

September 04, 2024

To,
National Stock Exchange of India Limited
Exchange plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051.
SYMBOL: PRAMARA

Dear Sir / Ma'am,

Sub.: Annual Report – 2024 & Notice of 18th Annual General Meeting.

With reference to the captioned subject, we inform that 18th Annual General Meeting of the Company shall be held on Saturday, September 28, 2024 at 12:30 p.m. 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.

Pursuant to regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Annual Report for the FY 2023-24 and Notice of 18th AGM. The said reports are being sent to the shareholders through e-mail and have been uploaded on the “investor relations” section of the website of the Company www.pramara.com

The “cut-off date” for determining eligibility of shareholders for remote e-voting/e-voting at AGM and for attending AGM is fixed as Saturday, September 21, 2024. The remote e-voting period shall commence from Wednesday, September 25, 2024 at 9.00 a.m. and will end on Friday, September 27, 2024 at 5.00 p.m. The detailed instruction with regard to the remote e-voting/e-voting at AGM and procedure for attending AGM is provided in the notice of AGM which are being sent to shareholders and submitted to stock exchanges.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For Pramara Promotions Limited

Rohit Lamba
Managing Director
DIN: 01796007



Annual Report 2023-24





pramara **A Snapshot**

- A leading Promotional Marketing agency **catering to some of the world's renowned brands** across segments.
- Comprehensive promotional capabilities encompassing **trade and consumer premiums, brand partnerships and Character Licensing**.
- Provides global supply chain solutions that deliver **competitive advantage and cost optimization as an aggregator**.
- **Accredited factories** deliver high precision quality products, utilising latest technologies over a broad spectrum of materials.
- Embracing cost optimisation techniques, driving brand compliance and delivering sustainable innovation **for more than 25 years**.

Our Offerings



Consumer Promotions



Trade Promotions



Cross Promotions



Corporate Gifting



Loyalty & Rewards



Toy Retail



OEM



POSM



Sweepstakes

About the Founder



- 1996 - This was the year that Mr. Rohit Lamba established Pramara, a company renowned for its comprehensive promotional capabilities.
- As the visionary leader, Mr. Lamba brings over two decades of invaluable industry experience.
- A seasoned professional, he has successfully navigated the dynamic landscape of Promotional Marketing for over 25 years.
- Known for strategic acumen, Mr. Lamba has played a pivotal role in steering the company towards sustained growth and global recognition.
- With a proven track record of leading domestic and global teams, he has cultivated strong relationships with clients, fostering trust and ensuring client satisfaction.
- Under the CEO's leadership, the company has expanded its reach, serving diverse clientele across various industries.
- A charismatic and inspiring figure, the CEO continues to guide the company towards a future marked by innovation and continued achievement.

Superior Manufacturing Facilities drive optimal solutions



Quality Proficiency

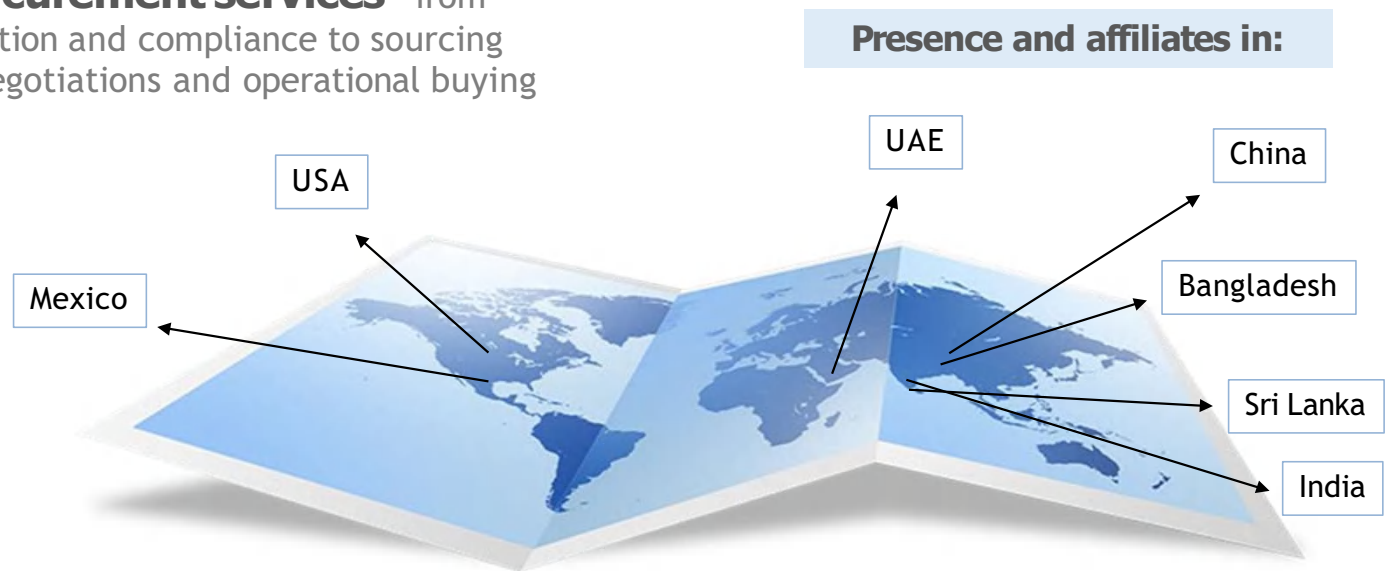
Our quality control systems range from product inspection right down to employee verification. We also conduct license verification of the drivers and other manpower transporting our products.



- **Stringent processes** to ensure suggested ideas meet all quality compliance.
- All facilities **follow International Social Compliance Norms**.
- **Collaboration with only certified factories** to match global standards.
- **Quality personnel stationed at manufacturing bases** to ensure products manufactured are as per agreed specifications and meet all quality compliances.
- A **number of packaging options are created by packaging specialists** to pack the shipment to avoid damages in transit.
- **Transit trials are carried out** to zero-in on the most suitable solution for packaging.
- **Clean Room Packing facilities to ensure that there is no contamination** in the assembling and packing process.
- **Manufacturing, printing and assembling are all done in-house** to ensure quality and consistency.

Pramara's robust **Global Sourcing Syndicate**

- Wide-ranging **local and international procurement capabilities**.
- A world-wide sourcing network **for ready/intermediate products and components/sub-assemblies**, identify appropriate suppliers for brands.
- **Full-range procurement services** - from manufacturer selection and compliance to sourcing with commercial negotiations and operational buying and logistics.
- **Assistance with any compliance issues** and offer advice about new techniques and sustainable products.
- A well-integrated **logistics support**.
- Direct association with **global licensors**.




Who do we Supply to?

Domestic Market

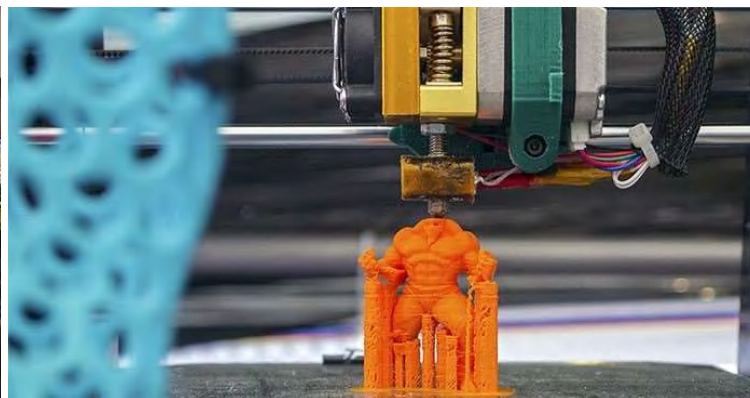


International Market

- | | | |
|---|---|---|
|  Mexico |  Bangladesh |  Japan |
|  Italy |  Germany |  Australia |
|  Holland |  Thailand |  New Zealand |
|  UAE |  Malaysia |  Republic of Korea |
|  USA |  Indonesia |  Saudi Arabia |
|  Sri Lanka |  Vietnam | |

The Pramara Advantage

- Cost-effective options through **strategic sourcing and value-engineering techniques**.
- Locally compliant solutions that **minimise geo-political risks**.
- Timely delivery using our **global sourcing network** and strategically located facilities.
- **Quick Source squad** to manage rush hour orders.
- **Creative cell comprising sketch artists, graphic and product designers** are well experienced in working on global brands.
- Use of Rapid Prototyping Techniques to **reduce design and development time and cost**.
- In-house **3D printers to expedite the prototyping process**, improve upon the final design.



Accolades

- Listed among **India's Top 5 Most Promising Creative Agencies**.
- Awarded by Abbot as **Trustworthy and Valuable Supplier**.
- Endowed with a **Certificate of Appreciation by Unilever**.
- Partnered as a **regional supplier for GSK and Kellogg's** in Asia-Pacific.
- Approved by Kellogg Company as a Level 3 - **Certified Regional Premium Supplier for KAMEA region**.
- Became one of the leading **global suppliers for Mondelez**.
- Received an **award by Organisation of Pharmaceutical Producers of India (OPPI)** for trade activation and gifting for the ShubhLabh Wholesale Engagement Program.
- **Certificate of Appreciation for On-time Delivery** of products from Procter & Gamble.
- Awarded **Best Quality Supplier** for consistently delivering high-quality products to Reckitt Benckiser.

Pramara USPs

- **Manufacturing presence in two of the most cost effective countries** in the world i.e. India and China.
- **In-house quality teams** and systems to ensure suggested ideas meet all quality compliance.
- Collaborate with **only certified audited facilities**.
- Local presence/offices with **strategic vendor tie-ups**.
- Global logistics tie-ups to **manage huge volumes**.
- **In-house creative cell** of highly experienced sketch artists/graphic designers and product designers adopt Rapid Prototyping Techniques to reduce lead time.
- **Value Engineering techniques** help in achieving an optimum balance between function, performance, quality, safety and cost, resulting in maximum value for the project.
- **Experts in kitting concepts** for various distribution channels and end-customers.



Pramara Milestones

1996

- Started operations under the banner "Essel Corporation" - Corporate Gifting.

1997

- Expanded Corporate Gifting to a pan-India level with Pharmaceuticals as the main client base.

2001

- Started strategic sourcing of innovative gifts and premiums from China.

2002

- Bagged the prestigious Cadbury account for supply of promotional merchandise and packaging material.

2003

- Set up a sourcing office in Hong Kong.

2004

- Started participation in International trade fairs in Hong Kong, China and Germany for acquiring international clients through our Hong Kong office.

2005

- Started exports from our Hong Kong office.
- Bagged clients in Holland, Mexico and Italy.

2006

- Renamed Essel Corporation to Essel Marketing & Promotions.

2012

- Created the Gems Surprise Ball and toys for Mondelez International.

2015

- Bagged Kellogg's account - only agency from India to be awarded Asia Pacific supply status for promotional merchandise.
- Got listed among India's Top 5 Most Promising Creative Agencies.

2016

- Started exporting to Kellogg's regions across South East Asia.
- Awarded Pringles project to supply to JP, ANZ, TW, KR, TH, ID, MY, VN, SA.
- Started backward integration by setting up plastic manufacturing in Daman, India.

2017

- Bagged the prestigious Milka Chocolates account for creating promotional merchandise for their launch in China.
- Set up China office.

2019

- Opened a state-of-the-art manufacturing facility in Daman, India.
- Re-branded Essel to Pramara

2020-21

- Forayed into retail Sporting goods by creating a private label with Amazon called TribeYoung.
- Started importing and supplying Paper Sticks.
- Bagged 1st contract for NSDC.

2023

- Bagged 2nd contract for NSDC
- Got IPO status and listing on The National Stock Exchange of India.
- Flagged off Retail Toys manufacturing and supply.
- Won Burger King account for developing Promotional Toys.
- Joined hands with Grani & Partners for developing and retailing Stumble Guys figurines in India.

Innovation in Product Design

Toys



Innovation in Product Design

Toys



Innovation in Product Design

Sippers / Bottles



Innovation in Product Design

Lunch Boxes / Containers



Cereal Milk



Innovation in Product Design

Lunch Boxes / Containers



Innovation in Product Design

Corporate Gifting



Innovation in Product Design

Corporate Gifting



A Sustainable Alternative to single-use plastic



Pramara now **offers market-ready rolled Paper Sticks**, manufactured in our Daman, India factory, that are eco-friendly and made from certified paperboard.

- Production capacity: 5 - 7 crore pieces per month.
- The paper sticks are made of FSC-certified natural wood fiber. They are completely biodegradable, which will cause no damage to our environment.
- Sourced from world renowned paper manufacturers.
- All raw material are in compliance with FDA, BfR and GB standards for direct food contact.
- Certifications/Standards: ISO 8, ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, Sedex-SMETA 4-Pillar, Good Manufacturing Practice (GMP) System, EPR, Bureau of Indian Standards (BIS).
- Pramara performs all production processes in clean rooms. This ensures that the finished products meet the strictest hygienic standard.



Paper Sticks Potential

In 2022, Indian stocks in the paper and paper products manufacturing sector outperformed the overall broader market indices in line with the country's move to phase out several single-use plastics to reduce plastic pollution.

In any industry, the **manufacturers, as well as the customers, have started looking for options that have minimal impact on the environment** and their health.

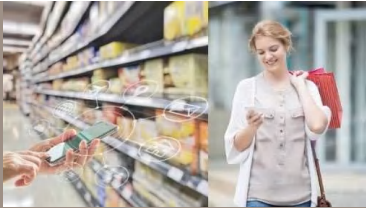
The packaging sector has started to opt for more sustainable options like **paper** to reduce any adverse environmental impact.

Paper packaging is gaining momentum in the food industry.

With the ban on plastic straws, large FMCG and agro-food companies have removed integrated plastic straws from small tetra packs of fruit juices as well as dairy products, and **are shifting to paper-based straws and other alternative, sustainable solutions.**

There is a need to be more paper and less plastic and that the call for **eco-friendly food packaging made from renewable sources is becoming more and more relevant.**

Pramara Verticals



Enhancing brand value, recognition and identities of companies through custom-made **Loyalty & Engagement Programs**. Empower Rewards is equipped with the best tech-tools to deliver end-to-end solutions - from customer engagement programs, smart technology, to redemption and rewards fulfilment.



Pramara recently floated a new label called Toyworks that **develops a variety of themed and novel toys for retail** that are innovative and engaging for kids across age groups.



A private label, **created exclusively for Amazon**, that supplies toys, sporting goods and accessories.



Pramara's Corporate Gifting division specialises in providing **thoughtful and customizable gifting solutions** that leave a lasting impression on clients, partners, and employees alike.



Pramara's Sweepstakes vertical focuses on creating excitement and driving customer participation. We offer comprehensive Sweepstakes **solutions that elevate brand awareness and customer loyalty.**



Corporate Gifting from Pramara



- Pramara **offers an ultimate range of corporate gifts** for employees, clients and associates...be it any sector.
- Our Gifting Catalogue covers categories ranging from **electronics, home utilities, travel, fitness, lifestyle, eco-friendly, employee kits, gift cards** among others.
- Our gifting encompasses almost all the segments of gifting - **right from customization to branding** a product.
- Pramara's **Gifting team assists the client every step of the way** - right from selecting a gift as per budget, to customized packaging and messaging to final delivery.
- A **one-stop solution for all your Corporate Gifting needs.**

Corporate Gifting Potential

Corporate gifting in India is growing at over **200%** per annum.

67% of respondents have a well-defined corporate gifting budget.

Approximately **60%** of individuals want to purchase corporate gifts made in India.

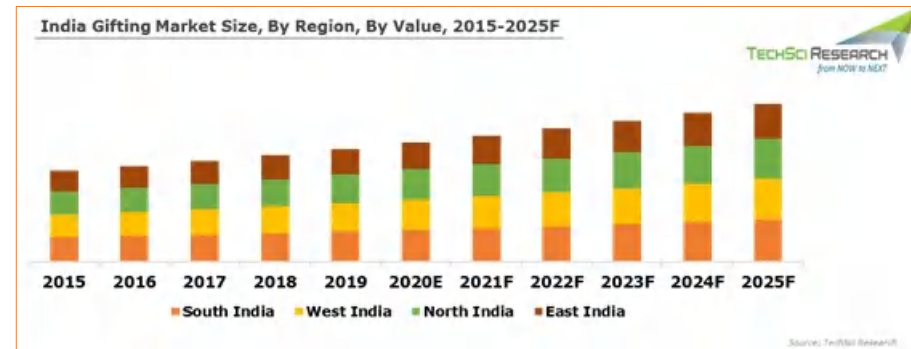
When purchasing corporate gifts, **73%** of individuals believe that originality and packaging are highly significant.

It is estimated that by 2025, the gifting market will generate around **USD 159 million** in revenue.

8 out of 10 individuals **want to buy environmentally-friendly gifts** that send a positive message.

Corporate Gifting records annual growth of over **80%** post-pandemic.

The demand for bundled and **customised gifts rose significantly** in 2022.



Source: OffiNeeds annual report, Researchnxt, BusinessToday, ThinkWithGoogle, Zeebiz, Prnewswire, KPMG, BW Businessworld

Rethinking Retail by powering disruptive innovation

TOY WORKS



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CORPORATE INFORMATION

BOARD OF DIRECTORS

ROHIT NANDKISHORE LAMBA

(Chairman and Managing Director)

SHEETAL ROHIT LAMBA

(Whole-time Director and
Chief Financial Officer)

SANKET LAMBA

(Non-Executive Director)

SUHAIL ABBAS MOTLEKAR

(Independent Director)

DALPAT CHAND MEHTA

(Independent Director)

CHIEF FINANCIAL OFFICER

SHEETAL ROHIT LAMBA

COMPANY SECRETARY

VANITA SURESH PEDNEKAR

STATUTORY AUDITORS

M/s Satya Prakash Natani & Co.**Chartered Accountants****Firm Registration No.****115438W**

Office No. 505, 5th Floor Goyal Trade
Center, Sona Cinema, Shantivan Complex
Colony, Borivali (E) Mumbai-400066

SECRETARIAL AUDITORS

M/s. Prachi Bansal and Associates

Practising Company Secretaries
House No- 837, Sector 28,
Faridabad,121008

INTERNAL AUDITORS

M/s. A.D. Sheth & Associates

Chartered Accountants
702 & 703, B-Wing, Aaradhya Square,
Naidu Colony, Pantnagar, Ghatkopar
East, Mumbai - 400075

REGISTERED OFFICE

PRAMARA PROMOTIONS LIMITED

A 208 Boomerang Equity Business Park
CTS No 4 Etc Chandivali Farm Road
Sakinaka Andheri East, Mumbai-400072,
Maharashtra, India

CIN: U51909MH2006PLC164247**Website:** www.pramara.com**Email:** investor@pramara.com

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre,

Mahakali Caves Road, Andheri (East),
Mumbai, Maharashtra,400093

E-mail id: info@bigshareonline.com**Tel. No:** 022- 62628200

NOTICE

NOTICE is hereby given that 18th Annual General Meeting of the Members of **Pramara Promotions Limited** will be held on Saturday, September 28, 2024 at 12:30 p.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business the venue of the meeting shall be deemed to be the Registered Office of the Company at A 208 Boomerang Equity Bussi Park CTS No 4 Etc Chandivali Farm Road Sakinaka Andheri East, Mumbai-400072, Maharashtra, India.

