

POPULAR FOUNDATIONS LIMITED



Annual Report 2024-25

POPULAR FOUNDATIONS LIMITED

DIRECTORS

Mr A S Venkatesh	Managing Director
Mrs Vinita Venkatesh	Whole Time Director
Mr V Sridhar	Independent Director
Mr N Venkatesan	Independent Director
Mr D H Gopalakrishna	Independent Director

CHIEF FINANCIAL OFFICER

Mr N Chellappa

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs Soniya Sharma

AUDITORS

M/s. Krishaan & Co.,
Chartered Accountants
Chennai

INTERNAL AUDITORS

M/s. Srinivasan & Srivatsan
Chartered Accountants
Chennai

SECREARIAL AUDITOR

Mr R Mukundan
Chennai

BANKERS

Indian Bank
Ethiraj Salai Branch, Chennai

REGISTRAR & SHARE TRANSFER AGENTS

BTS Consultancy Services Pvt Ltd
17, Thirumoorthi Street, T Nagar, Chennai 600 017

REGISTERED OFFICE

32/1, 32/2, Kamatchi Apartments
10th Avenue, Ashok Nagar, Chennai 600 083

Popular Foundations Limited

Regd. Office: 32/1, 32/2, Kamatchi Apartments, 10th Avenue, Ashok Nagar,
Chennai 600 083

CIN: L45201TN1998PLC041504

NOTICE

Notice is hereby given that the 27th Annual General Meeting (AGM) of the Members of the **Popular Foundations Limited** ("the Company") will be held on Wednesday, 24th September 2025, at 4.00 p.m. by means of Video Conferencing [VC] / Other Audio-Visual Means [OAVM], to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2025 and the Report of the Directors' and of the Auditor's thereon and to pass the following Resolution as an Ordinary Resolution:

"RESOLVED that Audited Financial Statements of the Company which consists of Statement of Profit and Loss for the year ended on March 31, 2025, the Balance Sheet as on that date and annexure thereto, the Cash Flow Statement for the year ended on March 31, 2025, the Report of Auditors and Directors thereon be and are hereby received and adopted."

2. To elect a Director in place of Mr A S Venkatesh (DIN 01728817), who retires by rotation and, being eligible, offers herself for re-election and to pass the following Resolution as an Ordinary Resolution:

"RESOLVED that Mr A S Venkatesh (DIN 01728817), who retires by rotation from the Board pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-elected as a Director of the Company."

SPECIAL BUSINESS:

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

Appointment of Mr R Mukundan, Practising Company Secretary, Chennai as the Secretarial Auditor of the Company.

"RESOLVED that pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Audit Committee and the Board of Directors, the consent of the Shareholders be and is hereby

accorded for the appointment of Mr R Mukundan, Practising Company Secretary, Chennai [(Peer Review No: 2977/2023) with the Institute of Company Secretaries of India] as Secretarial Auditors of the Company to conduct Secretarial Audit and issue the Secretarial Audit Report under Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for a period of 5 consecutive years, from the financial year 2025-26 until the financial year 2029-30, to hold office till conclusion of the Annual General Meeting to be held during the year 2030, at a remuneration and on such terms and conditions as may be determined or modified by the Board of Directors of the Company from time to time in compliance with the applicable laws, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by him in connection with the audit."

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



**SONIYA SHARMA
Company Secretary & Compliance Officer**

**Place: Chennai
Date: 26/05/2025**

EXPLANATORY STATEMENT

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

Item No. 3

The members of the Company are requested to note that in terms of SEBI Circular No. SEBI/LAD-NRO/GN/2024/218, dated December 12, 2024, read with regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Listed Company on the basis of recommendation of Board of Directors, shall appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

The Directors of the Company at their meeting held on May 26, 2025, have recommended the appointment of Mr. R. Mukundan, Practicing Company Secretary, as a Secretarial Auditor of the Company for a period of 5 consecutive years, from the financial year 2025-26 until the financial year 2029-30 on the following terms:

A. Term of appointment: For a term of 5 consecutive years from 2025-26 until the financial year 2029-30 till the conclusion of the Annual General Meeting to be held during the year 2030.

