addition of ₹ 2,590 lacs to the total income. The amount of tax demand is not ascertainable against this addition made by the department. Company has filed an appeal to Commissioner of Income Tax (Appeals) against this order passed u/s 147, and the hearing of the appeal is awaited. Management based upon the analysis believes likelihood of any liability divulging on the company to be immaterial.

54. Relationship with Struck off Companies

The Company has not entered into any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and do not have any outstanding balance as at the year ended 31 March 2025 and 31 March 2024.

55. Previous year's figures have been regrouped or reclassified wherever necessary to correspond with the current year classification/ disclosure, which are not considered material to these standalone financial statements.

As per our report of even date attached

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No. : 001076N/N500013

Rohit Arora

Partner

Membership No. : 504774

For and on behalf of the Board of Directors of

DCM Nouvelle Limited

Dr. Meenakshi Nayar

Chairperson and Director

DIN : 06866256

Sandeep Kumar Jain

Chief Financial Officer

M. No. : 078691

Hemant Bharat Ram

Managing Director

DIN : 00150933

Vivek Kaushal

Chief Executive Officer

Nitish Nautiyal

Company Secretary

M. No. : 50401

Place: Pune

Date: 29 May 2025

Place: New Delhi

Date: 29 May 2025

Consolidated Independent Auditor's Report

for the year ended 31 March 2025

To the Members of
DCM Nouvelle Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

- We have audited the accompanying consolidated financial statements of DCM Nouvelle Limited ('the Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.
- In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiary, the aforesaid 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 ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2025, and their consolidated profit (including other comprehensive income),
- We have determined the matter described below to be the key audit matters to be communicated in our report.

consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

- We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, 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 consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

- Key audit matters are those matters that, in our professional judgment and based on the consideration of the report of the other auditor on separate financial statements of the subsidiary, 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.

Key audit matter

Valuation of Inventories

At the balance sheet date 31 March 2025, the Company holds inventories comprising of raw materials and components, finished goods, work-in-progress aggregating to ₹ 27,089.51 lakhs as disclosed in note 7 to the accompanying consolidated financial statements of the Company. Such inventory is carried at cost, or net realisable value whichever is lower, as per the accounting policy disclosed in note 2(c).

How our audit addressed the key audit matter

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

- Evaluated the appropriateness of the Company's accounting policy and valuation method of inventory in accordance with the applicable accounting standards.
- Assessed the design and implementation of controls in respect of the inventory valuation and tested the effectiveness of key inventory controls.

Key audit matter

Determination of cost of inventory involves allocation of various production and administration overheads incurred to bring the inventory to its present location and condition, which involves management judgement and estimation.

Amongst the other overheads, fixed production overheads are allocated to the costs of conversion based on the normal capacity of the production facilities in accordance with the principles of Ind AS -2, Inventories.

The management's judgements and assumptions are dependent upon the internal classification and groupings of the classes of inventory for valuation purpose, which can be difficult to analyse and be influenced by other economic factors including but not limited to uncertainty surrounding industry's trends.

Further, at the end of each reporting period, the management of the Company also assesses whether there is any objective evidence that net realisable value of any item of inventory is below the carrying value. If so, such inventories are written down to their net realisable value in accordance with Ind AS 2, Inventories.

Considering the aforesaid complexities involved in significant management judgements and estimates required with respect to valuation of inventory, this matter has been determined to be a key audit matter for the current year audit.

How our audit addressed the key audit matter

- Discussed with management the rationale supporting assumptions and estimates used in carrying out the inventory valuation and corroborated the same to our understanding of the business. Tested the computation of various overhead absorption rates by tracing the underlying data to audited historical operational results of the company.
- Verified the expenses considered as cost of conversion including estimates for apportionment of the conversion on the different classes of finished goods and work in progress and recomputed the arithmetical accuracy thereof for calculating the conversion cost considered as part of the finished goods and work in progress.
- Obtained understanding of management process for identification of slow moving, non-moving or obsolete inventories and ensured that the same is consistently applied.
- Recomputed the net realisable value of the finished goods and reviewed the management assessment for carrying inventory at lower of cost and net realisable value.
- Tested ageing of inventory items obtained through system reports, as applicable.
- Evaluated the appropriateness and adequacy of disclosures made in the standalone Ind AS financial statements in accordance with the applicable accounting standards.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other

accounting principles generally accepted in India. 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 of 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective 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 Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

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

10. 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act 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 Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of 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 ability of the Group and its associates and joint ventures 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 and its associates and joint ventures 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; and
 - 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. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the 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.

12. 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.
13. 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.
14. 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

15. We did not audit the financial statements of one subsidiary, whose financial statements reflects total assets of ₹ 9,726.65 lakhs as at 31 March 2025, total revenues of ₹ 1,743.11 lakhs and net cash inflows amounting to ₹ 51.63 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been

audited by other auditor whose report has 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 this 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 subsidiary, are based solely on the report of the other auditor.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act, based on our audit and on the consideration of the report of the other auditor, referred to in paragraph 15, on separate financial statements of the subsidiary, we report that the Holding Company, incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that one subsidiary incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary.
17. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditor as mentioned in paragraph 15 above, of companies included in the consolidated financial statements for the year ended 31 March 2025 and covered under the Act we report that following are the qualifications/adverse remarks reported by the other auditor in the Order report of the company included in the consolidated financial statements for the year ended 31 March 2025 for which such Order report have been issued till date and made available to us:

S. No.	Name	CIN	Holding Company/ subsidiary/Associate/ Joint Venture	Clause number of the CARO report which is qualified or adverse
1	DCM Nouvelle Specialty Chemicals Limited	U24290DL2022PLC393180	Subsidiary	Clause xvii

18. As required by section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on separate financial statements and other financial information of the subsidiary, incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) Except for the matters stated in paragraph 18(h)(iv) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
- e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary, and taken on record by the Board of Directors of the Holding Company and its subsidiary respectively, and the report of the statutory auditor of its subsidiary, covered under the Act, none of the directors of the Holding Company, and its subsidiary, are disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;
- f) The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 18(b) above on reporting under section 143(3)(b) of the Act and paragraph 18(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I' wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements and other financial information of the subsidiary incorporated in India whose financial statements have been audited under the Act:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, as detailed in Note 41 to the consolidated financial statements;
 - ii. The Holding Company, its subsidiary did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 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 covered under the Act, during the year ended 31 March 2025;
 - iv. a. The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary, to the best of their knowledge and belief as disclosed in note 53(iv) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary to or in any persons or entities, including foreign entities ('the 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 such subsidiary, ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

- b. The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary to the best of their knowledge and belief, as disclosed in the note 53(v) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed by us and that performed by the auditor of the subsidiary, as

considered reasonable and appropriate in the circumstances, nothing has come to our or other auditor's notice that has caused us or the other auditor to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

- v. The Holding Company and its subsidiary have not declared or paid any dividend during the year ended 31 March 2025.
- vi. As stated in note 54 to the consolidated financial statements and based on our examination which included test checks and that performed by the respective auditor of the subsidiary, except for instances mentioned below, the Holding Company and its subsidiary, in respect of financial year commencing on 1 April 2024, have used an accounting software for maintaining their books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and respective auditor of the above referred subsidiary did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below. Furthermore, the audit trail has been preserved by the Holding Company and above referred subsidiary as per the statutory requirements for record retention.

Nature of exception noted

Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software

Details of Exception

The audit trail feature in the accounting software used for maintenance of all accounting records by the Holding Company does not appropriately maintain the details of subsequent edits at the application level. Further, the audit trail feature at the database level was not enabled for the said accounting software to log any direct data changes by the Holding Company.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Rohit Arora

Partner

Membership No.: 504774

UDIN: 25504774BMIDMO2779

Place : Pune

Date : 29 May 2025

Annexure 1**List of entities included in Consolidated Financial Statements****Holding Company**

S. No.	Name of entity
1	DCM Nouvelle Limited

Subsidiary Company

S. No.	Name of entity
1	DCM Nouvelle Specialty Chemicals Limited

Annexure I to the Independent Auditor's Report of even date to the members of DCM Nouvelle Limited on the consolidated financial statements for the year ended 31 March 2025

Independent Auditor's Report on the internal financial controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of DCM Nouvelle Limited ('the Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group'), as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary company, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company, its subsidiary company, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit

of internal financial controls with reference to consolidated financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their report referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

8. In our opinion and based on the consideration of the report of the other auditor on internal financial controls with reference to financial statements of the subsidiary company, the Holding Company and its subsidiary company, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to consolidated financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of

internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company, which is company covered under the Act, whose financial statements reflect total assets of ₹ 9,726.65 lakhs and net assets of ₹ 8,755.56 lakhs as at 31 March 2025, total revenues of ₹ 1,743.11 lakhs and net cash inflows amounting to ₹ 51.63 lakhs for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary company has been audited by other auditor whose report has been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements for the Holding Company and its subsidiary company as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary company is based solely on the report of the auditor of such company. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the report of the other auditor.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Rohit Arora
Partner

Place : Pune
Date : 29 May 2025

Membership No.: 504774
UDIN: 25504774BMIDMO2779



Consolidated Balance Sheet

as at 31 March 2025

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3A	28,926.83	31,124.04
Capital work-in-progress	3A	241.77	9.97
Right of use assets	3B	1,263.56	1,276.71
Intangible assets	3C	35.78	40.98
Non-current tax assets (net)	5	1.71	427.36
Other non-current assets	6	1,256.65	1,945.59
Total non-current assets		31,726.30	34,824.65
Current assets			
Inventories	7	27,704.12	26,430.85
Financial assets			
(i) Trade receivables	8	10,541.40	11,464.34
(ii) Cash and cash equivalents	9	121.24	73.69
(iii) Bank balances other than (ii) above	10	23.68	26.95
(iv) Loans	11	28.78	40.62
(v) Other financial assets	12	992.61	509.67
Other current assets	13	3,258.00	2,933.53
Total current assets		42,669.83	41,479.65
Total assets		74,396.13	76,304.30
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	1,867.77	1,867.77
Others equity	15	30,587.59	29,687.22
Equity attributable to owners of the Company		32,455.36	31,554.99
Non-controlling interests		712.71	890.12
Total equity		33,168.07	32,445.11
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	16	7,260.74	8,252.06
(ii) Lease liabilities	17	59.35	65.48
(ii) Other financial liabilities	19	15.85	14.20
Provisions	20	472.85	439.07
Deferred tax liabilities (net)	4	1,020.22	570.63
Total non-current liabilities		8,829.01	9,341.44
Current liabilities			
Financial liabilities			
(i) Borrowings	21	26,495.48	28,909.24
(ii) Lease Liabilities	18	5.12	5.15
(iii) Trade Payables	22		
(a) Total outstanding dues of micro enterprises and small enterprises		728.32	1,367.61
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,996.30	1,461.30
(iv) Other financial liabilities	23	1,022.92	959.65
Other current liabilities	24	254.90	251.78
Contract liabilities	25	443.59	343.22
Provisions	26	1,374.98	1,219.80
Current tax liabilities (net)	27	77.44	-
Total current liabilities		32,399.05	34,517.75
Total liabilities		41,228.06	43,859.19
Total equity and liabilities		74,396.13	76,304.30

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached

For Walker Chandio & Co LLP

Chartered Accountants

Firm's Registration No. : 001076N/N500013

Rohit Arora

Partner

Membership No. : 504774

For and on behalf of the Board of Directors of

DCM Nouvelle Limited

Dr. Meenakshi Nayar

Chairperson and Director

DIN : 06866256

Sandeep Kumar Jain

Chief Financial Officer

M. No. : 078691

Place: New Delhi

Date: 29 May 2025

Hemant Bharat Ram

Managing Director

DIN : 00150933

Vivek Kaushal

Chief Executive Officer

Nitish Nautiyal

Company Secretary

M. No. : 50401

Place: Pune

Date: 29 May 2025

Consolidated Statement of profit and loss

for the year ended 31 March 2025

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Income			
Revenue from operations	28	1,07,588.44	1,08,093.96
Other income	29	585.22	664.54
Total income		1,08,173.66	1,08,758.50
Expenses			
Cost of materials consumed	30	80,385.24	83,231.12
Changes in inventories of finished goods, work-in-progress and scrap	31	502.79	2,244.26
Employee benefits expense	32	6,919.89	6,044.82
Finance costs	33	2,636.04	2,517.01
Depreciation expense	34	2,900.87	2,310.79
Other expenses	35	13,921.66	12,714.07
Total expenses		1,07,266.49	1,09,062.07
Profit before exceptional items and tax		907.17	(303.57)
Exceptional items	36	(466.04)	-
Profit before tax		1,373.21	(303.57)
Tax expense			
Current tax	37	324.86	30.46
Deferred tax	37	446.43	75.56
Total tax expense		771.29	106.02
Profit for the year		601.92	(409.59)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement gain/(loss) of defined benefit obligations	37	12.54	(9.38)
Income tax relating to remeasurement of defined benefit obligations		3.16	(2.36)
Total other comprehensive income, net of tax		9.38	(7.02)
Total comprehensive income for the year		611.30	(416.61)
Net profit attributable to			
a) Owners of the Holding Company		890.99	(326.37)
b) Non-controlling interest		(289.07)	(83.22)
		601.92	(409.59)

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Other comprehensive income attributable to			
a) Owners of the Holding Company		9.38	(7.02)
b) Non-controlling interest		-	-
		9.38	(7.02)
Total comprehensive income attributable to			
a) Owners of the Holding Company		900.37	(333.39)
b) Non-controlling interest		(289.07)	(83.22)
		611.30	(416.61)
Earnings per equity share (face value of ₹ 10 each)			
Basic	38	3.22	(2.19)
Diluted	38	3.22	(2.19)

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached
For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