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To consider re-appointment of Mrs. Sheetal Rohit Lamba (DIN: 01796017), who retires by rotation and being eligible, offers herself for re-appointment.

Explanation: Based on the terms of appointment, Executive Directors and Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mrs. Sheetal Rohit Lamba, Whole-time Director who has been on the Board of the Company and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends her re-appointment.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as **an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sheetal Rohit Lamba (DIN: 01796017), who retires by rotation, be and is hereby re-appointed as a Director.”

SPECIAL BUSINESS:

3. To appoint Mr. Utsav Sumantkumar Bhavsar (DIN: 10121169) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Utsav Sumantkumar Bhavsar (DIN: 10121169), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to September 02, 2029;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Office:
Pramara Promotions Limited
CIN: U51909MH2006PLC164247
A 208 Boomerang Equity Bussi Park
CTS No 4 Etc Chandivali Farm Road
Sakinaka Andheri East, Mumbai-
400072, Maharashtra, India

By Order of the Board of Directors
For Pramara Promotions Limited
Sd/-
Rohit Nandkishore Lamba
Managing Director
DIN: 01796007
Mumbai, September 03, 2024

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and latest being 09/2023 dated September 25, 2023 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 18th Annual General Meeting (“AGM”) of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes of this notice.
2. In line with the aforesaid MCA Circulars and SEBI Circular, the Notice of AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at www.pramara.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE Limited at www.nseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e., www.evotingindia.com.
3. Pursuant to the aforesaid MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Information regarding appointment / re-appointment of directors as per SEBI Regulations and Secretarial Standards is annexed hereto.

6. Shareholders seeking any information with regard to accounts are requested to write to the Company atleast 7 days before the meeting so as to enable the management to keep the information ready.
7. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
8. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
10. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. Process and manner for members opting for voting through electronic means:
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Saturday, September 21, 2024 shall be entitled to avail the facility of remote e-voting or e-voting on the date of the AGM and participating at AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, should treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e., Saturday, September 21, 2024, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Wednesday, September 25, 2024 at 9.00 a.m. and will end on Friday, September 27, 2024 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e., Saturday, September 21, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Saturday, September 21, 2024.
- vii. The Company has appointed CS Vishal Thawani, Practicing Company Secretary (Membership No. ACS: 43938; CP No: 17377, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

12. Process for those members whose email ids are not registered:

- a) For members holding shares in Physical mode- please provide necessary details like Folio No., Name of shareholder by email to investor@pramara.com.
- b) Members holding shares in Demat mode can get their E-mail ID and mobile number registered by contacting their respective Depository Participant.

- c) Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

13. SHAREHOLDERS INSTRUCTIONS FOR E-VOTING:

- i. The voting period begins on Wednesday, September 25, 2024 at 9.00 a.m. and will end on Friday, September 27, 2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 21, 2024. may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

Pursuant to aforesaid SEBI Circular dated December 9, 2020, login method for e-Voting and joining virtual meetings for individual shareholders holding securities in Demat mode, is given below:

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

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

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

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on

which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN of Pramara Promotions Limited on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@pramara.com

(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or write to the Company Secretary. Contact details of Company Secretary are as at the top of notice.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@pramara.com. The members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@pramara.com These queries will be replied to by the company suitably by email.
8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pramara.com and on the website of CDSL i.e. www.evotingindia.com within two working days of conclusion of the 18th Annual General Meeting of the Company and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Regd. Office:
Pramara Promotions Limited
CIN: U51909MH2006PLC164247
A 208 Boomerang Equity Bussi Park
CTS No 4 Etc Chandivali Farm Road
Sakinaka Andheri East, St, Mumbai-
400072, Maharashtra, India

By Order of the Board of Directors
For Pramara Promotions Limited
Sd/-
Rohit Nandkishore Lamba
Managing Director
DIN: 01796007
Mumbai, September 03, 2024

Annexure to Notice**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.****Item No. 3:**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors vide resolution dated September 03, 2024 appointed Mr. Utsav Sumantkumar Bhavsar as an Additional Director and also as an Independent Director, for a term of five years w.e.f September 03, 2024, subject to approval of the members.

Pursuant to the provisions of Section 161 of the Companies Act 2013 (“Act”), he holds office as Director up to the date of the ensuing Annual General Meeting. As required under Section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Mr. Utsav Sumantkumar Bhavsar as a Director.

Mr. Utsav Sumantkumar Bhavsar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and he is independent of the management.

Mr. Utsav Sumantkumar Bhavsar is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The terms and conditions for appointment of Mr. Utsav Sumantkumar Bhavsar as an Independent Director of the Company shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Brief resume and other details of Mr. Utsav Sumantkumar Bhavsar are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Utsav Sumantkumar Bhavsar, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Information regarding re-appointment of Director as per SEBI Regulations and Secretarial Standards:

Sr No	Particulars	Details	Details
1	Name	Mrs. Sheetal Rohit Lamba	Mr. Utsav Sumantkumar Bhavsar
2	DIN	01796017	10121169
3	Date of Birth	28/06/1973	13/08/1993
4	Age	51 Years	31 Years
5	Qualification	She holds a bachelor's degree in commerce from the University of Bombay.	Mr. Utsav Sumantkumar Bhavsar is Qualified Company Secretary, a Law graduate from Gujarat University and has also completed his master from Gujarat University
6	Brief Resume/Experience	Sheetal Lamba is the Whole-Time Director and Chief Financial Officer of our Company. She has been associated with our Company since its incorporation. She holds a bachelor's degree in commerce from the University of Bombay. She has over 15 years of experience in the line of our business of our Company.	He has 4 years working experience and currently working as Whole time Company Secretary.
7	Remuneration last drawn as Director	Rs. 24 Lacs	N.A
8	Remuneration proposed to be paid	As approved by members in the Extra-Ordinary General Meeting held on May 23, 2023	Except sitting fees for attending board meetings, no Remuneration is proposed to be paid.
9	Date of first appointment on the Board	September 01, 2006	September 03, 2024
10	Relationship with other Directors/KMPs	Mrs. Sheetal Lamba, is a Spouse of Mr. Rohit Nandkishore Lamba, Managing Director and Sister-in-law of Mr. Sanket Lamba, Director of the Company	None
11	No. of meetings of the Board of Director attended during the year (FY 2023-24)	11 (Eleven)	N.A.
12	Directorships in other Companies as on date of notice	1. Pramara Finance Solutions Private Limited - Director	1. Kesar India Limited - Independent Director 2. Vishvprabha Ventures Limited – Independent Director
13	Membership/Chairmanship of Committees of other Boards#	Nil	Chairman 1 Member 1
14	No. of Shares held (as on date of this Notice)	5,17,000 – Equity Shares	Nil

15	Names of listed entities, in which he/she also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	Nil
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#Membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee of other Company is considered.

DIRECTORS' REPORT

Dear Shareholders,

Your directors are pleased to present the 18th Annual Report together with the Audited Financial Statements and Auditors' Report thereon for the year ended March 31, 2024.

1. FINANCIAL HIGHLIGHTS:

The summarized financial performance highlights are as mentioned below:

(Rs. In lakhs)

Particulars	Consolidated		Standalone	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue From operations	6,348.27	5,006.28	5,600.86	4,948.60
Other Income	65.50	112.83	65.49	112.83
Total Income	6,413.77	5,119.11	5,666.35	5,061.43
Total Expenditure other than Financial Costs and Depreciation	5,348.10	4,359.57	4,626.29	4,307.43
Total Expenses	5,922.27	4,860.81	5,199.85	4,808.66
Profit / (Loss) for the year before Exceptional Items and Tax	491.51	258.29	466.50	252.77
Add / (Less) Exceptional Items	-	-	-	-
Profit before Extraordinary items and Tax	491.51	258.29	466.50	252.77
Extraordinary Items	-	-	-	-
Profit before Tax	491.51	258.29	466.50	252.77
Tax Expense:	-	-	-	-
Current Tax	90.00	45.00	90.00	45.00
Deferred Tax	6.40	(9.30)	6.40	3.20
Profit for the year	395.11	222.59	370.10	204.56

Notes:

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

2. OPERATIONAL REVIEW:

During the year under review your company has earned total income of Rs. 5,199.85 Lakhs (Previous year Rs. 5,061.43 Lakhs) whereas the consolidated total income stood at Rs. 6,413.77 Lakhs (Previous year Rs. 5,119.11 Lakhs). The Company continues to operate only in one segment i.e. Manufacturing of Plastic products and supply of promotional products.

3. DIVIDEND:

In view of the planned business growth, your directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2024.

4. RESERVES:

The Company has not transferred any amount to the General Reserves. However, a profit of Rs. 370.10 lakhs have been transferred to Reserves & Surplus.

5. INITIAL PUBLIC OFFERING AND STATE OF THE COMPANY'S AFFAIRS:

During the year under review, your company has come up with an Initial Public Offer by fresh issue of 24,24,000 Equity Shares of face value Rs. 10 each at issue price of Rs. 63/- per equity share (including a premium of Rs. 53 per equity share), Consequently 90,35,000 equity shares were listed on NSE Emerge i.e., SME platform of National Stock Exchange of India Limited (NSE) with effect from September 13, 2023.

Further after the closure of financial year, the company has made the following changes in the capital structure of the Company.

1. Increased the Authorised Share Capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore Ten lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakh) divided into 1,25,00,000 (One Crore Twenty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of 15,00,000 (Fifteen Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares of the Company.
2. Allotment of 19,36,168 equity shares at an issue price of Rs. 123.50/- each, including a premium of Rs. 113.50/- each pursuant to the preferential issue on July 05, 2024.
3. Allotment of 6,00,000 Fully Convertible Equity Warrants at an issue price of Rs. 123.50/- each, upon receipt of an amount aggregating to Rs. 1,85,25,000/- at a rate of Rs. 30.875 (being 25% of the issue price per warrant) as warrant subscription price, to the allottees.

Consequently, the Authorized Share Capital of the Company stood at Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs) divided into 1,25,00,000/- (One Crore Twenty-Five Lakh) equity shares of Rs. 10 /- each and the Subscribed and Paid-up Share Capital of the Company stood at Rs. 10,97,11,680/- (Rupees Ten Crore Ninety-Seven Lakh Eleven Thousand Six Hundred Eighty) divided in to 1,09,71,168 (One Crore Nine Lakh Seventy-One Thousand One Hundred Sixty-Eight) equity shares of Rs. 10/- each.

6. SUBSIDIARY/JOINT VENTURE COMPANIES:

As at date of this Report, the Company has one wholly owned subsidiary, namely, Pramara Promotions Pvt Ltd-Hongkong. The company does not have any associate or Joint Venture.

During the year, Essel Marketing Promotions (Shenzhen) Co. Limited, a step-down subsidiary of the Company was liquidated on March 28, 2024, the Board of Directors reviewed the performance of the subsidiary. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company and its subsidiary, which form part of the Annual Report.

7. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part this Directors' Report.

8. CORPORATE GOVERNANCE:

Corporate Governance Report prepared pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Directors' Report.

9. SECRETARIAL STANDARDS:

During the year under review, your Company has complied with the applicable provisions of Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

10. VIGIL MECHANISM:

Your Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. Whistle blower policy of the Company has been uploaded on the website of the Company and can be accessed at www.pramara.com.

11. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION.

Pursuant the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted (1) "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ("Fair Disclosure Code") incorporating a policy for determination of "Legitimate Purposes" as per Regulation 8 and Schedule A to the said regulations and (2) "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" as per Regulation 9 and Schedule B to the said regulations.

12. INSURANCE:

Your Company's assets are adequately insured against all major risks.

13. PUBLIC DEPOSITS:

Your Company has not accepted any Public Deposits as defined under Section 73 of the Companies Act, 2013 and rules framed there under.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT:

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

15. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2013 are not applicable to the Company.

16. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors hereby confirm the following:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed;
- b) The directors have selected such accounting policies and applied consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) The directors have prepared the annual accounts on a going concern basis;
- e) The directors have laid down internal financial controls, which are adequate and operating effectively;
- f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

17. AUDITORS:

Statutory Auditor:

In accordance with the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder M/s Satya Prakash Natani & Co. Chartered Accountants Firm Registration No. 115438W the Statutory Auditors of the company were appointed on September 30, 2022 to hold office for the tenure of 5 years from the conclusion 16th AGM till the conclusion of 21st AGM of the company. The Auditors have further confirmed that they are not disqualified to continue as Statutory Auditors of your Company.

The Auditors' Report does not contain qualification remark and the Notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Cost Auditors:

The Company was not required to maintain cost records as specified under Section 148(1) of the Companies Act, 2013, and hence, no cost auditors have been appointed

Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed M/s. Prachi Bansal and Associates Company Secretary, to undertake the Secretarial Audit of the Company for FY 2023-24. Secretarial Audit Report for FY 2023-24 is enclosed as **Annexure-A** to this report.

The Secretarial Audit Report of your Company contains remarks that the Company had delayed the submission of full set of financial results under Regulation 33 of the SEBI Listing Regulations for which National Stock Exchange of India Limited ("NSE") vide their letter dated April 16, 2024 imposed a fine of Rs. 1,50,000 (Rupees One Lakh Fifty Thousand only) which was paid by the Company and the Company had not submitted the Compliance Certificate from Practising Company Secretary confirming compliance status of the Structured Digital Database as required by the NSE.

Due to recent listing of equity shares of the Company and non-availability of the experienced staff/consultants, the non-compliances were occurred, for which the company has taken corrective steps and has ensured such non-compliances will not occur in future.

Internal Auditors:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014, M/s. A.D Sheth & Associates Chartered Accountants (FRN: 134274W) was appointed by the Board of Directors to conduct internal audit of the Company for the financial year 2023-2024.

18. RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL

Your Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Your Company has adopted proper system of Internal Control and Risk Management to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported quickly.

19. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by any regulator or court or tribunal impacting the going concern status and your Company's operations in future.

20. MEETINGS OF THE BOARD:

The Board met 11 (Eleven) times during the financial year 2023-24. Details of meetings are given in the Corporate Governance Report annexed herewith and forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

21. BOARD EVALUATION:

The Board carried out an annual performance evaluation of its own performance and that of its committees and independent directors as per the formal mechanism for such evaluation adopted by the Board. The performance evaluation of the Chairman, the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors in a Separate Meeting held on March 23, 2024. The exercise of performance evaluation was carried out through a structured evaluation process covering various criteria as recommended by the Nomination and Remuneration Committee. Based on performance of the board as a whole and its committees were proactive, effective and contributing to the goals of the Company.

22. RELATED PARTY TRANSACTIONS:

Pursuant to the provisions of Section 188 of Companies Act, 2013. All the related party transactions entered into during the financial year under review were in ordinary course of business and on an arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Accordingly, information in Form AOC-2 is not annexed.

All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to

the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review and approval on a quarterly basis.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. The details of the transactions with Related Party are provided in the accompanying financial statements.

23. DIRECTORS AND KMP:

Pursuant to Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Sheetal Lamba, Whole-time Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

Mr. Utsav Sumantkumar Bhavsar was, on recommendation of Nomination and Remuneration Committee, appointed by the Board of Directors as an additional director (Independent) under section 161 of the Companies Act, 2013 w.e.f. September 03, 2024 who shall hold office up to the date of ensuing Annual General Meeting. The Company has received a notice as per the provisions of Section 160 of the Companies Act, 2013 from a member proposing his appointment as Director. He is proposed to be appointed as an Independent Director for a period of five years i.e., to hold office up to September 02, 2029. The Board of Directors proposes to regularize his appointment by way of passing special resolution.

The requisite particulars in respect of Director seeking appointment/re-appointment are given in Notice convening the Annual General Meeting.

The details relating to changes in directors and key managerial personnel during the year under review are as under:

- The designation of Mr. Sanket Lamba, Director (DIN: 09744427) was changed from Executive Director to Non-Executive Director w.e.f. April 14, 2023.
- Ms. Pooja Sodhani (DIN: 10093004), Independent Director of the Company of the company has resigned from directorship of the Company w.e.f. April 17, 2023.
- Mr. Dalpat Chand Mehta was appointed by the Board of Directors as an additional director (Independent) under section 161 of the Companies Act, 2013 w.e.f. April 17, 2023 and was subsequently regularised as an Independent Director in the Extra-ordinary General Meeting held on May 23, 2023.
- Mrs. Sheetal Lamba was re-designated as Whole-time Director of the Company, pursuant to the Resolution passed at the Meeting of the Board of Directors of the Company on May 16, 2023.
- Mr. Mohan Bavkar, Company Secretary of the Company has resigned w.e.f. April 14, 2023 and pursuant to the provisions of section 203 of the Companies Act, 2013 and applicable provisions of listing regulations, the Company has appointed Ms. Vanita Pednekar as Company Secretary of the Company w.e.f. April 17, 2023.

- Ms. Vanita Pednekar as Company Secretary of the Company was also appointed as compliance officer of the Company w.e.f. May 16, 2023.

However, after the Closure of Financial Year Mr. Suhail Abbas Motlekar, Independent Director of the company has resigned from directorship of the Company w.e.f. September 03, 2024, due to transition into a different role with the Company.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

Details of policy of appointment and remuneration of directors has been provided in the Corporate Governance Report.

Independent Director Declaration:

Your Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in section 149(6) of the Companies Act, 2013. The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

24. COMMITTEES OF BOARD

With an objective of strengthen the governance standards and to comply with the applicable statutory provisions, the Board has constituted various committees. Details of such Committees constituted by the Board are given in the Corporate Governance Report, which forms part of this Annual Report.

25. REPORTING OF FRAUD:

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

26. PREVENTION OF SEXUAL HARASSMENT:

Your Company has zero tolerance towards sexual harassment at the workplace and have a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. As required under law, an Internal Complaints Committee has been constituted for reporting and conducting inquiry into the complaints made by the victim on the harassments at the work place. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

27. ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2024 is available on the Company's website at www.pramara.com

28. PARTICULARS OF EMPLOYEES:

A statement containing the names and other particulars of employees in accordance with the provisions of section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure-B** to this report.