B. Proposed Fees: The remuneration proposed to be paid at the time of appointment is Rs.50,000/- (Rupees Fifty thousand only) per annum in addition to reimbursement of travelling and out-of-pocket expenses actually incurred by him in connection with the audit. It is proposed to delegate powers to the Board of Directors to vary or modify the terms and conditions of appointment including the remuneration payable, subject to compliance with applicable laws, during the tenure of appointment. The fee shall be determined based on the knowledge, expertise, industry experience, time and efforts required to be put in by him. The fees for services in the nature of certifications / other professional work will be in addition to the secretarial audit fee as detailed above.

C. Scope of Audit: The scope of audit shall be as prescribed under SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, as may be amended from time to time.

D. The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the LODR Regulations read with guidelines issued by the Institute of Company Secretaries of India (ICSI), with regard to the experience of the PCS, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by him in the past.

Mr R Mukundan is a Company Secretary and a Cost Accountant by profession with more than 40 years of overall experience in the field of Secretarial and Accounting. He is an expert in Corporate Law, Securities Laws, Legal Due Diligence, Mergers and Acquisitions, Capital Market Transactions. He is closely

associated as an advisor to a number of Start up Companies and advises on capital restructuring, stock options, seed and angel investments.

Mr. R. Mukundan has provided his Consent to act as Secretarial Auditor and has confirmed that he has not been disqualified for the proposed appointment in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or Company Secretary Auditing standard (CSAS) issued by Institute of Company Secretaries of India.

In view of the above, the approval of the members is requested by way of an ordinary resolution for appointment of Mr. R. Mukundan, Practicing Company Secretary, as a Secretarial Auditor of the Company for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2030.

None of the Directors or KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution.

The Board recommends passing the resolution as set out in item no.3 as an ordinary resolution.

For and on behalf of the Board of Directors



SONIYA SHARMA

Company Secretary & Compliance Officer

Place: Chennai

Date: 26/05/2025

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under Item no. 3 set out above is annexed hereto.
2. In view of the global outbreak Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020, General Circular No. 20/ 2020 dated 5th May, 2020, General Circular No. 11/2022, dated 28th December, 2022, and subsequent circular issued in this regard, the latest being General Circular No. 09 / 2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the shareholders at a common venue upto 30th September 2025. In compliance with the provisions of the Companies Act, 2013, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with circulars issued by MCA and SEBI, the 27th AGM of the Company is being held through VC/OAVM. The deemed venue for the 27th AGM shall be the Registered Office of the Company.
3. The Company has engaged National Securities Depository Limited for facilitating voting through electronic means i.e. remote e-voting and voting at the AGM.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate members intending to send their authorized representatives to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting are requested to send to the Company a certified copy of the board resolution authorizing their representative to the registered email address of the Company i.e., companysecretary@grouppopular.com
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through

electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.grouppopular.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. In compliance with the aforesaid MCA Circular dated September 19, 2024 and SEBI circular dated October 17, 2024, the Notice of the AGM along with the Annual Report 2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2025 will also be available on the Company's website www.grouppopular.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com.
9. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/ OIAE/OIAE_IAD 1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/ OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>
10. Information pursuant to regulation 36 (3) of SEBI LODR and Secretarial Standards on General Meeting (SS-2) with respect to the Directors seeking appointment / re-appointment as the case may be, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
11. Since the AGM will be held through VC / OAVM, the route map is not annexed in this notice.
12. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.
13. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and

for e-voting during the meeting will be provided by National Depository Services Limited (NSDL e-Voting System).

14. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of 'remote e-voting' or voting at the AGM.
15. Mr R Mukundan, PCS has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner.
16. The Results declared along with the report of the Scrutinizer will be available in the investor information section of the website of the Company at www.grouppopular.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the Company's shares are listed.
17. The instructions of shareholders for e-voting and joining virtual meetings are as under:
18. Pursuant to General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
19. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
20. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

21. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
23. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.iprings.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
24. AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA circular(s) issued from time to time
25. The instructions for members for remote e-voting and joining general meeting are as under:
26. The remote e-voting period begins on, Sunday, September 21, 2025 at 09:00 A.M. and ends on Tuesday, September 23, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 17, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 14, 2025.
27. How do I vote electronically using NSDL e-Voting system?
28. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

29. **STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

30. **A) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE**

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

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

33. **Type of shareholders**

Individual Shareholders holding securities in demat mode with NSDL.