Rohit Arora
Partner
Membership No. : 504774

For and on behalf of the Board of Directors of
DCM Nouvelle Limited

Dr. Meenakshi Nayar
Chairperson and Director
DIN : 06866256

Sandeep Kumar Jain
Chief Financial Officer
M. No. : 078691

Hemant Bharat Ram
Managing Director
DIN : 00150933

Vivek Kaushal
Chief Executive Officer

Nitish Nautiyal
Company Secretary
M. No. : 50401

Place: Pune
Date: 29 May 2025

Place: New Delhi
Date: 29 May 2025

Consolidated Cash flow statement

for the year ended 31 March 2025

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
A. Cash flows from operating activities		
Profit before tax	1,373.21	(303.57)
Adjustments for :		
Depreciation expense (refer note 34)	2,900.87	2,310.79
Amortisation of deferred grant	(1,116.79)	-
Profit on sale of property, plant and equipment (net)	(0.63)	(5.84)
Unrealised foreign exchange (gain)/loss (net)	(173.65)	0.63
Interest income	(58.18)	(77.20)
Excess provisions and liabilities written back	(79.12)	(10.82)
Provision against TUF subsidy	1.85	1.86
Provision for transmission charges on open access power purchased	113.71	-
Provision for doubtful debts	0.60	73.13
Reversal of excess lease expense charged	(6.18)	-
Finance costs (refer note 33)	2,636.04	2,517.01
Operating profit before working capital changes	5,591.72	4,505.99
Net change in		
- Inventories	(1,273.27)	(3,625.20)
- Trade receivables	1,008.34	(5,527.34)
- Loans	11.84	7.71
- Other financial assets	617.05	(234.31)
- Other assets	369.76	(918.45)
- Trade payables	(104.30)	834.44
- Provisions	87.79	50.26
- Financial liabilities	55.33	79.84
- Other liabilities	103.49	218.57
Cash generated from/(used in) operations	6,467.75	(4,608.49)
Income-taxes paid (net of refunds)	178.13	
Net cash flow generated from/(used in) operating activities (A)	6,645.88	(4,608.49)
B. Cash flows from investing activities		
Purchase of property, plant and equipment (including capital work-in-progress, capital advance and capital creditors)	(909.54)	(4,303.80)
Proceeds from sale of property, plant and equipment	0.88	13.93
Proceeds from issue of equity share capital and share premium	111.66	247.92
Interest received	73.16	52.71
Fixed deposits (created)/matured during the year	3.27	(26.95)
Net cash flows used in investing activities (B)	(720.57)	(4,016.19)
C. Cash flows from financing activities		
Repayment of long-term borrowings	(1,589.61)	(795.91)
Interest payment of finance lease liability	(6.18)	-
(Repayments) of / proceeds from short-term borrowings (net)	(1,652.12)	11,509.56
Finance costs paid	(2,629.86)	(2,517.51)
Net cash (used in)/ generated from financing activities (C)	(5,877.77)	8,196.14
D. Net increase/(decrease) in cash and cash equivalents during the year (A+B+C)	47.54	(428.54)
E. Cash and cash equivalents at the beginning of the year	73.69	502.23
F. Cash and cash equivalents at the end of the year	121.24	73.69



(All amounts in ₹ lacs, unless stated otherwise)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
G. Components of cash and cash equivalents		
i. Balances with banks:		
- Current accounts	114.12	23.05
- Cash credit accounts	0.82	47.42
ii. Cash on hand	6.30	3.22
Cash and cash equivalents as at the end of the year (refer note 9)	121.24	73.69

Reconciliation of financial liabilities arising from financing activities

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balances		
Non-current borrowings (including current maturities)	9,756.15	10,552.06
Current borrowings	27,405.15	15,854.78
Lease Liability	70.63	82.81
Non Cash Changes		
Creation of lease liability during the year	(6.16)	(12.77)
Interest expenses on lease liability	6.18	6.18
Cash flows during the year		
Repayment of non-current borrowings	(1,589.61)	(795.91)
(Repayments) of/proceeds from short-term borrowings (net)	(1,652.12)	11,509.56
Exchange fluctuation (gain)/loss on reinstatement of current borrowings	(163.35)	40.81
Finance costs incurred	2,636.04	2,517.01
Finance costs paid	(2,629.86)	(2,517.01)
Lease Liability paid	(6.18)	(5.59)
Closing balances		
Non-current borrowings (including current maturities)	8,166.54	9,756.15
Current borrowings	25,589.68	27,405.15
Lease Liability	64.47	70.63

The above consolidated cash flow statement has been prepared under the 'indirect method' as set out in Ind AS 7, 'Statement of cash flows'.

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached
For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No. : 001076N/N500013

Rohit Arora
Partner
Membership No. : 504774

For and on behalf of the Board of Directors of
DCM Nouvelle Limited

Dr. Meenakshi Nayar
Chairperson and Director
DIN : 06866256

Sandeep Kumar Jain
Chief Financial Officer
M. No. : 078691

Hemant Bharat Ram
Managing Director
DIN : 00150933

Vivek Kaushal
Chief Executive Officer

Nitish Nautiyal
Company Secretary
M. No. : 50401

Place: Pune
Date: 29 May 2025

Place: New Delhi
Date: 29 May 2025

Consolidated statement of changes in equity

for the year ended 31 March 2025

(All amounts in ₹ lacs, unless stated otherwise)

A. EQUITY SHARE CAPITAL

Particulars	Number of shares	Amount
Balance as at 01 April 2023	1,86,77,749	1,867.77
Changes in equity share capital during the year	-	-
Balance as at 31 March 2024	1,86,77,749	1,867.77
Changes in equity share capital during the year	-	-
Balance as at 31 March 2025	1,86,77,749	1,867.77

B. Other equity

Particulars	Reserve and surplus		Total	Non Controlling Interests
	Securities premium	Retained earnings		
Balance as at 01 April 2023	5,518.63	24,501.98	30,020.61	725.81
Increase in stake of subsidiary	-	-	-	247.53
Profit for the year	-	(326.37)	(326.37)	(83.22)
Other comprehensive income for the year	-	(7.02)	(7.02)	-
Total comprehensive income	-	(333.39)	(333.39)	164.31
Balance as at 31 March 2024	5,518.63	24,168.59	29,687.22	890.12
Increase in stake of subsidiary	-	-	-	111.66
Profit for the year	-	890.99	890.99	(289.07)
Other comprehensive income for the year	-	9.38	9.38	-
Total comprehensive income	-	900.37	900.37	(177.41)
Balance as at 31 March 2025	5,518.63	25,068.96	30,587.59	712.71

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No. : 001076N/N500013

Rohit Arora

Partner

Membership No. : 504774

For and on behalf of the Board of Directors of

DCM Nouvelle Limited

Dr. Meenakshi Nayar

Chairperson and Director

DIN : 06866256

Sandeep Kumar Jain

Chief Financial Officer

M. No. : 078691

Hemant Bharat Ram

Managing Director

DIN : 00150933

Vivek Kaushal

Chief Executive Officer

Nitish Nautiyal

Company Secretary

M. No. : 50401

Place: Pune

Date: 29 May 2025

Place: New Delhi

Date: 29 May 2025

Notes to Consolidated Financial Statements

for the year ended 31 March 2025

Material accounting policy information and other explanatory information to the consolidated financial statements for the year ended 31 March 2025

1 Group Overview and basis of preparation and presentation

1.1 Group overview

DCM Nouvelle Limited (herein after referred to as 'the Company' or the 'Holding Company' or the 'Parent Company') is domiciled in India with its registered office situated at Vikrant Tower, 4, Rajendra Place, New Delhi-110008, (CIN: L17309DL2016PLC307204). The Company has been incorporated under the provision of Indian Companies Act and its equity shares are listed on the National Stock Exchanges (NSE) and Bombay Stock Exchange (BSE). The Company is primarily engaged in the business of manufacturing and sale of Cotton Yarn.

On 02 February 2022, the Company has incorporated a subsidiary by the name 'DCM Nouvelle Specialty Chemicals Limited' (herein after referred to as 'subsidiary Company') as a Company limited by shares under the Companies Act, 2013. The subsidiary Company has been set up to explore and determine commerce viability of producing identified specialty chemicals.

1.2 General information and statement of compliance with Ind AS

The Consolidated financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Act and the guidelines issued by Securities and Exchange Board of India, to the extent applicable.

The Consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies have been consistently applied to all the periods presented in the financial statements except where 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.

The Consolidated financial statements were authorised for issue by the Holding Company's Board of Directors on 29 May 2025.

New and amended standards adopted by the Company

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. MCA has notified below new standards / amendments which were effective from 01 April 2024:

Introduction of Ind AS 117 – Insurance contracts

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

Amendments to Ind AS 116 - Lease liability in a sale and leaseback

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on right-of-use asset it retains.

The Group has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a material impact on the consolidated financial statements.

New Standards/Amendments notified but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as amended from time to time. During the year ended 31 March 2025, MCA has notified following new standards or amendments to the existing standards applicable to the Group:

Amendments to Ind AS 21: The Effects of Changes in Foreign Exchange Rates

The amendments to Ind AS 21 "The Effects of Changes in Foreign Exchange Rates" specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's

financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after 01 April 2025. When applying the amendments, an entity cannot restate comparative information.

The amendments will not have a material impact on the Group's consolidated financial statements.

a. Basis of consolidation:

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiary as at 31 March 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

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 controls listed above. The Group considers all relevant facts and circumstances in assessing whether it has power over the investee, including:

- The size of Group's holding of voting rights;

- Potential voting rights held by the Group;
- Rights arising from other contractual arrangements.

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 of 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.

Non-controlling interests in the net assets of consolidated subsidiary are identified separately from the Group's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying value of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interests having a deficit balance.

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 details of the consolidated entity are as follows:

S. No.	Name	Country of incorporation	Name of Holding company	Percentage of ownership
1	DCM Nouvelle Specialty Chemicals Limited	India	DCM Nouvelle Limited	81.39%

Consolidation procedure

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with those of its subsidiary Company.
- Offset (eliminate) the carrying amount of the Holding Company's investment in subsidiary and the Holding Company's portion of equity of subsidiary.

- Eliminate in full, intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup 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 intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group.

b. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest lacs, unless otherwise indicated and number of shares are mentioned in absolute numbers.

Basis of measurement

The Consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Derivative instruments	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

c. Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes.

a) Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March

2025 is included in the following notes:

Note 1.2(a) – Judgement and assumptions used in determining that it has control over investee company

Note 2 (a) – measurement of fair values

Note 2 (b) – measurement of useful lives and residual values to property, plant and equipment.

Note 2 (c) – Valuation of inventory

Note 2 (d) – Estimated impairment of financial assets.

Note 2 (e) – Estimated impairment of non-financial assets

b) Judgements

Note 2 (d)(i) – Derecognition of trade receivables

Note 2 (f) – Recognition and measurement of provisions and contingencies

Note 2 (h) – Recognition of deferred tax assets availability of future taxable profit against which tax losses carried forward can be used.

Operating cycle

Based on the nature of products/activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2. Material accounting policy information

Following material accounting policy information are used in the preparation of the consolidated financial statements.

a. Measurement of fair values

Group's certain accounting policies and disclosures require the measurement of fair values, for financial assets and financial liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in 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 asset or liability that are not based on observable market data (unobservable inputs).

The finance team has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values and reports directly to the board of directors.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations, should be classified.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which change has occurred.

b. Property, Plant and equipment

Recognition and measurement

The cost of an item of property, plant and equipment shall be recognized as an asset if, and only if: (a) it is probable that future economic benefits associated with the item will flow to the entity; and (b) the cost of the item can be measured reliably.

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use. The

cost of self-constructed assets includes the cost of materials, direct labour, and any other costs directly attributable to bringing the assets to a working condition and location for their intended use.

The carrying amount of an item of property, plant and equipment shall be derecognized: (a) on disposal; or (b) when no future economic benefits are expected from its use or disposal.

When parts of an item of property, plant and equipment having significant cost have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Gains or losses on disposal of an item of property, plant and equipment is recognised in the statement of profit or loss.

All spare parts which are expected to be used for more than one accounting period are capitalised as property, plant and equipment.

Capital work-in-progress is stated at cost, net of impairment loss, if any.

The cost replacing part of an item of property, plant and equipment is recognised in the carrying amount of the cost of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of profit and loss as incurred.

Depreciation is provided on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using straight-line method.

On assets sold, discarded, etc., during the year, depreciation is provided up to the date of sale/discard. Depreciation has been calculated on a pro-rata basis in respect of acquisition/installation during the year. Freehold land is not depreciated.

The depreciation charged on all property, plant and equipment is on the basis of useful life specified in Part "C" of Schedule II to the Companies Act, 2013 which represents useful lives of the assets.

Asset category	As per Schedule II
Computers	3 years
Furniture and Fixtures	10 Years
Building	30-60 years
Vehicles	8-10 years
Plant and machinery (on triple shift basis)	7.5 years
Office equipment	5 years
Servers and networks	6 years
Road	5 Years
Electrical Installation	10 Years

Depreciation methods, useful lives and residual values are reviewed at least at each financial year end and changes, if any, are accounted for prospectively.

c. Inventories

Inventories are valued at lower of cost or net realisable value. Cost of raw material comprise cost of purchase and is determined after rebate and discounts. Cost of work-in-progress and finished goods comprises direct material, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Cost of inventories also include all other cost incurred in bringing the inventories to their present location and condition. Costs are determined on weighted average cost basis.

Waste material is valued at net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. When a decline in the price of materials indicates that the cost of finished products exceeds net realisable value, the materials are written down to net realisable value. Net realisable value of raw material is determined with reference to the replacement cost of the raw materials.

d. Financial instruments

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

Recognition and initial measurement

(i) Financial assets

Financial assets are classified at initially recognised as subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL)

With the exception of trade receivable that do not contain a significant financing component, the Company initially measures financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables do not contain a significant financing component and are measured at the transaction price determined under Ind AS 115, Refer to the accounting policies in section (j) Revenue recognition.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e. the date that the Company commits to purchase or sell the asset.

Classification and subsequent measurement

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All equity investment in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applied are classified as at FVTPL. For all other equity instruments, the

Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The Company elected to classify irrevocably its non-listed equity investments under this category. If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instruments, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Impairment

The Company recognises loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the statement of profit and loss.

(ii) Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if

it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the statement of profit and loss. Any gain or loss on derecognition is also recognised in the statement profit or loss.

(iii) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

Derecognition

(i) Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

(ii) Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified

terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit or loss.

e. Impairment of non-financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in estimate used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

f. Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the amount of time value of money is material, provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the possibility of an outflow of economic benefits is remote.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is recognised.

g. Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods before transferring them to the customer.

i Sale of goods

Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer. In case of domestic sales, control is generally transferred on delivery of goods and in case of export sales which are secured against letter of credit, control is generally transferred at the time of bill of lading and in case of other export sales, control is transferred when payment is received and there are no unfulfilled

obligations. Amounts disclosed as revenue are net of returns and allowances, trade discounts and rebates.

Revenue is measured based on the transaction price, which is the consideration, adjusted for variable consideration such volume discounts, cash discounts etc. as specified in the contract with the customer.

Contact asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due.

Contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfer goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract. Contract liabilities are disclosed in Note 25 as advance received from customers.

ii Rendering of services

Revenue from sale of services is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured and is recognised in the statement of profit and loss in proportion to the stage of completion of the transaction at the reporting date

iii. Duty Drawback and other export benefits

The revenue in respect of duty drawback and similar other export benefits is recognised on accrual (subsequent to recording of export sales) basis at the rate at which the entitlements accrue.