The information required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of ensuing AGM. Any shareholder interested in obtaining a copy of such statement may write to the Company Secretary at the Registered Office of the Company or e-mail to investor@pramara.com.

29. DISCLOSURE WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars under Section 134(3)(m) of the Companies Act, 2013 with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo, pursuant to the Companies (Accounts) Rules, 2014 are provided in the **Annexure-C** to the Report.

30. GENERAL

The Board of Directors state that no disclosure or reporting is required in respect of the following matters, as there were no transactions or applicability pertaining to these matters during the year under review:

- i) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- ii) Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- iii) Payment of remuneration or commission from any of its subsidiary companies to the Managing Director of the Company.
- iv) Change in the nature of business of the Company
- v) Issue of debentures/bonds/warrants/any other convertible securities.
- vi) Details of any application filed for corporate insolvency under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016.
- vii) Instance of one-time settlement with any Bank or Financial Institution.

31. ACKNOWLEDGMENTS:

Your Company has maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinted efforts of the employees have enabled your Company to remain at the forefront of the industry. Your directors place on records their sincere appreciation for significant contributions made by the employees through their dedication, hard work and commitment towards the success and growth of your Company. Your directors take this opportunity to place on record their sense of gratitude to the Banks, Financial Institutions, Central and State Government departments, their Local Authorities and other agencies working with the Company for their guidance and support.

For, Pramara Promotions Limited

Sd/-
Rohit Nandkishore Lamba
Managing Director
DIN: 01796007

Sd/-
Sheetal Rohit Lamba
Whole Time Director & CFO
DIN: 01796017

Date: September 03, 2024

Place: Mumbai

Annexure A to Director's Report

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

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

To,
The Members,
Pramara Promotions Limited
CIN: U51909MH2006PLC164247
A 208 Boomerang Equity Bussi Park
CTS No 4 Etc Chandivali Farm Road
Sakinaka Andheri East,
Mumbai-400072, India

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Pramara Promotions 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 my opinion thereon.

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, 2024 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 Company for the financial year ended on 31st March, 2024, according to the provisions of:

- (i) The Companies Act, 2013 and the Rules made thereunder
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investments, overseas direct investments, external commercial borrowings; - (Overseas Direct Investments and External Commercial Borrowings are not applicable to the Company during the Audit Period).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations) 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – (Not Applicable to the Company during the Audit Period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021– (Not Applicable to the Company during the Audit Period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; – (Not Applicable to the Company during the Audit Period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – (Not Applicable to the Company during the Audit Period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – (Not Applicable to the Company during the Audit Period)
- (vi) The other laws as are applicable specifically to the Company are compiled as per representation made by the management of company during the audit period.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made there under.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to filing of certain e-forms with additional fees.

We further report that, during the audit period:

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 audit period were carried out in compliance with the provisions of the Companies Act, 2013 and Listing Regulations.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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, during the period under review:

- a. The Company had made an Initial Public Offering (IPO) by fresh issue of 24,24,000 Equity Share of face value Rs. 10 each at issue price of Rs. 63/- per equity share, Accordingly equity shares were listed on EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”), with effect from September 13, 2023.

Consequently, the Authorized Share Capital of the Company stood at Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs) divided into 1,25,00,000/- (One Crore Twenty-Five Lakh) equity shares of Rs. 10 /- each and the Subscribed and Paid-up Share Capital of the Company stood at Rs. 10,97,11,680/- (Rupees Ten Crore Ninety-Seven Lakh Eleven Thousand Six Hundred Eighty Only) divided in to 1,09,71,168 (One Crore Nine Lakh Seventy-One Thousand One Hundred Sixty-Eight Only) equity shares of Rs. 10/- each.

- b. Company had delayed the submission of full set of financial results under Regulation 33 of the SEBI Listing Regulations for which National Stock Exchange of India Limited (“NSE”) vide their letter dated April 16, 2024 imposed a fine of Rs. 1,50,000 (Rupees One Lakh Fifty Thousand only) which was paid by the Company.
- c. The Company had not submitted the Compliance Certificate from Practising Company Secretary confirming compliance status of the Structured Digital Database as required by the NSE.

For, Prachi Bansal & Associates

Sd/-

Prachi Bansal

Proprietor

M. No. A43355; CP No. 23670

UDIN: A043355F001123665

Date: September 03, 2024

Place: Faridabad

“ANNEXURE-A”

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 that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures and compliances done are on test basis.
6. The secretarial audit report 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.
7. We have relied on Management Representation Letter provided by the Company before issuing this Report to the Company.

For, Prachi Bansal & Associates

Sd/-

Prachi Bansal

Proprietor

M. No. A43355; **CP No.** 23670

UDIN: A043355F001123665

Date: September 03, 2024

Place: Faridabad

Annexure B to Director's Report

PARTICULARS OF EMPLOYEES

(Pursuant to rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2023-24.

Sr No	Name of Directors/KMP	% increase/ decrease in remuneration in FY 23-24	Ratio of remuneration of each Director to median of remuneration of employees for FY 23-24
1	Mr. Rohit Nandkishore Lamba Chairman & Managing Director	0%	9.13
2	Mrs. Sheetal Rohit Lamba Whole-Time Director & Chief Financial Officer	N.A.*	6.09
3	Mr. Sanket Lamba Non-executive Director	N.A.	N.A.
4	Mr. Suhail Abbas Motlekar Independent Director	N.A.	N.A.
5	Mr. Dalpat Chand Mehta Independent Director (w.e.f. April 17, 2023)	N.A.	N.A.
6	Ms. Vanita Suresh Pednekar Company Secretary (w.e.f. April 17, 2023)	N.A.	0.70

*Mrs. Sheetal Rohit Lamba has not been paid any remuneration in the previous financial year i.e. 2022-23 so, the figures are not comparable and hence N.A. is mentioned.

2. In the Financial Year, there was decrease of 30.20% in the median remuneration of employees.

3. There were 97 permanent employees on the role of Company as on March 31, 2024.

4. There was decrease of 33.28% in average percentage in the salaries of employees other than the managerial personnel in the last financial year i.e., 2023-24, whereas there was no change in average percentage in the managerial remuneration for the same financial year. Decrease in average percentage in the salaries of employees other than the managerial personnel in the last financial year i.e., 2023-24 is due to realignment of remuneration. The criteria for remuneration of managerial personnel are based on the remuneration policy as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors and as per industry benchmarks.

5. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

Annexure C to Director's Report

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

Information as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out hereunder.

A. CONSERVATION OF ENERGY

(i) The steps taken or impact on conservation of energy:

Energy conservation continues to be the key focus area of your Company. The Company is making continuous effort for energy conservation. Effective measures have been taken to monitor consumption of energy during the process of manufacture. Continuous monitoring and awareness amongst employees have helped to avoid wastage of energy. The Company has continued taking following steps for conservation of energy during FY 2023-24:

- Replacing all the conventional lights with new LED lights to save electricity and environment.
- Celebration of Energy conservation day and affixing of posters throughout the premises for awareness of energy conservation

(ii) Steps taken by the Company for utilizing alternate sources of energy:

- We use Integrate automation wherever possible to enhance warehouse efficiency. Automated systems can include conveyor belts, robotics, barcode scanners, and automated picking systems. By reducing manual handling and automating repetitive tasks, which can increase throughput, reduce errors, and minimize the time spent on each process. Additionally, standardize warehouse processes to ensure consistency and facilitate employee training.

(iii) Capital Investments on energy conservation equipment:

Your Company is not highly power intensive industry and power is the basic requirements of manufacturing process. In order to reduce the cost of energy, your company is exploring alternate options. Reduction in cost of energy will lead to reduction in cost of production. Your Company has not made any major capital investment on energy conservation equipment's during the year 2023-24 however, your Company has planned for investing into more efficient manufacturing equipment and optimizing the existing process to decrease the time-cycle of manufacturing to save energy, time and money.

B. TECHNOLOGY ABSORPTION**(i) Efforts made towards technology absorption:**

- Automate business processes to reduce manual work and faster response.
- Strengthen security posture to rebuild trust with customers.
- We maintain a culture of security awareness throughout the organization.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

With integrated manufacturing facilities, in-house research, product design development and laboratory testing facilities, we are able to manage the entire value chain from the sourcing of raw materials to the manufacturing, assembling, packing and delivery of the finished products to our customers. This enables us to operate effectively and manage our costs more efficiently.

(iii) Information regarding imported technology:

The Company has not imported any technology during the year under review.

(iv) The expenditure incurred on research and development:

- Your Company believe that R&D is critical in maintaining competitive edge. R&D team of your company comprises of product designers who are professionally qualified and experienced members. R&D team also supports production department, quality assurance department and regulatory affair department to standardize, control the critical process parameters to meet the highest standards of quality.
- Your Company has invested an amount of Rs. 10.46 lacs on the Research & Development

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars of earning and expenditure in foreign exchange during the year are given as follows:

	(Rs. in lakhs)	
Particulars	2023-24	2022-23
EARNINGS & OUTGO		
a. Foreign Exchange inward	-	-
b. Foreign Exchange outgo	557.53	643.51

Annexure to Director's Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We are engaged in the business of ideation, conceptualization, designing and manufacturing and marketing of promotional products and gift items for our clients across sectors, such as FMCG, QSR, pharma, beverage companies non-alcoholic and alcoholic, cosmetic, telecom, media and others. We help our clients in promoting their products and services to their customers and we believe that we play a vital role in their brand promotion and sales. We are one of the few players in the promotional marketing merchandise sector, offering a wide range of innovative promotional products and merchandise to help businesses promote their brand and increase sales.

GLOBAL ECONOMIC OVERVIEW

The global toys market reached a value of US\$ 156.5 Billion in 2021. Looking forward, the publisher expects the market to reach a value of US\$ 249.6 Billion by 2027 exhibiting a CAGR of 7.50% during 2022-2027. Keeping in mind the uncertainties of COVID-19, we are continuously tracking and evaluating the direct as well as the indirect influence of the pandemic. These insights are included in the report as a major market contributor.

Toys are playthings used to foster learning and growth in infants and children at an early stage of their development. They also boost the intelligence quotient (IQ), increase motor development, improve concentration and creativity, and promote the personality and communication skills. They are generally made using wood, metal, textiles, polyethylene, polypropylene, ethylene-vinyl acetate (EVA), styrene-derived polymers, and technical plastics like polyamide, polycarbonate, or polymethyl methacrylate. Nowadays, leading players are introducing innovative toys manufactured using biodegradable polymers like plasticized polyvinyl chloride (PVC). They are also offering hi-tech electronic toys through online distribution channels.

INDIAN ECONOMIC OVERVIEW

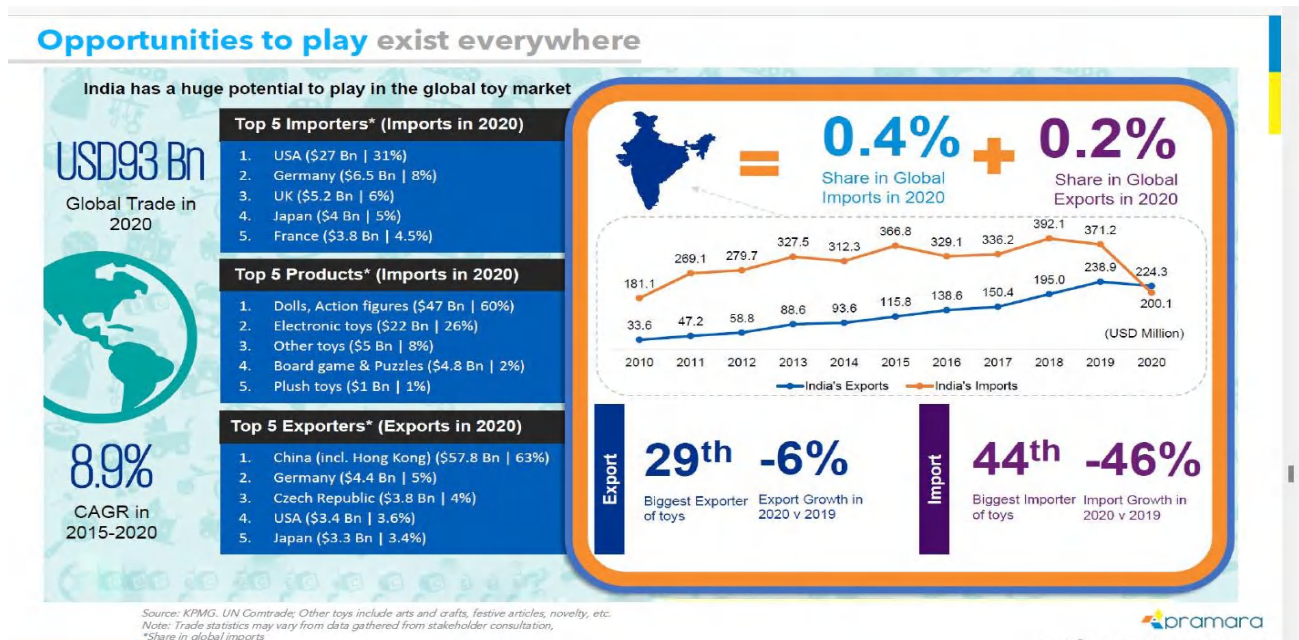
The Indian toys market size reached US\$ 1.5 Billion in 2022. Looking forward, IMARC Group expects the market to reach US\$ 3.0 Billion by 2028, exhibiting a growth rate (CAGR) of 12.2% during 2023-2028. The key factors in deriving the growth is the growing demand for educational toys to enhance experimental learning experiences among the children, along with the advent of innovative electronic digital toys, is primarily driving the Indian toys market.

India's toy manufacturing industry is quite fragmented, consisting of over 4,000 toy manufacturing units located in states such as Uttar Pradesh, Maharashtra, Karnataka, and Tamil Nadu. MSMEs manufacturing toys are spread all over the country; around 88% of the total manufacturing units are based in the northern and western regions. Toy categories such as dolls; soft toys for pre-schoolers, babies and infants; and board games are growing, driven by the Government of India's push for indigenisation. The toy manufacturing industry is labour-intensive; thus, expanding the manufacturing base by setting up new toy clusters would drive job creation.

The Indian toy industry manufactures a wide variety of toys which can be broadly classified into two categories based on their application and purpose – educational and recreational. Educational toys include toys and games made from plastics and cardboard. On the other hand, recreational toys mainly include electronic (remotely control-based, video games), battery-operated, plastic, soft and mechanical pull-back toys. Of these, battery operated and electronic toys, and video games are only imported and not manufactured locally. All other types of toys are manufactured in India as well as imported.

Industry Overview

- As one of the most powerful and effective marketing tools available, promotional merchandise is the silver bullet you’ve been looking for to create a buzz around your products.
- The global Promotional Items market is estimated to be 86 billion USD in 2022. APAC is estimated to have a market size of \$18Billion. The Indian toys market size reached US\$ 1.5 Billion in 2022 and is expected to reach US\$ 3.0 Billion by 2028.
- One of the most important growth drivers is the increase in value-added services like design inputs, relevant market inputs and value engineering.
- Rise in the demand for retail brand products being used as promotional merchandise since it deeply resonates with the younger target audience.



Business strategy and future plans for the growth and expansion of our businesses over the next 4 –5 years:

❖ We plan to expand our production facilities

Our Production facility located in Daman, India currently has 2 Clean rooms for assembly of Toys, Gifts and Premiums, We plan to upgrade our facilities in by increasing the number of cleanrooms for assembling and packaging of our products and by installing additional manufacturing equipment to upgrade our production facility to meet all International standards.

❖ We intend to continue our focus on product development

We are committed to producing Innovative products that meet both the strict requirements of the Promotional merchandise and Retail Toys market and also the varying specifications of our customers. We intend to continue to focus on research and development and product development to ensure that our products meet the evolving and stringent requirements of the Promotional and Toys industry.

We plan to expand the range of our products to include more Eco-Friendly Material use options which will help create Innovative Products and help the environment.

We intend to expand our range of packaging materials Options to better support our customers in various industries.

❖ We plan to enhance our production processes

We plan to invest in more advanced technology to enhance our production process. Through upgrading our existing production, laboratory-testing and research and development facilities, we believe that we would be able to keep abreast of industry trends and meet the evolving demands of our customers.

We plan to invest in information technology and management information systems to better manage our manufacturing processes and to improve the procurement of raw materials and the utilisation of resources for our business.

❖ We intend to penetrate new industries, expand sales network and enhance brand awareness**a. Expansion into other industries**

We plan to strengthen our market position by building relationships with existing customers in the Gifts and Promotions and Toys Industry through joint efforts in product development, participating in exhibitions around the Globe and publishing advertisements in trade publications.

We plan to become OEM suppliers to large Toys Brands that are looking to source from India as an alternate to China. We will penetrate the Indian market for supply of our Paper Sticks and Straw range.

We intend to expand our reach through the online marketing space through our association with “Amazon India” with whom we have jointly created a Private Label called “Tribe young” that focusses on offering Innovative Toys and Sporting Goods and Accessories. Currently our focus is on these 2 categories and the plan is to expand more product categories over the next 2 years.

Grow our existing government empanelment with NSDC and expand supplies into additional government supply campaigns namely “Anganwadi kits” that cater to schools across the country for supply of pre-school toys and stationery kits.

We plan to expand our market in the Loyalty and Rewards domain where we currently devise and manage closed loop Programs custom built to suit the demands of our clients Sales and Distribution network through our in house built proprietary software.

b. Geographical expansion

We currently have international sales offices in Hong Kong and China. We intend to penetrate new geographical markets by expanding our presence in USA, Europe and South America China by setting up offices close to potential customers in these places.

Global expansion and Make in India initiative:

In line with our commitment to global expansion, Pramara capitalizes on India's competitive advantage as a low-cost sourcing hub to attract clients from diverse markets, including Europe and North America. Our strategic presence in India and China enables us to cater to clients from two of the world's largest manufacturing hubs, offering unparalleled flexibility and scalability. As advocates of the "Make in India" initiative, we are dedicated to showcasing India's manufacturing prowess on the global stage, fostering economic growth and job creation.

S.W.O.T. Analysis

1. Strengths:

Extensive Experience and Reputation: Pramara boasts over two decades of experience in the promotional marketing industry, serving as a trusted partner to some of the world's largest multinational corporations. This extensive experience and proven track record make it easier for Pramara to acquire new clients, particularly large multinational corporations, who value reliability and successful past campaigns.