Login Method

1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

Annexure to the Notice dated May 26, 2025**Information about Director(s) seeking appointment / re-appointment of the notice convening****INFORMATION IN TERMS OF SECRETARIAL STANDARD- 2 AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Name of the Director	Mr.A S Venkatesh
DIN	01728817
Father's Name	Mr. A Sankaralingam
Date of Birth	22.10.1964
Age	61 Years
Educational Qualifications	An Engineer by Profession from IIT, Madras, and a Postgraduate Management Degree holder from IIM, Ahmedabad
Experience	35 Years of Experience
Past Remuneration (2024-25)	INR 60,00,000/-
Relationship with the managerial personnel	Mr. A S Venkatesh is related to Mrs Vinita Venkatesh
Nature of expertise in specific functional area	With more than three decades of personal experience in the construction field, especially in institutional and hospitality buildings, Mr. A. S. Venkatesh has led the company to construct numerous Engineering Colleges, Medical Colleges, Nursing Colleges, Schools, Students Hostels, Hotels, etc.,
Date of First appointment on the Board	From Date of Incorporation
Terms and conditions of Appointment	Executive Director [MD], liable to retire by rotation.
Other Directorship	Popular Estates Private Ltd
Committee Membership	Audit Committee of the Company
Listed entities from which Director has resigned in the past three years	Nil
Number of meetings of the Board attended during the year (FY 2024-2025)	Five (5)
Number of equity shares held including joint holdings	93,75,000
Number of equity shares held as Beneficial holders	Nil

POPULAR FOUNDATIONS LIMITED

DIRECTORS' REPORT

Your Directors' have great pleasure in presenting the Twenty Seventh Annual Report of the Company together with the Audited Balance Sheet as at March 31, 2025.

REVIEW OF BUSINESS OPERATIONS:

The operational performance for the period April 01, 2024 to March 31, 2025 was covered in this report. The Report of the Directors, therefore, covers the same period. During the year under review, the performance of the Company was encouraging.

Financial Summary of the company:

PARTICULARS	Values in Lakhs	
	YEAR ENDED 31.03.2025	YEAR ENDED 31.03.2024
Turnover for the year	5,867.92	5,181.90
Other Income	37.48	9.1
Total Income	5,905.40	5,191.00
Profit before Financial Expenses, Depreciation and Taxation	741.83	668.78
Less: Financial expenses	152.76	144.64
Operating profit before Depreciation & Taxation	589.07	524.14
Less: Depreciation	43.09	27.81
Profit before Taxation	545.98	496.34
Less : Provision for Taxation		
Current Tax	201.59	
Earlier Year Tax	(40.64)	176.23
Deferred Tax	4.16	(26.31)
	165.11	149.92
Profit after Taxation	380.87	346.42

Performance review:

The Company has reported total income of ₹ 59.05 Crores in its Twenty Seventh year of operations as against ₹ 51.91 Crores in the previous year. With the present situation and efforts, your directors are envisaging growth in the performance of the company.

Transfer to reserves:

₹ 7.87 Crores has been transferred to the General Reserve.

Dividend:

The Board of Directors of the company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any Dividend for the financial year 2024-25.

Event subsequent to the date of Financial statements:

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Future Prospects:

We belong to Construction Industry and this industry is enormous, ranking among the largest sectors in the World Economy. This upward trend is expected to persist. Your Company is successful in this highly competitive field because of its strategic plans and flawless execution. Your Company's professional team is always conscious of safety, cost, quality, delivery, integrity and customer satisfaction.

While your Company is continuously aiming to increase its new clientele, it is conscious of securing repeat orders from the existing clients. Your Company's Order Books are healthy.

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

Adequacy of Internal controls with reference to financial statements

The company maintains adequate internal control system, which provides, among other things, reasonable assurance of recording the transactions of its operations in all materials aspects and of providing protection against significant misuse or loss of company's assets.

Subsidiary Company:

As on March 31, 2025, the Company does not have any subsidiary.

Statutory Auditor & Audit Report:

M/s. Krishaan & Co., Chartered Accountants, Chennai are the Statutory Auditors of the Company and they hold the office till the conclusion of 30th AGM to be held in the year 2028. Audit Report for 2024-25 has no adverse comments.