Use of significant judgements in revenue recognition

- a) Judgement is also required to determine the transaction price for

the contract. The transaction price could be either a fixed amount of customer consideration of variable consideration with elements such as volume discounts, price concessions and incentives. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product of service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable consideration to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- b) The Group uses judgement to determine an appropriate selling price for a performance obligation. The Group allocates the transaction price to each performance obligations on the basis of the relative selling price of each distinct product promised in the contract.
- c) The Group's performance obligation under revenue contracts, is satisfied at a point in time and judgement is exercised in determining point in time.

iv. Other income

Interest income is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or

When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

h. Income taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income ("OCI") or directly in equity.

i. Current tax

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

ii. Deferred Tax

Deferred tax is recognised for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date. Deferred tax liabilities are generally recognised for all taxable temporary differences except when the deferred tax liability arises at the time of transaction that affects neither the accounting profit or loss nor taxable profit or loss. Deferred tax assets are generally recognised for all deductible temporary differences, carry forward of unused tax credits and any unused tax losses, to the extent that it is probable that future taxable income will be available against which the deductible temporary differences and carry forward of unused tax credit and unused tax losses can be utilised, except when the deferred tax asset relating to temporary differences arising at the time of transaction affects neither the accounting profit or loss nor the taxable profit or loss. Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss, either in other comprehensive income or directly in equity. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent

that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

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

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

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

When there is uncertainty regarding income tax treatments, the Group assesses whether a tax authority is likely to accept an uncertain tax treatment. If it concludes that the tax authority is unlikely to accept an uncertain tax treatment, the effect of the uncertainty on taxable income, tax bases and unused tax losses and unused tax credits is recognised. The effect of the uncertainty is recognised using the method that, in each case, best reflects the outcome of the uncertainty: the most likely outcome or the expected value. For each case, the Group evaluates whether to consider each uncertain tax treatment separately, or in conjunction with another or several other uncertain tax treatments, based on the approach that best prefixes the resolution of uncertainty.

i. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker.

In accordance with Ind AS 108-Operating Segments, the operating segments used to present segment information are identified on the basis of internal reports used by the Group's Management to allocate resources to the segments and assess their performance.

The Board of Directors is collectively the Group's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108. The Group has two reportable business segments based on the organisation structure – textiles and chemicals.

j. Borrowing cost:

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

In case of a specific borrowing taken for the purpose of acquisition, construction or production of a qualifying asset, the borrowing costs capitalised shall be the actual borrowing costs incurred during the period less any interest income earned on temporary investment of specific borrowing pending expenditure on qualifying asset.

In case funds are borrowed generally and such funds are used for the purpose of acquisition, construction or production of a qualifying asset, the borrowing costs capitalised are calculated by applying the weighted average capitalisation rate on general borrowings outstanding during the period, to the expenditures incurred on the qualifying asset.

If any specific borrowing remains outstanding after the related asset is ready for its intended use, that borrowing is considered part of the funds that are borrowed generally for calculating the capitalisation rate.

k. Government grant:

Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating income/other income.

Government grants relating to the acquisition or construction of property, plant and equipment are amortised to the Statement of Profit and Loss under other operating revenue over the useful lives of the related assets, in proportion to the depreciation charged on those assets under the Companies Act, 2013.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

l. Foreign currency transactions and translation

Group's functional currency is Indian Rupee (INR) and the consolidated financial statements are presented in Indian Rupee (INR).

m. Research and development expenditure

Expenditure on research and development of products is included under the natural heads of expenditure in the year in which it is incurred except which relate to development activities whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes.

Such development costs are capitalised if they can be reliably measured, the product or process is technically and commercially feasible and the Group has sufficient resources to complete the development and to use or sell the asset.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses, if any. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

(All amounts in ₹ lacs, unless stated otherwise)

3A. Property, plant and equipment and capital work-in-progress:

Particulars	Freehold land	Buildings	Plant and equipments	Furniture and fixtures	Office equipments	Vehicles	Roads	Total	Capital work-in-progress
Gross carrying value									
As at 1 April 2023	687.10	6,489.15	29,529.54	34.23	62.36	222.43	79.05	37,103.86	1,113.07
Additions	-	2,195.85	4,747.92	35.47	44.45	-	73.12	7,096.81	6,168.64
Disposals/adjustments	-	-	36.73	0.06	-	96.97	-	133.76	7,271.74
As at 1 April 2024	687.10	8,685.00	34,240.73	69.64	106.81	125.46	152.17	44,066.91	9.97
Additions	-	173.08	460.57	25.60	26.32	-	-	685.57	565.21
Disposals/adjustments	-	-	-	-	-	4.91	-	4.91	333.41
Balance as at 31 March 2025	687.10	8,858.08	34,701.30	95.24	133.13	120.55	152.17	44,747.57	241.77
Accumulated depreciation									
As at 1 April 2023	-	815.97	9,759.53	18.19	36.18	151.06	1.25	10,782.18	-
Charge for the year	-	217.04	2,010.28	4.54	17.02	19.12	18.36	2,286.36	-
Disposals/adjustments	-	-	34.90	0.06	-	90.71	-	125.67	-
Balance as at 31 March 2024	-	1,033.01	11,734.91	22.67	53.20	79.47	19.61	12,942.87	-
Charge for the period	-	272.14	2,540.60	8.81	19.20	12.86	28.91	2,882.52	-
Disposals/adjustments	-	-	-	-	-	4.65	-	4.65	-
Balance as at 31 March 2025	-	1,305.15	14,275.51	31.48	72.40	87.68	48.52	15,820.74	-
Net carrying value									
As at 31 March 2024	687.10	7,651.99	22,505.82	46.97	53.61	45.99	132.56	31,124.04	9.97
As at 31 March 2025	687.10	7,552.93	20,425.79	63.76	60.73	32.87	103.65	28,926.83	241.77

Capital work-in-progress

As at March 31, 2025

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Textile Unit	241.77	-	-	-	241.77
	241.77	-	-	-	241.77

As at March 31, 2024

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Textile Unit	9.97	-	-	-	9.97
	9.97	-	-	-	9.97

There are no such projects under capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan as of 31 March 2025 and 31 March 2024.

(All amounts in ₹ lacs, unless stated otherwise)

3B. Right of use assets**As at March 31, 2025**

Particulars	Gross Block				Depreciation			Net Block	
	As at 31 March, 2024	Addition	Disposals/ adjustments	As at 31 March, 2025	As at 31 March, 2024	Addition	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025
Right of use assets	1,301.86	-	-	1,301.86	25.15	13.15	38.30	1,276.71	1,263.56
	1,301.86	-	-	1,301.86	25.15	13.15	38.30	1,276.71	1,263.56

As at March 31, 2024

Particulars	Gross Block				Depreciation			Net Block	
	As at 31 March, 2023	Addition	Disposals/ adjustments	As at 31 March, 2024	As at 31 March, 2023	Addition	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024
Right of use assets	1,314.46	-	12.60	1,301.86	0.76	24.39	25.15	1,313.70	1,276.71
	1,314.46	-	12.60	1,301.86	0.76	24.39	25.15	1,313.70	1,276.71

3C. Intangible assets**As at March 31, 2025**

Particulars	Gross Block				Depreciation			Net Block	
	As at 31 March, 2024	Addition	Disposals/ adjustments	As at 31 March, 2025	As at 31 March, 2024	Addition	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025
Product Development Cost	41.02	-	-	41.02	0.04	5.20	5.24	40.98	35.78
	41.02	-	-	41.02	0.04	5.20	5.24	40.98	35.78

As at March 31, 2024

Particulars	Gross Block				Depreciation			Net Block	
	As at 31 March, 2023	Addition	Disposals/ adjustments	As at 31 March, 2024	As at 31 March, 2023	Addition	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2024
Product Development Cost	-	41.02	-	41.02	-	0.04	0.04	-	40.98
	-	41.02	-	41.02	-	0.04	0.04	-	40.98

- (i) Refer note 16, 21 and 48 for charge created on property, plant and equipment, right of use assets and intangible assets as security against borrowings.
- (ii) Refer note 41 for disclosure on contractual commitments for acquisition of property, plant and equipment.
- (iii) Land admeasuring 267.63 acres at Hisar amounting to ₹ 687.10 lacs (31 March 2024 : ₹ 687.10 lacs) are registered in the name of Holding Company.

(All amounts in ₹ lacs, unless stated otherwise)

4. Deferred tax assets/(liabilities) (net)

Particulars	As at 31 March 2025	As at 31 March 2024
Tax effect of items constituting deferred tax assets		
Provision for gratuity and compensated absences	256.19	249.03
Provision for bonus	104.40	102.66
Provision against TUF subsidy	83.03	82.56
Provision for trade receivables and other advances	25.66	45.27
Deffered Grant	775.40	-
Loss for current year	-	223.38
Provision for transmission charges	28.62	-
Others	25.48	21.19
Deferred tax liabilities		
Gain on forward gain MTM	(42.82)	0.16
Difference between accounting base and tax base of property, plant and equipment	(2,276.18)	(1,294.88)
Deferred tax assets/(liabilities) (net)	(1,020.22)	(570.63)

Movement in deferred tax assets/liabilities during year ended 31 March 2025

Particulars	Balance as at 31 March 2024	Recognised in profit and loss	Recognised in other comprehensive income	Balance as at 31 March 2025
Deferred tax assets				
Provision for gratuity and compensated absences	249.03	10.32	(3.16)	256.19
Provision for bonus	102.66	1.74	0.00	104.40
Provision against TUF subsidy	82.56	0.47	0.00	83.03
Provision for trade receivables and other advances	45.27	(19.61)	0.00	25.66
Expenses related to business combination	0.00	775.40	0.00	775.40
Loss for current year	223.38	(223.38)	0.00	-
Prov. For transmission charges	0.00	28.62	0.00	28.62
Others	21.19	4.29	0.00	25.48
Deferred tax liabilities				
Gain on forward gain MTM	0.16	(42.98)	0.00	(42.82)
Difference between accounting base and tax base of property, plant and equipment	(1294.88)	(981.30)	-	(2,276.18)
Deferred tax assets/(liabilities) (net)	(570.63)	(446.43)	(3.16)	(1,020.22)

(All amounts in ₹ lacs, unless stated otherwise)

Movement in deferred tax assets/liabilities during year ended 31 March 2024

Particulars	Balance as at 31 March 2023	Recognised in profit and loss	Recognised in other comprehensive income	Balance as at 31 March 2024
Deferred tax assets				
Provision for gratuity and compensated absences	226.85	19.82	2.36	249.03
Provision for bonus	88.54	14.12	-	102.66
Provision against TUF subsidy	82.09	0.47	-	82.56
Provision for trade receivables and other advances	26.86	18.40	-	45.27
Expenses related to business combination	15.83	(15.83)	-	0.00
Loss for current year	-	223.38	-	223.38
Others	11.21	10.14	-	21.35
Deferred tax liabilities				
Difference between accounting base and tax base of property, plant and equipment	(948.82)	(346.06)	-	(1294.88)
Deferred tax assets/(liabilities) (net)	(497.44)	(75.56)	2.36	(570.63)

In the absence of reasonable certainty that sufficient future taxable income would be available against which deferred tax can be realised, deferred tax credit has not been recognised amounting to ₹ 945.77 lacs (31 March 2024: ₹ 97.09 lacs) for the subsidiary company, DCM Nouvelle Specialty Chemicals Limited.

5. Non-current tax assets (net)

Particulars	As at 31 March 2025	As at 31 March 2024
Advance tax (net of provision for income tax)	1.71	427.36
	1.71	427.36

6. Other non-current assets

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured, considered good)		
Capital advances	1.83	0.07
Balance with government authorities	287.40	1,157.64
Security deposits	917.90	767.58
Prepaid expenses	49.52	20.30
(Unsecured, considered doubtful)		
Balance with government authorities	12.55	12.55
	1,269.20	1,958.14
Less: provision for doubtful advances	12.55	12.55
	1,256.65	1,945.59

(All amounts in ₹ lacs, unless stated otherwise)

7. Inventories#

(valued at lower of cost or net realisable value)

Particulars	As at 31 March 2025	As at 31 March 2024
Raw materials	20,979.17	19,262.82
Work-in-progress	1,174.96	1,264.98
Finished goods*	4,867.69	4,531.59
Stores and spares**	195.51	135.82
Process waste	486.79	1,235.64
Total	27,704.12	26,430.85

Refer note 16, 21 and 48 for charge created on inventories as security against borrowings.

* Includes finished goods-in-transit amounting to ₹ 1,663.99 lacs (31 March 2024: ₹ 2,096.33 lacs).

** Includes packing materials of ₹ 59.00 lacs (31 March 2024: ₹ 44.52 lacs) and lubricants and oil of ₹ 16.90 lacs (31 March 2024 : ₹ 19.33 lacs).

8. Trade receivables# (other than related party)

Particulars	As at 31 March 2025	As at 31 March 2024
Considered good-secured	8,548.56	9,580.89
Considered good-unsecured	1,992.84	1,883.45
Credit impaired-unsecured	101.96	179.84
	10,643.36	11,644.18
Less: loss allowance for expected credit loss	(101.96)	(179.84)
	10,541.40	11,464.34

Refer note 16, 21 and 48 for charge created on trade receivables as security against borrowings.

Notes :

1. The credit period generally allowed on sales varies, on a case to case basis, and from business to business and is based on market conditions. Generally credit period allowed on domestic sales is upto 10 days in Textiles & 45 Days in Chemical business.
2. There are no debts due by Directors or other officers of the Group or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

(All amounts in ₹ lacs, unless stated otherwise)

Ageing for trade receivables as at March 31, 2025:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	697.04	9,790.60	53.76	-	-	-	10,541.40
Disputed trade receivables - credit impaired	-	-	-	-	-	101.96	101.96
	697.04	9,790.60	53.76	-	-	101.96	10,643.36
Less: allowance for expected credit loss	-	-	-	-	-	101.96	101.96
Total	697.04	9,790.60	53.76	-	-	-	10,541.40

Ageing for trade receivables as at March 31, 2024:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	514.28	10,839.96	110.10	-	-	-	11,464.34
Undisputed trade receivables - credit impaired	-	-	11.53	-	-	-	11.53
Disputed trade receivables - credit impaired	-	-	64.96	-	-	103.35	168.31
	514.28	10,839.96	186.59	-	-	103.35	11,644.18
Less: allowance for expected credit loss	-	-	76.49	-	-	103.35	179.84
Total	514.28	10,839.96	110.10	-	-	-	11,464.34

9. Cash and cash equivalents*

Particulars	As at 31 March 2025	As at 31 March 2024
Balances with banks		
-in current accounts [#]	114.12	23.05
-in cash credit accounts	0.82	47.42
Cash on hand	6.30	3.22
	121.24	73.69

There are no repatriation restrictions with regard to cash and cash equivalents at the end of reporting year and prior year.