Global Outreach and Strategic Partnerships: Pramara's global footprint extends across regions such as North America, Europe, Asia-Pacific, the Middle East, and Africa, facilitated by strategic partnerships and an established network of suppliers and clients. This expansive reach not only strengthens Pramara's market position but also presents opportunities for further growth and expansion into new markets.

Fully Integrated Manufacturing Setup: Pramara's investment in a fully integrated manufacturing facility in Daman, India, spanning 40,000 square feet, underscores its commitment to quality and efficiency. This setup enables Pramara to produce a wide range of promotional products, including toys and plastic items, in-house, ensuring greater control over production timelines, quality standards, and cost efficiencies.

ISO Certifications and Quality Assurance: Pramara's adherence to international quality standards, including ISO 9001:2015, GMP, CTPAT, Sedex4-Pillar, and BIS certifications, underscores its commitment to quality assurance and compliance. These certifications not only enhance Pramara's credibility as an Indian manufacturer but also instill confidence in clients regarding product quality and safety standards.

2. Weaknesses:

Long Production and Working Capital Cycles: Pramara's production and working capital cycles are relatively long, posing challenges in managing cash flow and meeting immediate funding requirements. This dependence on working capital can sometimes restrict business agility and hinder rapid response to market demands or new opportunities.

Dependency on Client Approval Processes: Acquiring new clients, particularly large multinational corporations, often involves lengthy approval processes and audits. This dependency on client approvals can slow down client acquisition timelines and limit Pramara's ability to quickly onboard new clients or projects.

Volatility in Raw Material Costs: Fluctuations in the prices of raw materials, particularly PP and other plastic grades, can impact Pramara's production costs and profit margins. This volatility necessitates proactive risk management strategies to mitigate the impact on the company's financial performance.

3. Opportunities:

Leveraging Lower Manufacturing Costs in India: As India emerges as a favored sourcing destination due to lower manufacturing costs and geopolitical factors, Pramara can capitalize on this trend to attract new clients seeking alternatives to Chinese suppliers. With its fully integrated manufacturing setup and adherence to international quality standards, Pramara is well-positioned to expand its client base and penetrate new global markets.

Expansion into New Product Categories and Markets: Pramara can explore opportunities to diversify its product portfolio and target new market segments beyond its current offerings. By leveraging its manufacturing capabilities and industry expertise, Pramara can introduce innovative products and services tailored to emerging consumer trends and market demands.

Strengthening Strategic Partnerships and Alliances: Building upon its existing strategic partnerships and alliances, Pramara can seek to forge new collaborations with industry stakeholders, technology providers, and distribution channels. These partnerships can facilitate market expansion, product innovation, and access to new customer segments, thereby driving growth and competitiveness.

4. Threats:

Intense Competition and Market Saturation: The promotional marketing industry is highly competitive, with numerous players vying for market share and client contracts. Pramara faces the risk of losing market share to competitors offering similar products and services, particularly in saturated markets or during economic downturns.

Evolving Regulatory Landscape: Changes in regulatory requirements, both domestically and internationally, pose compliance challenges and potential operational disruptions for Pramara. Adapting to evolving regulatory standards, such as environmental regulations or product safety requirements, requires continuous monitoring and investment in compliance measures.

Geopolitical Risks and Trade Uncertainties: Geopolitical tensions, trade disputes, and regulatory changes can disrupt global supply chains and trade flows, affecting Pramara's sourcing strategies, production costs, and market access. Navigating these uncertainties requires flexibility, contingency planning, and diversified sourcing strategies to mitigate potential risks and ensure business continuity.

Cautionary Statement

Investors are cautioned that this discussion contains forward-looking statements that involve risks and uncertainties. When used in this discussion, words like 'will,' 'shall,' 'anticipate,' 'believe,' 'estimate,' 'intend,' and 'expect' and other similar expressions as they relate to the Company or its business, are intended to identify such forward-looking statements. The Company undertakes no obligations to publicly update or revise any forward-looking statements, whether due to new information, future events or otherwise. Accordingly, actual results, performances or achievements could differ materially from those expressed or implied in such statements. Readers are cautioned not to place undue reliance on the forward-looking statements as they speak only as of their dates.

CORPORATE GOVERNANCE REPORT

(The Directors present detailed report on Corporate Governance for the financial year ended March 31, 2024, as per Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.)

1. PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company believes that good corporate governance practices enable the Board to direct and control the affairs of the Company in an efficient manner. At the same time, it also provides transparency in all its day-to-day management and administration of the business and affairs of the company. Timely information to investors, creditors, institutions, bankers, general public in proper manner also provide them with an opportunity to take right decision on investment in the company whether by way of equity or by debt instrument or even by financing or by making business transactions.

The Company implements and practices the principles of Corporate Governance based on fairness, transparency, integrity, honesty and accountability consistently being followed in all its business practices and dealings. The Company is committed to observe good governance by focusing on adequate & timely disclosures, transparent & robust accounting policies, strong & independent Board and endeavours to maximize shareholder's benefit.

Keeping the above in mind, your Company is fully committed to conduct its affairs in a fair and transparent manner and to enhance shareholders value while complying with the applicable Rules and Regulations.

2. BOARD OF DIRECTORS

a. Composition and Category

The Company's Board of Directors as on Financial Year ended March 31, 2024 comprises of 5 Directors out of which 1 is Managing Director, 1 is Whole Time Director, 1 is Non-Executive Non-Independent Director and 2 are Non-Executive Independent Directors. The Chairman of the Company is Managing Director. All the Directors have certified that they are not members of more than 10 (Ten) Committees and do not act as Chairman of more than 5 (Five) Committees across all the Companies in which they are Directors.

The Composition of Board of Directors as on 31st March, 2024 is as follows:

Name of Director	Category	Total No. of Other Directorship**	Details of Committees#	
			Chairman	Member
Mr. Rohit Lamba	Managing Director	-	-	-
Mrs. Sheetal Lamba	Whole Time Director	-	-	-
Mr. Sanket Lamba	Non-Executive Director	-	-	2
Mr. Suhail Motlekar	Independent Director	-	-	2
Mr. Dalpat Chand Mehta	Independent Director	-	2	-

Except as mentioned below, as on the date of this Annual Return, none of the directors and KMPs are related to each other as per section 2 (77) of the Companies Act, 2013.

Mr. Rohit Lamba and Mrs. Sheetal Lamba are related to each other as Husband and Wife.

Mr. Rohit Lamba is Brother of Mr. Sanket Lamba.

Mr. Sanket Lamba and Mrs. Sheetal Lamba are related to each other as Brother-in-law and Sister-in-law.

**Excludes Private Limited Companies, Foreign Companies and Section 8 Companies.

#Includes only Audit Committee and Stakeholders' Relationship Committee of all Companies.

Board Meetings and Procedure:

The internal guidelines for Board/Committee meetings facilitate the decision-making process at the meetings of the Board/Committees in an informed and efficient manner.

Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings.

Agenda papers and Notes on Agenda are circulated to the Directors, in advance, in the defined Agenda format. All material information is being circulated along with Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. In order to transact some urgent business, which may come up after circulation agenda papers, the same is placed before the Board by way of Table agenda or Chairman's agenda. Frequent and detailed deliberation on the agenda provides the strategic road-map for the future growth of the Company.

Minimum 4 (four) Board meetings are held every year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. The meetings are usually held at the Company's Registered Office at A 208 Boomerang Equity Bussi Park Cts No 4 Etc Chandivali Farm Road Sakinaka Andheri East, Mumbai-400072, Maharashtra, India.

The required information as enumerated in Part A of Schedule II to SEBI Listing Regulations is made available to the Board of Directors for discussions and consideration at Board Meetings.

The important decisions taken at the Board/Committee meetings are communicated to departments concerned promptly. Action taken report on the decisions taken at the meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting by the Board/Committee.

During the Financial Year 2023-24, the Board of Directors of your Company met 11 (Eleven) times which were held on 14-04-2023, 17-04-2023, 18-04-2023, 16-05-2023, 02-06-2023, 16-08-2023, 28-08-2023, 08-09-2023, 09-11-2023, 22-02-2024 and 23-03-2024. The details of attendance of each Director at Board Meetings held in the Financial Year and the last Annual General Meeting are as under:

Dates and Attendance of all Director at Board Meeting	Name of Directors					
	Rohit Lamba	Sheetal Lamba	Sanket Lamba	Suhail Motlekar	Dalpat Chand Mehta	Pooja Sodhani
14-04-2023	Yes	Yes	Yes	Yes	N.A.	Yes
17-04-2023	Yes	Yes	Yes	Yes	N.A.	Yes
18-04-2023	Yes	Yes	Yes	Yes	No	N.A.
16-05-2023	Yes	Yes	Yes	Yes	Yes	N.A.
02-06-2023	Yes	Yes	Yes	Yes	Yes	N.A.
16-08-2023	Yes	Yes	Yes	Yes	Yes	N.A.
28-08-2023	Yes	Yes	Yes	Yes	Yes	N.A.
08-09-2023	Yes	Yes	Yes	Yes	Yes	N.A.
09-11-2023	Yes	Yes	Yes	Yes	Yes	N.A.
22-02-2024	Yes	Yes	Yes	Yes	Yes	N.A.
23-03-2024	Yes	Yes	Yes	Yes	Yes	N.A.
Total No. of Board Meetings Attended	11	11	11	11	8	2
Attendance at the last AGM held on 30th September, 2023	Yes	Yes	Yes	Yes	Yes	N.A.
Attendance at the last EGM held on 18th April, 2023	Yes	Yes	Yes	Yes	No	N.A.
Attendance at the last EGM held on 23rd May, 2023	Yes	Yes	Yes	Yes	Yes	N.A.

During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of clause 10(j) of Schedule V of the SEBI Listing Regulations.

Confirmation as regards independence of Independent Directors

It is confirmed that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management.

Code of Conduct for Board & Senior Management Personnel

Your Company has adopted a Code of Conduct for Board Members & Senior Management Personnel and the declaration from the Managing Director, stating that all the Directors and the Senior Management Personnel of your Company have affirmed compliance with the Code of Conduct has been included in this Report.

The Code has been posted on your Company's website at www.pramara.com

Profile of Directors seeking appointment / re-appointment:

The brief profile and other information of the director's seeking appointment / re-appointment is provided in the notice convening the Annual General Meeting.

Detailed reasons for the resignation of an independent director.

During the year under review, Ms. Pooja Sodhani, Independent Director of the Company, has tendered her resignation as an independent director of the Company w.e.f April 17, 2024 due to pre-occupation she has further confirmed that there is no other reason for resignation except as mentioned.

Meeting of Independent Directors

During the year, a meeting of Independent Directors was held on March 23, 2024 to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of the flow of information between the management and the Board. Mr. Dalpat Chand Mehta, Chairman of the Meeting presented the views of the Independent Directors on matter relating to Board processes and overall affairs of the Company to the full Board. All the Independent Directors were present in the meeting.

Familiarization programs for Independent Directors

The Board familiarization program comprises of the following:-

- Induction program for new Independent Directors;
- Presentation on business and functional issues
- Updating of business, branding, corporate governance, regulatory developments and investor relations matters

All new Independent Directors are taken through a detailed induction and familiarization program when they join the Board of your Company. The induction program is an exhaustive one that covers the history and culture of your company, background of the Company and its growth over the decades, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions.

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company by providing various presentations at Board/ Committee meetings from time to time. These presentations provide a good understanding of the business to the Independent Directors which covers various functions of the Company and also an opportunity for the Board to interact with the next level of management. There are opportunities for Independent Directors to interact amongst themselves.

Apart from the above, the Directors are also given an update on the environmental and social impact of the business, branding, corporate governance, regulatory developments and investor relations matters.

The details of the Familiarization programmes can be accessed on the website on the Company www.pramara.com

Disclosure of relationships between directors inter-se

Following relationships exist between directors –

Director	Other Director	Relation
Rohit Lamba	Sheetal Lamba	Spouse
	Sanket Lamba	Brother
Sheetal Lamba	Rohit Lamba	Spouse
	Sanket Lamba	Brother-in-law
Sanket Lamba	Rohit Lamba	Brother
	Sheetal Lamba	Sister-in-law

None of the Independent Directors are related to each other or with any other executive directors.

3. BOARD COMMITTEES

During the Financial Year under review, the Board had following Committee –

- a) Audit Committee
- b) Stakeholders Relationship Committee
- c) Nomination and Remuneration Committee

The Board decides the term of reference of these committees and assignment of its Members thereof.

A) Audit Committee

Composition, meetings and attendance

The Audit Committee of your Company has been constituted as per the requirements of Section 177 of the Companies Act, 2013 and SEBI Listing Regulations. The Chairman of the Audit Committee is an Independent Director and two-thirds of the members of the Audit Committee are Independent Directors. During the Financial Year 2023-24, the Committee met 9 (Nine) times on 18-04-2023, 16-05-2023, 02-06-2023, 16-08-2023, 28-08-2023, 08-09-2023, 09-11-2023, 22-02-2024 and 23-03-2024.

The composition of the Audit Committee as on 31st March, 2024 and the attendance of the members in the meetings held during the Financial Year 2023-24 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. Dalpat Chand Mehta	Chairman	9
Mr. Sanket Lamba	Member	9
Mr. Suhail Motlekar	Member	9

The Company Secretary of the Company acted as the Secretary to the Committee.

Terms of Reference:

The broad terms of reference of the Audit Committee include the following as has been mandated in Section 177 of Companies Act, 2013 and SEBI Listing Regulations:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence, performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors any significant findings and follow up there on.

15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
18. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
20. To review the functioning of the whistle blower mechanism;
21. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
22. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
23. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
24. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances / investments existing as on the date of coming into force of this provision.
25. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
26. To investigate any other matters referred to by the Board of Directors;
27. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and/or is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial information and results of operations;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

- f. Statement of deviations:
- i. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - ii. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

B) Stakeholders Relationship Committee

Composition, meetings and attendance

The Stakeholders' Relationship Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act, 2013 and SEBI Listing Regulations. The Chairman of the Committee is an Independent Director. During the Financial Year 2023-24, the Committee met 4 (Four) times on 16-05-2023, 08-09-2023, 09-11-2023 and 23-03-2024.

The composition of the Stakeholder's Relationship Committee as on 31st March, 2024 and the attendance of the members in the meetings held during the Financial Year 2023-24 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. Dalpat Chand Mehta	Chairman	4
Mr. Sanket Lamba	Member	4
Mr. Suhail Motlekar	Member	4

The Company Secretary of the Company acted as the Secretary to the Committee.

Terms of Reference

1. Redressal of shareholders' and investors' complaints, including and in respect of:

a) Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or when the space at back for recording transfers have been fully utilized.

b) Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

c) Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.

2. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measure of improving the system of redressal of Shareholders' /Investors' grievances.
3. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
4. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
5. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
6. Allotment and listing of shares;
7. Review of measures taken for effective exercise of voting rights by shareholders.
8. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
9. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholder of the company.
10. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
11. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
12. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

C) Nomination and Remuneration Committee

Composition

The Nomination and Remuneration Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act, 2013 and SEBI Listing Regulations. The Chairman of the Committee is an Independent Director.

During the Financial Year 2023-24, the Committee met 3 (Three) times on 18-04-2023, 16-05-2023 and 23-03-2024.

The composition of the Nomination and Remuneration Committee as on 31st March, 2024 and the attendance of the members in the meetings held during the Financial Year 2023-24 are as follows:

Name of Member	Designation	No. of meetings attended
Mr. Dalpat Chand Mehta	Chairman	3
Mr. Sanket Lamba	Member	3
Mr. Suhail Motlekar	Member	3

The Company Secretary of the Company acted as the Secretary to the Committee

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee includes the matters specified under Regulation 19 of SEBI Listing Regulations, 2015 as well as Section 178 of the Companies Act, 2013.

Role of committee shall, inter-alia, include the following:

1. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
2. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
3. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
4. Formulation of criteria for evaluation of independent directors and the Board;
 5. Devising a policy on Board diversity; and

6. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors
7. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
8. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose
9. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors
10. Decide the amount of Commission payable to the Whole Time Directors;
 - Review and suggest revision of the total remuneration package of the Executive Directors keeping in view that performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
 - To formulate and administer the Employee Stock Option Scheme.
11. recommend to the board, all remuneration, in whatever form, payable to senior management.

Remuneration Policy:

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavours to attract, retain, develop and motivate the high-caliber executives and to incentivise them to develop and implement the Companies Strategy, thereby enhancing the business value and maintain a high-performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

The Remuneration policy is also placed on the website of the Company can be accessed at www.pramara.com

Salient features of the policy on remuneration of executive and non-executive directors are as under:

Executive Directors:

The Board of Directors in consultation with the Nomination and Remuneration Committee decides on the remuneration payable to the Managing Director/Whole-Time Director. The total remuneration to the Managing Director and Whole-Time Director comprises fixed component consisting of salary and perquisites in accordance with Company's policy.

Non-Executive Directors:

There were no pecuniary relationship or transactions of the non-executive director's vis a vis the Company. Non-Executive Independent Directors are paid sitting fees for attending the Board Meetings.

Details of remuneration and sitting fees paid or provided to all the directors during the year ended March 31, 2024 are as under:

Name of Director	(Rs. In Lacs)			
	Salary & Perquisites	Sitting Fees	Commission	Total
Mr. Rohit Nandkishore Lamba	36.00	-	-	36.00
Mrs. Sheetal Rohit Lamba	24.00	-	-	24.00
Mr. Sanket Lamba	-	-	-	-
Mr. Suhail Abbas Motlekar	-	-	-	-
Mr. Dalpat Chand Mehta	-	-	-	-

Notes:

(i) There were no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis Company other than payment of sitting fees for the purpose of attending meetings of the Company.

(ii) The Managing Director and Whole-time Director are being paid remuneration as approved by the shareholders of the Company.

(iii) None of the Directors of the Company has been granted any Stock Options during the year.

The Shareholding of Directors as on March 31, 2024 is as under:

Sr. No.	Name of Director	Shareholding	Percentage
1	Mr. Rohit Nandkishore Lamba	57,27,325	63.39
2	Mrs. Sheetal Rohit Lamba	5,17,000	5.72
3	Mr. Sanket Lamba	550	0.01

Performance Evaluation Criteria

The Board has carried out an annual evaluation of its own performance and that of its committees, Chairman and individual directors. The criteria for performance evaluation of the Board included aspects like Board composition and quality, Board meeting and procedure, information and functioning, strategic plans and policies etc. The criteria for performance evaluation of committees of the Board included aspects like composition of committees, functions and duties, committee meeting and procedures, management

relation etc. The criteria for performance evaluation of the Chairman included his role, managing relationship and leadership. The criteria for performance evaluation of individual directors included participation and contribution in the Board/Committee meetings, managing relationship, knowledge & skills etc.