Internal Auditors:

Messrs. Srinivasan & Srivatsan, Chartered Accountants are the Internal Auditors of the Company.

Secretarial Auditor:

Mr R Mukudan, PCS is the Secretarial Auditor of the Company.

Change in the nature of business:

There is no change in the nature of the business of the company

Deposits:

The Company has not invited / accepted any deposits from the public during the year ended March 31, 2025. There were no unclaimed or unpaid deposits as on March 31, 2025.

Risk Management Policy:

The Board of directors is overall responsible for identifying, evaluating and managing all significant risks faced by the company. The board monitors and reviews the implementation of various aspects of risk management policy. The key risks are properly managed across the organization.

Corporate Social Responsibility:

The Company is required to constitute a Corporate Social Responsibility Committee as it falls within purview of Section 135(1) of the Companies Act, 2013 and hence it is required to formulate a policy on corporate social responsibility.

Number of meetings of the Board:

During the year 2024-25, the Board of Directors met 5 times on 13.06.2024, 05.08.2024, 20.09.2024, 13.11.2024 & 28.02.2024

Directors' Responsibility Statement:

Pursuant to the requirement under section 134(3)(C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts for the financial year ended 31st March, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2025 and of the profit of the company for that period;
- (iii) 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;
- (iv) The directors had prepared the annual accounts on a going concern basis; and
- (v) 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.

Code of Conduct:

The Company has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company.

Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178;

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are applicable to the Company and hence the Company has devised a policy relating to appointment of Directors, payment of managerial remuneration, Directors' qualifications, positive attributes and other related matters as provided under Section 178(3) of the Companies Act, 2013.

Policies:

In accordance with the requirements of the Companies Act, 2013, the Listing Agreement and SEBI (LODR) Regulations, 2015, the Board of Directors of the Company has framed the required policies and the policies wherever mandated, are uploaded on the Company's website.

Particulars of loans, guarantees or investments under section 186:

During the year under review, the Company has not advanced any loans / given guarantees / made investments.

Particulars of Employee:

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Change in the nature of business, material changes and commitments affecting the financial position and material orders passed:

There were no changes in the nature of the business and commitments affecting the financial position during the year under review. There were no significant orders passed by Regulators or Courts or Tribunals which would impact the going concern status of the Company.

Related Party Transactions:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014:

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

Audit Committee:

The Company has an Audit Committee. Mr V Sridhar, Independent Director is the Chairman of the Committee. Dr N Venkatesan & Mr A S Venkatesh are the other Members of the Committee.

Nomination & Remuneration Committee:

The Company has a Nomination & Remuneration Committee. Mr N Venkatesan, Mr V Sridhar and Mr D H Gopalakrishnan are the Members of the Committee. Mr N Venkatesan is the Chairman of the Committee.

Stakeholders Relationship Committee:

The Company has a Stakeholders Relationship Committee. Mr N Venkatesan, Mr V Sridhar and Mr D H Gopalakrishnan are the Members of the Committee. Mr N Venkatesan is the Chairman of the Committee.

Internal Complaints Committee:

Your Company has put in place a policy for prevention, prohibition and redressal against sexual harassment of women at the Workplace to protect women employees and enable them to report sexual harassment at the workplace. An Internal Complaints Committee has also been constituted for this purpose. No complaints were received by this Committee during the year under review.

Vigil Mechanism:

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015, the Board of Directors had approved the Policy on Vigil Mechanism which inter-alia provides a direct access to the Chairman of the Audit Committee. Your Company hereby affirms that no Director / employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

Industrial Relations:

Industrial relations continue to be harmonious and cordial. Your Directors' wish to place on record their deep sense of appreciation for the co-operation extended and the valuable contributions made by the employees and workers at all levels.

Safety, Health and Environment:

Your Company continues to accord high priority for ensuring safety standards in operations at every level. Many employees have undergone safety training and your Company has updated the safety procedures periodically.

Other Statutory Statements:

a. The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

b. Secretarial Standards - The Company has complied with the applicable Secretarial Standards as amended from time to time.

Acknowledgment:

Your Directors take this opportunity to place on record their appreciation and sincere gratitude to the Government and the Bankers to the Company for their valuable support and look forward to their continued co-operation in the years to come.

Your Directors acknowledge the support and co-operation received from the employees and all those who have helped in the day-to-day management.

