

44th
Annual Report
2024 - 2025



LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981PLC004151

LAMINA FOUNDRIES LIMITED

CIN : U 85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India.

BOARD OF DIRECTORS

Chairman	Sri Nitte Vinaya Hegde
Managing Directors	Sri Gopalkrishna Shenoy Sri Vishal Hegde
Directors	Sri Guruprasad Adyanthaya (Ceased to be director from 14.03.2025) Sri Bantwal Srinivas Baliga Sri Avinash Shenoy Sri Jantakahalli Mallaradhya Nagaraj (Ceased to be director from 05.10.2024) Sri Surendra Jayaram Reddy (Independent Director) Sri Madiyala Rajendra (Appointed as Independent Director w.e.f. 19.09.2024) Smt Lalana Guruprasad Adyanthaya (Appointed as Additional Director w.e.f. 21.03.2025)
Company Secretary	Smt. Shantheri Baliga
Auditor	P. Venugopal Chartered Accountant Nalapad Buildings, II Floor, Kadri Mallikatta, Mangalore - 575 003.
Bankers	Canara Bank Union Bank of India
Registered Office & Factory	Nitte Village - 574 110 Karkala Taluk Udupi District Karnataka.

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NOTICE

Notice is hereby given that the **Forty Fourth Annual General Meeting (AGM)** of the members of **Lamina Foundries Limited** will be held on, **Friday, 12th September 2025, at 12.00 noon., at Justice K S Hegde Institute of Management Auditorium, Nitte-574110**, to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31.03.2025 and the report of the Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr Bantwal Srinivas Baliga (DIN 00043194)** who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Mr Gopalkrishna Shenoy (DIN 00043378)**, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mrs Lalana Guruprasad Adyanthaya (DIN: 02766529) as Director liable to retire by rotation.

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

Resolved that Mrs Lalana Guruprasad Adyanthaya (DIN: 02766529) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21.03.2025 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

5. To make investments: To consider and thought fit to pass this resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to :

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Make investment and acquire by way of subscription, purchase or otherwise, securities of any other company, provided that the total amount of such investments outstanding at any time shall not exceeds rupees Twenty Five crores;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide and finalize the terms and conditions while making investment, within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.

Mangalore
12.07.2025

By order of the Board of Directors of
Lamina Foundries Limited
Shantheri Baliga
Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
3. Corporate Members are requested to send to the Company's Registrar & Share Transfer Agent (RTA), a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 5th September, 2025 to 12th September, 2025 (both days inclusive).

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5. Shareholders holding shares in physical form may write to the company/company's RTA for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents(M/s. Kfin Technologies Ltd).
8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the Meeting.
9. In consonance with the company's sustainability initiatives the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Shareholders are requested to support this green initiative by registering/ updating their email addresses for receiving electronic communications. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Kfin Technologies Limited., RTA of the Company for doing the needful.
10. SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from 1 April 2019, which is also applicable to Unlisted Public Limited Companies. The shareholders who continue to hold shares in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the RTA.

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11. For ease of conduct, Members who would like to ask questions/express their views on the items of the businesses to be transacted at the AGM can send their questions / comments in advance to email id **secretary@lamina.co.in**. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting..
12. In respect to shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transmission / transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility
13. Electronic copy of the Annual Report for 2024-2025 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2024- 2025 is being sent in the permitted mode.

Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), folio No (in case of physical mode shares) via e-mail at the Email Id **einward.ris@kfintech.com** for obtaining the Annual Report and Notice of e-AGM of the Company electronically.

14. Members may also note that the Notice of the 44th Annual General Meeting and the Annual Report for 2024-2025 will also be available on the Company's website **www.laminafoundries.com** for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic / demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
17. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter /Power of Attorney etc. together with attested specimen signature of the duly

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authorized signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at cs@npaiandco.in. The scanned image of the above documents should be in the naming format 'LFL_EVENT No.'

18. Members are requested to notify change in their address, if any, immediately to the R&T Agent of the Company.
19. Register of Members and Share Transfer Books of the Company will remain closed from 5th September, 2025 to 12th September 2025 (both days inclusive), for the purpose of AGM. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Company's R&T Agent M/s KFin Technologies Ltd. in case the shares are held in physical form by sending an email to einward.ris@kfintech.com.
20. Information and Instructions for e-voting are as follows:
 - a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means. The Members may cast their votes using electronic voting system from any place (viz. 'remote e-voting'). The Company has engaged the services of Kfin Technologies Limited ("Kfin") as the Agency to provide e-voting facility to members.
 - b) The Board of Directors of the Company has appointed Mr. P Narasimha Pai, Practicing Company Secretaries as Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed.
 - c) Voting right of the Members shall be reckoned in proportion to their shares held in the paid up equity share capital of the Company as on 5th September 2025 (the "Cut- off date"). Person who is not a member as on the cut-off date should treat the Notice for information purpose only.
 - d) A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories (viz. CDSL/NSDL) as on the cut-off date i.e. 5th September, 2025 only shall be entitled to avail the facility of remote e-voting for the resolutions placed in the AGM. Those Members, who will be present in the AGM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote.

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- e) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM but shall not be entitled to cast their vote again.
- f) The remote e-voting facility will be available during the following period:
Commencement of remote e-voting : From 9.00 a.m. (IST) on 9th September, 2025.
End of remote e-voting : At 5.00 p.m. (IST) on 11th September, 2025

The remote e-voting will not be allowed beyond the aforesaid date and time and the E-voting module shall be disabled/blocked thereafter by the e-voting service providers. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

INSTRUCTION FOR REMOTE E-VOTING

PROCEDURE FOR REMOTE E-VOTING

- a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities and public limited companies, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- b. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies” which is applicable to public limited companies also, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- d. The remote e-Voting period commences From 9.00 a.m. (IST) on 9th September, 2025. And closes: At 5.00 p.m. (IST) on 11th September, 2025.
- e. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- f. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login

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ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

- g. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting for Individual shareholders holding securities in demat mode.”
- h. The details of the process and manner for remote e-Voting are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p>

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	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ 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 held with NSDL), Password / OTP and a Verification Code as shown on the screen. . Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> Visit URL: https://eb.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote. User not registered for Easi/Easiest <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com Proceed with completing the required fields. Follow the steps given in point 1 Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>II. Once logged-in, 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.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

I) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

{A} Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Lamina Foundries - AGM’ and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id cs@pnpaiandco.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

General Information:

I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Anandan, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

II. The Scrutiniser shall, immediately after the conclusion of the AGM, first count the votes cast at the meeting, thereafter unlock the votes cast through remote e-voting and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, and submit the report to the Chairperson of the Company or any person authorized in that respect within 2 working days of the conclusion of the AGM, who shall counter sign the same and thereafter results of the voting will be declared. The results declared along with the scrutiniser's report shall be placed on the Company's website at www.laminafoundries.com and on the website of R&T Agent KFin viz. <https://evoting.kfintech.com> The resolutions shall be deemed to have been passed at the AGM of the Company subject to obtaining requisite votes thereto.