The performance of non-independent directors was reviewed in the separate meeting of Independent Directors. The performance evaluation of the Board and the individual directors was evaluated by the Board seeking inputs from all the Directors. The performance of the committees was evaluated by the Board seeking inputs from the committee members.

4. GENERAL BODY MEETINGS

Details of Annual General Meetings held during the last three financial years

For the Financial Year	Date of AGM	Time	Venue
2022-23	30.09.2023	11.30 a.m.	Registered office of the Company
2021-22	30.09.2022	11.30 a.m.	Registered office of the Company
2020-21	31.03.2022	11.30 a.m.	Registered office of the Company

During the previous year under review, no resolutions were proposed and passed through Postal ballot. None of the business items proposed required approval through postal ballot as per the provisions of the Companies Act and rules framed there under.

Details of special resolutions passed in Previous Three AGMs.

Financial Year	Particulars of Special Resolution Passed
2022-23	Nil
2021-22	Nil
2020-21	Nil

Extra-Ordinary General Meeting held during the FY 2023-24:

Details of Extra-Ordinary General Meeting held during the financial year 2023-24.

In the Financial Year	Date of EGM	Time	Venue
2023-24	18-04-2023	11.00 A.M	A 208 Boomerang Equity Bussi Park Cts No 4 Etc Chandivali Farm Road Sakinaka Andheri East, Mumbai-400072, Maharashtra, India.
	23-05-2023	04.00 P.M	A 208 Boomerang Equity Bussi Park Cts No 4 Etc Chandivali Farm Road Sakinaka Andheri East, Mumbai-400072, Maharashtra, India.

5. MEANS OF COMMUNICATION

- a. All Half-year / Annual Financial Results are immediately sent to stock exchanges after being taken on record by the Board.
- b. The Company's website www.pramara.com contains a separate dedicated section named "Investors" where information for shareholders is available.

6. OTHER DISCLOSURES

A. Disclosure on materially significant related party transactions

There were some related party transactions during the Financial Year 2023-24 and the same do not have potential conflict with the interest of the Company at large.

Suitable disclosure as required has been made in the notes to the Financial Statement. A policy on related party transactions has been formulated and put up on the website of the Company.

B. Details of non-compliance with regard to capital market.

Your Company had delayed the submission of full set of financial results under Regulation 33 of the SEBI Listing Regulations for which National Stock Exchange of India Limited ("NSE") vide their letter dated April 16, 2024 imposed a fine of Rs. 1,50,000 (Rupees One Lakh Fifty Thousand only) which was paid by the Company.

Your Company had not submitted the Compliance Certificate from Practising Company Secretary confirming compliance status of the Structured Digital Database as required by the NSE.

C. Disclosure of accounting treatment

There is no deviation in following the treatments prescribed in any Accounting Standard in preparation of financial statements for the year 2023-24.

D. Board disclosures – Risk Management

The Board members of the Company are regularly appraised about the risk assessment and minimization procedures adopted by the Company. The Audit Committee of the Board is also regularly informed about the business risks and the steps taken to mitigate the same. The implementation of the risk assessment and minimization procedures is an ongoing process and the Board members are periodically informed of the status.

E. Whistle Blower Policy / Vigil Mechanism

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may also report to the Chairman of the Audit Committee.

During the year under review, no employee was denied access to the Audit Committee.

Whistle blower policy of the Company has been uploaded on the website of the Company.

F. Details of compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with all mandatory requirements and has not adopted non-mandatory requirements.

G. Policies of the Company and Code of Conduct

Various policies and code of conduct of the Company are available on its website.

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

H. Certification from Company Secretary in practice:

The Company has obtained certificate from CS Prachi Bansal, Practising Company Secretary confirming that none of the Directors of the Company is debarred or disqualified by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such authority from being appointed or continuing as Director of the Company and the same is also attached to this Report.

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

The details of total fees for all services paid by the Company, on a consolidated basis to the Statutory Auditors and all the entities in the network firm/network entity of which the statutory auditor is a part, for the financial year 2023-24 are as follows:

Sr. No	Name of Statutory Auditors	Nature of Services	Fees Paid
1	M/s Satya Prakash Natani & Co. Chartered Accountants	Statutory and IPO Audit along with certifications and other fees	Rs. 9.47 Lacs

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

Your Company has zero tolerance towards sexual harassment at the workplace and have a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. As required under law, an Internal Complaints Committee has been

constituted for reporting and conducting inquiry into the complaints made by the victim on the harassments at the work place.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

K. List of core skills / expertise /competencies identified in the context of the business.

The Board continues to identify an appropriate mix of diversity and skills for introducing different perspectives into Board for better anticipating the risks and opportunities in building a long-term sustainable business.

The below table summarizes the key qualifications, skills and attributes which are taken into consideration while nominating to serve on the Board.

Business Strategies	Experience of crafting Successful Business Strategies an understanding the changing regulatory requirements
Financial & Accounting Expertise	Proficiency in financial accounting and reporting, corporate finance and internal controls, corporate funding and associated risks
Governance, Risk and Compliance	Knowledge and experience of best practices in governance structures, policies and processes including establishing risk and legal compliance frameworks, identifying and monitoring key risks.
Innovative	A strong understanding of innovation and technology, and the development and implementation of initiatives to enhance production
Diversity	Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective

The below table specifies area of focus or expertise of individual Board Member:

Directors	Area of Skill/Expertise				
	Business Strategies	Finance & Accounting Expertise	Governance, Risk & Compliance	Innovative	Diversity
Mr. Rohit Lamba	√	√	√	√	√
Mrs. Sheetal Lamba	√	-	√	√	√
Mr. Sanket Lamba	-	√	√	-	√
Mr. Suhail Motlekar	-	√	√	√	-
Mr. Dalpat Mehta	√	√	√	-	√

Independent Directors confirmation by the Board.

All the Independent Directors have confirmed that they meet the criteria of independence as laid down under Regulation 16(1) (b) of the SEBI (LODR) Regulations and Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, the independent directors fulfil the conditions of independence specified 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (LODR) Regulations and they are also Independent of the Management.

7. GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting (Proposed): 18th Annual General Meeting

Day and date: Saturday, September 28, 2024

Time: 12:30 p.m.

Venue: Through Video Conferencing / Other Audio Visual Means

b. Financial Year (2023-24)

For accounting and financial reporting purpose, Company follows Financial Year which starts from 1st April each year and ends on 31st March of every succeeding year.

c. Board Meetings approval of Results

The Half-Year Financial Results for the financial year 2023-24 will be taken on record by the Board of Directors as per the following tentative schedule (subject to change, if any):

Half-year ending 30th September 2024 : October / November 2024

Half-year ending 31st March 2025 : April / May 2025

d. Listing on Stock exchange

The company's Equity shares are listed on National Stock Exchange of India Limited (SME Platform) on 13 September, 2023. The Company has paid the Annual Listing Fee to the Stock Exchange.

e. Stock Code

ISIN for Equity Shares held in Demat form with NSDL and CDSL is **INE007A01017**

NSE Symbol is: **PRAMARA**

g. Market Price Data

Month	Low	High
September 2023	89.50	122.35
October 2023	78.10	97.00
November 2023	78.00	114.00
December 2023	83.20	110.00
January 2024	87.95	159.95
February 2024	101.30	133.00
March 2024	82.25	119.40

h. Registrar and Share Transfer Agent

Name: Bigshare Services Pvt. Ltd.

Address: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093

E-mail id : info@bigshareonline.com

Tel. No : 022- 62628200

i. Share Transfer System

The Shares of Company are compulsorily traded in dematerialized form. Shares received in Physical Form are processed within a period of 15 days from the date of lodgement subject to documents being valid and complete in all respects. The request for dematerialization of Shares are also processed by the R&T agent within stipulated period and uploaded with the concerned Depositories. In terms of SEBI Listing Regulation, Company Secretary in Practice examines the records and processes of Share transfers and issues yearly Certificate which is sent to the Stock Exchanges.

j. Category wise Summary of Holders / Holdings as on 31st March, 2024:

Sr. No.	Category of Shareholders.	No. of Shares held	% of total Shares
1.	Promoters, Directors, Relatives and Associates.	63,07,375	69.81
2.	Indian Public	20,59,625	22.79
3.	Banks, Financial Institutions & Insurance Companies/ Mutual Funds	-	-
4.	NRI's / Overseas Body Corporate	52,000	0.58
5.	Bodies Corporate	4,02,000	4.45
6.	NBFC Registered with RBI	-	-
7.	Trusts	-	-
8.	Clearing Members (NSDL+CDSL)	46,000	0.51
9.	Any Other (HUF)	1,68,000	1.86
	Total	90,35,000	100.00

k. Dematerialization of Shares & Liquidity

On March 31st, 2024, no shares of Company were held in physical form. The Promoters & Promoters-group shareholding was also fully dematerialized. The aggregate dematerialized shareholding of the Company stood at 100%. Brief position of Company's dematerialized shares is given below:

S. No.	Description	Shares	% holding
1	NSDL	10,65,625	11.80
2	CDSL	79,69,375	88.20
3	PHYSICAL	-	-
	Total	90,35,000	100

1. **Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity**

As on 31st March, 2024, the Company did not have any outstanding GDRs/ADRs/Warrants or any Convertible instruments.

However, after the closure of financial year the Company has issued 6,00,000 convertible warrants on July 05, 2024. Each of the Warrant, so allotted, is convertible into or exchangeable for one fully paid-up equity share of face value of Rs. 10/- each of the Company in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

m. **Credit Rating**

During the year under review, your company has not obtained any credit rating for any instrument, programme or any scheme.

n. **Dividend:**

In view of the planned business growth, your directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2024.

o. **Address for Correspondence**

In case any problem or query shareholders can contact at:

Ms. Vanita Suresh Pednekar

Company Secretary & Compliance Officer
A 208 Boomerang Chandivali Farm Road
Sakinaka Andheri East, Mumbai-400072
Maharashtra, India
Email: investor@pramara.com

In case of finance and accounts related queries contact at:

Mrs. Sheetal Rohit Lamba

Whole-time Director and Chief financial Officer
A 208 Boomerang Chandivali Farm Road
Sakinaka Andheri East, Mumbai-400072
Maharashtra, India
Email: investor@pramara.com

Shareholders may also contact Company's Registrar & Share Transfer Agent at:

Bigshare Services Private Limited.

Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093
Phone : 91-22-6263 8200
Fax : 91-22-6263 8299
Email : investor@bigshareonline.com

8. MD/ CEO/ CFO CERTIFICATION

As required under Regulation 17 (8) of the SEBI Listing Regulations, 2015, the CEO and the CFO certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for the financial year ended was placed before the Board.

9. Compliance with Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.

Although your Company is SME listed company on National Stock Exchange of India Limited and compliance with the corporate governance as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015 are not applicable to the listed entity which has listed its specified securities on the SME Exchange, your Company has complied with most of the provisions of the above mentioned regulations of SEBI (LODR) Regulations, 2015 to maintain the effective Corporate Governance in the Company.

For Pramara Promotions Limited**Sd/-****Rohit Lamba****Managing Director****DIN: 01796007****Date:** September 03, 2024**Place:** Mumbai**Sd/-****Sheetal Lamba****Whole-time Director and CFO****DIN: 01796017**

MD / CFO CERTIFICATION
(Under regulation 17(8) of SEBI (LODR) Regulations, 2015)

To,
The Board of Directors,
Pramara Promotions Limited

In compliance with Regulation 17(8) read with Schedule II Part B of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby certify that:

A. We have reviewed the Audited Financial Statements for Pramara Promotions Limited for the year ended 31st March, 2024 and to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transaction entered into by the listed entity during the year ended 31st March, 2024 which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control system of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee:

(i) that there are no significant changes in internal control over financial reporting during the half year and year ended;

(ii) that there are no significant changes in accounting policies during the half year and year ended; and hence there are no disclosures to be made regarding the same in the notes to the financial results;

(iii) that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sd/- Rohit Lamba Managing Director DIN: 01796007	Sd/- Sheetal Lamba Whole-time Director and Chief Financial Officer PAN: ABHPL8333K
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Date: May 30, 2024

Place: Mumbai

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY

*[Regulation 34(3) read with Schedule V (Part D) of the
SEBI (LODR) Regulations, 2015]*

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm that, all the Directors and the Senior Management Personnel of the Company have confirmed compliance with their respective Codes of Conduct, as applicable to them, for the financial year ended March 31, 2024.

For Pramara Promotions Limited**Sd/-****Rohit Lamba**

Managing Director

DIN: 01796007**Sd/-****Sheetal Lamba**

Whole-time Director and Chief Financial Officer

DIN: 01796017**Date:** September 03, 2024**Place:** Mumbai

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
 The Members of
Pramara Promotions Limited
Add: A 208 Boomerang Equity Bussi Park
 Cts No 4 Etc Chandivali Farm Road Sakinaka
 Andheri East, Mumbai- 400072,
 Maharashtra, India.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Pramara Promotions Limited (CIN: U51909MH2006PLC164247) and having registered office at A 208 Boomerang Equity Bussi Park Cts No 4 Etc Chandivali Farm Road Sakinaka Andheri East, Mumbai-400072, Maharashtra, India, (hereinafter referred to as “the Company”), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub Clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my 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 me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Rohit Nandkishore Lamba	01796007	01/09/2006
2.	Mrs. Sheetal Rohit Lamba	01796017	01/09/2006
3.	Mr. Sanket Lamba	09744427	30/09/2022
4.	Mr. Suhail Abbas Motlekar	10090523	29/03/2023
5	Mr. Dalpat Chand Mehta	10131490	17/04/2023

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 my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

For, Prachi Bansal & Associates

Sd/-

Prachi Bansal

Proprietor

M. No. A43355; **CP No.** 23670

UDIN: A043355F001123271

Date: September 03, 2024

Place: Faridabad

Independent Auditor's Report

**To
The Members of
Pramara Promotions Limited,**

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Pramara Promotions Limited ("The Company), which comprise the balance sheet as at March 31, 2024, the statement of Profit and Loss, Statement of Changes in Equity, the Cash flow statement for the year then ended and notes to the financial statements including a summary of significant accounting policies and other explanatory information (herein after referred to as "Financial Statement").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements given the information required by the Companies Act, 2013, in the manner so required and give a true and fair view in conformity with the accounting Standard prescribed under section 133 of the Act read with Companies (Accounting Standards) Rule 2021 and other accounting principles generally accepted in India, of the state of affairs as at March 31, 2024, The profits/ loss, Changes in Equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) as 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 Company in accordance with' Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the financial Statement and Auditor Report thereon

The Company's Board of Directors is responsible for the preparation other information. The other information comprises the information included in the Board Report of the company, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, Changes in Equity and cash flows in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so

would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March 2023, none of the directors are disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164 (2) of the act
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has does not have any pending litigations as on 31st March 2024 on its financial position in its Financial Statements.
 - ii. The Company did not have any long-term contracts for which there were any material foreseeable losses.
 - iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
 - iv. The Company has not declared or paid any dividend during the year.
 - v. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,

- i. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- ii. No funds have been received by the company from any person(s) or entity (ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, 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.
- iii. Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- vi. Pursuant to Rule 3 (1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of edit log i.e. recording of audit trail facility made applicable from April 01, 2023 to the company which are companies incorporated in India & accordingly, reporting under rule 11(g) of Companies (Audit & Auditors) Rules, 2014 is applicable for the Financials year ended March 31, 2024.

The company has used such 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 transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

- vii. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For Satyaprakash Natani and Co.
Chartered Accountants
Firm's Registration Number: 115438W

Sd/-
CA Satyaprakash Natani
Partner
MRN: 048091
UDIN: 24048091BKAPVX3951

Place: Mumbai
Date: 30-05-2024

Annexure A to Independent Auditors' Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of Pramara Promotions Limited ("the Company") on the Standalone financial statements as of and for the year ended March 31, 2024

i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(b) The Company has a program of physical verification of Property, Plant and Equipment designed to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) Based on our examination of the copy of registered sale deed/transfer deed/conveyance deed provided to us and online records of State authority, we report that, the title in respect of all immovable properties, disclosed in the Financial Statements included under Property, Plant and Equipment and investment property are held in the name of the Company as at the Balance sheet date. Title deed of these properties have been mortgaged with the banker.

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

(e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

ii. (a) The management has conducted Physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such Physical verification.

(b) According to the information and explanations given to us and the records of the Company examined by us, the Company has been sanctioned working capital limits during the year.

v. The company has not made any investment, granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f), of the said Order are not applicable to the company.

vi. The company has not granted any loans or made any investments or provided any guarantees or security to its director or any other person, in whom director is interested under Section 185 and 186. Therefore, the provisions of Clause (iv) of the said Order are not applicable to the company.

- vii. The company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Therefore, the provisions of Clause (v) of the said Order are not applicable to the company.
- viii. According to the information and explanations given to us, the company is not required to maintain cost records. Therefore, the provisions of Clause (vi) of the said Order are not applicable to the company.
- vii. (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is regular in depositing the undisputed statutory dues, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and service tax and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the company examined by us, there are no dues referred in sub-clause (a) which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us and the records of the company examined by us, there is no income surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account
- ix. (a) According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender as at the balance sheet date.
- (b) According to the information and explanations given to us and based on our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the company examined by us and the information and explanations given to us, the company has obtained term loans.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. (a) The company has raised any money by way of initial public offer or further public offer (Including debt instruments) during the year.

(b) The company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under Clause 3(x)(b) of the Order are not applicable to the company.

xi. (a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the company, report under section 143(12) of the Act, in Form ADT-4 was not required to be filed. Accordingly, the reporting under Clause 3(xi)(b) of the Order are not applicable to the company.

(c) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received by the company during the year. Accordingly, the reporting under Clause (xi)(c) of the Order is not applicable to the company.

xii. As the company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause (xii) of the Order are not applicable to the company.

xiii. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management and disclosed in the financial statement, The company is in compliance with section 177 and 188 of Companies Act 2013 wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion and based on our examination & according to the information and explanation given to us, the company's Internal audit system is commensurate with the size of the company.

xv. The company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the company.

xvi. (a) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause (xvi)(a) of the Order are not applicable to the company.

(b) The company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause (xvi)(b) of the Order is not applicable to the company.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause (xvi)(c) of the Order is not applicable to the company.