For and on behalf of the Board of Directors

**Chennai
26.05.2025**


**A S Venkatesh
Managing Director
(DIN: 01728817)**


**Vinita Venkatesh
Whole Time Director
(DIN: 01736279)**

R. Mukundan
Company Secretary in Practice

B-3, 'Casa Milano'
5, Bhakthavatchalam Nagar I St
Adyar, Chennai 600 020
Mobile: 98409 70898

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Popular Foundations Limited,
Chennai -600 083.

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

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

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;

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

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(e) The Securities and Exchange Board of India [Issue of Capital and Disclosure Requirements] Regulations, 2018 including amendment thereof;

(f) The Securities and Exchange Board of India [Depositories and Participants] Regulations, 2018 including amendment thereof;

vi. The Building and Other Construction Workers Rules, 2006;

vii. The Payment of Wages Act, 1936 and Amendments thereof;

viii. Shops and Establishment Act, 1953;

ix. Contract Labour [Regulation and Abolition] Act, 1970;

x. The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Rules made thereunder.

xi. The Minimum Wages Act, 1948;

xii. The Payment of Bonus Act, 1965;

xiii. The Payment of Gratuity Act, 1972;

xiv. Industrial Employment [Standing Orders] Act, 1946;

xv. Employees Compensation Act, 1923;

xvi. Employees State Insurance Act, 1948;

xvii. Employees' Deposit Linked Insurance Scheme, 1976

xviii. Other vital laws applicable specifically to the Company:

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I report that, during the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standards mentioned above.

I further report that, there were no events / actions in pursuance of:

- a) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.
- b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
- c) Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018.

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

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Video Conference facilities / other Audio-Visual means are used as and when required to facilitate the Directors at other locations to participate in the Meetings.

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

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance certificates / reports taken on record by the Board of Directors of the Company, in my opinion, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Chennai

Date : 26/05/2025

R MUKUNDAN

ACS No.: 7876 / C P No.: 12635

UDIN: A007876G000437426

Peer Review Cert. No. 2977/2023

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this Report.

Annexure A

To

The Members
Popular Foundations Limited,
Chennai -600 083.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation Letter about the compliance of laws, rules and regulations and happening of events etc.,
5. Wherever required, I have obtained reasonable assurance whether the statements prepared, documents or records, in relation to Secretarial Audit, maintained by the Company, are free from misstatements.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai
Date : 26/05/2025

R MUKUNDAN
ACS No.: 7876 / C P No.: 12635
UDIN: A007876G000437426
Peer Review Cert. No. 2977/2023

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF POPULAR FOUNDATIONS LIMITED

Report on the standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of M/s. **Popular Foundations Limited** ("the Company") which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies' Act, 2013 ("Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its **profitless** and cash flows for the year ended on that date, subject to the notes given below with regard to Key Audit Matters.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Key audit matters identified in our audit are summarized as follows:

- Revenue Recognition
- Trade Receivables
- Trade Payables



Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Revenue Recognition : Recognition of contract revenue, margin and contract costs (Refer note 22 to the standalone financial statements):</p> <p>The Company's revenue primarily arises from construction contracts which, by its nature, is complex given the significant judgements involved in the assessment of current and future contractual performance obligations.</p> <p>The Company recognizes contract revenue and the resultant profit/ loss on the basis of stage of completion determined based on the proportion of contract costs incurred at balance sheet date, relative to the total estimated costs of the contract at completion. The recognition of contract revenue and the resultant profit/ loss therefore rely on estimates in relation to forecast revenue and forecast contract costs.</p> <p>These contract estimates are reviewed by the management on a periodic basis. In doing so, the management is required to exercise judgement in its assessment of the transaction price (i.e., revenue on contracts) which may also include variable considerations that are recognised when the recovery of such consideration is highly probable. The judgement is also required to be exercised to assess the completeness and accuracy of forecast costs to complete.</p> <p>Changes in these judgements and the related estimates as contracts progress can result in material adjustments to revenue and margins. As a result of the above judgments, complexities involved and material impact on the related financial statement elements, this area has been considered as a key audit matter in the audit of the standalone financial statements.</p>	<p>Our Audit Procedure Included:</p> <p>Obtained an understanding of the Company's revenue recognition processes and evaluated the appropriateness of the Company's accounting policy for revenue recognition in accordance with AS2;</p> <p>Evaluated the design and tested the operating effectiveness of key internal financial controls including those related to estimation of forecasted contract revenue and contracts costs;</p> <p>For a sample of contracts, performed the following procedures:</p> <ul style="list-style-type: none"> - inspected the underlying documents such as customer contract/ agreement and variation orders, if any, for the significant contract terms and conditions; - evaluated the identification of performance obligations of the contract; - obtained an understanding of and evaluated the reasonableness of the assumptions applied in determining the forecasted revenue and cost to complete; - tested the existence and valuation of variable consideration with respect to the contractual terms and conditions and inspected the correspondence with customers; and - reviewed the legal and contracting experts' note and/ or legal opinion from independent legal counsel obtained by the management, if any; - For cost incurred to date, tested samples to appropriate supporting documents and performed cut-off procedures; - Tested the forecasted cost by obtaining executed purchase orders/ agreements/ relevant documents and evaluated the reasonableness of management judgements/ estimates; and • Evaluated the appropriateness and adequacy of the disclosures related to contract revenue and costs in the standalone financial statements in accordance with the applicable accounting standards.