III. Process for registration of email id for obtaining Annual Report or other communications from company and process for updation of bank account mandate for receipt of dividend are stated as hereunder:

Physical Holding	<p>Submit a request to KFin at https://karisma.kfintech.com/email_reg providing 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) for registering email address,</p> <p>For updation of dividend mandate, please send following details to einward.ris@kfintech.com</p> <ol style="list-style-type: none">Name and Branch of the Bank in which you wish to receive the dividend,the Bank Account type,Bank Account Number allotted by their banks after implementation of CoreBanking Solutions,9 digit MICR Code Number,11 digit IFSC Code and a scanned copy of the cancelled cheque bearing the name of the first shareholder
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.4

Explanatory Statement

Mrs Lalana Guruprasad Adyanthaya, DIN: 02766529, was appointed by the Board of Directors of the Company at its meeting held on 21.03.2025, as Additional Non-Executive Director of the Company effective from 21.03.2025 in terms of Section 161 of the Companies Act, 2013. She will vacate office at this Annual General Meeting. The Board at its meeting held on 12.07.2025, recommended for the approval of the Members, the appointment of Mrs. Lalana Guruprasad Adyanthaya as Non-Executive Director of the Company as set out in the Resolution. Further notice under Section 160 of the Act has been received from a Member proposing her appointment as a Director of the Company. Requisite consent, pursuant to Section 152 of the Act, has been filed by her to act as Director, if appointed.

Except for Mrs. Lalana Guruprasad Adyanthaya, since the resolution relates to her appointment none of the other directors or key Managerial personnel are interested in this resolution.

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Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

Details of Director seeking Appointment at the General Meeting as per requirements of Secretarial Standard 2 (SS-2)	
Particulars	Information
Name	Lalana Guruprasad Adyanthaya
Age	61
Qualification	B.Com
Experience	Has been a Director in a manufacturing company for 15 years
Terms and conditions of Appointment	Being appointed a Non Executive Director liable to retire by rotation
Remuneration sought to be paid	Sitting fees of Rs.4,500 for the Board meetings attended
Remuneration last drawn	N A
Date of first appointment on the board	21.03.2025 as Additional Director
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N A
Number of Meetings of the Board attended during the year	N A
Other Directorships, Membership/Chairmanship of Committees of other Boards	Director in following Companies Lamina Suspension Products Limited Manmet Engineering Products Private Limited

ITEM NO.5

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As the Company has recently expanded its production capacity, there was additional requirement of power. The Company will have to procure additional power from power generating companies. As one of the requirements of purchasing power from the power generating companies is investing in their shares, further investments in shares would exceed the limit of Rs.4 crores approved by the shareholders. Hence, the shareholders are requested to approve the increased investment limit of Rs 25 (Twenty Five) crores in shares of other companies.

The Board of Directors in its meeting held on 12.07.2025 decided to recommend the special resolution as set out in the notice for approval of the shareholders.

None of the Directors are interested in the resolution.

By order of the Board of Directors of
Lamina Foundries Limited

Mangalore
12.07.2025

Shantheri Baliga
Company Secretary

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

REPORT OF THE DIRECTORS

The Directors present the 44th Annual Report of the Company together with the financial statements for the year ended 31.03.2025.

FINANCIAL HIGHLIGHTS

	F.Y	F.Y
	2024-2025	2023-2024
	(Rs. in lacs)	
Sales (Net of GST)	13633.03	11801.18
Other income	412.27	254.44
Total Revenue	14045.30	12055.62
Expenses before finance costs and depreciation	12917.40	10841.91
Profit before finance costs & depreciation	1127.90	1213.71
Finance Costs	823.99	696.99
Depreciation	294.01	236.92
Net Profit / (Loss)	9.90	279.80
Provision for Taxation	(5.25)	16.35
Profit / (Loss) after Tax	4.65	296.15
Surplus brought forward from previous year	(513.71)	(809.86)
Surplus carried forward to next year	(509.06)	(513.71)

OPERATIONAL PERFORMANCE

Category-wise performance is summarised below :

	F.Y	F.Y
	2024-2025	2023-2024
	(Rs. in lacs)	(Rs. in lacs)
Domestic Sales	6261.61	8108.42
Export Sales	7371.42	3692.76
TOTAL	13633.03	11801.18

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Total income of the Company for the year under report was Rs 140.45 crores as against the income of Rs 120.55 crores recorded during the previous year registering an increase of 16.51%. The export turnover of the Company showed an increase of 99.62%. However the domestic market was subdued during the year and the turnover was less by 22.77% during the year. The Company added more overseas customers during the year and is in the process of adding a few more.

Though the Company had improved turnover, the profitability was adversely affected due to various factors. The profit before tax was Rs 9.90 lakhs as against Rs 279.80 lakhs earned during the previous year.

As informed in the report of the previous year the Company undertook major expansion of production facility. The second molding line along with increased melting capacity and other balancing equipment have been commissioned. But there has been some delay in starting the commercial production due to delay in getting some balancing facilities. The labor employed for the upgraded production could not be utilized fully and resulted in higher labor cost. As the domestic market witnessed some slackness, in order to maintain the order position the Company had to compromise on margins by reducing the price of its products. Apart from this the international shipping freight substantially increased due to disturbance in Middle East affecting the margin on the exports. The depreciation cost also increased due to the additional investment. All these factors resulted in reduced profit for the year. However the Company is confident of achieving the full capacity utilization at the earliest which will nullify the adverse factors and will substantially improve the profitability. The performance of the Company so far in the subsequent year gives confidence to the directors that the Company will perform much better in the following year.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Your Company has identified its activities under business and geographical segments and accordingly, disclosure was made against SI.No.1.4 of the Notes forming part of Financial Statements.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31ST MARCH, 2025 AND THE DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of the Company since the end of financial year till the date of the Report.

PRESENT STATE OF AFFAIRS

The Company has completed the expansion program and the production capacity has now been increased to nearly 20000 tons per annum. The plant has the required facilities such as melting, machining etc. The capacity utilization has been gradually increasing. Currently the Company has sufficient orders from both export and domestic market. Your Directors are confident of achieving 75-80% capacity utilization by September 2025.

DIVIDEND

The Directors do not recommend any dividend for the year ended 31.03.2025 due to the accumulated losses of the Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

There was no unpaid/unclaimed dividend during last year.

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DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby stated that -

- a. In the preparation of annual accounts for the financial year ended 31st March 2025, the applicable Accounting Standards had been followed and that there were no material departures.
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the directors had prepared the accounts for the financial year ended 31st March 2025 on a going concern basis;
- e. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The company does not have a Subsidiary, Joint Venture or an Associate Company..

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss and that, all the transactions are properly authorised and recorded. Information provided to management is reliable and timely and statutory obligations are adhered to. The Company has an established internal financial control framework including internal controls over financial reporting. The framework is reviewed regularly by the management. Based on the periodical testing, the framework is strengthened from time to time, to ensure adequacy and effectiveness of Internal Financial Controls.

RISK MANAGEMENT POLICY

Risk management policy of the Company formalizes the Company's approach to overview and manages material business risks. Risks and effectiveness of their management are internally reviewed. The policy is implemented through identifying, assessing, monitoring and managing key risks. The Board is satisfied that, there are adequate systems and procedures in place to identify, assess, monitor and manage risks.

PUBLIC DEPOSITS AND DEPOSITS NOT IN COMPLIANCE WITH CHAPTER V

The Company has not accepted any deposits from the public during the year ended 31st March 2025 within the meaning of the provisions of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. And the Company has not accepted any deposits which are not in compliance with Chapter V.

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The Company has accepted deposits from Directors during the year ended 31.03.2025, the details of which are as follows:

1. Mr. Nitte Vinaya Hegde - Rs 75.00 Lacs

LOANS / GUARANTEES / INVESTMENT MADE

There were no loans / guarantees made by the Company during the year ended 31.03.2025 under the provisions of Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

The Board had passed a resolution on 29.07.2014 to the effect that, all transactions of the Company with the Related Parties were in the ordinary course of Business and constitute “arm’s length” transactions only, thereby making the provisions of section 188(1) of the Companies Act, 2013, inapplicable to such transactions of the Company.