[#]It includes Fixed Deposits having maturity less than equal to 3 months ₹ 51.35 lacs (31 March 2024: ₹ Nil)

* Refer note 16, 21 and 48 for charges created on cash & cash equivalents as security against borrowings

(All amounts in ₹ lacs, unless stated otherwise)

10. Other bank balances#

Particulars	As at 31 March 2025	As at 31 March 2024
Margin money*	23.68	26.95
	23.68	26.95

*Margin Money as at 31 March 2025 includes a) fixed deposits of ₹ 3.35 lacs Pledged against Letter of Credit (31 March 2024: ₹ Nil) and b) fixed deposit ₹ 0.10 lacs Pledged against license of Market Committee (31 March 2024: ₹ 0.10 lacs)

#Refer note 16, 21 and 48 for charges creation other bank balances & security against borrowings.

11. Loans

(Unsecured-considered good)

Particulars	As at 31 March 2025	As at 31 March 2024
Loans and advances to employees* (refer note 44)	28.78	40.62
	28.78	40.62

*This includes loan to employees of ₹ 2.67 lacs (31 March 2024 ₹ 7.38 lacs) that are interest free and repayable within a timeframe of 12 months.

12. Other current financial assets

Particulars	As at 31 March 2025	As at 31 March 2024
(Unsecured-considered doubtful)		
Technology upgradation fund (TUF) subsidy receivable	165.59	165.59
Less: loss allowance (refer note 39)	47.59	45.74
	118.00	119.85
(Unsecured-considered good)		
Export incentive receivable	369.32	380.28
Investment subsidy receivable* (refer note 39)	488.02	-
Others	17.27	9.54
	992.61	509.67

* Net of deferred government grant

13. Other current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Advance to suppliers	102.42	358.37
Balance with government authorities	3,029.45	2,445.34
Prepaid expenses	108.03	129.75
Other advance	18.10	0.07
	3,258.00	2,933.53

(All amounts in ₹ lacs, unless stated otherwise)

14. Equity share capital

Particulars	As at 31 March 2025	As at 31 March 2024
a) Authorised share capital		
20,050,000 (31 March 2024: 20,050,000) equity shares of ₹ 10 each	2,005.00	2,005.00
	2,005.00	2,005.00
b) Issued, subscribed and fully paid-up share capital		
18,677,749 (31 March 2024: 18,677,749) equity shares of ₹ 10 each fully paid-up	1,867.77	1,867.77
Total issued, subscribed and fully paid-up share capital	1,867.77	1,867.77

c) Terms and rights attached to equity shares

The Holding Company has issued one class of equity shares having at par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share with a right to receive per share dividend as declared. In the event of liquidation of the Holding Company, holder of equity shares will be entitle to receive remaining assets of the Group after distribution of all preferential amount. The distribution will be in proportion to the number of shares held by shareholder. There is no restriction on distribution of dividend. However, distribution of dividend is subject to the approval of the shareholders in the Annual General Meeting.

d) Reconciliation of equity shares outstanding at the beginning and at the end of year:

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount ₹ in lacs	Number of shares	Amount ₹ in lacs
Balance at the beginning of the year	1,86,77,749	1,867.77	1,86,77,749	1,867.77
Addition/(deletion) during the year	-	-	-	-
At the end of the year	1,86,77,749	1,867.77	1,86,77,749	1,867.77

e) Details of equity shareholders holding more than 5% shares in the Company*

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% Holding	Number of shares	% Holding
Mr. Hemant Bharat Ram	93,59,149	50.11%	93,59,149	50.11%

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

f) Details of promoters shareholders holding in the Holding Company

	As at 31 March 2025		As at 31 March 2024		As at 31 March 2025	As at 31 March 2024
	Number of shares	% Holding	Number of shares	% Holding	% Change during the year	% Change during the year
Mr. Hemant Bharat Ram	93,59,149	50.11%	93,59,149	50.11%	0.00%	0.00%
Mr. Sumant Bharat Ram	6	0.00%	6	0.00%	0.00%	0.00%
Mr. Rahil Bharat Ram	2	0.00%	2	0.00%	0.00%	0.00%
Mr. Yuv Bharat Ram	10	0.00%	10	0.00%	0.00%	0.00%

(All amounts in ₹ lacs, unless stated otherwise)

(g) Details of shares issued for consideration other than cash :

Issued, subscribed and fully paid up shares includes 1,86,77,749 equity shares issued during the financial year ended 2019-20, pursuant to the Scheme of Arrangement between DCM Limited and DCM Nouvelle Limited, for the demerger of the Textile Division of DCM Limited, on a going concern basis with effect from 1 April 2019 (i.e. the appointed date) to the shareholders holding shares of DCM Limited without any consideration being received in cash. Apart from this, the Company has not issued any bonus shares, shares for consideration other than cash or bought back shares during any year since its inception.

15. Other equity

Particulars	As at 31 March 2025	As at 31 March 2024
Securities premium		
Balance as at the beginning of year	5,518.63	5,518.63
Balance as at the end of year	5,518.63	5,518.63
Retained earnings		
Balance at the beginning of the year	24,168.59	24,501.98
Add: profit for the year	890.99	(326.37)
Add: other comprehensive income	9.38	(7.02)
Balance at the end of the year	25,068.96	24,168.59
Total	30,587.59	29,687.22

Nature and purpose of other equity:

Securities Premium

Securities premium is used to record premium on issue of shares. This amount is utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings

Retained earnings of the Group are kept aside out of the Group's profits to meet future (known or unknown) obligations.

16. Non-current financial liabilities-borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured loans from banks		
Term loan	8,166.54	9,756.15
Total non-current borrowings	8,166.54	9,756.15
Less: current maturities of non-current borrowings (refer note 21)	905.80	1,504.09
	7,260.74	8,252.06

Details of security, terms of repayment and interest rate on the borrowings is provided below:

- Term loan aggregating to ₹ Nil (31 March 2024: ₹ 82.10 lacs) was secured by first charge created on all property, plant and equipments, alongwith the second charge created for availing cash credit, packing credit and Bill discounting facilities described in note 21, on entire current assets both existing as well as future and an equitable mortgage by deposit of title deed of Hisar land admeasuring 267.63 acres and all the immovable assets including building, both present and future. The same was repayable in equated quarterly installment. The loan carried an interest rate ranging between 9.50%-9.80% per annum (31 March 2024: 7.65%-8.60% per annum). Also, refer note 47 for details of assets pledged as security.
- Term loan aggregating to ₹ Nil (31 March 2024: ₹ 379.49 lacs) was secured by first charge created on all property, plant and equipments, alongwith the second charge created for availing cash credit, packing credit and Bill discounting facilities described in note 21, on entire current assets both existing as well as future and an equitable

(All amounts in ₹ lacs, unless stated otherwise)

mortgage by deposit of title deed of Hisar land admeasuring 267.63 acres and all the immovable assets including building, both present and future. The same was repayable in equated quarterly installment. The loan carried an interest rate of 9.50%-10.35% per annum (31 March 2024: 9.05% per annum). Also, refer note 47 for details of assets pledged as security.

- (c) Term loan aggregating to ₹ 8,151.36 lacs (31 March 2024: ₹ 9,262.63 lacs) is secured by first charge created on all property, plant and equipments, alongwith the second charge created for availing cash credit, packing credit and Bill discounting facilities described in note 21, on entire current assets both existing as well as future and an equitable mortgage by deposit of title deed of Hisar land admeasuring 267.63 acres and all the immovable assets including building, both present and future. The same is repayable in equated quarterly installment. The loan carries an interest rate of 9.50%-9.80% per annum (31 March 2024: 8.00%-8.90% per annum). Also, refer note 47 for details of assets pledged as security.
- (d) Vehicle loans aggregating to ₹ 15.18 lacs (31 March 2024: ₹ 31.93 lacs) relate to vehicles purchased under financing arrangements with banks/finance institutions and are secured by way of hypothecation of the specified assets. Repayable in equated monthly installments. The loans carry an interest rate ranging between 8.60%-10.05% per annum. (31 March 2024: 8.60%-10.05% per annum)
- (e) There is no continuing default as on the balance sheet date in repayment of loans and interest thereon.
- (f) The Holding Company is required to comply with certain debt covenants for HDFC bank, as mentioned in the loan agreement. During the current financial year, there have breaches in certain financial covenants however the borrowing from HDFC bank is of short term in nature which is already classified as current liability. Also, the Company has been able to fulfil its obligation in respect to payment of loan EMIs on due dates, and there is no overdue balance as on reporting date. There have been no defaults in payment of borrowings by the Company during the year.

17. Non-current financial liabilities-Lease liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Lease liabilities	59.35	65.48
	59.35	65.48

18. Current financial liabilities-Lease liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Current Lease Liabilities	5.12	5.15
	5.12	5.15

19. Other non-current financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Security deposits	15.85	14.20
	15.85	14.20

20. Non-current provisions

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for gratuity (refer note 43)	472.85	439.07
	472.85	439.07

(All amounts in ₹ lacs, unless stated otherwise)

21. Current financial liabilities-borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured loans		
Loans repayable on demand from banks	25,589.68	27,405.15
Current maturities of long-term borrowings (refer note 16)	905.80	1,504.09
Total	26,495.48	28,909.24

In Holding Company, Cash credit, Cash credit pledge, packing credit and bill discounting facilities aggregating to ₹ 25,327.43 lacs (31 March 2024: ₹ 27,335.68 lacs) carries interest rate ranging from 9.50% -10.35% p.a. for Cash Credit/Pledge facilities, SOFR + 1.00%-1.85% p.a. for Packing Credit in Foreign Currency (PCFC)/Bill Discounting (EBR). These are secured by first charge created on entire current assets along with the second charge created on entire fixed assets, both present and future. Also secured by an equitable mortgage of land admeasuring 267.63 acres and all immovable assets including building, situated at Hissar and hypothecation of existing as well as future block of movable assets ranking pari-passu with the charge created for availing term loans as described in note 16. Also, refer note 48 for details of assets pledged as security.

In Subsidiary Company, Cash credit facility aggregating to ₹ 262.25 lacs (31 March 2024: ₹ 69.47 lakhs) carries interest rate of 9.50% p.a. This is secured by first Charge by way of EM of Leasehold rights on Leased Land at Plot No. 91,92,93, Industrial Township DMIC Vikram Udyogpuri Ltd., Village - Narvar, Tehsil – Ujjain, District -Ujjain, admeasuring area 86,325.5 square meters along with the 1st charge on fixed assets (existing as well future) of company M/s DCM Nouvelle Specialty Chemicals Limited, including entire current assets, present & future, stocks, book debts (arising out of genuine credit sale transactions), loans & advances etc. Please refer Note 48 for assets pledged as security.

The quarterly returns or statements of net working capital (Current assets minus Current Liabilities) filed by the Holding and its Subsidiary Company with the banks or financial institutions are in agreement with the books of accounts.

22. Trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Trade payables:		
Total outstanding dues of micro enterprises and small enterprises [MSME] (refer note below)	728.32	1,367.61
Total outstanding dues of creditors other than micro enterprises and small enterprises [MSME]	1,996.30	1,461.30
	2,724.62	2,828.91

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	629.72	72.11	0.77	25.71	-	-	728.31
Othes	1,695.39	267.59	7.29	24.72	1.19	0.13	1,996.31
Total	2,325.11	339.70	8.06	50.43	1.19	0.13	2,724.62

(All amounts in ₹ lacs, unless stated otherwise)

Ageing for trade payables outstanding as at March 31, 2024 is as follows:

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	1133.82	223.33	10.46	-	-	-	1367.61
Othes	1369.11	83.47	5.53	3.06	0.13	-	1461.30
Total	2502.93	306.80	15.99	3.06	0.13	0.00	2828.91

Information, as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 for the year ended 31 March 2025 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Group.

Particulars	As at 31 March 2025	As at 31 March 2024
(a) The principal amount remaining unpaid to any supplier at the end of the year (including creditor for capital goods - refer note 23);	753.64	1,381.49
(b) Interest due remaining unpaid to any supplier at the end of the year;	-	-
(c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year;	-	-
(d) 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, 2006;	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

23. Other current financial liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Employee dues payables (refer note 44)	964.21	910.48
Creditors for capital goods		
Payable to micro enterprises and small enterprises (Refer note 22 and 41)	25.32	13.88
Payable to other than micro enterprises and small enterprises	32.85	34.70
Security deposits received	0.54	0.59
	1,022.92	959.65

(All amounts in ₹ lacs, unless stated otherwise)

24. Other current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Statutory dues payables	155.72	132.71
Corporate social responsibility	99.18	119.07
Total	254.90	251.78

25. Contract liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Advance from customers*	443.59	343.22
	443.59	343.22

*The Holding Company is expected to recognise revenue within one year.

26. Current provisions

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
Provision for gratuity (refer note 43)	301.66	275.17
Provision for compensated absences (refer note 43)	279.03	265.89
Provision against TUF Scheme (refer note 39)	282.28	282.28
Provision against electricity duty on open access power (refer note 42)	398.30	396.46
Provision against Transmission charges on open access power	113.71	-
	1,374.98	1,219.80

27. Current tax liabilities (net)

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for income tax [net of advance tax ₹ 324.86 lacs (31 March 2024: ₹ Nil)]	77.44	-
	77.44	-

(All amounts in ₹ lacs, unless stated otherwise)

28. Revenue from operations

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of product (Cotton yarn)		
Domestic sales	55,152.17	47,126.60
Export sales	40,132.46	48,099.41
	95,284.63	95,226.01
Other operating revenues		
Process waste sale	9,434.32	10,042.22
Duty drawback and other export incentives	2,188.96	2,716.58
Other scrap sales	91.23	109.15
Amortisation of deferred Grant	589.30	-
	12,303.81	12,867.95
Revenue from operations	1,07,588.44	1,08,093.96

Disclosures on revenue pursuant to Ind AS 115 - Revenue from contracts with customers

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
(a) Contract Balances		
Receivables- trade receivables (refer note 8)	10,541.40	11,464.34
Contract liabilities- advances from customers (refer note 25)	443.59	343.22

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance.

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
(b) Reconciliation of revenue from sale of products with the contracted price		
Contracted price	95,767.04	95,652.07
Reduction towards variable consideration components*	(482.41)	(426.06)
Sale of products	95,284.63	95,226.01

*The adjustments are made to the contract price comprises of cash discounts and credit.