(d) Based on the information and explanations provided by the management of the company, the Group does not have any CICs other than the Company. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

xvii. The company has not incurred cash losses in the financial year and in the immediately preceding financial Year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly reporting under Clause (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 ratio ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, As per our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

xx. Based on the examination of records of the company and information and explanations given to us the CSR is not applicable to the company Accordingly, the reporting under Clause (xx)(a) and (xx)(b) of the Order is not applicable to the company.

xxi. The reporting under Clause (xxi) of the Order is not applicable in respect of audit of Financial Statement of company. Accordingly, no comment in respect of the said clause has been included in this report.

**For Satya Prakash Natani & co
Chartered Accountants**

FRN: 115438W

Sd/-

Satya Prakash Natani

Partner

MRN: 048091

Date: 30-05-2024

UDIN: 24048091BKAPVX3951

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of **Pramara Promotions Limited ("the Company")** on the financial statements as of and for the year ended March 31, 2024)

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

We have audited the internal financial controls over financial reporting of **Pramara Promotions Limited ("the Company")**, as of March 31, 2024, in conjunction with our audit of the financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statement of **Pramara Promotions Limited** and such internal financial controls over financial reporting with reference to financial statement of **Pramara Promotions Limited** were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Satya Prakash Natani & Co
Chartered Accountants
FRN: 115438W

Sd/-

Satya Prakash Natani
Partner

Membership Number: 048091

Place: Mumbai

Date: 30-05-2024

UDIN: 24048091BKAPVX3951

PRAMARA PROMOTIONS LTD CIN : U51909MH2006PLC164247 Balance Sheet as at 31st March, 2024			
Particulars	Note No	31st March 2024 (Amount in Rs.)	31st March 2023 (Amount in Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share capital	2	9,03,50,000	6,61,10,000
(b) Surplus	3	22,93,90,232	7,79,40,229
(2) Non-current liabilities			
(a) Long-term borrowings	4	13,11,98,643	14,17,68,025
(b) Deferred Tax Liability		3,57,291	-
(3) Current liabilities			
(a) Short Term Borrowings	5	20,57,16,488	19,13,09,663
(b) Trade payables	6		
(A) total outstanding dues of micro enterprises and small enterprises; and		48,88,808	75,49,384
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		1,77,05,655	8,30,18,339
(c) Other current liabilities	7	81,03,961	2,33,54,652
(d) Short-term provisions	8	1,12,67,725	19,75,753
Total		69,89,78,804	59,30,26,046
II. Assets			
(1) Non-current assets			
(a) Property, plant and equipment and Intangible assets			
(i) Property, plant and equipment	9	7,47,93,811	6,48,24,283
(ii) Capital work-in-progress		-	1,26,26,598
(b) Non-current investments	10	56,00,635	56,00,635
(c) Deferred Tax Assets (net)	11	-	2,82,777
(d) Long term loans and advances		-	-
(2) Current assets			
(a) Current Investments	12	-	10,64,469
(b) Inventories	13	28,44,24,348	26,18,04,617
(c) Trade receivables	14	18,64,80,076	15,74,25,077
(d) Cash and cash equivalents	15	3,42,01,753	3,46,66,542
(e) Short-term loans and advances	16	11,34,78,182	5,47,31,047
Total		69,89,78,804	59,30,26,046
Significant accounting policies & Notes to accounts	1 26-42		
Notes referred to above form an integral part of the Financial Statements.			
As per our report of even date For Satya Prakash Natani & Co. Chartered Accountants ICAI F.R.No. 115438W		For & On Behalf of the Board of Directors	
		Rohit Lamba Chairman & Managing Director DIN-01796007	
Satyaprakash Natani (Partner) M.No.: 048091 Date:- 30.05.2024 Place:- Mumbai		Sheetal Lamba Director and CFO DIN-01796017	
		Sanket Lamba Director DIN 09744427	
		Vanita Pednekar Company Secretary	

PRAMARA PROMOTIONS LTD CIN : U51909MH2006PLC164247			
Statement of Profit and Loss for the Year Ended 31st March, 2024			
Particulars	Note No.	2023-24 (Amount in Rs.)	2022-23 (Amount in Rs.)
Revenue from operations	17	56,00,86,177	49,48,60,110
Other income	18	65,48,859	1,12,82,586
Total Income		56,66,35,036	50,61,42,696
<i>Expenses:</i>			
Purchases	19	39,93,45,483	39,78,36,351
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(2,26,19,731)	(3,51,75,196)
Employee benefit expense	21	3,82,32,598	3,04,93,887
Financial costs	22	4,93,81,057	3,97,82,049
Depreciation and amortisation cost	23	79,75,397	1,03,41,101
Other expenses	24	4,76,70,384	3,75,87,937
Total expenses		51,99,85,187	48,08,66,130
Profit before Exceptional Item and Tax		4,66,49,849	2,52,76,566
Exceptional Item		-	-
Profit before Exceptional Item and Tax		4,66,49,849	2,52,76,566
Tax expense:			
(1) Current tax		90,00,000	45,00,000
(2) Deferred tax	11	6,40,068	3,20,162
(3) (Excess) / Less Provision for earlier years		-	-
Profit for the period		3,70,09,781	2,04,56,404
Profit for the period		3,70,09,781	2,04,56,404
Earning per equity share:	25		
Face value per equity shares Rs.10/- fully paid up.			
(1) Basic		4.10	3.09
(2) Diluted		4.10	3.09
Notes referred to above form an integral part of the Financial Statements.			
As per our report of even date For Satya Prakash Natani & Co. Chartered Accountants ICAI F.R.No. 115438W		For & On Behalf of the Board of Directors	
		Rohit Lamba Chairman & Managing Director DIN-01796007	
Satyaprakash Natani (Partner) M.No.: 048091 Date:- 30.05.2024 Place:- Mumbai		Sheetal Lamba Director and CFO DIN-01796017	
		Sanket Lamba Director DIN 09744427	
		Vanita Pednekar Company Secretary	

PRAMARA PROMOTIONS LTD		
CIN : U51909MH2006PLC164247		
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	4,66,49,849	2,52,76,566
Adjustments for:		
Depreciation and amortisation expense	79,75,397	1,03,41,101
Interest and other income on investments	(65,48,859)	(20,30,430)
Other borrowing cost	5,37,029	3,35,288
Interest expenses	4,88,44,028	3,94,46,761
Deferred tax	(6,40,068)	
Provision of Tax	(90,00,000)	(45,00,000)
Operating profit / (loss) before working capital changes	8,78,17,375	6,88,69,286
Changes in working capital:		
Increase / (Decrease) in trade payable	(6,79,73,261)	(3,02,04,316)
Increase / (Decrease) in short term borrowing	1,44,06,825	3,37,63,942
Increase / (Decrease) in provisions	92,91,972	16,58,100
Increase / (Decrease) in deferred tax liabilities	(6,40,068)	
Increase / (Decrease) in other current liabilities	(1,52,50,691)	(1,78,73,974)
(Increase) / Decrease in other current assets	10,64,469	
(Increase) / Decrease in short term loan and advances	(5,87,47,134)	27,60,425
(Increase) / Decrease in trade receivables	(2,90,54,998)	3,52,02,743
(Increase) / Decrease in inventories	(2,26,19,731)	(3,51,75,196)
	(16,95,22,617)	(98,68,277)
CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	(8,17,05,242)	5,90,01,009
Less: Taxes paid	(93,56,518)	(24,46,758)
NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	(9,10,61,760)	5,65,54,251
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase)/Sale of tangible / intangible assets	53,18,327	3,75,000
Investment in fixed deposits	-	-
bank interest received	65,48,859	20,30,430
Dividend received	-	-
NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES	1,18,67,187	24,05,430
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest expenses	(4,93,81,057)	(3,97,82,049)
Funds borrowed	(1,05,69,382)	(1,41,20,184)
Dividend paid	-	-
Issue of Equity Shares	13,86,80,222	-
NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES	7,87,29,783	(5,39,02,233)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(4,64,790)	50,57,447
Cash and Cash equivalents at beginning period (Refer Note 14)	3,46,66,542	2,96,09,095
Cash and Cash equivalents at end of period (Refer Note 14)	3,42,01,753	3,46,66,542
D. Cash and Cash equivalents comprise of		
Cash on hand	35,58,402	30,61,162
Balances with banks		
In current accounts	3,06,43,351	3,16,05,380
Total	3,42,01,753	3,46,66,542
This Cash Flow Statement has been prepared as per "Indirect Method" as prescribed by Accounting Standard -3 (revised) "Cash Flow Statements"		
As per our report of even date For Satya Prakash Natani & Co. Chartered Accountants ICAI F.R.No. 115438W		As per our report of even date For & On Behalf of the Board
		Rohit Lamba Chairman & Managing Director DIN-01796007
Satyaprakash Natani (Partner) M.No.: 048091 Date:- 30.05.2024 Place:- Mumbai		Sheetal Lamba Director and CFO DIN- 01796017
		Sanket Lamba Director DIN 09744427
		Vanita Pednekar Company Secretary

PRAMARA PROMOTIONS LTD			
CIN : U51909MH2006PLC164247			
Notes Forming Part of Statement of Profit & Loss			
Note 17 : Revenue from operations			
Sr. No.	Particulars	2023-24	2022-23
1	Sales of products <i>(refer sub note 17.1)</i> Sales are net of Goods & Service Tax (GST)	56,00,86,177	49,48,60,110
Total		56,00,86,177	49,48,60,110
17.1 Sale of products			
Sr. No.	Particulars	2023-24	2022-23
1	Sales - Local Sales	55,73,56,618	48,92,14,610
2	Sales - Export sales	-	-
3	Sale of Services	27,29,559	56,45,500
Total		56,00,86,177	49,48,60,110
Note 18 : Other income			
Sr. No.	Particulars	2023-24	2022-23
1	Interest Income	65,48,859	20,30,430
2	Other Income	-	27,64,136
3	Sale of Services	-	64,88,020
Total		65,48,859	1,12,82,586
18.1 Interest Income			
Sr. No.	Particulars	2023-24	2022-23
1	Interest from Banks	15,69,314	12,28,184
2	Interest from Others	49,79,546	8,02,246
Total		65,48,859	20,30,430
18.2 Other Income			
Sr. No.	Particulars	2023-24	2022-23
1	Statutory Dues refund received	-	-
2	Liabilities no longer Payable written back	-	27,64,136
Total		-	27,64,136
Note 19 : Purchase of Stock-in-Trade			
Sr. No.	Particulars	2023-24	2022-23
1	Purchase of Stock-in-Trade	39,93,45,483	39,78,36,351
Total		39,93,45,483	39,78,36,351
Note 20 : Change in inventories			
Sr. No.	Particulars	2023-24	2022-23
1	Change in inventories of Stock in Trade Opening stock Closing stock	26,18,04,617 28,44,24,348	22,66,29,421 26,18,04,617
Total		(2,26,19,731)	(3,51,75,196)
Note 21 : Employment benefit expenses			
Sr. No.	Particulars	2023-24	2022-23
1	Directors Remuneration	60,00,000	36,00,000
2	Salary and Wages	2,92,30,887	2,40,04,085
3	Contribution to PF & ESIC	11,63,687	5,24,716
4	Incentives to employees	18,38,024	23,65,086
Total		3,82,32,598	3,04,93,887
20.3 Employment provident fund			
Sr. No.	Particulars	2023-24	2022-23
1	Contribution to PF & ESIC	11,63,687	5,24,716
Total		11,63,687	5,24,716

20.4 Incentives to employees			
Sr. No.	Particulars	2023-24	2022-23
1	Staff Welfare	11,26,879	19,23,987
2	Gratuity Exp	-	-
3	Conveyance	5,39,209	3,12,217
4	Bonus	1,71,936	1,28,882
	Total	18,38,024	23,65,086
Note 22 : Financial cost			
Sr. No.	Particulars	2023-24	2022-23
1	Bank Charges	5,37,029	3,35,288
2	Bank Interest	4,48,31,819	3,93,12,646
3	Interest on other loan	36,35,063	-
4	Other Interest	3,77,146	1,34,115
	Total	4,93,81,057	3,97,82,049
Note 23 : Depreciation and amortised cost			
Sr. No.	Particulars	2023-24	2022-23
1	Depreciation Exp	79,75,397	1,03,41,101
	Total	79,75,397	1,03,41,101
Note 24 : Other expenses			
Sr. No.	Particulars	2023-24	2022-23
1	Repairs & Maintenance	53,12,677	19,40,451
2	Insurance Premium	9,25,164	9,11,672
3	Rent, rates & taxes	72,94,256	67,71,294
4	Miscellaneous Expenses	3,38,82,498	2,77,14,521
5	Auditor's Remuneration	2,55,788	2,50,000
	Total	4,76,70,384	3,75,87,937
24.1 Repairs & maintenance			
Sr. No.	Particulars	2023-24	2022-23
1	Repairs to Machinery	3,94,735	4,27,993
2	Other repairs	49,17,942	15,12,457
	Total	53,12,677	19,40,451
24.2 Insurance premium			
Sr. No.	Particulars	2023-24	2022-23
1	Insurance Premiums	9,25,164	9,11,672
	Total	9,25,164	9,11,672
24.3 Rent, rates & taxes			
Sr. No.	Particulars	2023-24	2022-23
1	Rent	72,94,256	65,70,294
2	Rates & Taxes	-	2,01,000
	Total	72,94,256	67,71,294
24.4 Miscellaneous expenses			
Sr. No.	Particulars	2023-24	2022-23
1	Factory Expenses	37,96,103	25,53,234
2	Travelling Expenses	23,45,013	15,65,914
3	Communication Expenses	15,56,904	11,52,623
4	Electricity Expenses	24,88,729	7,89,917
5	Legal and Professional Fees	46,31,505	71,08,734
6	Software Expense	9,22,724	-
7	Selling Expenses	68,16,733	53,34,148
8	Miscellaneous Expenses	91,58,110	38,82,572
9	Sundry Balance Written off	-	-
10	Office Expenses	21,66,679	53,27,377
	Total	3,38,82,498	2,77,14,521
Note 25 : Earning per share			
Sr. No.	Particulars	2023-24	2022-23
1	Net profit after tax	3,70,09,781	2,04,56,404
2	Weighted average number of equity shares	90,35,000	66,11,000
	Earning per share (face value of Rs.10/-fully paid)	4.10	3.09

PRAMARA PROMOTIONS LTD

CIN : U51909MH2006PLC164247

Notes Forming Part of Balance Sheet**Note 2 :- Share capital**

Particulars	31st March, 2024	31st March, 2023
Authorised share capital*		
1,10,00,000 (PY 1,10,00,000) equity Shares of Rs.10 each	11,00,00,000	11,00,00,000
Issued, subscribed & paid-up share capital**		
90,35,000 (PY 66,11,000) Equity Shares of Rs.10/- each	9,03,50,000	6,61,10,000
Share holding pattern and details		
Shareholder	% holding	No. of shares
Rohit Lamba	63.39	57,27,325
Sheetal Lamba	5.72	5,17,000
Total share capital	9,03,50,000	6,61,10,000

** The issued capital has increased during the year from Rs 66110000 to Rs 93500000. There increase in issue capital is due to issue of New shares. There is fresh issue by way of IPO for 24,24,000 Shares

Note 2.1 : Reconciliation of number of shares outstanding is set out below:

Particulars	31st March, 2024	31st March, 2023
Equity shares at the beginning of the year	66,11,000	12,02,000
Add: Shares issued during the current financial year (Bonus shares)	24,24,000	54,09,000
Equity shares at the end of the year	90,35,000	66,11,000

Note 2.2 : The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.

Note 2.3 : (a) There is fresh issue by way of IPO for 24,24,000 shares

Note 2.4 : There is change in the number of shares outstanding at the beginning and at the end of the year.

Note 2.5 : There is change in the pattern of shareholding during the year.

Shares held by promoters at the end of the year ending 31st March 2024				% Change during the year***
Sr. No.	Promoter Name	No. of Shares**	% of total shares**	
1	Rohit Lamba	57,27,325	63.39	(23.24)
2	Sheetal Lamba	5,17,000	5.72	(2.10)
3	Veena Multani	37,500	0.42	0.42
4	Sapna Makhija	25,000	0.28	0.28
5	Sanket Lamba	550	0.01	0.01
	Total	63,07,375	69.81	
During the year the promoters shareholding has changed to the sale/transfer of shares				
Shares held by promoters at the end of the year ending 31st March 2023				% Change during the year***
Sr. No.	Promoter Name	No. of Shares**	% of total shares**	
1	Rohit Lamba	57,27,325	86.63	(2.22)
2	Sheetal Lamba	5,17,000	7.82	0
	Total	62,44,325	94.45	

Note 3: Surplus		
Particulars	31st March, 2024	31st March, 2023
Share Premium	13,74,31,500	89,59,500
Less :- IPO Expenses	1,40,31,778	
	12,33,99,722	89,59,500
Profit & Loss A/c		
Opening balance	6,89,80,729	10,26,14,326
Add:- Profit for the year	3,70,09,781	2,04,56,404
Less: Bonus shares issued	-	5,40,90,000
	10,59,90,510	6,89,80,729
Total	22,93,90,232	7,79,40,229
There is fresh issue by way of IPO for 2424000 at Rs. 63 (Face value Rs. 10 and Rs. 53 Security premium)		

Note 4 : Long term borrowings		
Particulars	31st March, 2024	31st March, 2023
Secured		
1. Car Loan Kotak Mahindra Fortuner Note :- Car Loan for Fortuner from Kotak Mahindra amounting Rs.29,42,300/- secured by hypothecation of vehicle payable in EMI of 50,700/- Matured on 01.06.2025	2,13,866	6,18,091
2. AXIS BANK-GECL-921060057357353-2.59 CR Sanction Amount 2,59,00,000 Matured on 30.11.2026 EMI 719440	1,43,88,960	2,30,22,240
3. Deutsche Bank Term Loan A/c no 300018318620073 Note :- Loan Against Property from Deutsche Bank amounting Rs.8,50,00,000/- secured by residential flat of Directors payable in EMI of 9,31,777/- Matured on 05.07.2034	7,65,27,830	7,12,26,233
4. Deutsche Bank Term Loan - 320018318620019 Sanction Amount 1,40,20,514 Matured on 05.09.2027 EMI 577180	50,26,634	1,05,57,434
5. Deutsche Bank Term Loan - 320018318620028 Sanction Amount 1,32,69,771 Matured on 05.09.2027 EMI 546275	47,57,488	99,92,121
6. Deutsche Bank Term Loan - 320018318620037 Sanction Amount 1,72,81,726 Matured on 05.09.2027 EMI 711434	61,95,872	1,30,13,122
7. Deutsche Bank Term Loan - 320018318620046 Sanction Amount 1,15,54,703 Matured on 05.09.2029 EMI 370132	98,30,764	93,33,911
8. Bajaj Finserv Limited Mercedes Benz Sanction Amount 30,25,722 Matured on 02.12.2026 EMI 83443	15,39,505	18,82,053
9. Tata Capital Limited Audi Car Sanction Amount 15,00,000 Matured on 03.07.2025 EMI 60450 (Audi car is in the name of Director)	2,49,118	7,02,244
Unsecured Loan from NBFC (excluding current maturities)	1,24,68,606	14,20,576
TOTAL	13,11,98,643	14,17,68,025

Note 5 : Short Term Borrowings		
Particulars	31st March, 2024	31st March, 2023
Secured		
Deutsche Bank- CC	14,90,53,532	15,32,95,646
Note :- Against mortgagage of Residential & Official Property of Director as below*		
*1. Flat no.502, Plam Beach Riviera Chsl, Gandhi Gram Road, Juhu, Mumbai - 400049		
*2. C-4108/4109/4110, Oberoi Garden Estate, Chandivali Farm Road, Sakinaka, Andheri (East), Mumbai - 400072		
3. A-208, Boomerang, Chandivali Farm Road, Sakinaka, Andheri (East), Mumbai - 400072 (Owned by Company)		
Current Maturities of Long Term Borrowings	3,50,94,121	2,97,95,577
Unsecured		
Current Maturities of Long Term Borrowings from NBFC	2,15,68,835	82,18,440
Total	20,57,16,488	19,13,09,663

Note 6 : Trade payables		
Particulars	31st March, 2024	31st March, 2023
Total outstanding dues of micro enterprises and small enterprises	48,88,808	75,49,384
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,77,05,655	8,30,18,339
Total	2,25,94,463	9,05,67,723

Note 6.1 : Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since limited information has been received from the suppliers regarding their status under the said Act as at 31st March 2024, disclosures relating to amounts unpaid as at the year end Rs 48,88,808. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.