Hence, all transactions entered by the Company with the related parties during the year ended 31.03.2025 were in the ordinary course of business and on “arm’s length” basis only and hence, outside the purview of Section 188(1) of Companies Act, 2013.

NOMINATION AND REMUNERATION POLICY

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board has, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration with effect from 01.04.2024.

The Nomination and Remuneration Policy of the Company is available on the website of the Company at

<https://laminafoundries.com/wp-content/uploads/2025/07/NominationRemunerationPolicy.pdf>

VIGIL MECHANISM

Establishment of Vigil mechanism is not applicable to the Company as it does not satisfy the criteria laid down in Sec 177 of Companies Act, 2013, read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014.

BOARD MEETINGS

During the year ended 31.03.2025, four meetings of the Board of Directors were held. The dates of the board meetings are: 25.07.2024, 05.10.2024, 14.12.2024 and 21.03.2025.

ANNUAL RETURN

The Annual Return as on 31.03.2025 is uploaded on the website of the company, in compliance with the requirements of amended section 92(3) of the Companies Act, 2013 and can be accessed through the following link: <https://laminafoundries.com/investors/>

PARTICULARS OF THE EMPLOYEES AND REMUNERATION

Being an Unlisted Company, the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pertaining to employees’ remuneration and other details are not applicable to the Company.

Hence, no information is furnished in this regard.

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DIRECTORS AND KEY MANAGERIAL PERSONNEL

Change in Directors/KMP

The Company wishes to inform the shareholders about the sad demise of Mr Guruprasad Adyanthaya (DIN:00043142), Director on 14.03.2025 and would like to place on record the deep appreciation for the valuable services rendered by him.

Mr Janthakahalli Mallaradhyha Nagaraj (DIN: 00238633) resigned from the post of Director with effect from 05.10.2024. The Company would like to place on record valuable contribution given by him during his tenure.

Mrs. Lalana Guruprasad Adyanthaya (DIN: 02766529) was appointed as Additional Director of the Company at the Board meeting held on 21.03.2025.

Directors retiring by rotation

Directors Mr. Bantwal Srinivas Baliga (DIN 00043194), Mr. Gopalkrishna Shenoy (DIN 00043378), retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment

Appointment of Independent Director at the AGM

Mr Madiyala Rajendra (DIN:00136307) has been appointed as Independent Director of the Company at the 43rd AGM for a period of 5 years with effect from 19.09.2024.

DECLARATION OF INDEPENDENT DIRECTORS

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as SEBI Listing Regulations. The Independent Directors have affirmed compliance to the Code of Conduct for Independent Directors as prescribed in Schedule IV to the Act. The necessary declarations were received by the Company from its Independent Directors.

During the year the Independent Directors met once on 21.03.2025 as required under Schedule IV to the Companies Act, 2013.

AUDITORS

Mr. P Venugopal, Chartered Accountant, Mangalore, was appointed as Statutory Auditor for a period of 5 years at the 43rd Annual General Meeting held on 19th September 2024. He will continue to hold office till the conclusion of 48th Annual General Meeting.

The Auditor's report does not contain any qualification, reservation or adverse remark.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE

The audit committee consisted of following members

Name of the Director	Designation
Mr. Surendra Jayaram Reddy	Chairman
Mr. Madiyala Rajendra	Member
Mr. Bantwal Srinivas Baliga	Member

The Company Secretary acts as the secretary to the Committee. During the year the committee meeting was held on 24.07.2024 and on 21.03.2025.

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NOMINATION AND REMUNERATION COMMITTEE

The Constituted committee consisted of following members

Name of the Director	Designation
Mr. Surendra Jayaram Reddy	Chairman
Mr Madiyala Rajendra	Member
Mr. Avinash Shenoy	Member

The Company Secretary acts as the secretary to the Committee. During the year the committee meeting was held once on 25.07.2024.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Constituted committee consisted of following members

Name of the Director	Designation
Mr. Madiyala Rajendra	Member
Mr.Bantwal Srinivas Baliga	Member

The Company Secretary acts as the secretary to the Committee.

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

The provisions of Section 134(3)(m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to conservation of Energy and Technology absorption are as follows:

- 1) Conservation of Energy: The Company has been using Hydro Electricity and thereby reducing the dependency on MESCOM. The company is also in the process of acquiring Solar Power.
- 2) Technology Absorption: There has been continued effort to establish good yield improvement by reducing the casting weight resulting in improved productivity and cost reduction. In view of the increasing demand for the products, the Company has undertaken major expansion programme using the latest technology.
- 3) The Foreign Exchange inflows were Rs.7249.46 Lacs and outflows were Rs 2683.27 lacs during the year ended 31.03.2025.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of section 135 of the Companies Act, 2013 on Corporate Social Responsibility (CSR) are not applicable to the Company, as the Company does not satisfy the eligibility criteria stipulated u/s 135 (1) of the Companies Act, 2013.

SECRETARIAL AUDIT REPORT

The requirement of secretarial audit report in pursuance of Sec. 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company, as the company is an unlisted company and also does not satisfy the eligibility conditions stipulated in the said Rule.

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EQUITY SHARES

The Company has not made any fresh issue of Equity shares during the year under review.

RIGHTS ISSUE

The Company has not made any Rights Issue of its Shares during the year under review.

BUY BACK OF SECURITIES

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

SWEAT EQUITY

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

BONUS SHARES

No Bonus Shares were issued during the year under review.

EMPLOYEES STOCK OPTION PLAN

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

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has always believed in providing a safe and harassment free work place for every individual working in the Company's premises through various interventions and practices. The Company endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contract / indirect employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Companies Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy.

- a) Number of cases of sexual harassment received in the year- **nil**
- b) Number of complaints disposed off during the year - **N.A**
- c) Number of cases pending for more than ninety days - **N.A**

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

There were no such orders passed.

DETAILS OF FRAUD REPORTED BY THE AUDITOR UNDER SUB SECTION (12) OF SEC 143 OF COMPANIES ACT.

There were no frauds reported by the Auditor under Sub Section (12) of Section 143 of Companies Act, 2013.

COMMENTS BY THE BOARD ON QUALIFICATION/ ADVERSE REMARK BY THE AUDITOR AND PCS IN THEIR AUDIT REPORTS.

There were no qualifications or adverse remarks by the Auditor in the Audit Report.

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STATEMENT THAT COMPANY COMPLIES WITH SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

THE AMOUNTS, IF ANY, WHICH IT PROPOSES TO CARRY TO ANY RESERVES

The Company has not proposed to carry any amount to the reserves.

CHANGE IN THE NATURE OF BUSINESS IF ANY

There has been no change in the nature of business of the Company.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

No application has been made under the Insolvency and Bankruptcy Code, 2016.

THE DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

As the Company has not gone for a one time settlement, the above disclosure is not applicable.

COMPLIANCE OF THE PROVISION RELATING TO MATERNITY BENEFIT ACT, 1961

The Company has implemented the provisions relating to Maternity Benefit Act, 1961 and comply with the provisions as and when required.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation for the continued co-operation and support extended by the bankers of the company and the Government agencies and the valued customers and suppliers, besides the shareholders. Your Directors also express their appreciation of the continued support given and contributions made by the employees during the year.

FOR AND ON BEHALF OF THE BOARD

Place: Mangalore

Date : 12.07.2025

Nitte Vinaya Hegde

Chairman

(DIN : 00043080)

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LAMINA FOUNDRIES LIMITED

Report on the Audit of Financial Statements

Opinion

I have audited the accompanying financial statements of M/s. LAMINA FOUNDRIES LIMITED ("the Company"), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss Statement of Changes in Equity and Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the material accounting policies and other explanatory information.