(c) Disaggregation of revenue

The Group has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography.

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue by geography		
Domestic	55,152.17	47,126.60
Export	40,132.46	48,099.41
	95,284.63	95,226.01

(All amounts in ₹ lacs, unless stated otherwise)

(d) Significant changes in contract assets and liabilities

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balance	343.22	154.65
Add: addition during the year	443.59	343.22
Less: revenue recognised during the year from opening liability	343.22	154.65
Closing balance	443.59	343.22

29. Other income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income on financial assets at amortised cost		
- Other interest income	58.21	77.20
Net gain on foreign currency transactions	369.30	511.31
Profit on sale of property, plant and equipment (net)	0.63	5.84
Provision for doubtful debt recovered	11.53	-
Miscellaneous balances written back	67.59	10.82
Reversal of excess lease expense charged	6.18	-
Miscellaneous income	71.78	59.37
Total	585.22	664.54

30. Cost of raw materials consumed

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventories at the beginning of the year	19,262.82	13,406.40
Add: Purchases during the year	82,101.59	89,087.54
	1,01,364.41	1,02,493.94
Less: Inventories at the end of the year	20,979.17	19,262.82
Cost of raw materials consumed	80,385.24	83,231.12

31. Changes in inventories of finished goods and work-in-progress

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventories at the end of the year:		
Finished goods	4,867.69	4,531.59
Work-in-progress	1,174.96	1,264.98
Process waste	486.79	1,235.66
Total	6,529.44	7,032.23
Inventories at the beginning of the year:		
Finished goods	4,531.59	7,025.77
Work-in-progress	1,264.98	1,388.98
Process waste	1,235.66	861.74
Total	7,032.23	9,276.49
Decrease in inventory	502.79	2,244.26

(All amounts in ₹ lacs, unless stated otherwise)

32. Employee benefits expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries and wages	6,054.58	5,346.15
Contribution to provident and other funds	430.83	404.41
Gratuity expense (refer note 43)	137.13	120.33
Staff welfare expenses	297.35	173.93
Total	6,919.89	6,044.82

33. Finance costs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expenses on:		
- Borrowings	1,936.76	1,856.91
- Lease Liability	6.18	6.18
Other borrowing costs*	693.10	653.92
Total	2,636.04	2,517.01

*Primarily includes processing fee and interest expense on bill discounting of export sales.

34. Depreciation expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation on property, plant and equipment	2,882.52	2,286.36
Depreciation on right of use assets	13.15	24.39
Depreciation on intangible assets	5.20	0.04
Total	2,900.87	2,310.79

(All amounts in ₹ lacs, unless stated otherwise)

35. Other expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Consumption of stores and spare parts	2,268.63	2,106.34
Power, fuel and water	7,035.62	6,931.29
Rent	35.54	33.72
Repairs and maintenance		
- Building	86.63	66.23
- Plant and machinery	136.80	126.76
- Others	31.25	16.82
Freight and forwarding	2,272.33	1,801.09
Insurance	116.06	118.03
Rates and taxes	39.25	44.87
Directors' sitting fees (refer note 44)	30.00	25.00
Legal and professional (refer note 44)	423.02	179.87
Payment to Auditors	33.35	29.44
Travelling and conveyance	179.37	139.37
Commission to selling agents	661.01	549.18
Security expenses	143.89	138.06
Corporate social responsibility expenses (refer note 44 and 46)	128.72	151.72
Provision against TUF subsidy (refer note 39)	1.85	1.86
Allowance for doubtful advances	0.60	73.13
Miscellaneous expenses	297.74	181.29
Total	13,921.66	12,714.07

36. Exceptional items

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Loss due to fire loss*	61.45	-
Investment Subsidy Income (refer note 39)	(527.49)	-
Total	(466.04)	-

*During the financial year ended 31st March 2025, a fire incident occurred at the Holding Company's cotton warehouse, resulting in damage to the cotton inventory. The Holding Company assessed the extent of the loss and its financial impact, and subsequently filed an insurance claim amounting to ₹ 632.81 lacs. This amount is net of salvage value of ₹ 119.29 lacs, which includes GST of ₹ 5.68 lacs received on the sale of burnt stock, as input credit had already been availed on the stock sold.

On 10th October 2024, the insurance company approved a claim of ₹ 571.36 lacs, after deducting ₹ 61.45 lacs from the claimed amount. Accordingly, the holding Company has recognized ₹ 61.45 lacs as an exceptional loss in the current financial year

(All amounts in ₹ lacs, unless stated otherwise)

37. Income tax expense**The major components of income tax expense for the year ended 31 March 2025 and 31 March 2024 are:****Statement of Profit and loss:****(a) Profit and loss**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax		
Current income tax charge	324.86	-
Tax relating to earlier years	-	30.46
	324.86	30.46
Deferred tax:		
In respect of current year	446.43	75.56
Income tax expense reported in the statement of profit and loss	771.29	106.02

(b) Other comprehensive income (OCI)**Deferred tax related to items recognised in OCI during the year**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Items that will not be reclassified to profit or loss		
Re-measurement (loss)/gain of defined benefit obligations	12.54	(9.38)
Income tax relating to remeasurement of defined benefit obligations	3.16	(2.36)
Net other comprehensive income not to be reclassified subsequently to profit or loss, net of income tax	9.38	(7.02)

(c) Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit/(Loss) before income-tax expense as per consolidated statement of profit and loss	1,373.21	(303.57)
Add: Loss of Subsidiary Company excluding eliminations (refer note 40)	1,665.49	502.59
Profit before income-tax expense for tax purpose	3,038.70	199.02
Amount of tax at statutory income tax rate @ 25.17% (31 March 2024: 25.17%)	764.78	50.10
Non deductible expenses for tax purposes:		
Impact of non deductible expenses	11.00	36.71
Others	(4.49)	19.21
At the effective income tax rate	771.29	106.02
Income tax expenses reported in the statement of profit and loss	771.29	106.02

(All amounts in ₹ lacs, unless stated otherwise)

38. Earnings per share (EPS)

Basic earnings per share are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted earnings per share are calculated by dividing the profit attributable to equity holders 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 reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit attributable to equity holders	601.92	(409.59)
Weighted average number of equity shares for basic and diluted earning per share	1,86,77,749	1,86,77,749
Basic and diluted earnings per share (Face value per equity share ₹ 10 each) (in ₹)	3.22	(2.19)

39. Government grants

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Balance at the beginning of the year	500.13	291.18
Government grant received during the year	2,782.95	2,461.89
Released to the Statement of Profit and Loss	3,305.75	2,716.58
Impairment allowance*	(47.59)	(45.74)
Closing balance	975.34	500.13
Current portion	975.34	500.13

Nature of Government grants (refer note 12)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
TUF scheme*	118.00	119.85
Export incentives (RoDTEP/duty drawback)	369.32	380.28
Incentives from Government Grants #	488.02	-
Total	975.34	500.13

* The holding Company has been accruing interest subsidy on the term loan taken for installation of plant and machinery, eligible under Technology Upgradation Fund ("TUF") schemes issued by the Ministry of Textiles. During the financial year 2019-20, inspection had been carried out by authorities and shared its draft observations with the holding Company, in respect of the certain interpretations made in the earlier years for computation of TUF subsidy. Basis such discussions with the authorities and draft observations received, the management of holding company had recorded a provision of ₹ 282.28 lacs including interest during the financial year 2019-20 in respect of the amounts which had already been received in the prior years by the holding Company and have, also, recognised total accumulated impairment allowance of ₹ 47.59 lacs (upto 31 March 2024: ₹ 45.74 lacs) against liabilities payable to the authorities in respect of TUF subsidy in the current year. This has led to recognition of expense of ₹ 1.85 lacs (31 March 2024: ₹ 1.86 lacs) in the Statement of Profit and Loss. The holding Company has filed writ petition in 2020 before High Court of Delhi challenging the recovery of the interest subsidy. The respondents have filed reply and hearing is underway. The next date of hearing is 29.09.2025. The Company, as an interim measure has deposited ₹ 190.82 lacs with the Registrar General of High Court of Delhi.

#During the year, the holding Company received approval from the Director of Industries & Commerce, Haryana, under the Fiscal Incentives and Infrastructure Schemes of the Haryana Enterprise & Employment Policy 2020 (HEEP Policy). Pursuant to this, the holding Company received an in principal government grant of ₹ 4,000.00 lacs, classified

(All amounts in ₹ lacs, unless stated otherwise)

as a capital grant, in relation to the acquisition/construction of eligible assets, including buliding and plant & machinery, receivable in 8 (eight) years.

In accordance with the holding Company's accounting policy, the grant has been recognized as deferred income under non-current liabilities and is being amortized to the Statement of Profit and Loss over the useful life of the related assets, in proportion to the depreciation charged under the Companies Act.

As of 31st March 2025, the total receivable under the grant stands at ₹ 3,371.23 lacs (31st March 2024: ₹ Nil), with a corresponding liability of ₹ 3,080.90 lacs (31st March 2024: ₹ Nil), resulting in a net receivable of ₹ 290.33 lacs (31st March 2024: ₹ Nil).

#During the year, the Subsidiary Company received approval from the government of Madhya Pradesh, Pursuant to this, the Subsidiary Company received an in principal government grant of ₹ 2,095.00 lacs, classified as a capital grant, in relation to the acquisition/construction of eligible assets, including buliding and plant & machinery, receivable in 7 (seven) years.

In accordance with the subsidiary Company's accounting policy, the grant has been recognized as deferred income under non-current liabilities and is being amortized to the Statement of Profit and Loss over the useful life of the related assets, in proportion to the depreciation charged under the Companies Act.

As of 31st March 2025, the total receivable under the grant stands at ₹ 2,095.00 lacs (31st March 2024: ₹ Nil), with a corresponding liability of ₹ 1,897.30 lacs (31st March 2024: ₹ Nil), resulting in a net receivable of ₹ 197.369 lacs (31st March 2024: ₹ Nil).

40. Segment Information

The Board of Directors and the Managing Director of the Company together as a Group constitute the "Chief Operating Decision Makers" (CODM) and allocate resources to and assess the performance of the segments of the Group.

The Group has identified the following operating segments based on the organizational structure and for which discrete financial information including segment results is available:

- a. Textiles
- b. Chemicals

The measurement principles of segments are consistent with those used in significant accounting policies.

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
1 Segment revenue		
(a) Textiles	1,05,845.34	1,08,087.66
(b) Chemicals	1,743.10	6.30
Total Segment revenue	1,07,588.44	1,08,093.96
2 Segment profits		
(a) Textiles	3,038.70	199.02
(b) Chemicals	(1,682.24)	(368.70)
Total segment results before tax	1,356.46	(169.68)
Less inter segment elimination	(16.75)	133.90
Total profit before tax	1,373.21	(303.58)
3 Segment assets		
(a) Textiles	74,726.05	75,406.93
(b) Chemicals	9,726.65	9,098.23
(c) Elimination of inter segment assets	(10,056.57)	(8,200.86)
Total segment assets	74,396.13	76,304.30

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
4 Segment liabilities		
(a) Textiles	40,256.96	43,214.63
(b) Chemicals	971.10	3,562.36
(c) Elimination of inter segment liabilities	-	(2,917.80)
Total segment liabilities	41,228.06	43,859.19
5 Segment revenue- Geographical information		
(a) Textiles		
India	65,772.33	59,988.25
Rest of the world	40,073.01	48,099.41
Sub-total (a)	1,05,845.34	1,08,087.66
(b) Chemicals		
India	1,683.10	6.30
Rest of the world	60.00	-
Sub-total (b)	1,743.10	6.30
Total (a)+(b)	1,07,588.44	1,08,093.96

In Holding Company the revenue from one major customer (having more than 10% of total revenue) during the year is ₹ 10,657.32 lacs arising from sale of products. There were no such customers for the year ended 31st March 2024.

41. Contingent liabilities and commitments

A. Contingent liabilities in respect of:

Particulars	As at 31 March 2025	As at 31 March 2024
Claim against the Company not acknowledged as debts		
- Claim by employees	11.15	20.45
- Claim by capital creditor* (MSME) (Refer note 23)	396.25	-
- Demand raised by ESIC Department	0.79	0.79
	408.19	21.24

All the above matters are subject to legal proceedings in the ordinary course of business. The Group, based on discussions with the solicitors believes that it has a good chance of success in above-mentioned cases and hence, no provision is considered necessary.

*During the year, Holding Company had received a demand notice from one MSME vendor which Holding Company has disputed amounting to ₹ 396.25 lacs and basis the legal analysis, the Holding Company believes that this claim is not admissible against the Holding Company.

B. Commitments

Particulars	As at 31 March 2025	As at 31 March 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	6.55	657.85

(All amounts in ₹ lacs, unless stated otherwise)

42. Provision against electricity duty on open access power

The Holding Company has filed writ petition in 2014 before Punjab And Haryana High Court challenging the charge of electricity duty on the power purchased through inter-state short term open access. Dakshin Haryana Bijli Vitran Nigam (DHBVN) issued a sales circular no. 7/2010 clarifying the levy of electricity duty @ ₹ 0.10/KWH chargeable to the short term open access consumers on the power contracted and drawn. This has been challenged by the Company in front of "High Court of Punjab and Haryana" at Chandigarh and order is pending. Further, on a prudent basis, the Company is carrying provision of ₹ 398.30 lacs (31 March 2024: ₹ 396.46 lacs) (refer note 26) in the financial statements equivalent to the amount under dispute.

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	396.46	396.45
Addition during the year	1.84	0.01
Balance at the end of the year	398.30	396.46

43. Employee benefits**A Defined contribution plans**

The Group deposits an amount determined at a fixed percentage of basic pay every month to the provident fund and employee state insurance (ESI) for the benefit of the employees.

Amount recognised in the statement of profit and loss is as follows (refer note 32):

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Contribution to provident fund	292.23	268.07
Contribution to superannuation fund	41.03	40.50
Contribution to Employee's state insurance	97.57	95.84
Total	430.83	404.41

B Defined benefit plans

In accordance with the Payment of Gratuity Act, 1972, the Group has a defined benefit gratuity plan. Every employee who has completed five years or more of services gets a gratuity on separation at 15 days salary (last drawn salary) for each completed year of service. Gratuity liability is accrued based on actuarial valuation at the balance sheet date carried out by an independent actuary.