<p>Trade Receivables</p> <p>As at March 31, 2025, Net trade receivables amount included in Note No. 17 was Rs. 977.52 Lakhs (Previous year – Rs. 1182.35 Lakhs)</p> <p>Due to non-availability of confirmations of balances of trade receivables, any provisions to be made for the variations in carrying amounts of these balances, cannot be quantified as well as the quantum of adjustment if any, required to be made remains unascertained.</p> <p>Accordingly, it has been determined as a key audit matter.</p>	<p>For trade receivables our key audit procedures included the following:</p> <ul style="list-style-type: none"> • We analysed the aging of trade receivables; and • We obtained a list of outstanding receivables and assessed the recoverability of these through inquiry with management and by obtaining sufficient corroborative evidence to support the conclusions. • We also obtained the list of collections from customers subsequent to the year end for ascertaining the recoverability
<p>Trade Payables</p> <p>At 31 March 2025, the total trade payables balances included in Note No. 10 was Rs. 1578.68 Lakhs (Previous Year: Rs. 1832.44 Lakhs).</p> <p>For the year ended March 31, 2025 letters seeking confirmation of balance/statement of account were sent to selected vendors for the year ended March 31, 2025. Independent confirmations were received from a few parties and necessary adjustments, if any, were made.</p> <p>Accordingly, it has been determined as a key audit matter.</p>	<p>Our audit procedures in relation to trade payables included:</p> <ul style="list-style-type: none"> - Obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls over the existence and performance of Procurement activities; - Selecting a sample of items of procurements made during the year ended 31st March 2025 and inspected underlying documentation to assess the Occurrence, Completeness, Authorization, Accuracy, Cut off and classification; - Obtaining confirmations and / or account statements from selected accounts payables and reconciling to the vendor accounts; - We assessed and validated the ageing profile of trade payables; <p>Confirmations have been sought from vendors and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per Books of Account has been adopted and no adjustments have been proposed.</p>

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

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

Our opinion on the financial statements does not cover the other information and we do not express any

of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the



financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate **internal financial controls**, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the **internal financial controls** over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has no pending litigations which has impact on 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) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate



Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

B) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and

C) Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the management under sub clause (A) and (B) above, contain any material misstatement.

(v) (a) No final dividend was declared by the Company in respect of the same for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

(b) No interim dividend declared and paid by the Company during the year and until the date of this audit report.

(c) The Board of Directors of the Company have not proposed final dividend for the year ended March 31, 2025.

For Krishaan & Co.,
Firm Reg.No. 001453S
Chartered Accountants

K Sundarajan

K Sundarajan
Partner
M.No. 208431
UDIN : 25208431BMIFTE7714



Place: Chennai
Date : 26-05-2025

Annexure – A to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) (a) A. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
B. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records of the Company examined by us, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets or both during the year.
- (e) According to the information and explanation given to us and the records of the Company examined by us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. The discrepancies noticed on physical verification of inventory as compared to book records were not material, and have been properly dealt with in the books of account.
- (b) The Company has been sanctioned working capital limits in excess of Rs. Five crores in aggregate from banks during the year on the basis of security of current assets of the Company. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the quarterly returns and statements comprising stock and creditors statements, book debts statements and other stipulated financial information filed by the Company with such bank are not having any material difference with the unaudited books of account of the Company, of the respective quarters and those differences are of explainable items and nature.