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Companies Act 2013("Act") 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, (AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

I conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. My responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to my audit of the financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. I believe that the audit evidence obtained by me is sufficient and appropriate to provide a basis for my opinion on the financial statements.

Information Other than Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in Company's Annual Report but does not include the financial statements and my auditor's report thereon.

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

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

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Responsibilities of Management and Board of Directors' for the Financial Statements

The Company's Board of Directors are 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 state of affairs, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the AS 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of Financial Statements

My 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 my 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, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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, I am also responsible for expressing my opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements.

1. As required by Section 143(3) of the Act, based on my audit and I report that:
 - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit.
 - b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement Cash Flows dealt with by this Report are in agreement with relevant books of account.
 - d) In my opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to the financial Statements of the Company and the operating effectiveness of such controls, refer to my separate Report in 'Annexure – A'. My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial statements.

- g) With respect to the other matters to be included in the Auditor's Report under section 197(16) of the Act, as amended. In my opinion and to the best of my information and according to the explanations given to me, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director not in excess of limit laid on under section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in my opinion and to the best of my information and according to the explanations given to me:
- i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
 - iv) (a) The Management has represented that, to the best of its knowledge and belief, 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 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 ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or 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 person 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 ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or behalf of the Ultimate Beneficiaries;
 - (c) Based on the such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused me to believe that the representations under sub-clause(i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.
 - v) The company has neither declared nor paid any dividend during the year. The Board of Directors do not recommend any dividend for the year ended 31 March 2025 due to the accumulated losses of the Company.
 - vi) Based on my examination, which included test check, the Company has used accounting software for maintaining its books of account for the financial year ended 31 March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course my audit I did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, I give in the Annexure – "B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

PLACE: MANGALORE

DATE: 12.07.2025

P. VENUGOPAL

Chartered Accountant
Membership No 20119

UDIN: 25020119BMKNHU3906

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

ANNEXURE - A— TO THE INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS- 31st MARCH 2025

Report on the Internal Financial Controls with reference to the financial statements under Clause (I) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("The Act")

I have audited the internal financial controls with reference to the financial statements of LAMINA FOUNDRIES LIMITED ("the Company") as of 31 March 2025 in conjunction with my audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

My responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on my audit. I conducted my audit in accordance with the Guidance Note and Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

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

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls with reference to financial statements.

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that -

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

In my opinion the company, in all material respects, adequate internal financial controls with reference to financial statements and such financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to the financial statements criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note)

P. VENUGOPAL

Chartered Accountant

Membership No 20119

UDIN: 25020119BMKNHU3906

PLACE: MANGALORE

DATE: 12.07.2025

**ANNEXURE – B- TO THE INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS-
31st MARCH 2025**

(Referred to in my report of even date)

To the best of my information and according to the explanations provided to me by the Company and the books of account and records examined by me in the normal course of audit, I state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company does not have any intangible assets. .
(b) The Company has a regular program of physical verification of Property, Plant and Equipment by which all property, plant and equipments are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year. In my opinion this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
(c) The title deeds of immovable properties (other than immovable property where the company is lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
(d) The Company has not revalued of its Property, Plant and Equipment (including right-of-use assets) or intangible assets or both during the year.
(e) There are no proceedings initiated or pending against the Company for holding for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The inventory except goods in transit and stocks lying with third parties, has been physically verified by the management during the year. For stock lying with third parties at the year end, written confirmation have been obtained and for inward goods in transit subsequent evidence of receipt has been linked with inventory records. In my opinion the frequency of such verification is reasonable and procedures and coverage as followed by the management were appropriate. No discrepancies were noticed on verification between physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
(b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. In my opinion the quarterly returns or statements filed by company with such banks or financial institution are in agreement with the books of accounts of the company.
- (iii). The Company has not made investments in, provided any guarantee or security or granted any loan or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships, and other parties, during the year and hence reporting under clause 3(iii) of the Order is not applicable.
- (iv). The Company has not given any loans, investments, guarantees and securities during the year to which the provisions of section 185 and 186 of the Act apply and hence reporting under clause 3(iv) of the Order is not applicable.
- (v). The Company has not accepted any deposit or amounts which are deemed to be deposits from the public during the year and hence reporting under clause 3(v) of the Order is not applicable.

- (vi). The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable.
- (vii). In respect of statutory dues:
 - (a) The company does not have liability in respect of service tax, duty of exercise, sales tax and value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
 In my opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, duty of Custom and other statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, duty of Custom, and other statutory dues in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.
 - (b) There are no dues of Provident Fund, Employees' State Insurance, Income tax, Goods and Service Tax, Cess and other applicable statutory dues which have been deposited on account of any dispute with the relevant authorities.
- (viii). There are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix)
 - (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
 - (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - (c) Term loan obtained were applied for the purpose for which the loan were obtained.
 - (d) The funds raised for short term have not been utilized for long term purposes.
 - (e) The company has not taken any fund from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x)
 - (a) The Company has not raised by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi).
 - (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - (b) No report under section 143(12) of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - (c) Appointment of whistle-blower is not applicable to the company.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

- (xiii) In my opinion, Section 177 is not applicable to the Company and section 188 of the Act with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) Section 138 of the Act is not applicable to the company and hence reporting under clause 3 (xiv) is not applicable.
- (xv) In my opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) In my opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) (c) and (d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by my audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and my knowledge of the Board of Directors and Management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and i neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The provisions of section 135 of the Act are not applicable to the Company and hence reporting under clause (xx) of the Order is not applicable.

PLACE: MANGALORE

DATE: 12.07.2025

P. VENUGOPAL

Chartered Accountant

Membership No 20119

UDIN: 25020119BMKNHU3906

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

BALANCE SHEET AS AT 31ST MARCH 2025

PARTICULARS	Note No.	As at 31st March 2025	As at 31st March 2024
I. EQUITY AND LIABILITIES		Rs. (in Lacs)	Rs. (in Lacs)
1. Shareholder's funds			
(a) Share Capital	2	461.29	461.29
(b) Reserves and Surplus	3	(446.03)	(450.68)
		15.26	10.61
2. Non-current liabilities			
(a) Long-term borrowings	4	4177.33	4124.67
(b) Deferred tax liability (net)	10	91.64	86.39
		4268.97	4211.06
3. Current liabilities			
(a) Short-term borrowings	5	1936.05	1830.21
(b) Trade payables	6	1498.57	888.68
(c) Other current liabilities	7	2245.91	1550.40
		5680.53	4269.29
TOTAL		9964.76	8490.96
II. ASSETS			
1. Non-current assets			
(a) Property Plant & Equipment	8	3257.11	1794.50
(b) Capital work in progress	8a	-	1419.65
(c) Investments	9	10.10	10.30
(d) Other Non-Current Assets	11	190.66	190.21
		3457.87	3414.66
2. Current assets			
(a) Inventories	12	3954.95	3384.02
(b) Trade receivables	13	1511.82	1060.82
(c) Cash and cash equivalents	14	433.44	354.55
(d) Short-term loans and advances	15	606.68	276.91
		6506.89	5076.30
TOTAL		9964.76	8490.96
III. NOTES FORMING PART OF FINANCIAL STATEMENTS	1-31		