The reconciliation of opening and closing balances of the present value of the defined benefit obligations are as below:

i) Reconciliation of present value of defined benefit obligation

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Obligations at the beginning of year	714.24	665.82
Current service cost	82.31	71.32
Past service cost	3.19	-
Interest cost	51.64	49.01
Amount recognised in statement of profit and loss	137.14	120.33
Remeasurements		
Actuarial (gain)/loss recognised in other comprehensive income	(12.54)	9.38
Benefits paid	(76.09)	(81.29)
Obligation at the end of year	762.75	714.24
Non-current	461.09	439.07
Current	301.66	275.17

(All amounts in ₹ lacs, unless stated otherwise)

ii) Liabilities recognised in the balance sheet

Particulars	As at 31 March 2025	As at 31 March 2024
Defined benefit liability- Gratuity	762.75	714.24
Non current	461.09	439.07
Current	301.66	275.17
Total	762.75	714.24

iii) Defined benefit obligations cost for the year :

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current service cost	82.31	71.32
Past service cost	3.19	-
Interest cost	51.64	49.01
Actuarial loss/(gain) recognised in other comprehensive income	(12.54)	9.38
Net cost	124.60	129.71

iv) Actuarial assumptions :

The Principal assumptions used at the reporting date (expressed as weighted averages):

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Financial assumptions		
Discount rate per annum	6.99%	7.23%
Future salary growth rate	5.00%	5.00%
Demographic assumptions		
Retirement age (years)	58 years	58 years
Mortality rates inclusive of provision for disability	"IALM(2012-14) ultimate"	"IALM(2012-14) ultimate"
Attrition rate		
Upto 30 years	5.84%	5.84%
31 to 44 years	2.19%	2.19%
Above 44 years	0.73%	0.73%

Note: As at 31 March 2025, the weighted average duration of the defined benefit obligation in holding comnay was 16.03 years (31 March 2024: ₹ 16.23 years) and subsidiary company was ₹ 18.65 years. (31 March 2024: ₹ Nil)

v) Bifurcation of actuarial gain/loss on obligation

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Actuarial (gain)/loss on arising from change in financial assumption	9.71	5.27
Actuarial (gain)/loss on arising from change in experience assumption	(22.25)	4.11

(All amounts in ₹ lacs, unless stated otherwise)

vi) **Expected contributions to the fund in next year :**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Gratuity	142.00	127.43

vii) **Sensitivity analysis**

The sensitivity of defined benefit obligation to changes in the weighted principal assumptions is :

Particulars	As at 31 March 2025		As at 31 March 2024	
	Increase in obligation	Decrease in obligation	Increase in obligation	Decrease in obligation
Discount rate per annum (0.50 %)	(21.17)	22.93	(20.27)	21.93
Future salary growth rate (0.50 %)	23.26	(21.64)	22.30	(20.78)

Above sensitivity analysis is based on a change in assumption while holding all the other assumptions constant. In practice, this is unlikely to occur, and change in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in balance sheet.

viii) **Maturity profile**

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

Particulars	31 March 2025	31 March 2024
Year 1	301.66	275.17
Year 2	26.37	19.29
Year 3	35.42	24.42
Year 4	54.62	40.26
Year 5	22.59	47.32
Year 6	43.45	20.24
Next to 6 years	278.64	287.54

ix) **Description of Risk Exposures:**

The gratuity scheme is a final salary Defined Benefit Plan that provides for lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The plan design means the risk commonly affecting the liabilities and the financial results are expected to be:

- Interest rate risk:** The defined benefit obligation calculated uses a discount rate based on government bonds, if bond yield fall, the defined benefit obligation will tend to increase
- Salary inflation risk:** Higher than expected increases in salary will increase the defined benefit obligation.
- Demographic risk:** This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

(All amounts in ₹ lacs, unless stated otherwise)

44. Related party disclosures:

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related party where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below:

List of related parties and nature of relationship where control exists

Key management personnel	Relationship
1. Dr. Vinay Bharat Ram	Executive Director
2. Dr. Meenakshi Nayar	Chairperson and Independent Director
3. Mr. Hemant Bharat Ram	Managing Director
4. Mr. Jitendra Tuli	Non-Executive Director
5. Mr. Kulbir Singh	Independent Director
6. Mr. Rakesh Goel	Non-Executive Director
7. Mr.Vivek Chhachhi	Independent Director
8. Mr.Chetan Prakash Jain	Non-Executive Director (w.e.f. 03 Jan 2024)
9. Mr. Vivek Kaushal	Chief Executive Officer (w.e.f. 28 May 2024)
10. Mr. Sarvesh Khanna	Chief Executive Officer (w.e.f. 03 May 2024)
11. Mr. Sandeep Kumar Jain	Chief Financial Officer
12. Mr. Mohd. Sagir	Company Secretary (up to 31 December 2024)
13. Mr.Nitish Nautiyal	Company Secretary (w.e.f. 21 February 2025)

Enterprise over which directors and KMPs having control or significant influence

The Delhi Golf Club
Candle Techserv Private Limited
H T M Educational Society
DCM Limited

Post employment benefit entity

DCM Nouvelle Limited Superannuation Trust

Transactions with related parties

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Advance receivable in cash or in kind		
Mr. Mohd. Sagir	-	5.00
Advance recovered in cash		
Mr. Mohd. Sagir	3.80	-
Professional fee		
Candle Techserv Private Limited	-	6.50
Mr Chetan Prakash Jain	7.15	1.10
Contribution to post employment benefits		
DCM Nouvelle Limited Sperannuation Trust	41.03	40.50
Equity investment received in the subsidiary company		
Mr. Hemant Bharat Ram	111.66	247.92
CSR expenses		
H T M Educational Society	128.72	44.65

(All amounts in ₹ lacs, unless stated otherwise)

Transactions with key management personnel

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Remuneration paid to key managerial personnel		
Salary, allowance and contribution to provident fund	694.08	515.19
Director sitting fees	30.00	25.00
Post-employment defined benefit plan	292.47	245.78
Other long term defined benefit plan	47.21	42.19
Total compensation paid/payable to key management personnel	1,063.76	828.16

Year end balances

Particulars	As at 31 March 2025	As at 31 March 2024
Loans and advances to employees		
Mr. Mohd. Sagir	-	3.80
Employee dues payables		
DCM Nouvelle Limited Sperannuation Trust	3.34	2.71
Mr Chetan Prakash Jain	0.50	-
Director sitting fee payable	-	5.00
Salary payable	28.30	25.65

Terms and conditions of transactions with related parties

All related party transactions entered into during the year were: Unsecured in nature, Conducted in the ordinary course of business, Carried out on an arm's length basis, and Settled or intended to be settled in cash.

No guarantees were given or received in connection with these transactions, and no provisions for doubtful debts have been recognized in respect of outstanding balances with related parties.

45. Ind AS 116 - Leases

The Subsidiary Company (DCM Nouvelle Specialty Chemicals Limited) has entered into 99 years lease at Industrial Township DMIC Vikram Udhogpuri Ltd, Village Narvar, Ujjain, Madhya Pradesh. ROU are measured at cost comprising the amount of the initial measurement of lease liability, any lease payments made at or before the commencement date and any initial direct costs less any lease incentives received. Lease liabilities were recognized based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

With the exception of short-term leases, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. There are no variable lease payments included in the agreement.

- a. Set out below are the carrying amounts of right-of-use assets recognized and the movements during the year:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the period	1,276.71	1,313.70
Additions during the period	-	-
Deletions/adjustment during the period	-	12.60
Depreciation expense during the period	13.15	24.39
Balance at the end of the year	1,263.56	1,276.71

(All amounts in ₹ lacs, unless stated otherwise)

- b. The movement in lease liabilities during the period is as follows :

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	70.63	82.81
Additions during the period	-	-
Finance cost accrued during the period	6.18	6.18
Deletions during the period	6.16	12.77
Payment of lease liabilities during the period	6.18	5.59
Balance at the end of the period	64.47	70.63

- c. The details of the contractual maturities of lease liabilities on an undiscounted basis are as follows :

Particulars	As at 31 March 2025	As at 31 March 2024
Not later than 1 year	6.18	6.18
Later than 1 year and not later than 5 years	24.72	24.72
Later than 5 years	33.56	39.72

- d. The following is the break-up of current and non-current Lease liabilities:

Particulars	As at 31 March 2025	As at 31 March 2024
Current lease liabilities	5.12	5.15
Non-current lease liabilities	59.35	65.48
Closing balance	64.47	70.63

- e. The following are recorded in the statement of profit and loss:

Particulars	As at 31 March 2025	As at 31 March 2024
Depreciation on ROU Asset	13.15	24.39
Interest on lease liabilities	6.18	6.18
Closing balance	19.33	30.57

- f. Total cash outflow in respect of leases in the year amounting to ₹ 6.18 lacs (31 March 2024 ₹ 5.59 lacs)

46. Corporate Social Responsibility (CSR)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
(i) Gross amount required to be spent by the Holding Company during the year	126.75	151.88
Excess of previous year carried forward as per sec 135 of Companies Act 2013	0.63	0.79
Balance amount required to be spent during the year	126.12	151.09
(ii) Amount spent during the year:		
Promotion of education	53.61	47.65
(iii) Unspent amount required to be deposited in a designated bank account, in terms of section 135(6) of the Companies Act, 2013	75.11	104.07
(iv) The Holding Company has contributed CSR to HTM Educational Society, a related party covered under Ind AS 24, Related party disclosures.	128.72	44.65

(All amounts in ₹ lacs, unless stated otherwise)

- (v) The Holding Company has two ongoing projects specified below:-
- To set up Artificial Intelligence Lab (AI) through implementing agency IIIT, Delhi.
 - Renovation of auditorium and road approaching to HTM school and allied work.

Projects	Opening Balnace in separate CSR Account	Amount required to be spent during the year	Amount spent during the year	Closing balance in separate CSR Account
i) Set up Artificial Intelligence Lab	15.00	-	-	15.00
ii) Renovation of Auditorium and Road for HTM school	-	104.07	95.00	9.07

47. Fair value measurement of financial instruments

a. Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

i. As on 31 March 2025

Particulars	Carrying value					Fair value measurement using		
	FVTPL	FVOCI	At cost	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets								
Non-current	-	-	-	-	-	-	-	-
Current								
Trade receivables *	-	-	-	10,541.40	10,541.40	-	-	-
Cash and cash equivalents *	-	-	-	121.24	121.24	-	-	-
Bank balances other than Cash and cash equivalents*	-	-	-	23.68	23.68	-	-	-
Loans *	-	-	-	28.78	28.78	-	-	-
Other financial assets *	-	-	-	992.61	992.61	-	-	-
Total	-	-	-	11,707.71	11,707.71	-	-	-
Financial liabilities								
Non-current								
Borrowings #	-	-	-	7,260.74	7,260.74	-	-	-
Lease Liability	-	-	-	59.35	59.35	-	-	-
Other financial liabilities *	-	-	-	15.85	15.85	-	-	-
Current								
Borrowings #	-	-	-	26,495.48	26,495.48	-	-	-
Trade payables *	-	-	-	2,724.62	2,724.62	-	-	-
Lease Liability	-	-	-	5.12	5.12	-	-	-
Other current financial liabilities*	-	-	-	1,022.92	1,022.92	-	-	-
Total	-	-	-	37,584.08	37,584.08	-	-	-

(All amounts in ₹ lacs, unless stated otherwise)

ii. As on 31 March 2024

Particulars	FVTPL	Carrying value				Fair value measurement using		
		FVOCI	At cost	Amortised cost	Total	Level 1	Level 2	Level 3
Financial assets								
Non-current	-	-	-	-	-	-	-	-
Current								
Trade receivables *	-	-	-	11,464.34	11,464.34	-	-	-
Cash and cash equivalents *	-	-	-	73.69	73.69	-	-	-
Bank balances other than Cash and cash equivalents*	-	-	-	26.95	26.95	-	-	-
Loans *	-	-	-	40.62	40.62	-	-	-
Other financial assets *	-	-	-	509.67	509.67	-	-	-
Total	-	-	-	12,115.27	12,115.27	-	-	-
Financial liabilities								
Non-current								
Borrowings #	-	-	-	8,252.06	8,252.06	-	-	-
Lease Liability	-	-	-	65.48	65.48	-	-	-
Other financial liabilities *	-	-	-	14.20	14.20	-	-	-
Current								
Borrowings #	-	-	-	28,909.24	28,909.24	-	-	-
Trade payables *	-	-	-	2,828.91	2,828.91	-	-	-
Lease Liability	-	-	-	5.15	5.15	-	-	-
Other current financial liabilities*	-	-	-	959.80	959.80	-	-	-
Total	-	-	-	41,034.69	41,034.69	-	-	-
Assets for which fair value are disclosed								
Investment Property	-	-	-	-	-	-	-	-

* The carrying amounts of trade receivables, trade payables, cash and cash equivalents, bank balances other than cash and cash equivalents, loans and other financial assets and liabilities, approximates the fair values, due to their short-term nature. The carrying value of loans and other non-current financial assets and other non-current financial liabilities approximates the fair values as on the reporting date.

The Company's borrowings have been contracted at floating rates of interest. Accordingly, the carrying value of such borrowings (including interest accrued but not due) approximates fair value.

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended 31 March 2025 and 31 March 2024

(All amounts in ₹ lacs, unless stated otherwise)

b. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk; and
- Market risk

Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors have authorised senior management to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Group's activities.

(i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables (net of allowances for expected credit loss)	10,541.40	11,464.34
Cash and cash equivalents	121.24	73.69
Balances other than cash and cash equivalents	23.68	26.95
Loans	28.78	40.62
Other financial assets	992.61	509.67

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, and arises principally from the Group's receivables from customers. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full prior to expiry of contractual period. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. The presumption under Ind AS 109 with reference to significant increases in credit risk since initial recognition (when financial assets are more than 30 days past due) has been rebutted and is not applicable to the Group, as the Group is able to collect a significant portion of its receivable that exceed the due date.

The maximum exposure to the credit risk at the reporting date is primarily from domestic trade receivables as export receivables are secured through letter of credit and are derived from revenue earned from customers primarily located in China and Bangladesh. Domestic trade receivables are generally unsecured and are derived from revenue earned from customers primarily located in India. The Group continuously monitors the economic environment in which it operates. The Group manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Group grants credit terms in the normal course of business.