Trade Payables ageing schedule: As at 31st March, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	0-45 days	Less than 1 year	Less than 1 year	More than 3 years	
(i) MSME	9,35,667	39,53,141	-	-	48,88,808
(ii) Others	79,28,528	97,77,127	-	-	1,77,05,655
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	72,14,743	3,34,641	-	-	75,49,384
(ii) Others	7,88,77,046	36,94,875	4,46,418	-	8,30,18,339
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Note 7 : Other Current Liabilities		
Particulars	31st March, 2024	31st March, 2023
Statutory Dues:		
GST and other Indirect taxes	-	13,80,979
TDS	48,44,791	24,01,292
ESIC, PT & PF Payable	3,88,143	3,41,183
Others	19,30,680	2,89,345
Other Dues:		
Outstanding Liabilities	9,40,347	1,89,41,853
Total	81,03,961	2,33,54,652

Sub-note 7.1 : Outstanding Liabilities		
Particulars	31st March, 2024	31st March, 2023
Creditors for Expenses	9,40,347	1,89,41,853
Interest Payable	-	-
Temporary overdraft balances	-	-
Total	9,40,347	1,89,41,853

Note 8 : Short Term Provisions		
Particulars	31st March, 2024	31st March, 2023
Provision for income tax (net)	94,24,200	1,32,229
Provision for Gratuity	18,43,525	18,43,525
Total	1,12,67,725	19,75,753

PRAMARA PROMOTIONS LTD

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Notes Forming Part of Balance Sheet**Note 10 : Non current investment**

Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Investment in Subsidiary Company (1 HKD)	10	10
2	Investment in Shares Unquoted	625	625
3	Investment in Partnership Firm	56,00,000	56,00,000
	Total	56,00,635	56,00,635

All above investments are carried at cost

10.1 Other disclosures

(a)	Aggregate cost of quoted investment	-	-
	Aggregate market value of quoted investments	-	-
(b)	Aggregate amount of unquoted investments	56,00,635	56,00,635
(c)	Aggregate provision for diminution in value of investment	-	-
(d)	Company invested HK\$ 1, in Hongkong Subsidiary.		

Note 11 : Deferred Tax Assets

Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Deffered Tax Asset	(3,57,291)	2,82,777
		(3,57,291)	2,82,777

Note 12 : Current Investments

Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Investment in Mutual Funds		
	Prudential ICICI Dynamic Fund	-	4,57,500
	Reliance Equity Opportunity Fund	-	4,56,969
	SBI Infrastructure Fund	-	1,50,000
		-	10,64,469

Note 13 : Inventories*			
Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Stock in Trade *Valued at lower of cost and net realizable value	28,44,24,348	26,18,04,617
	Total	28,44,24,348	26,18,04,617

Note 14 : Trade receivables			
Sr. No.	Particulars	31st March, 2024	31st March, 2023
	a) Secured, considered good b) Unsecured, considered good c) Doubtful	18,64,80,076	15,74,25,077
	Total	18,64,80,076	15,74,25,077

Note: Debtors shown is net of Factoring facility Rs. 9,97,25,337.42 provided by Axis Bank

Trade Receivables ageing schedule as at 31st March, 2024						
Particulars	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	
(i) Undisputed Trade receivables -considered good	13,21,89,412	4,99,21,490	-	22,24,623	21,44,551	18,64,80,075
(ii) Undisputed Trade receivables -considered doubtful						-
(iii) Disputed trade receivables -considered good						-
(iv) Disputed trade receivables -considered doubtful						-

Trade Receivables ageing schedule as at 31st March, 2023						
Particulars	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	
(i) Undisputed Trade receivables -considered good	14,42,52,078	88,03,826	22,24,623	10,40,041	11,04,510	15,74,25,077
(ii) Undisputed Trade receivables -considered doubtful						-
(iii) Disputed trade receivables -considered good						-
(iv) Disputed trade receivables -considered doubtful						-

Note 15 : Cash and bank balances			
Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Cash and cash equivalent Cash In hand	35,58,402	30,61,162
	Sub total (A)	35,58,402	30,61,162
2	Bank balances - current accounts Current Account	4,72,915	35,451
3	Term Deposit (Fixed deposit of Rs.3,00,60,436 pledged with Axis Bank against the facility of Factoring Rs.9,97,25,337.42 provided by Axis Bank)	3,00,60,436	3,14,56,058
4	Fixed Deposits with Government Authorities	1,10,000	1,13,870
	Sub total (B)	3,06,43,351	3,16,05,380
	Total [A + B]	3,42,01,753	3,46,66,542

Note 16 : Short terms loans and advances			
Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Others		
	Deposits	55,86,666	40,39,546
	Tax Deducted at source	31,57,663	18,60,479
	Statutory Dues Refund receivable	1,57,94,947	68,91,341
	Loan to staff	37,91,526	35,68,950
	Loan to Others	1,46,16,983	1,50,60,341
	Advance to suppliers	5,93,96,540	1,45,23,700
	Other Advances	1,11,33,857	87,86,690
	Total	11,34,78,182	5,47,31,047

PRAMARA PROMOTIONS LTD										
Note 9:- Property, plant & equipments as on 31st March, 2024										
(As per the Companies Act, 2013)										
Tangible Assets										
Details of Assets	Gross Block				Accumulated Depreciation				Net Block	
	As On 01st April, 2023	Additions	Deductions	Total	As On 01st April, 2023	For The Year	Deductions	As on 31st March, 2024	As At 31st March, 2024	As At 31st March, 2023
TANGIBLE ASSETS										
Office Premises	2,65,83,870	1,26,26,598	-	3,92,10,468	97,60,315	15,74,724		1,13,35,039	2,78,75,428	1,68,23,555
Plant & Equipment	6,71,94,021	44,95,484	-	7,16,89,504	2,39,31,028	39,22,921		2,78,53,949	4,38,35,556	4,32,62,993
Furniture & Fixtures	2,83,86,568	-	-	2,83,86,568	2,41,65,469	17,80,930		2,59,46,400	24,40,168	42,21,099
Vehicles	2,11,77,651	-	-	2,11,77,651	2,10,60,498	1,01,022		2,11,61,520	16,131	1,17,153
Computers	99,71,690	8,22,844	-	1,07,94,534	95,72,207	5,95,799		1,01,68,006	6,26,528	3,99,483
	15,33,13,799	1,79,44,925	-	17,12,58,725	8,84,89,517	79,75,397	-	9,64,64,914	7,47,93,811	6,48,24,283
Total	15,33,13,799	1,79,44,925	-	17,12,58,725	8,84,89,517	79,75,397	-	9,64,64,914	7,47,93,811	6,48,24,283
Figures of previous year										

Note: The company not charge the depreciation on molds that are not in use and all those molds that are not in use in manufacturing during the year.

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF PRAMARA PROMOTIONS LIMITED****Report on the Consolidated Financial Statements****Opinion**

We have audited the accompanying consolidated financial statements of PRAMARA PROMOTIONS LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and jointly controlled entities,

comprising of the Consolidated Balance Sheet as at 31st March, 2024, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2024, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) as 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 Company in accordance with 'Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence 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 is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matter(s)

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2024. 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.

Other Matter

We did not audit the financial statements / financial information of subsidiaries and jointly controlled entities, whose financial statements / financial information reflect total assets of Rs. 2,14,97,206/- as at 31st March, 2024, Total revenues of Rs. 7,47,42,392/-

and net cash flows amounting to Rs. Negative Cashflow of Rs.50,13,444/- for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of Rs. 25,01,190/- for the year ended 31st March, 2024, as considered in the consolidated financial statements, in respect of PRAMARA PROMOTIONS PRIVATE LIMITED, subsidiary, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, this financial statements / financial information is not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Management's & Board of Directors Responsibilities for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act")

That give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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 Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are

required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies, associate companies and jointly controlled companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of 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 purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid 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 Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement 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 the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There were no pending litigations which would impact the consolidated financial position of the Group, its associates and jointly controlled entities.
 - ii. The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.²
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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 that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

 - v. The Company has not declared or paid any dividend during the year.
 - vi. Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility

and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

- vii. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company is not in excess of the limit laid down under Section 197 of the Act. The subsidiary companies incorporated in India have not paid any remuneration to its directors during the year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For Satya Prakash Natani & co
Chartered Accountants
FRN: 115438W

Satya Prakash Natani
Partner
MRN: 048091
Date: 30-05-2024
UDIN: 24048091BKAPVX3951

PRAMARA PROMOTIONS LTD			
CIN : U51909MH2006PLC164247			
Consolidated Balance Sheet as at 31st March, 2024			
Particulars	Note No	31st March 2024 (Amount in Rs.)	31st March 2023 (Amount in Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share capital	2	9,03,50,000	6,61,10,000
(b) Surplus	3	23,90,18,354	9,44,18,926
(2) Non-current liabilities			
(a) Long-term borrowings	4	13,11,98,643	14,17,68,025
(b) Deferred Tax Liability		3,57,291	-
(3) Current liabilities			
(a) Short Term Borrowings	5	20,57,16,488	19,13,09,663
(b) Trade payables	6		
(A) total outstanding dues of micro enterprises and small enterprises; and		48,88,808	75,49,384
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		2,74,81,801	8,36,57,097
(c) Other current liabilities	7	1,01,96,889	2,60,03,592
(d) Short-term provisions	8	1,12,67,725	31,05,132
Total		72,04,75,999	61,39,21,819
II.Assets			
(1) Non-current assets			
(a) Property, plant and equipment and Intangible assets			
(i) Property, plant and equipment	9	7,47,93,811	6,48,24,283
(ii) Capital work-in-progress		-	1,26,26,598
(b) Non-current investments	10	56,00,625	56,00,625
(c) Deferred Tax Assets (net)	11	-	2,82,777
(d) Long term loans and advances		-	-
(2) Current assets			
(a) Current Investments	12	-	10,64,469
(b) Inventories	13	28,44,24,348	26,18,04,617
(c) Trade receivables	14	19,56,15,997	16,32,74,456
(d) Cash and cash equivalents	15	3,76,94,271	4,31,72,504
(e) Short-term loans and advances	16	12,23,46,948	6,12,71,489
Total		72,04,75,999	61,39,21,819
Significant accounting policies & Notes to accounts	1 26-42		
Notes referred to above form an integral part of the Financial Statements.			
As per our report of even date For Satya Prakash Natani & Co. Chartered Accountants ICAI F.R.No. 115438W		For & On Behalf of the Board of Directors	
		Rohit Lamba Chairman & Managing Director DIN-01796007	
		Sheetal Lamba Director and CFO DIN-01796017	
		Sanket Lamba Director DIN 09744427	
		Vanita Pednekar Company Secretary	
Satyaprakash Natani (Partner) M.No.: 048091 Date:- 30.05.2024 Place:- Mumbai			

CIN : U51909MH2006PLC164247

Consolidated Statement of Profit and Loss for the Year Ended 31st March, 2024

Particulars	Note No.	2023-24 (Amount in Rs.)	2022-23 (Amount in Rs.)
Revenue from operations	17	63,48,27,025	50,06,28,142
Other income	18	65,50,404	1,12,82,586
Total Income		64,13,77,429	51,19,10,728
<i>Expenses:</i>			
Purchases	19	47,03,32,632	40,27,30,315
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(2,26,19,731)	(3,51,75,196)
Employee benefit expense	21	3,82,32,598	3,04,93,887
Financial costs	22	4,94,41,517	3,97,82,677
Depreciation and amortisation cost	23	79,75,397	1,03,41,101
Other expenses	24	4,88,64,057	3,79,08,735
Total expenses		59,22,26,470	48,60,81,520
Profit before Exceptional Item and Tax		4,91,50,959	2,58,29,208
Exceptional Item		-	-
Profit before Exceptional Item and Tax		4,91,50,959	2,58,29,208
Tax expense:			
(1) Current tax		90,00,000	45,00,000
(2) Deferred tax	11	6,40,068	3,20,162
(3) (Excess) / Less Provision for earlier years		-	(12,49,756)
Profit for the period		3,95,10,891	2,22,58,802
Profit for the period		3,95,10,891	2,22,58,802
Earning per equity share:	25		
Face value per equity shares Rs.10/- fully paid up.			
(1) Basic		4.37	3.37
(2) Diluted		4.37	3.37

Notes referred to above form an integral part of the Financial Statements.

**As per our report of even date
For Satya Prakash Natani & Co.
Chartered Accountants
ICAI F.R.No. 115438W**

For & On Behalf of the Board of Directors

**Satyaprakash Natani
(Partner)
M.No.: 048091
Date:- 30.05.2024
Place:- Mumbai**

**Rohit Lamba
Chairman & Managing Director**

DIN-01796007

**Sheetal Lamba
Director and CFO
DIN-01796017**

**Sanket Lamba
Director
DIN 09744427**

**Vanita Pednekar
Company Secretary**

PRAMARA PROMOTIONS LTD		
CIN : U51909MH2006PLC164247		
Consolidated CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024		
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	4,91,50,959	2,58,29,208
Adjustments for:		
Depreciation and amortisation expense	79,75,397	1,03,41,101
Interest and other income on investments	(65,48,859)	(20,18,949)
Other borrowing cost	5,97,489	3,35,916
Interest expenses	4,88,44,028	3,94,46,761
Deferred tax	(6,40,068)	
Provision of Tax	(90,00,000)	(45,00,000)
Operating profit / (loss) before working capital changes	9,03,78,945	6,94,34,037
Changes in working capital:		
Increase / (Decrease) in trade payable	(5,88,36,138)	(3,75,55,531)
Increase / (Decrease) in short term borrowing	1,44,06,825	3,37,63,942
Increase / (Decrease) in provisions	81,62,593	15,89,429
Increase / (Decrease) in deferred tax liabilities	(6,40,068)	
Increase / (Decrease) in other current liabilities	(1,58,06,703)	(98,96,997)
(Increase) / Decrease in other current assets	10,64,469	
(Increase) / Decrease in short term loan and advances	(6,19,53,640)	13,96,626
(Increase) / Decrease in trade receivables	(4,08,14,778)	3,50,36,709
(Increase) / Decrease in inventories	(2,26,19,731)	(3,51,75,196)
	(17,70,37,171)	(1,08,41,017)
CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	(8,66,58,226)	5,85,93,020
Less: Taxes paid	(93,56,518)	(24,46,758)
NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	(9,60,14,744)	5,61,46,262
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase)/Sale of tangible / intangible assets	53,18,327	3,75,000
Investment in fixed deposits	-	-
Bank interest received	65,48,859	20,18,949
Dividend received	-	-
NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES	1,18,67,187	23,93,949
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest expenses	(4,94,41,517)	(3,97,82,677)
Funds borrowed	(1,05,69,382)	(1,41,20,184)
Dividend paid	-	-
Issue of Equity Shares	13,86,80,222	-
NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES	7,86,69,323	(5,39,02,861)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(54,78,234)	46,37,349
Cash and Cash equivalents at beginning period (Refer Note 14)	4,31,72,505	3,85,35,156
Cash and Cash equivalents at end of period (Refer Note 14)	3,76,94,271	4,31,72,505
D. Cash and Cash equivalents comprise of		
Cash on hand	35,58,402	30,61,162
Balances with banks	3,41,35,869	4,01,11,342
In current accounts	3,76,94,271	4,31,72,505
Total	3,76,94,271	4,31,72,505
This Cash Flow Statement has been prepared as per "Indirect Method" as prescribed by Accounting Standard -3 (revised) "Cash Flow Statements"		
As per our report of even date For Satya Prakash Natani & Co. Chartered Accountants ICAI F.R.No. 115438W		As per our report of even date For & On Behalf of the Board
		Rohit Lamba Chairman & Managing Director DIN-01796007
Satyaprakash Natani (Partner) M.No.: 048091 Date:- 30.05.2024 Place:- Mumbai		Sheetal Lamba Director and CFO DIN-01796017
		Sanket Lamba Director DIN 09744427
		Vanita Pednekar Company Secretary

PRAMARA PROMOTIONS LTD

CIN : U51909MH2006PLC164247

Notes Forming Part of Statement of Profit & Loss**Note 17 : Revenue from operations**

Sr. No.	Particulars	2023-24	2022-23
1	Sales of products <i>(refer sub note 17.1)</i> Sales are net of Goods & Service Tax (GST)	63,48,27,025	50,06,28,142
	Total	63,48,27,025	50,06,28,142

17.1 Sale of products

Sr. No.	Particulars	2023-24	2022-23
1	Sales - Local Sales	63,20,97,466	49,49,82,642
2	Sales - Export sales	-	-
3	Sale of Services	27,29,559	56,45,500
	Total	63,48,27,025	50,06,28,142

Note 18 : Other income

Sr. No.	Particulars	2023-24	2022-23
1	Interest Income	65,48,859	20,30,430
2	Other Income	1,544	27,64,136
3	Sale of Services	-	64,88,020
	Total	65,50,404	1,12,82,586