For and on behalf of the Board of Directors

Nitte Vinaya Hegde
Chairman
DIN : 00043080

In terms of my report attached

P. Venugopal
Chartered Accountant
Membership No. 20119

Shantheri Baliga
Company Secretary

Place : MANGALORE

Date : 12.07.2025

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

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

PARTICULARS	Note No.	For the year ended 31st March 2025	For the year ended 31st March 2024
		Rs. in lacs	Rs. in lacs
I. Revenue from operations	16	13836.67	11906.74
II. Other Income	17	208.63	148.88
III. Total Reveune	(I + II)	<u>14045.30</u>	<u>12055.62</u>
IV. Expenses :			
a) Cost of materials consumed	18	6789.18	5885.92
b) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	(434.07)	(114.67)
c) Employee benefit expense	20	1338.21	1070.12
d) Finance costs	21	824.00	696.99
e) Depreciation and amortization expense	8	294.01	236.92
f) Other expenses	22	5224.07	4000.54
Total Expenses		<u>14035.40</u>	<u>11775.82</u>
V. Profit/(Loss) before exceptional and extraordinary items and tax	(III - IV)	9.90	279.80
VI. Profit/(Loss) before extraordinary items and tax		<u>9.90</u>	<u>279.80</u>
VII. Profit/(Loss) before tax		<u>9.90</u>	<u>279.80</u>
VIII. Tax expense :			
(1) Current tax		-	-
(2) Deferred tax credit / (expense)	23	<u>(5.25)</u>	<u>16.35</u>
IX. Profit/(Loss) for the period from continuing operations	(VII - VIII)	<u>4.65</u>	<u>296.15</u>
X. Profit/(Loss) for the period		<u>4.65</u>	<u>296.15</u>
XI. Earning per equity share :			
(1) Basic		0.10	6.42
(2) Diluted		-	-
XII. NOTES FORMING PART OF FINANCIAL STATEMENTS	1-31		

For and on behalf of the Board of Directors

Nitte Vinaya Hegde
Chairman
DIN : 00043080

Shantheri Baliga
Company Secretary

In terms of my report attached

P. Venugopal
Chartered Accountant
Membership No. 20119

Place : MANGALORE
Date : 12.07.2025

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025

	2024-25 Rs. in Lacs	2023-24 Rs.in Lacs
A. Cash Flow from operating Activities		
Net Profit before tax and interest	833.90	976.79
Adjustments for :		
Profit on Sale of Assets	-	(1.43)
Depreciation	294.01	236.92
Operating profit before working capital changes	1127.91	1212.28
Adjustments for :		
Trade and Other receivables	(781.21)	643.04
Inventories	(570.94)	220.26
Trade payables	1305.39	(847.20)
	(46.76)	16.10
Cash Generated from operations	1081.15	1228.38
Tax paid	-	-
Net cash from operating activities	1081.15	1228.38
B. Cash flow from investing activities		
Purchase of Fixed Assets	(336.96)	(1405.11)
Sale of Fixed Assets	-	1.43
Investment	0.20	-
	(336.76)	(1403.68)
C. Cash flow from financing activities		
Increase in share capitals	-	-
Working capital borrowings	260.78	268.61
Term Loan	(102.29)	548.00
Interest Paid	(823.99)	(696.99)
Net cash used in financing activities	(665.50)	119.62
Net increase in cash and cash equivalents	78.89	(55.68)
Opening Balance of cash & cash equivalents	354.55	410.22
Closing Balance of cash & cash equivalents	433.44	354.55

For and on behalf of the Board of Directors

In terms of my report attached

Nitte Vinaya Hegde

Chairman
DIN : 00043080

Shantheri Baliga
Company Secretary

P. Venugopal

Chartered Accountant
Membership No. 20119

Place : MANGALORE

Date : 12.07.2025

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

NOTES FORMING PART OF FINANCIAL STATEMENTS

Lamina Foundries Limited is a Public Limited Company commissioned in the year 1983, having its registered office at Kuntadi road, Nitte, Karkala taluk-574110, Udupi District, Karnataka.

The company is into production of cast iron castings such as motor bodies, flywheels, valve bodies etc. to cater to the needs of domestic customers. The company has entered into the export market since 1990 by exporting machined Brake Drums to Germany, USA & Saudi Arabia

NOTE 1

1.1 Material Accounting Policies :

(a) Basis of Preparation :

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention, unless otherwise specifically stated.

(b) Classification of Assets and Liabilities :

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

(c) Property Plant & Equipment :

Property, Plant & Equipment are stated at cost of acquisition or construction less accumulated depreciation / amortization and impairment, if any.

Cost represents all expenses directly attributable to bringing the Property, Plant & Equipment to its working condition for its expected use. Cost of Property, Plant & Equipment is net of eligible credits under GST Scheme.

Property, Plant & Equipment, that are not ready for their intended use, are carried at costs comprising of direct costs and other attributable expenses and reflected under capital work-in-progress.

(d) Depreciation :

(a) The depreciation on Property, Plant & Equipment is charged over their estimated useful lives on straight line method in accordance with Part A and Part C of the Schedule II to the Companies Act, 2013. Companies Act, 2013

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

- (b) On Property, Plant & Equipment added / disposed of during the year, depreciation is charged on pro-rata basis from the date of addition / till the date of disposal.

- (e) Sales :

Sales excludes GST collected from the customers through the invoices and GST paid on the despatches covered by the invoices are deducted from the "Revenue from operations" in the profit and loss statement.

- (f) Foreign Exchange Transaction :

Transaction in foreign currency that is other than companies functional currency of Indian rupees are recognized at the rate of exchange prevailing at the date of transaction. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the functional currency using exchange rates prevailing at that date.

- (g) Retirement benefits :

Retirement benefits are provided for by payments to Gratuity and Provident Fund. The Gratuity Liability is determined on the basis of actuarial valuation furnished by Life Insurance Corporation of India under Group Gratuity Scheme.

- (h) Deferred Tax :

Deferred tax is recognised on all timing differences, subject to consideration of prudence in respect of deferred tax asset.

- 1.2 Confirmations of balances were not received from the parties under security and other deposits and from debtors and creditors.

- 1.3 In the opinion of the management, Current Assets, Loans and Advances are approximately of the value stated in the Balance Sheet on a going concern basis.

- 1.4 Segment Reporting :

The management has identified the business segment as the Primary Segment and the geographical segment as the Secondary Segment.

- a) Primary Segment : Business

The management is of the opinion that there are no separate reportable business segments as per Accounting Standards(AS)-17, as the entire operation of the company relates to one

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

reportable business segments as per Accounting Standards (AS)-17, as the entire operation of the company relates to one reportable segment comprising of manufacture of Iron Castings. Hence, the company's business segment represents single business segment, which does not include products with significantly differing risks and returns

b) Secondary Segment : Geographical

Segment revenue by geographical based location of customers:

Domestic		Export		Total	
(Rs. In Lacs)		(Rs. In Lacs)		(Rs. In Lacs)	
2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
6261.61	8108.42	7371.42	3692.76	13633.03	11801.18

c) The company's operating facilities are located in India.