Majority of trade receivables are from customers, which are fragmented and are not concentrated to individual customers. Trade receivables are generally realised within the credit period.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience (including of the period prior to acquisition of the related business) and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and are not expected to be recoverable. Ageing matrix is disclosed below:

(All amounts in ₹ lacs, unless stated otherwise)

The Company's exposure to credit risk and loss allowance for trade receivables are as follows:

Particulars	Gross carrying amount as at 31 March 2025	Expected loss rate	Expected Credit Loss	Carrying amount of trade receivables (net of impairment) as at 31 March 2025	Gross carrying amount as at 31 March 2024	Expected loss rate	Expected Credit Loss	Carrying amount of trade receivables (net of impairment) as at 31 March 2024
0-30 days due	3,572.38	0%	-	3,572.38	4,986.28	0%	-	4,986.28
31-90 days past due	5,345.70	0%	-	5,345.70	4,900.29	0%	-	4,900.29
91 to 180 days past due	1,569.56	0%	-	1,569.56	1,467.66	0%	-	1,467.66
More than 180 days past due	53.76	0%	-	53.76	186.59	0%	-	186.59
More than 365 days past due	101.96	100%	101.96	-	103.36	-	103.36	-
Total	10,643.36		101.96	10,541.40	11,644.18		103.36	11,540.82

The credit risk for cash and cash equivalents, balances other than cash and cash equivalents, loans and Other financial assets is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

Movement in the allowance for impairment in respect of trade receivables*:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Balance at the beginning of the year	179.84	106.71
Add: impairment loss recognised	0.60	74.13
Less: loss allowance reversed	78.48	1.00
Balance at the end of the year	101.96	179.84

*refer note 8 for the ageing analysis of impairment recognised in respect of trade receivables.

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group believes that its liquidity position, anticipated future internally generated funds from operations, and its fully available, revolving undrawn credit facility will enable it to meet its future known obligations in the ordinary course of business. However, if a liquidity needs were to arise, the Group believes it would be able to approach and materialise new financing arrangements, which should enable it to meet its ongoing capital, operating, and other liquidity requirements. The Group will continue to consider various borrowing or leasing options to maximise liquidity and supplement cash requirements as necessary.

The Group's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Group's liquidity position on the basis of expected cash flows.
- Maintaining diversified credit lines.

(All amounts in ₹ lacs, unless stated otherwise)

I. Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting year:

Particulars	As at 31 March 2025	As at 31 March 2024
From banks	10,825.65	6,634.30

II. Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the 31 March 2025. The amounts are gross and undiscounted:

Particulars	Carrying amount	Contractual cash flows			Total
		Less than one year	Between one year and five years	More than 5 years	
Borrowings*	33,756.22	27,400.92	5,005.50	2,262.04	34,668.46
Other financial liabilities*	1,038.77	1,024.52	15.85	-	1,040.37
Trade payables	2,724.62	2,724.62	-	-	2,724.62
Lease Liability	64.47	5.12	20.48	38.87	64.47
Total	37,584.08	31,155.18	5,041.83	2,300.91	38,497.92

The following are the remaining contractual maturities of financial liabilities at the 31 March 2024. The amounts are gross and undiscounted:

Particulars	Carrying amount	Contractual cash flows			Total
		Less than one year	Between one year and five years	More than 5 years	
Borrowings*	37,161.30	31,208.77	8,282.55	1,799.20	41,290.52
Other financial liabilities*	979.00	966.05	16.70	-	982.75
Trade payables	2,828.91	2,828.91	-	-	2,828.91
Lease Liability	65.48	6.18	24.72	39.72	70.62
Total	41,034.69	35,009.91	8,323.97	1,838.92	45,172.80

*Contractual cash flow includes the interest to be incurred and paid in subsequent periods.

iii. Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Group's operating, investing and financing activities.

(All amounts in ₹ lacs, unless stated otherwise)

Exposure to currency risk

The summary of quantitative data about the Group's exposure to currency risk, as expressed in Indian Rupees, as at 31 March 2025 and 31 March 2024 are as below:

Particulars	As at 31 March 2025	As at 31 March 2024
	Exposure in USD	Exposure in USD
Financial assets		
Trade receivables	9,547.77	11,019.74
Total	9,547.77	11,019.74
Financial liabilities		
Borrowings	12,645.11	8,247.86
Trade payables	259.76	194.65
Advance from customers	420.52	283.69
Total	13,325.39	8,726.20

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against below currencies at 31 March 2025 (previous year ended as on 31 March 2024) would have affected the measurement of financial instruments denominated in functional currency and affected equity and profit or loss by the amounts shown below. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	Profit or (loss) before tax		Credit or (debit) to equity (net of tax)	
	Strengthening of USD	Weakening of USD	Strengthening of USD	Weakening of USD
1% depreciation/appreciation in Indian Rupees against following foreign currencies:				
For the year ended 31 March 2025				
USD	(37.78)	37.78	(28.27)	28.27
Total	(37.78)	37.78	(28.27)	28.27
For the year ended 31 March 2024				
USD	22.94	(22.94)	17.16	(17.16)
Total	22.94	(22.94)	17.16	(17.16)

USD: United States Dollar

Foreign exchange derivative contracts

The Group uses derivative financial instruments exclusively for hedging financial risks that arise from its commercial business or financing activities. The Group's Corporate treasury team manages its foreign currency risk by hedging transactions that are expected to occur within 1 to 12 months for hedges of forecasted sales and purchases. When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions, the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency. All identified exposures are managed as per the policy duly approved by the Board of Directors.

(All amounts in ₹ lacs, unless stated otherwise)

The following table details the foreign currency derivative contracts outstanding at the end of the reporting year:

Outstanding contracts	Number of Deals		Contract value of foreign currency (USD in lacs)		Maturity upto 12 months (₹ in lacs)	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
USD/INR sell/Purchase forward	21	18	147.94	74.92	12,645.11	6,215.76

The following table demonstrates the Group's sensitivity to 1% increase and decrease in the ₹ against the relevant foreign currency. The sensitivity analysis includes only outstanding forward exchange contracts as tabulated above and adjusts their translation at the period end for 1% change in foreign currency rates. A positive number below indicates an increase in profit before tax or vice-versa.

Particulars	Profit or (loss) before tax		Credit or (debit) to equity (net of tax)	
	Strengthening of USD	Weakening of USD	Strengthening of USD	Weakening of USD
1% depreciation/appreciation in Indian Rupees against following foreign currencies:				
For the year ended 31 March 2025				
USD	(126.45)	126.45	(94.63)	94.63
Total	(126.45)	126.45	(94.63)	94.63
For the year ended 31 March 2024				
USD	(62.16)	62.16	(46.51)	46.51
Total	(62.16)	62.16	(46.51)	46.51

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's main interest rate risk arises from long-term borrowings with variable rates, which exposes the Group to cash flow interest rate risk.

Exposure to interest rate risk

The Group's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations expose the Group to cash flow interest rate risk. The exposure of the Group's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

Variable-rate instruments	As at 31 March 2025	As at 31 March 2024
Term loans from banks	8,166.54	9,756.15
Loans repayable on demand from banks	25,589.68	27,405.15
Total	33,756.22	37,161.30

(All amounts in ₹ lacs, unless stated otherwise)

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points (bps) in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars	Profit or (loss) before tax		Credit or (debit) to equity (net of tax)	
	increase	decrease	increase	decrease
Interest on term loans from banks				
For the year ended 31 March 2025	337.56	(337.56)	252.60	(252.60)
For the year ended 31 March 2024	371.61	(371.61)	278.09	(278.09)

48. Assets pledged as security

The carrying amounts of asset pledged as security for current and non-current borrowings are:

Particulars	As at 31 March 2025	As at 31 March 2024
Current		
Financial assets		
i) Trade receivables	10,541.40	11,464.34
ii) Cash and cash equivalents	121.24	73.69
iii) Bank balances other than (ii) above	23.68	26.95
iv) Loans	28.78	40.62
v) Other financial assets	992.61	509.67
Non-financial assets		
i) Inventories	27,704.12	26,430.85
ii) Other current assets	3,258.00	2,933.53
Total current assets pledged as security	42,669.83	41,479.65
Non-current		
Non-financial assets		
i) Property, plant and equipment	29,168.60	31,134.01
ii) Intangible and Right to use	1,299.34	1,317.69
iii) Other assets	50.38	67.69
Total non-current assets pledged as security	30,518.32	32,519.39
Total assets pledged as security	73,188.15	73,999.04

49. Capital management

For the purpose of the Group's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the management of the Group's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows.

The Group monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts adjusted with available cash and bank balances divided by total capital (equity attributable to owners of the Group).

(All amounts in ₹ lacs, unless stated otherwise)

Particulars	As at 31 March 2025	As at 31 March 2024
Borrowings	33,756.22	37,161.30
Less: cash and bank balances	144.92	100.64
Adjusted net debt (A)	33,611.30	37,060.66
Total equity (B)	32,455.36	31,554.99
Adjusted net debt to total equity ratio (A/B)	1.04	1.17

50. DCM Nouvelle Specialty Chemicals Limited, subsidiary of the company has entered into lease agreement from DMIC, Ujjain for 99 years in May, 2022 and has completed construction of specialty chemical plant and started commercial production w.e.f 29 March 2024.

51. Additional information as required by paragraph 2 of the general instructions for preparation of consolidated financial statements to schedule III to the act:

(i) Holding and Subsidiary

As on 31 March 2025

Name of Entity	Net assets		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income or (loss)	
	Amount	As a % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated comprehensive income
Holding Company								
DCM Nouvelle Limited	34,469.09	103.92%	2,267.41	376.70%	9.38	100.00%	2,276.79	372.45%
Subsidiary Company								
DCM Nouvelle Specialty Chemicals Limited	8,755.56	26.40%	(1,682.24)	-279.48%	-	0.00%	(1,682.24)	-275.19%
Sub-total	43,224.65	-	585.17	-	9.38	-	594.55	-
Non- Controlling Interest	712.71	2.15%	(289.11)	-48.03%	-	-	(289.11)	-47.29%
Consolidation Adjustment/ Eliminations	(10,769.29)	-32.47%	305.86	50.81%	-	-	305.86	50.03%
Total	33,168.07	100.00%	601.92	100.00%	9.38	100.00%	611.30	100.00%

(All amounts in ₹ lacs, unless stated otherwise)

As on 31 March 2024

Name of Entity	Net assets		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income or (loss)	
	Amount	As a % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated comprehensive income
Holding Company								
DCM Nouvelle Limited	32,192.30	99.22%	93.00	-22.71%	(7.02)	100.00%	85.98	-20.64%
Subsidiary Company								
DCM Nouvelle Specialty Chemicals Limited	5,535.87	17.06%	(368.70)	90.02%	-	0.00%	(368.70)	88.50%
Sub-total	37,728.17	-	(275.70)	-	(7.02)	-	(282.72)	-
Non- Controlling Interest	890.12	2.74%	(83.22)	20.32%	-	-	(83.22)	19.98%
Consolidation Adjustment/ Eliminations	(6,173.18)	-19.03%	(50.67)	12.37%	-	-	(50.67)	12.16%
Total	32,445.11	100.00%	(409.59)	100.00%	(7.02)	100.00%	(416.61)	100.00%

(ii) Non-controlling interest

Set out below is summarized financial information for DCM Nouvelle Specialty Chemicals Limited that has non-controlling interests that are material to the Group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Summarized balance sheet	As at 31 March 2025	As at 31 March 2024
Current assets	2,172.35	1,239.29
Current liability	889.62	602.87
Net current assets	1,282.73	636.42
Non-current assets	7,554.30	7,858.94
Non-current liabilities	81.47	2,959.48
Net non-current assets	7,472.83	4,899.46
Total net assets	8,755.56	5,535.88
Accumulated non controlling interest	712.71	890.12

Summarized Statement of profit and loss	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue	1,743.10	6.30
Profit/(loss) for the period	(1,682.24)	(368.70)
Other comprehensive income/(loss)	-	-
Total comprehensive income	(1,682.24)	(368.70)
Gain/(loss) allocated to non controlling interest	(289.07)	(83.22)

(All amounts in ₹ lacs, unless stated otherwise)

Summarized Statement of Cash flows	For the year ended 31 March 2025	For the year ended 31 March 2024
Net cash used in operating activity	(1,586.38)	(1,104.72)
Net cash flows from investing activity	(340.45)	(5,584.38)
Net cash used in financing activity	1,978.45	6,277.72
Net increase/ (decrease) in cash and cash equivalents	51.62	(411.38)

52. Group information

Information about subsidiary

The Group's details as at 31 March 2025 is set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the 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 the entity	Principal activities	Principal place of business	% voting power/ ownership interest held by the group		% voting power/ ownership interest held by the NCI	
			As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
DCM Nouvelle Specialty Chemicals Limited	Specialty Chemical	India	87.37%	81.39%	12.63%	18.61%

53. Other statutory information

- (i) 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) The Group do not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (iii) The Group have not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (iv) The Group have 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 Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (v) The Group have 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 Group 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,
- (vi) The Group do not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Group is not declared wilful defaulter by and bank or financials institution or lender during the year.
- (viii) 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.
- (ix) The Group has not granted any loans or advances in nature of loan, either repayable on demand or without specifying any terms or period of repayment, to promoters, directors, KMPs and the related parties.



(All amounts in ₹ lacs, unless stated otherwise)

54. Audit Trail

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The holding company has used accounting software for maintaining its books of account which has a feature of audit trail (edit log) facility and the same was enabled at the application level. During the year ended 31 March 2025, the holding company has not enabled the feature of recording audit trail (edit log) at the database level for the said accounting software to log any direct data changes on account of recommendation in the accounting software administration guide which states that enabling the same all the time consume storage space on the disks and can impact database performance significantly.

In case of subsidiary, based on component Auditor's 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 been enabled for recording transaction during the year.

55. Income Tax Litigation

DCM Limited had received a notice u/s 148 of Income Tax Act, 1961 for re-assessment of income for the A.Y 2019-20 (Period prior to demerger of textile division to the Holding Company) related to purchase transactions amounting to ₹ 2,590 lacs. The Holding Company had filed the response against this notice. Subsequently, a show cause notice was issued to the Holding Company by the income tax department stating that the amount should be considered as unexplained expenditure and added back this expenditure to the total income. Holding Company had responded on the above show cause notice stating the reasons and denied the claims made by the department.

Though Income tax department was not satisfied with the reply received from the Holding Company and had passed the order against the Holding Company making an addition of ₹ 2,590 lacs to the total income. The amount of tax demand is not ascertainable against this addition made by the department. Holding Company has filed an appeal to Commissioner of Income Tax (Appeals) against this order passed u/s 147 and the hearing of the appeal is awaited. Management based upon the analysis believes likelihood of any liability divulging on the Holding Company to be immaterial.

56. Relationship with Struck off Companies

The Group has not entered into any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and do not have any outstanding balance as at the year ended 31 March 2025

57 Previous year's figures have been regrouped or reclassified wherever necessary to correspond with the current year classification/ disclosure, which are not considered material to these consolidated financial statements.