18.1 Interest Income

Sr. No.	Particulars	2023-24	2022-23
1	Interest from Banks	15,69,314	12,16,755
2	Interest from Others	49,79,546	8,02,246
		65,48,859	20,19,001

18.2 Other Income

Sr. No.	Particulars	2023-24	2022-23
1	Statutory Dues refund received	-	-
2	Liabilities no longer Payable written back	-	27,64,136
		-	27,64,136

Note 19 : Purchase of Stock-in-Trade

Sr. No.	Particulars	2023-24	2022-23
1	Purchase of Stock-in-Trade	47,03,32,632	40,27,30,315
	Total	47,03,32,632	40,27,30,315

Note 20 : Change in inventories

Sr. No.	Particulars	2023-24	2022-23
1	Change in inventories of Stock in Trade		
	Opening stock	26,18,04,617	22,66,29,421
	Closing stock	28,44,24,348	26,18,04,617
	Total	(2,26,19,731)	(3,51,75,196)

Note 21 : Employment benefit expenses			
Sr. No.	Particulars	2023-24	2022-23
1	Directors Remuneration	60,00,000	36,00,000
2	Salary and Wages	2,92,30,887	2,40,04,085
3	Contribution to PF & ESIC	11,63,687	5,24,716
4	Incentives to employees	18,38,024	23,65,086
	Total	3,82,32,598	3,04,93,887
20.3 Employment provident fund			
Sr. No.	Particulars	2023-24	2022-23
1	Contribution to PF & ESIC	11,63,687	5,24,716
	Total	11,63,687	5,24,716
20.4 Incentives to employees			
Sr. No.	Particulars	2023-24	2022-23
1	Staff Welfare	11,26,879	19,23,987
2	Gratuity Exp	-	-
3	Conveyance	5,39,209	3,12,217
4	Bonus	1,71,936	1,28,882
	Total	18,38,024	23,65,086
Note 22 : Financial cost			
Sr. No.	Particulars	2023-24	2022-23
1	Bank Charges	5,97,489	3,35,916
2	Bank Interest	4,48,31,819	3,93,12,646
3	Interest on other loan	36,35,063	
4	Other Interest	3,77,146	1,34,115
	Total	4,94,41,517	3,97,82,677
Note 23 : Depreciation and amortised cost			
Sr. No.	Particulars	2023-24	2022-23
1	Depreciation Exp	79,75,397	1,03,41,101
	Total	79,75,397	1,03,41,101
Note 24 : Other expenses			
Sr. No.	Particulars	2023-24	2022-23
1	Repairs & Maintenance	53,12,677	19,40,451
2	Insurance Premium	9,25,164	9,11,672
3	Rent, rates & taxes	72,94,256	68,07,930
4	Miscellaneous Expenses	3,50,76,172	2,79,98,683
5	Auditor's Remuneration	2,55,788	2,50,000
	Total	4,88,64,057	3,79,08,735

24.1 Repairs & maintenance			
Sr. No.	Particulars	2023-24	2022-23
1	Repairs to Machinery	3,94,735	4,27,993
2	Other repairs	49,17,942	15,12,457
	Total	53,12,677	19,40,451
24.2 Insurance premium			
Sr. No.	Particulars	2023-24	2022-23
1	Insurance Premiums	9,25,164	9,11,672
	Total	9,25,164	9,11,672
24.3 Rent, rates & taxes			
Sr. No.	Particulars	2023-24	2022-23
1	Rent	72,94,256	66,06,930
2	Rates & Taxes	-	2,01,000
	Total	72,94,256	68,07,930
24.4 Miscelleaneous expenses			
Sr. No.	Particulars	2023-24	2022-23
1	Factory Expenses	37,96,103	25,53,234
2	Travelling Expenses	23,45,013	16,48,083
3	Communication Expenses	15,56,904	11,52,623
4	Electricity Expenses	24,88,729	7,89,917
5	Legal and Professional Fees	46,31,505	72,60,512
6	Software Expense	9,22,724	-
7	Selling Expenses	68,16,733	53,34,148
8	Miscellaneous Expenses	1,03,51,783	39,32,521
9	Sundry Balance Written off	-	-
10	Office Expenses	21,66,679	53,27,377
	Total	3,50,76,172	2,79,98,417
Note 25 : Earning per share			
Sr. No.	Particulars	2023-24	2022-23
1	Net profit after tax	3,95,10,891	2,22,58,802
2	Weighted average number of equity shares	90,35,000	66,11,000
	Earning per share (face value of Rs.10/-fully paid)	4.37	3.37

PRAMARA PROMOTIONS LTD

CIN : U51909MH2006PLC164247

Notes Forming Part of Balance Sheet**Note 2 :- Share capital**

Particulars	31st March, 2024	31st March, 2023
Authorised share capital*		
1,10,00,000 (PY 1,10,00,000) equity Shares of Rs.10 each	11,00,00,000	11,00,00,000
Issued, subscribed & paid-up share capital**		
90,35,000 (PY 66,11,000) Equity Shares of Rs.10/- each	9,03,50,000	6,61,10,000
Share holding pattern and details		
Shareholder	% holding	No. of shares
Rohit Lamba	63.39	57,27,325
Sheetal Lamba	5.72	5,17,000
Total share capital	9,03,50,000	6,61,10,000

** The issued capital has increased during the year from Rs 66110000 to Rs 93500000. There increase in issue capital is due to issue of New shares. There is fresh issue by way of IPO for 24,24,000 Shares

Note 2.1 : Reconciliation of number of shares outstanding is set out below:

Particulars	31st March, 2024	31st March, 2023
Equity shares at the beginning of the year	66,11,000	12,02,000
Add: Shares issued during the current financial year (Bonus shares)	24,24,000	54,09,000
Equity shares at the end of the year	90,35,000	66,11,000

Note 2.2 : The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.

Note 2.3 : (a) There is fresh issue by way of IPO for 24,24,000 shares

Note 2.4 : There is change in the number of shares outstanding at the beginning and at the end of the year.

Note 2.5 : There is change in the pattern of shareholding during the year.

Shares held by promoters at the end of the year ending 31st March 2024				% Change during the year***
Sr. No.	Promoter Name	No. of Shares**	% of total shares**	
1	Rohit Lamba	57,27,325	63.39	(23.24)
2	Sheetal Lamba	5,17,000	5.72	(2.10)
3	Veena Multani	37,500	0.42	0.42
4	Sapna Makhija	25,000	0.28	0.28
5	Sanket Lamba	550	0.01	0.01
	Total	63,07,375	69.81	
During the year the promoters shareholding has changed to the sale/transfer of shares				
Shares held by promoters at the end of the year ending 31st March 2023				% Change during the year***
Sr. No.	Promoter Name	No. of Shares**	% of total shares**	
1	Rohit Lamba	57,27,325	86.63	(2.22)
2	Sheetal Lamba	5,17,000	7.82	0
	Total	62,44,325	94.45	

Note 3: Surplus		
Particulars	31st March, 2024	31st March, 2023
Share Premium	13,74,31,500	89,59,500
Less :- IPO Expenses	1,40,31,778	
	12,33,99,722	89,59,500
Profit & Loss A/c		
Opening balance	8,30,76,474	11,49,07,673
Add:- Profit for the year	3,95,10,891	2,22,58,802
Less: Bonus shares issued	-	5,40,90,000
	12,25,87,365	8,30,76,475
Foreign Exchange Fluctuation Reserve	69,68,733	23,82,951
Total	23,90,18,354	9,44,18,926
There is fresh issue by way of IPO for 2424000 at Rs. 63 (Face value Rs. 10 and Rs. 53 Security premium)		

Note 4 : Long term borrowings		
Particulars	31st March, 2024	31st March, 2023
Secured		
1. Car Loan Kotak Mahindra Fortuner Note :- Car Loan for Fortuner from Kotak Mahindra amounting Rs.29,42,300/- secured by hypothecation of vehicle payable in EMI of 50,700/- Matured on 01.06.2025	2,13,866	6,18,091
2. AXIS BANK-GECL-921060057357353-2.59 CR Sanction Amount 2,59,00,000 Matured on 30.11.2026 EMI 719440	1,43,88,960	2,30,22,240
3. Deutsche Bank Term Loan A/c no 300018318620073 Note :- Loan Against Property from Deutsche Bank amounting Rs.8,50,00,000/- secured by residential flat of Directors payable in EMI of 9,31,777/- Matured on 05.07.2034	7,65,27,830	7,12,26,233
4. Deutsche Bank Term Loan - 320018318620019 Sanction Amount 1,40,20,514 Matured on 05.09.2027 EMI 577180	50,26,634	1,05,57,434
5. Deutsche Bank Term Loan - 320018318620028 Sanction Amount 1,32,69,771 Matured on 05.09.2027 EMI 546275	47,57,488	99,92,121
6. Deutsche Bank Term Loan - 320018318620037 Sanction Amount 1,72,81,726 Matured on 05.09.2027 EMI 711434	61,95,872	1,30,13,122
7. Deutsche Bank Term Loan - 320018318620046 Sanction Amount 1,15,54,703 Matured on 05.09.2029 EMI 370132	98,30,764	93,33,911
8. Bajaj Finserv Limited Mercedes Benz Sanction Amount 30,25,722 Matured on 02.12.2026 EMI 83443	15,39,505	18,82,053
9. Tata Capital Limited Audi Car Sanction Amount 15,00,000 Matured on 03.07.2025 EMI 60450 (Audi car is in the name of Director)	2,49,118	7,02,244
Unsecured		
Loan from NBFC (excluding current maturities)	1,24,68,606	14,20,576
TOTAL	13,11,98,643	14,17,68,025

Note 5 : Short Term Borrowings		
Particulars	31st March, 2024	31st March, 2023
Secured		
Deutsche Bank- CC	14,90,53,532	15,32,95,646
Note :- Against mortgage of Residential & Official Property of Director as below*		
*1. Flat no.502, Plam Beach Riviera Chsl, Gandhi Gram Road, Juhu, Mumbai - 400049		
*2. C-4108/4109/4110, Oberoi Garden Estate, Chandivali Farm Road, Sakinaka, Andheri (East), Mumbai - 400072		
3. A-208, Boomerang, Chandivali Farm Road, Sakinaka, Andheri (East), Mumbai - 400072 (Owned by Company)		
Current Maturities of Long Term Borrowings	3,50,94,121	2,97,95,577
Unsecured		
Current Maturities of Long Term Borrowings from NBFC	2,15,68,835	82,18,440
Total	20,57,16,488	19,13,09,663

PRAMARA PROMOTIONS LTD										
Note 9- Property, plant & equipments as on 31st March, 2024										
(As per the Companies Act, 2013)										
Tangible Assets										
Details of Assets	Gross Block				Accumulated Depreciation			Net Block		
	As On 01st April, 2023	Additions	Deductions	Total	As On 01st April, 2023	For The Year	Deductions	As on 31st March, 2024	As At 31st March, 2024	As At 31st March, 2023
TANGIBLE ASSETS										
Office Premises	2,65,83,870	1,26,26,598	-	3,92,10,468	97,60,315	15,74,724	-	1,13,35,039	2,78,75,428	1,68,23,555
Plant & Equipment	6,71,94,021	44,95,484	-	7,16,89,504	2,39,31,028	39,22,921	-	2,78,53,949	4,38,35,556	4,32,62,993
Furniture & Fixtures	2,83,86,568	-	-	2,83,86,568	2,41,65,469	17,80,930	-	2,59,46,400	24,40,168	42,21,099
Vehicles	2,11,77,651	-	-	2,11,77,651	2,10,60,498	1,01,022	-	2,11,61,520	16,131	1,17,153
Computers	99,71,690	8,22,844	-	1,07,94,534	95,72,207	5,95,799	-	1,01,68,006	6,26,528	3,99,483
	15,33,13,799	1,79,44,925	-	17,12,58,725	8,84,89,517	79,75,397	-	9,64,64,914	7,47,93,811	6,48,24,283
Total	15,33,13,799	1,79,44,925	-	17,12,58,725	8,84,89,517	79,75,397	-	9,64,64,914	7,47,93,811	6,48,24,283
Figures of previous year										

Note: The company not charge the depreciation on molds that are not in use and all those molds that are not in use in manufacturing during the year.

PRAMARA PROMOTIONS LTD

CIN : U51909MH2006PLC164247

Notes Forming Part of Balance Sheet**Note 10 : Non current investment**

Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Investment in Subsidiary Company (1 HKD)	-	-
2	Investment in Shares Unquoted	625	625
3	Investment in Partnership Firm	56,00,000	56,00,000
	Total	56,00,625	56,00,625

All above investments are carried at cost

10.1 Other disclosures

(a)	Aggregate cost of quoted investment	-	-
	Aggregate market value of quoted investments		
(b)	Aggregate amount of unquoted investments	56,00,625	56,00,625
(c)	Aggregate provision for diminution in value of investment	-	-
(d)	Company invested H\$ 1, in Hongkong Subsidiary.		

Note 11 : Deferred Tax Assets

Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Deffered Tax Asset	(3,57,291)	2,82,777
		(3,57,291)	2,82,777

Note 12 : Current Investments

Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Investment in Mutual Funds		
	Prudential ICICI Dynamic Fund	-	4,57,500
	Reliance Equity Opportunity Fund	-	4,56,969
	SBI Infrastructure Fund	-	1,50,000
		-	10,64,469

Note 13 : Inventories*

Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Stock in Trade	28,44,24,348	26,18,04,617
	*Valued at lower of cost and net realizable value		
	Total	28,44,24,348	26,18,04,617

Note 14 : Trade receivables

Sr. No.	Particulars	31st March, 2024	31st March, 2023
	a) Secured, considered good		
	b) Unsecured, considered good	19,56,15,997	16,32,74,456
	c) Doubtful		
	Total	19,56,15,997	16,32,74,456

Note: Debtors shown is net of Factoring facility Rs. 9,97,25,337.42 provided by Axis Bank

Trade Receivables ageing schedule as at 31st March, 2024						
Particulars	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	
(i) Undisputed Trade receivables -considered good	14,13,25,333	4,99,21,490	22,24,623	10,40,041	11,04,510	19,56,15,997
(ii) Undisputed Trade receivables -considered doubtful						-
(iii) Disputed trade receivables considered good						-
(iv) Disputed trade receivables considered doubtful						-

Trade Receivables ageing schedule as at 31st March, 2023						
Particulars	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	
(i) Undisputed Trade receivables -considered good	15,01,01,456	88,03,826	22,24,623	10,40,041	11,04,510	16,32,74,456
(ii) Undisputed Trade receivables -considered doubtful						-
(iii) Disputed trade receivables considered good						-
(iv) Disputed trade receivables considered doubtful						-

Note 15 : Cash and bank balances			
Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Cash and cash equivalent Cash In hand	35,58,402	30,61,162
	Sub total (A)	35,58,402	30,61,162
2	Bank balances - current accounts Current Account	39,65,433	85,41,414
3	Term Deposit (Fixed deposit of Rs.3,00,60,436 pledged with Axis Bank against the facility of Factoring Rs.9,97,25,337.42 provided by Axis Bank)	3,00,60,436	3,14,56,058
4	Fixed Deposits with Government Authorities	1,10,000	1,13,870
	Sub total (B)	3,41,35,869	4,01,11,342
	Total [A + B]	3,76,94,271	4,31,72,504

Note 16 : Short terms loans and advances			
Sr. No.	Particulars	31st March, 2024	31st March, 2023
1	Others Deposits	55,86,666	40,39,546
	Tax Deducted at source	44,29,209	31,10,236
	Statutory Dues Refund receivable	1,57,94,947	68,91,341
	Loan to staff	37,91,526	35,68,950
	Loan to Others	1,93,15,348	2,05,45,425
	Advance to suppliers	5,93,96,540	1,45,23,700
	Other Advances	1,40,32,713	85,92,292
	Total	12,23,46,948	6,12,71,489

Sr. No.	Ratios	31st March 2024	31st March 2023
a)	Current Ratio (No. of times) Current Assets/ Current Liabilities	2.47	1.66
b)	Debt-equity Ratio (No. of times) Total Debt / Equity	1.02	2.31
c)	Debt Service Coverage Ratio (No. of times) Profit before interest and Tax / Debt Service	1.74	1.37
d)	Return on Equity Ratio (%) Profit for the period / Average Equity	16.13%	15.28
e)	Inventory turnover Ratio (No. of times) Revenue from Operations / Average Inventories	2.32	2.03
f)	Trade Receivables turnover ratio (No. of times) Revenue from Operations / Average Trade Receivables	3.54	2.83
g)	Trade Payables turnover ratio (No. of times) Purchases + Other Expenses/ Average Trade Payables	5.37	4.27
h)	Net capital turnover ratio (No. of times) Revenue from Operations / Working Capital	1.67	2.46
i)	Net Profit Ratio (%) Profit before tax / Revenue from Operations	7.74%	5.11
j)	Return on capital employed (No. of times) Earnings before interest & Tax / Capital Employed (Net worth + Total Debts)	0.15	0.45

FORM AOC-1

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

SUBSIDIARIES

(Rs. In Lacs)

Sr. No.	Particulars	Details
1.	Name of the Subsidiary	Pramara Promotions Pvt Ltd-Hongkong
2.	Financial Period Ended	31 st March 2024
3.	Reporting currency	Hongkong Dollar (HK \$)
4.	Exchange Rate @	10.65
5.	Share capital	1.00 (In actual)
6.	Reserves & surplus	8.81
7.	Paid-up Share Capital	1.00 (In actual)
8.	Total Assets	20.19
9.	Total Liabilities	11.38
10.	Investments	-
11.	Turnover	70.18
12.	Profit before taxation	2.35
13.	Provision for taxation	-
14.	Profit after taxation	2.35
15.	Proposed Dividend	-
16.	% of shareholding	100%

Names of subsidiaries which are yet to commence operations – Nil

Names of subsidiaries which have been liquidated or sold during the year – Essel Marketing Promotions (Shenzhen) Co. Limited, a step down subsidiary of the Company was liquidated on March 28, 2024.

Names of associates or joint ventures which are yet to commence operations – Nil

Names of associates or joint ventures which have been liquidated or sold during the year – Nil

**For and on behalf of the Board of Directors of
Pramara Promotions Limited**

Rohit Nandkishore Lamba
Chairman and Managing Director
DIN: 01796007

Sheetal Rohit Lamba
Whole Time Director & CFO
DIN: 01796017

Sanket Lamba
Director
DIN: 09744427

Vanita Pednekar
Company Secretary

Place: Mumbai

Date: May 30, 2024

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