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

NOTE 2

Share capital	As at 31st March 2025	As at 31st March 2024
	Rs. in Lacs	Rs.in Lacs
Authorised Share Capital :		
60,00,000 (60,00,000) Equity shares of Rs.10/- each	600.00	600.00
	600.00	600.00
Issued, Subscribed and fully paid up :		
46,12,916 (46,12,916) Equity Shares of Rs 10/- each	461.29	461.29
(Of the above, 32,97,725 (32,97,725) equity shares are held by the holding company M/s Lamina Suspension Products Ltd)		
Ordinary Shares of Rs. 10 each :		
- In respect of every Ordinary share (whether fully paid or partly paid), voting right shall be in same proportion, as the capital paid upon such ordinary share, bears to the total paid up ordinary capital of the company.		
- In the event of liquidation, the shareholders of ordinary shares are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their share holdings.		
Information regarding issue of shares in the last five years.		
(a) Company has not issued any shares without payment being received.		
(b) The Company has not issued any bonus shares.		
(c) The Company has not undertaken any buy-back shares.		
TOTAL	461.29	461.29

Share Holders holding more than 5% of the Total

Share Capital :

Name of Share Holder	No. of Shares held		% of Holding	
	2024-25	2023-24	2024-25	2023-24
Lamina Suspension Products Ltd	32,97,725	32,97,725	71.49	71.49

Shares Held by Promoters at the end of the Year

Nitte Vinaya Hegde	109777	109777	2.38	2.38
Guruprasad Adyanthaya	101726	101726	2.21	2.21

Statement of Changes in Equity

EQUITY SHARE CAPITAL	Quantity	Face Value	Amount
Opening Share Capital	4612916	10	46129160
Additions / (Deletions)during the year		-Nil-	
Closing Share Capital	4612916	10	46129160

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

NOTE 3

Reserves and surplus	As at 31st March 2025 Rs. in Lacs	As at 31st March 2024 Rs. in Lacs
Capital reserve		
Capital Subsidy from Govt. of Karnataka	30.00	30.00
Forfeited shares	0.23	0.23
Capital Redemption Reserve		
Balance as per last Balance Sheet	10.00	10.00
General Reserve		
Balance as per last Balance Sheet	22.80	22.80
Profit & Loss Account		
Balance as per last Balance Sheet	(513.71)	(809.86)
Add: Current year profit/(Loss)	4.65	296.15
	(446.03)	(450.68)

NOTE 4

Long term borrowings	As at 31st March 2025 Rs. in Lacs	As at 31st March 2024 Rs. in Lacs
Secured		
Term loans from Scheduled Banks	737.36	783.13
Unsecured		
Loans and advances from		
(i) Related Parties	1,101.21	1,067.68
(ii) Others	582.65	582.75
(iii) Promoter Directors	967.11	892.11
(iv) Other Directors	789.00	799.00
	4,177.33	4,124.67

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

NOTE 5

	As at 31st March 2025	As at 31st March 2024
Short term borrowings		
Secured	Rs. in Lacs	Rs. in Lacs
Loans repayable on demand		
- From Scheduled banks	1,739.23	1,576.88
- Current maturities of long-term debt	196.82	253.33
	1,936.05	1,830.21

Note : Secured Loans

Loans mentioned above are secured by the hypothecation of Stock-in-trade, book debts and also by a pari passu 1st charge on the Fixed assets of the company & further secured by the personal guarantees of two directors.

NOTE 6

	As at 31st March 2025	As at 31st March 2024																																		
Trade Payables	Rs. in Lacs	Rs. in Lacs																																		
Sundry Creditors for Raw materials	1,498.57	888.68																																		
<table><tr><th colspan="5">Outstanding for the following period from the due date</th><th>Total</th></tr><tr><th>Description</th><th>Less than 1 year</th><th>1-2 years</th><th>2-3 years</th><th>More than 3 years</th><th></th></tr><tr><td>(i) MSME</td><td></td><td></td><td></td><td></td><td rowspan="2"></td></tr><tr><td>(ii) Others</td><td></td><td></td><td></td><td></td></tr><tr><td>(iii) Disputed Dues-MSME</td><td></td><td></td><td rowspan="2">Nil</td><td></td><td></td></tr><tr><td>(IV) Disputed Dues-Others</td><td></td><td></td><td></td><td></td></tr></table>			Outstanding for the following period from the due date					Total	Description	Less than 1 year	1-2 years	2-3 years	More than 3 years		(i) MSME						(ii) Others					(iii) Disputed Dues-MSME			Nil			(IV) Disputed Dues-Others				
Outstanding for the following period from the due date					Total																															
Description	Less than 1 year	1-2 years	2-3 years	More than 3 years																																
(i) MSME																																				
(ii) Others																																				
(iii) Disputed Dues-MSME			Nil																																	
(IV) Disputed Dues-Others																																				
	1,498.57	888.68																																		

NOTE 7

	As at 31st March 2025	As at 31st March 2024
Other current liabilities	Rs. in Lacs	Rs. in Lacs
Liabilities for Expenses	2,189.29	1,460.63
Other Payables	56.62	89.77
	2,245.91	1,550.40

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

NOTE 8

PROPERTY, PLANT & EQUIPMENT

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
DESCRIPTION	As at 1st April 2024 Rs. in Lacs	Additions during the year Rs. in Lacs	Deductions during the year Rs. in Lacs.	As at 31st March 2025 Rs. in Lacs	upto 31st March 2024 Rs. in Lacs	For the year Rs. in Lacs	On Dedu- -ctions Rs. in Lacs	upto 31st March 2025 Rs. in Lacs	As at 31st March 2025 Rs. in Lacs	As at 31st March 2024 Rs. in Lacs
TANGIBLE FIXED ASSET										
LAND	32.72	-	-	32.72	-	-	-	-	32.72	32.72
BUILDINGS	514.69	4.76	-	519.45	257.59	14.39	-	271.98	247.47	257.10
PLANT AND EQUIPMENT	4671.98	1749.46	-	6421.44	3174.88	276.26	-	3451.14	2970.30	1497.10
VEHICLES	61.16	-	-	61.16	58.11	2.63	-	60.74	0.42	3.05
FURNITURE & FIXTURES	23.82	2.40	-	26.22	19.29	0.73	-	20.02	6.20	4.53
TOTAL	5304.37	1756.62	-	7060.99	3509.87	294.01	-	3803.88	3257.11	1794.50
PREVIOUS YEAR	5238.44	70.69	4.76	5304.36	3277.71	236.91	4.76	3509.85	1794.50	1960.73

NOTE 8A

CAPITAL WORK IN PROGRESS	1419.65	159.39	1579.04	-	-	-	-	-	-	1419.65
PREVIOUS YEAR	85.23	1334.42	-	1419.65	-	-	-	-	1419.65	85.23

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

NOTE 9	As at 31st	As at 31st
Investments	March 2025	March 2024
	Rs. in Lacs	Rs. in Lacs
Perla Hydro Power P. Ltd.	10.10	10.30

NOTE 10	As at 31st	As at 31st
Deferred Tax Liability (Net)	March 2025	March 2024
	Rs. in Lacs	Rs. in Lacs
Deferred tax liability	319.07	205.48
Less : Deferred tax Asset	<u>227.43</u>	<u>119.09</u>
	<u>91.64</u>	<u>86.39</u>

NOTE 11	As at 31st	As at 31st
Other Non Current Assets	March 2025	March 2024
	Rs. in Lacs	Rs. in Lacs
Security Deposit		
- With Mescom	187.13	187.13
- Other Deposits	<u>3.53</u>	<u>3.08</u>
	<u>190.66</u>	<u>190.21</u>

NOTE 12	As at 31st	As at 31st
Inventories	March 2025	March 2024
	Rs. in Lacs	Rs. in Lacs
Raw Materials	452.31	389.31
Work-in-Progress	2,599.63	2,211.33
Finished Goods	116.11	70.34
Stores & Spares	781.51	709.20
Other Items		
Oils & Lubricants	5.39	3.84
Building Materials	<u>-</u>	<u>-</u>
	<u>3,954.95</u>	<u>3,384.02</u>

Valuation of Inventories

- i) Raw materials, Stores & Spares are valued at cost, on average value basis
- ii) Work-in-Progress is valued at lower of cost, which includes material, labour & overheads or net realisable value.
- iii) Finished goods are valued at lower of cost, which includes material, labour & overheads or net realisable value.