(iii) (a) According to the information and explanation given to us and based on the examination of the records of the Company, during the year the Company;

A Has not provided any loans or advances in the nature of loans, or stood guarantee, or provided security to subsidiaries, joint ventures and associates

B Has not granted unsecured loans to a entity, covered in the register maintained under Section 189 of the Companies Act, 2013.

Accordingly clauses (b) to (f) are not applicable to the Company

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanation given to us and based on the examination of the records of the Company, the Company has not accepted any deposits from the public or amounts which are deemed as deposits covered under Section 73 to 76 of the Companies Act, 2013.

(vi) As per information and explanation given by the management, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the undisputed statutory dues payable including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales tax, service tax, wealth tax, Excise duty, duty of customs, value added tax, cess and other statutory dues have been *generally regularly* deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees' state insurance, income tax, sales tax, service tax, wealth tax, Excise duty, duty of customs, value added tax, cess and other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable, except dues relating to Tax Deducted at Source.

(b) According to the information and explanations given to us and also based on the Management representation, the disputed statutory dues, that have not been deposited on account of matters pending before Appropriate authorities are as under:

Name of the Statute	Nature of Dues	Year	Amount (Rs. In lacs)	Forum before which dispute is pending
TNGST Act, 2017	GST, Interest on and Penalty	2018-19	1.10	Office of the Deputy Commissioner (ST) (GST-Appeals), Chennai - 1, Chennai - 600006



- (viii) According to the information and explanations given to us and based on the records, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) On the basis of verification of records, examination of the financial statements of the Company and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not availed any Term Loan during the year, other than Hire Purchase Loans for the purchase of vehicles.
- (d) According to the information and explanations given to us, the Company has not utilized funds raised on short-term basis for long term purposes. Accordingly para (iii)(ix)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) During the year Company has raised money by way of initial public offer.
- (b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has made preferential allotment or private placement of equity shares but not made any preferential allotment of fully or partly convertible debentures during the year.
- (xi) (a) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company by its officers or employees has been noticed or reported during the year, nor have we been informed of such case by the management.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. According to the information and explanations given to us, the Company does not have a Secretarial and Cost Auditor.
- (c) According to the information and explanations given to us and as represented to us by the management, there are no whistle blower complaints received by the Company during the year.



- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and Section 188 of the Act, where applicable, for all 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) According to the information and explanations given to us, the provisions of Section 138 of the Companies Act, 2013, which mandates internal audit system, the Company has an internal audit system commensurate with the size and nature of its business. We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities.
(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current year or in the immediately preceding previous year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company and when they fall due.



- (xx) According to the information and explanations given to us, the provisions of Section 135 of the Companies Act, 2013 is not applicable for the Company and hence the requirement to report on clause 3(xx) of the Order is not applicable to the Company.
- (xxi) Based on the examination of the reports and financial statements of the subsidiaries, associates, there has not been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For Krishna & Co.,
Chartered Accountants
Firm Reg No. 001453S

K Sundarajan

K Sundarajan
Partner
M No.208431
UDIN : 25208431BMIFTE7714



Place: Chennai
Date : 26-05-2025

Annexure – B to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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

We have audited the internal financial controls over financial reporting of **Popular Foundations Limited** ("the Company") as of March 31, 2025 in conjunction with our 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 is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

- a. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b. 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
- c. 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 over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on:

- a. Policies and procedures followed by the Company which ensure orderly and efficient conduct of business;
- b. Consistent adherence to the Company's policies;
- c. Procedures which safeguard the Company's fixed assets and current assets including receivables and cash and Bank Balances;
- d. Maintenance of Company's accounting records with accuracy;
- e. Capacity to complete and prepare accurate and reliable financial interpretations.

For Krishna & Co.,
Firm Reg.No. 001453S
Chartered Accountants

K Sundarrajan

K Sundarrajan
Partner

M.No. 208431

UDIN: 25208431BMIFTE7714



Place: Chennai

Date : 26-05-2025