As per our report of even date attached For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No. : 001076N/N500013

Rohit Arora

Partner

Membership No. : 504774

For and on behalf of the Board of Directors of DCM Nouvelle Limited

Dr. Meenakshi Nayar

Chairperson and Director

DIN : 06866256

Sandeep Kumar Jain

Chief Financial Officer

M. No. : 078691

Hemant Bharat Ram

Managing Director

DIN : 00150933

Vivek Kaushal

Chief Executive Officer

Nitish Nautiyal

Company Secretary

M. No. : 50401

Place: Pune

Date: 29 May 2025

Place: New Delhi

Date: 29 May 2025

Notice of 9th Annual General Meeting

NOTICE is hereby given that the 9th Annual General Meeting ('AGM') of the members of DCM NOUVELLE LIMITED ('the Company') will be held on Friday, 26th September 2025, at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following Businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the reports of the Board and the Auditor thereon.**

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

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025 and the Reports of the Board of Directors' and Auditors' thereon as circulated to the Members, be and are hereby received, considered and adopted."

- 2. To appoint a Director in place of Dr. Vinay Bharat Ram (DIN: 00052826), who retires by rotation, and being eligible, offers himself for re-appointment.**

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Dr. Vinay Bharat Ram (DIN 00052826), who retires by rotation at this Annual General Meeting and, being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- 3. Re-appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company**

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

"RESOLVED THAT pursuant to Sections 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, M/s. Walker Chandiok & Co. LLP, Chartered Accountants, having Firm Registration No. 001076N-N500013 be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 09th Annual General Meeting till the conclusion of the 14th Annual General Meeting to be held in the year 2030, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS:

- 4. Ratification of remuneration payable to M/s KG Goyal & Associates, Cost Auditors, for the financial year 2025-26.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. KG Goyal & Associates, Cost Accountants, Jaipur, who was appointed as Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost accounting records of the Company for the Financial Year 2025-26 on a remuneration of ₹ 65,000/- (Rupees Sixty five thousand only) plus applicable taxes besides reimbursement of out of pocket expenses incurred in connection with the aforesaid audit fixed by the Board of Directors be and is hereby ratified and confirmed".

- 5. Appointment of M/s Pragnya Pradhan & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company**

To consider and, if thought fit, to pass with or without



modification(s), the following resolution as an **Ordinary Resolution**: -

“RESOLVED THAT pursuant to provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, M/s Pragnya Pradhan & Associates, Practicing Company Secretaries be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, at a remuneration of ₹ 30,000/- (Rupees Thirty Thousand Only) per annum plus applicable taxes and reimbursement of reasonable out-of-pocket expenses and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof).

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take necessary steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

By order of the Board of Directors
For **DCM Nouvelle Limited**

Date: 13.08.2025
Place: New Delhi

Sandeep Kumar Jain
Chief Financial Officer

NOTES FOR MEMBERS' ATTENTION:

The Ministry of Corporate Affairs ('MCA') has, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022, 10/2022, 09/2023, the latest being 09/2024 dated 19th September, 2024 and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/ 133 dated 3rd October, 2024 and other applicable circulars issued in this regard, (hereinafter collectively referred to as 'the Circulars'), have permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC'). Hence, the AGM of the Company is being held through VC. The deemed venue for AGM shall be the registered office of the Company, i.e. 407, Vikrant Tower, 4, Rajendra Place, New Delhi-110008.

For the purpose of conducting AGM through VC/OVAM, the Company has entered into an agreement with National Securities Depository Limited (**NSDL**) for facilitating voting through electronic means, as the authorised e-voting agency. NSDL will be providing facilities for voting through remote e-voting and e-voting during the AGM.

Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

In compliance with the provisions of the Act, SEBI Listing Regulations and Secretarial Standards on General Meeting and MCA Circulars, the 9th Annual General Meeting of the Company is being held through VC/ OAVM on, Friday, 26th September, 2025 at 11:00 A.M. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company.

The Register of Members and the Share Transfer Books of the Company will remain closed from 19th September, 2025 to 26th September, 2025 (both days inclusive).

Attendance of the members participating in the AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, 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 07, 2023 and SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2024- 25 are being sent only through electronic mode to those Members whose e-mail addresses are registered with their respective Depository Participants ("DPs"), Company or Company's RTA. Members may note that the Notice of the AGM and the Annual Report for the year 2024-25 will also be available on the Company's website at www.dcmnvl.com and also on the website of

the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com. The Company has published a Public Notice by way of advertisement with the required details of 9th AGM, for information of the Members.

The Notice and Annual Report FY 2024-25 is available on the following websites

Particulars	Website
DCM Nouvelle Limited	www.dcmnvl.com
BSE Limited	www.bseindia.com
National Stock Exchange of India Limited	www.nseindia.com
National Securities Depository Ltd ('NSDL')	www.evoting.nsdl.com
Skyline Financial Services Private Limited ("Skyline")	www.skylinerta.com

Members having more than one folio in identical names are requested to consolidate the same.

The facility for joining the AGM through VC/OAVM shall be open at least 30 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 30 minutes after such scheduled time.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at info@dcmnvl.com latest by Thursday, 25th September, 2025 by 05:00 P.M.(IST) Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

All documents referred to in the accompanying Notice and statement setting out material facts will be available electronically for inspection for members on all working days between 10:00 A.M to 11:00 A.M. upto Friday, September 26th, 2025 being the date of the AGM. Members seeking to inspect such documents can send an email at: info@dcmnvl.com.

In case of joint holders, 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 at the AGM.

Institutional / Corporate Members (i.e. other than individuals/HUF/NRI etc.) are required to send scanned copy of Board Resolution, not later than 48 hours before the AGM, authorising their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting and e-voting during AGM to the Scrutiniser by email through its registered email at pragnyap.pradhan@gmail.com and Company's Registrar & Transfer Agent ("RTA"), Skyline Financial Services Private Limited with a copy marked to evoting@nsdl.com and Mr. Sandeep Kumar Jain, Chief Financial Officer at info@dcmnvl.com.

Members who are shareholders as on ('cut-off date') can join the AGM 30 minutes before the commencement of the AGM i.e. at 10:30 A.M. and till the time of the conclusion of the Meeting by following the procedure mentioned in this Notice.

The Audited Accounts of the Company's subsidiary can be accessed through the <https://www.dcmnvl.com/dcm-nouvelle-specialty-chemicals-limited.html>.

Members who have still not registered / updated their e-mail IDs are requested to register / update at the earliest:

- Members holding shares in physical mode and who have not registered / updated their e-mail IDs with the Company are requested to register / update their e-mail IDs by sending duly filled in Form ISR-1 (Form for registering PAN, KYC details or changes / Updation thereof) to Skyline Financial Services Private Limited ("Skyline") at D-153 A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Tel: 011-41044923, Email: info@skylinerta.com. Form ISR-1 can be accessed through the <https://www.dcmnvl.com/downloads.html>.
- Members holding shares in electronic mode are requested to register / update their e-mail IDs with the relevant Depository Participants. We urge Members to support this Green Initiative effort of the Company and get their email IDs registered.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service



requests by submitting a duly filled and signed Form ISR – 4, the format of which can be accessed through the <https://www.dcmnvl.com/downloads.html> and on the website of the Company's RTA, Skyline Financial Services Private Limited ("Skyline") at <https://www.skylinerta.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Skyline, for assistance in this regard.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Skyline, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be accessed through the <https://www.dcmnvl.com/downloads.html>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Skyline in case the shares are held in physical form.

Dispute Resolution Mechanism (SMART ODR): In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ("SOP") vide Circular dated 30th May 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated 31st July 2023 (updated as on 20th December 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism,

after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company: [https:// www.dcmnvl.com](https://www.dcmnvl.com).

In terms of the amendments to the SEBI Listing Regulations, with effect from 1st April 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in dematerialised form with the depository, i.e. NSDL and CDSL. Members are, therefore, requested to demat their physical holding for any further transfer. Members can, however, continue to make request for various services other than transfer for securities held in physical form but the processing will be done in demat form.

Non-resident Indian Members are requested to inform the Company or RTA or to the concerned DPs, as the case may be, immediately: a) the change in the residential status on return to India for permanent settlement. b) the particulars of the NRE Account with a Bank in India, if not furnished earlier. c) Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or Skyline quoting their Folio number or their Client ID with DP ID, as the case may be.

The Company has fixed 19th September, 2025 as the "Cut-off" date for the purpose of determining shareholders for voting Purpose.

Pursuant to Regulation 39(4) of SEBI listing Regulations, members whose shares are being unclaimed or not received then members can claim their shares by sending the details of their folios to the Company or RTA i.e., Skyline, D-153 A, First Floor, Okhla Industrial Area, Phase –I, New Delhi-110020, Tel: 011-41044923, Email: info@skylinerta.com.

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

The remote e-voting period begins on Tuesday, 23rd September, 2025 at 09:00 A.M. and ends on Thursday, 25th September, 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 record date (cut-off date) i.e. 19th September, 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 19th September, 2025.

How do I vote electronically using NSDL e-Voting system

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


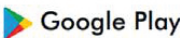


Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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.2. 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.3. 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.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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	<p>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.</p>

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.com 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. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the initial password which was communicated to you. Once you retrieve your initial password, you need to enter the initial password and the system will force you to change your password.
- c) How to retrieve your initial password?
 - (i) If your email ID is registered in your demat account or with the company, your initial password is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares

held in physical form. The .pdf file contains your User ID and your initial password.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional 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 pragnyap.pradhan@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Pallavi Mhatre, Senior Manager, at evoting@nsdl.com

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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 info@dcmnvl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@dcmnvl.com. 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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 info@dcmnvl.com. The same will be replied by the company suitably.



Instructions for shareholders to Speak during the General Meeting through OVAM:

- a) Shareholders who would like to speak during the meeting must register their request with the company;
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company;
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

By order of the Board of Directors
For **DCM Nouvelle Limited**

Date: 13.08.2025
Place: New Delhi

Sandeep Kumar Jain
Chief Financial Officer

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

The following Statement sets out all material facts relating to Item No. 4 & 5 mentioned in the accompanying Notice.

ITEM NO. 4

The Board of Directors of the Company, on recommendation of the Audit Committee, at the meeting held on May 16, 2025 has appointed M/s. KG Goyal & Associates, Cost Accountants, Jaipur as Cost Auditors for the Financial Year to end on March 31, 2026 at a remuneration of ₹ 65,000/- (Rupees Sixty-Five Thousand only) plus taxes as may be applicable besides reimbursement of out-of-pocket expenses incurred by them in the conduct of such Audit.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records & Audit), Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors to conduct the Cost Audit for the Financial Year 2025-26.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year to end on March 31, 2026.

The Board of Directors recommends the resolution as set out under item no. 4 of this Notice for the approval of members of the Company as Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

ITEM NO. 5

The Board at its meeting held on May 16, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s Pragnya Pradhan & Associates, Practicing Company Secretaries, a peer reviewed firm as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s Pragnya Pradhan & Associates is a well-known firm of Practicing Company Secretaries based in Delhi. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

M/s Pragnya Pradhan & Associates is focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across various sectors.

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

The proposed fees in connection with the secretarial audit shall be ₹ 30,000 (Rupees Thirty Thousand Only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s Pragnya Pradhan & Associates. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board of Directors recommends the resolution as set out under item no. 5 of this notice for the approval of members of the Company as Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

By order of the Board of Directors
For **DCM Nouvelle Limited**

Date: 13.08.2025

Place: New Delhi

Sandeep Kumar Jain

Chief Financial Officer



Annexure to Items. 2 of the Notice

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Dr. Vinay Bharat Ram
Date of Birth	18.02.1936
Nationality	India
Date of Appointment on the Board	01.10.2019
Qualifications	Ph.D. in Economics
Profile of the Director	Dr. Vinay Bharat Ram is a distinguished Indian entrepreneur, economist, and academic. He holds a Ph.D. in Economics from the University of Delhi and has pursued higher education at the University of Delhi, the University of Michigan (Ann Arbor), and Harvard University. He has an extensive academic background, having taught at several premier institutions, including the Indian Institute of Management Ahmedabad (IIM-A), the Indian Institute of Technology Delhi (IIT-Delhi), and the Faculty of Management Studies (FMS), University of Delhi.
Experience and Expertise in specific functional areas	Dr. Vinay Bharat Ram has well rounded experience with multiple functions exposure purchasing, marketing, plant operations & projects implementation among others. He has end to end experience of all textile operations.
Number of shares held in the Company	Nil
List of the directorships held in other companies*	Nil
Number of Board Meetings attended during the FY 2024-25	5 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)
Chairperson / *Member in the Committees of the Boards of companies in which he is Director*	Nil
Relationships between Directors inter-se	Dr. Vinay Bharat Ram is father of Mr. Hemant Bharat Ram (Managing Director)
Remuneration details (Including Sitting Fees & Commission)	₹ 96 Lacs Per Annum including all allowances.

***Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Company (whether listed or not).**

By order of the Board of Directors
For **DCM Nouvelle Limited**

Date: 13.08.2025
Place: New Delhi

Sandeep Kumar Jain
Chief Financial Officer

Corporate Information

Board of Directors

Dr. Meenakshi Nayar

Chairperson & Independent Director

Mr. Hemant Bharat Ram

Managing Director

Dr. Vinay Bharat Ram

Whole Time Director

Mr. Jitendra Tuli

Non-Executive & Non-Independent Director

Mr. Rakesh Goel

Non-Executive & Non-Independent Director

Mr. Kulbir Singh

Independent Director

Mr. Vivek Chhachhi

Independent Director

Chief Executive Officer

Mr. Vivek Kaushal

Chief Financial Officer

Mr. Sandeep Kumar Jain

Statutory Auditors

**Walker & Chandiok & Co. LLP,
Chartered Accountants**

21st floor, DLF Square, Jacaranda Marg,
DLF Phase II, Gurgaon, Haryana 122002

Internal Auditors

**Gandhi & Associates
Chartered Accountants**

62, Sector- 2, Chandigarh – 160 001

Secretarial Auditors

**Pragnya Pradhan & Associates
Practicing Company Secretary**

46, LGF, Jor Bagh, New Delhi-110003

Bankers

Punjab National Bank

HDFC Bank

Registered Office

407, Vikrant Tower, 04,
Rajendra Place, New Delhi-1100 08, India

Tel: 91 1143678490

CIN: L17309DL2016PLC307204

Email: info@dcmnvl.com

Website: www.dcmnvl.com

A decorative graphic in the bottom-left corner of the page. It features a large orange shape with a white outline, and a smaller blue shape with a white outline, both with rounded corners and organic, flowing edges.

DCM Nouvelle Limited

407, Vikrant Tower, 04, Rajendra Place, New Delhi-110008, India
Tel: 91 1143678490