NOTE 13	As at 31st	As at 31st
Trade receivables	Rs. March 2025	Rs. March 2024
	Rs. in Lacs	Rs. in Lacs
(Unsecured, considered good)		
Trade Receivables considered good	<u>1,511.82</u>	<u>1,060.82</u>

Outstanding for the following period from the due date					
Description	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed trade receivables considered good	-Nil- (P.Y.-103.97)				-Nil- (P.Y.-103.97)
(ii) Undisputed trade receivables considered doubtful			-Nil-		
(iii) Disputed trade receivables considered good					
(iv) Disputed trade receivables considered doubtful					

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

NOTE 14

	As at 31st March 2025	As at 31st March 2024
Cash and cash equivalents		
(a) Balances with banks	Rs. in Lacs	Rs. in Lacs
In current accounts :-	2.47	6.21
 (b) In Fixed Deposits with banks		
LC Margin Money	430.35	347.35
 (c) Cash in hand	0.62	0.99
	433.44	354.55

NOTE 15

	As at 31st March 2025	As at 31st March 2024
Short term loans and advances		
	Rs. in Lacs	Rs. in Lacs
(a) Advances recoverable in cash or in kind or for value to be received (unsecured, considered good)	508.75	135.09
(b) Export incentive receivable	66.60	40.07
(c) Prepaid Expenses	31.33	28.89
(d) Payments to suppliers for Capital Goods (unsecured, considered good)	-	72.86
	606.68	276.91

NOTE 16

	Y.E 31st March 2025	Y.E 31st March 2024
Revenue from Operations		
(a) Sales of Products - Unmachined and Machined Castings	Rs. in Lacs 13,633.03	Rs. in Lacs 11,801.18
(b) Other Operating Income		
(i) Export Incentives	203.64	105.56
(ii) Profit on Sale of Pattern	-	-
	13,836.67	11,906.74

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udipi District, Karnataka State, India

NOTE 17	Y.E 31st	Y.E 31st
Other Income	March 2025	March 2024
	Rs. in Lacs	Rs. in Lacs
(a) Interest earned	35.23	29.56
(b) Misc. Income	173.40	119.32
	208.63	148.88

NOTE 18	Y.E 31st	Y.E 31st
Cost of Materials Consumed	March 2025	March 2024
	Rs. in Lacs	Rs. in Lacs
Opening Stock	389.31	737.00
Add : Purchases	6,852.18	5,538.23
	7,241.49	6,275.23
Less : Closing Stock	452.31	389.31
	6,789.18	5,885.92

NOTE 19

Changes in Inventories of finished goods, work-in-progress & Stock-in-trade	Y.E 31st	Y.E 31st
	March 2025	March 2024
	Rs. in Lacs	Rs. in Lacs
Opening Stock		
Manufactured Goods	70.34	88.90
Work-in-Progress	2,211.33	2,078.10
Less : Closing Stock		
Manufactured Goods	116.11	70.34
Work-in-Progress	2,599.63	2,211.33
	(434.07)	(114.67)

NOTE 20	Y.E 31st	Y.E 31st
Employee Benefit Expense.	March 2025	March 2024
	Rs. in Lacs	Rs. in Lacs
Salaries, Wages & Bonus	1,108.69	877.61
Directors Remuneration	41.87	41.07
Contribution to Provident Fund, Gratuity & other funds	106.37	87.76
Staff welfare Expenses	81.28	63.68
	1,338.21	1070.12

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

NOTE 21	Y.E 31st	Y.E 31st
Finance Costs	March 2025	March 2024
	Rs. in Lacs	Rs. in Lacs
(a) Interest on Term Loans	98.88	69.79
(b) Other Borrowing Costs		
(i) Bank Interest & Bank Charges	425.34	310.53
(ii) Other Interest & Finance Charges	299.78	316.67
	824.00	696.99
NOTE 22	Y.E 31st	Y.E 31st
Other Expenses	March 2025	March 2024
	Rs. in Lacs	Rs. in Lacs
Stores & Spares consumed	463.85	374.38
Freight Inwards	317.72	332.09
Power & Fuel	1,504.11	1,345.93
Repairs to Machineries	107.15	73.56
Repairs to Buildings	13.98	14.39
Other Manufacturing Expenses	1,245.38	998.49
Lease rent on Building	8.39	4.50
Freight Forwarding & Clearing	1,352.17	661.00
Rates, Taxes & Licence Fees	6.42	7.51
Advertisements & Sales Promotion	1.44	0.95
Insurance Premium	31.78	21.95
Payments to Auditor:		
As Auditor	2.00	2.00
For Taxation Matters	1.00	1.00
For Other Services	0.52	0.37
Reimbursement of Expenses	0.07	0.06
Miscellaneous Expenses	168.09	162.36
	5,224.07	4,000.54

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

NOTE 23 Deferred tax	Y.E 31st March 2025	Y.E 31st March 2024
	Rs. in Lacs	Rs. in Lacs
Deferred tax Credit /(expense)	<u>(5.25)</u>	<u>16.35</u>

NOTE 24

Contingent Liabilities & Commitments	As at 31st March 2025	As at 31st March 2024
	Rs. in Lacs	Rs. in Lacs
a) Guarantees		
Inland Letters of Credit & Bank Guarantee	1,111.11	1,231.04
b) Other money for which the company is contingently liable		
Bills discounted with bank	1,646.59	693.61

NOTE 25

Raw materials & Components consumed	For the year ended 31st March 2025		For the year ended 31st March 2024	
	Value	%	Value	%
	Rs. in Lacs		Rs. in Lacs	
Raw Materials				
I) a) Pig Iron				
Imported	-	-	-	-
Indigenous	14.71	100	51.48	100
Total	<u>14.71</u>		<u>51.48</u>	
b) Iron Scrap				
Imported	2,803.64	49.91	3,413.61	71
Indigenous	2,814.02	50.09	1,394.58	29
Total	<u>5,617.66</u>		<u>4,808.19</u>	
c) Ferro Alloys				
Imported	0.00	-	-	-
Indigenous	395.60	100	306.21	100
Total	<u>395.60</u>		<u>306.21</u>	
d) Other Raw materials				
Imported	0.00	-	-	-
Indigenous	761.22	100	720.05	100
Total	<u>761.22</u>		<u>720.05</u>	
II Stores, Spares & Components Imported	3.75	0.00	-	-
Indigenous	460.10	100	374.38	100
Total	<u>463.85</u>		<u>374.38</u>	

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

NOTE 26

Related Party Disclosure :

a) Name of the related Parties & description of relationship :

i)	Lamina Suspension Products Limited :	Holding Company
ii)	Lamina International	Associate
iii)	General Engineering Services & Industries :	Associate
iv)	Manmet Engineering Products Pvt. Ltd., :	Associate
v)	Mr. Nitte Vinaya Hegde	Key Managerial Personnel
vi)	Mr. Guruprasad Adyanthaya	Key Managerial Personnel
vii)	Mr. Gopalkrishna Shenoy	Key Managerial Personnel
viii)	Mr. Vishal Hegde	Key Managerial Personnel
ix)	Mr. Avinash Shenoy	Key Managerial Personnel

b) i) Transactions with related parties :

	Holding Company		Associate & Associate Co		Key Managerial Personnel		(Rs. in Lacs) Total	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Purchase of goods	93.42	74.18	-	-	-	-	93.42	74.18
Sales of goods	317.52	543.06	28.92	34.00	-	-	346.44	577.06
Receiving of services	-	-	566.87	438.37	41.87	41.07	608.74	479.44
Loans taken	-	-	-	-	75.00	150.00	75.00	150.00
Interest	55.11	55.16	15.80	15.80	170.18	166.31	241.09	237.27
Closing Balance	621.39	483.84	743.41	673.65	1,756.11	1,691.11	-	-

ii) Remuneration to Key Managerial Personnel :

Mr. Gopalkrishna Shenoy

	Rs. in Lacs	Rs. in Lacs
	2024-25	2023-24
	41.87	41.07

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

	Rs. in Lacs 2024-25	Rs. in Lacs 2023-24
NOTE 27		
Earnings in Foreign Currency :		
Export of Goods on F.O.B. Basis	7371.42	3692.76
NOTE 28		
C.I.F. Value of Imports		
- Raw Materials	2971.03	3942.44
- Stores, Spares & Components	3.75	1.07
- Machinery	-	113.92
NOTE 29		
Expenditure incurred in Foreign Currency		
Travel Expenses	2.81	-

NOTE 30

On the basis of information available with the company, there is no amount due but remaining unpaid as on 31st March, 2025 to any supplier who was a small scale or ancillary industrial undertaking.

NOTE 31

Previous years figures have been regrouped/reclassified, wherever necessary, to correspond with the current year classification/disclosure.

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

Additional Regulatory Requirement

1. Title deeds of Immovable Property held in the name of the Company

The title deeds of immovable properties disclosed in the financial statement are held in the name of the company.

2. Revaluation of Property Plant & Equipments

The Company has not revalued any of its Property plant & Equipments during the year.

3. Loans or Advances in the nature of loans granted to Promoters, Directors, KMP's and the related parties

The Company has not granted any loans or advances in the nature of loans to Promoters, Directors, KMP's and the Related parties.

4. Capital Work in Progress

The company did not have capital work in progress balance at the year end.

5. Intangible Asset under development

The Company does not have any Intangible Asset under development.

6. Details of Benami Property held

No proceedings have been initiated or pending against the company for holding any benami property under the benami transactions (Prohibition) Act, 1988 (45 of 1988).

7. Monthly / Quarterly Statement filed with the banks

The Company has availed Cash Credit/Overdraft facilities from banks based on the Hypothecation of stock and trade receivables. As per the verification carried out by me, the year end statement of stock and debtors filed by the company with the banks are in agreement with the books of accounts

8. Willful defaulter

Company has not been declared as wilful defaulter by any bank or financial institution.

9. Relationship with Struck off Companies

As per the available information and knowledge, Company does not have any transactions with the Struck off companies under section 248 of the companies Act 2013.

10. Registration of Charge or satisfaction with Registrar of Companies

There are no charges or satisfaction to be registered with Registrar of Companies beyond the statutory period

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

11. Compliance with number of layers of Companies

Company has no subsidiary companies therefore question of Compliance with number of layers does not arise.

12. Utilization of borrowed funds and share premium

The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with any understanding (whether recorded in writing or otherwise) on the manner of utilization of borrowed funds.

13. Compliance with approved Scheme(s) of Arrangements

No scheme of Arrangements have been approved by the competent authority in terms of Section 230 to 237 of the companies, Act 2013.

14. Details of Crypto currency or Virtual Currency

Company has not traded or invested in Crypto currency or virtual currency during the financial year.

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

15.

Accounting Ratios	2024-25			2023-24			Variation %
	Numerator	Denominator	Ratio	Numerator	Denominator	Ratio	
(a) Current Ratio = Current Assets / Current Liabilities	6506.89	5680.53	1.15:1	5076.30	4269.29	1.19:1	-3.66
(b) Debt Equity Ratio = Total Outside Liabilities / Net Owned Funds	7092.18	2872.58	2.47:1	5721.56	2769.40	2.07:1	19.50
(c) Debt Service Coverage Ratio = Net Profit + Dep. / Repayment + Interest	403.00	244.29	1.65:1	586.51	157.84	3.72 :1	-55.60
(d) Return on Equity Ratio = Net Profit / Equity	9.90	461.29	0.02:1	279.80	461.29	0.61 :1	-96.46
(e) Inventory Ratio = Total Revenue / Inventory	13836.67	3954.95	3.50:1	11906.74	3384.02	3.52:1	-0.57
(f) Trade Receivables Turnover Ratio = Sales / Average Trade Receivables	13836.67	1286.32	10.76:1	11906.74	1273.38	9.35:1	15.04
(g) Trade Payables Turnover Ratio = Purchase / Average Trade Payables	6852.18	1193.63	5.74:1	5538.23	1329.55	4.17:1	37.81
(h) Net Capital Turnover Ratio = Turnover / Net Owned Funds	13836.67	2872.58	4.82:1	11906.74	2769.40	4.30:1	12.03
(i) Net Profit Ratio = Net Profit / Net Owned Funds	9.90	2872.58	0.00:1	279.80	2769.40	0.10 :1	-96.59
(j) Return on capital Employed Net Profit/ Net Capital Employed (Total Assets - Current Liabilities)	9.90	4284.23	0.00:1	279.80	4221.67	0.07 : 1	-96.52
(k) Return on Investment = Profit Before Depreciation / Net Owned Funds	303.90	2872.58	0.11:1	516.72	2769.40	0.19 : 1	-43.30

Note : Variation more than 25% is due to
Decrease in profit.

CIN : U 85110KA1981 PLC 004151

Name of the Company : Lamina Foundries Limited

Reg. Office : Nitte, Karkala Taluk, Udupi District

Form No. MGT-11

Proxy Form

*[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the
Companies (Management and Administration) Rules, 2014]*

Name of the member (s) :

Registered address :

E-mail Id :

Folio No / Client Id :

DPID :

I/We, being the member (s) of shares of the above named company, hereby appoint :

1. Name :

Address :

E-mail Id :

Signature :, or failing him

2. Name :

Address :

E-mail Id :

Signature :, or failing him

3. Name :

Address :

E-mail Id :

Signature :, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 44th Annual General Meeting of the Company, to be held on Friday 12th day of September 2025 at 12.00 noon. at Justice K. S. Hegde Institute of Management Auditorium, Nitte, and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. :

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31-03-2025 and the report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr Bantwal Srinivas Baliga (DIN 00043194), who retires by rotation and being eligible, offers himself for re-appointment.

LAMINA FOUNDRIES LIMITED

CIN : U85110KA1981 PLC 004151

Regd Office : Nitte - 574110, Karkala Taluk, Udupi District, Karnataka State, India

3. To appoint a Director in place of Mr Gopalkrishna Shenoy (DIN 00043378), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution: Appointment of Mrs Lalana Guruprasad Adyanthaya (DIN: 02766529) as Director liable to retire by rotation.

RESOLVED THAT Mrs Lalana Guruprasad Adyanthaya (DIN : 02766529) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21.03.2025 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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

RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to:

Make investment and acquire by way of subscription, purchase or otherwise, securities of any other company, provided that the total amount of such investments outstanding at any time shall not exceeds rupees Twenty Five crores;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide and finalize the terms and conditions while making investment, within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution

Signed thisday of2025.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

LAMINA FOUNDRIES LIMITED
CIN : U85110KA1981 PLC 004151

Registered Office : NITTE, UDUPI DIST., KARNATAKA - 574 110

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE
OF K.S.HEGDE INSTITUTE OF MANAGEMENT AUDITORIUM, NITTE - 574 110

NAME OF THE MEMBER

FOLIO NO.

I hereby record my presence at the ANNUAL GENERAL MEETING TO BE HELD AT K.S. HEDGE
INSTITUTE OF MANAGEMENT AUDITORIUM, NITTE - 574 110 on 12th September 2025

SIGNATURE OF THE MEMBER OR PROXY

LAMINA FOUNDRIES LIMITED

ROAD MAP FOR THE VENUE FOR AGM

