

# PRIYA LIMITED



Regd. Office: 205-206, 2<sup>nd</sup> Floor, Plot No. 293/299, Chartered House, Dr. Cawasji Hormasji Lane, Dhobi Talao, Mumbai 400002.  
E-mail: [cs@privagroup.com](mailto:cs@privagroup.com). Website: <https://www.privagroup.biz/>  
CIN: L99999MH1986PLC040713

6<sup>th</sup> February, 2026

To,  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai 400 001.

Dear Sir,

**Sub : Outcome of the Board Meeting – February 6, 2026**  
**Ref : Intimation under Regulations 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations)**

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure and Requirements) Regulations, 2015., we wish to inform you that the Board of Directors of the Company in its meeting held on 6<sup>th</sup> February, 2026, inter alia, considered the following matters:

1. The Board has approved the un-audited financial result for the quarter and nine months ended 31<sup>st</sup> December, 2025. In terms of Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
  - a) Independent Auditor's Review Report issued by M/s. J M & Associates., Chartered Accountants the Statutory Auditors of the Company.

The meeting commenced at 11.00 a.m. and concluded at 12.55 p.m.

Kindly take the above information on your record and acknowledge receipt of the same.

Thanking you,

Yours Faithfully

**For PRIYA LIMITED**



**ADITYA BHUWANIA**  
**WHOLE-TIME DIRECTOR**  
**DIN: 00018911**



**UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2025**

(Rs.in lakhs except EPS)

Sr No	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
		31/12/2025	30/09/2025	31/12/2024	31/12/2025	31/12/2024	31/03/2025
1	<b>Income</b>						
	(a) Revenue from Operations	-	-	-	-	-	-
	(b) Other Income	0.03	0.02	0.36	0.08	2.02	2.10
	<b>Total Income from operations</b>	<b>0.03</b>	<b>0.02</b>	<b>0.36</b>	<b>0.08</b>	<b>2.02</b>	<b>2.10</b>
2	<b>Expenses:</b>						
	(a) Purchase of Stock-in-trade	-	-	-	-	-	-
	(b) Changes in Inventory of Stock-in-trade	-	-	-	-	-	-
	(c) Employee Benefits Expenses	0.72	0.76	10.33	2.17	10.72	11.41
	(d) Finance Costs	90.01	90.00	89.99	269.03	269.02	357.17
	(e) Depreciation and Amortisation expense	(2.75)	1.39	1.46	0.01	4.37	5.79
	(f) Other expenses	2.36	2.43	3.51	7.51	18.83	19.44
	<b>Total Expenses</b>	<b>90.34</b>	<b>94.58</b>	<b>105.29</b>	<b>278.72</b>	<b>302.94</b>	<b>393.81</b>
3	<b>Profit / (Loss) from ordinary activities before Exceptional items (1-2)</b>	<b>(90.31)</b>	<b>(94.56)</b>	<b>(104.93)</b>	<b>(278.64)</b>	<b>(300.92)</b>	<b>(391.71)</b>
4	Exceptional Items	803.39	-	-	803.39	-	-
5	<b>Profit / (Loss) before tax (3 +/- 4)</b>	<b>713.08</b>	<b>(94.56)</b>	<b>(104.93)</b>	<b>524.75</b>	<b>(300.92)</b>	<b>(391.71)</b>
6	<b>Tax Expense</b>						
	- Current tax	-	-	-	-	-	-
	- Deferred tax	-	-	-	-	-	-
	<b>Total Tax Expenses</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
7	<b>Profit / (Loss) for the period (5 +/- 6)</b>	<b>713.08</b>	<b>(94.56)</b>	<b>(104.93)</b>	<b>524.75</b>	<b>(300.92)</b>	<b>(391.71)</b>
8	<b>Other Comprehensive Income, net of income tax</b>						
	A. (i) Items that will be reclassified to Profit or Loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	B. (i) Items that will not be reclassified to Profit or Loss	(0.76)	0.40	(1.26)	0.84	1.08	(0.96)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
	<b>Total Other Comprehensive Income, net of income tax</b>	<b>(0.76)</b>	<b>0.40</b>	<b>(1.26)</b>	<b>0.84</b>	<b>1.08</b>	<b>(0.96)</b>
9	<b>Total Comprehensive Income for the period (8 +/- 7)</b>	<b>712.32</b>	<b>(94.16)</b>	<b>(106.19)</b>	<b>525.59</b>	<b>(299.84)</b>	<b>(392.67)</b>
10	Paid-up equity share capital (face value of Rs 10/- per share)	300.23	300.23	300.23	300.23	300.23	300.23
11	Other Equity	-	-	-	-	-	(5198.17)
12	Earning per share (EPS) (of Rs 10/- each) (not annualised)	23.75	(3.15)	(3.49)	17.48	(10.02)	(13.05)
	<b>Basic/ Diluted EPS</b>	<b>23.75</b>	<b>(3.15)</b>	<b>(3.49)</b>	<b>17.48</b>	<b>(10.02)</b>	<b>(13.05)</b>

**Notes:**

- 1) The above unaudited financial results of the Company for the quarter ended December 31, 2025 have been reviewed by the Audit committee of the Board and approved by the Board of Directors at its meeting held on 06.02.2026.
- 2) The promoter has pledged 2,00,500 equity shares of the company with Indian Bank as collateral Security against the credit facilities availed by the Company.
- 3) The Company received notices under Sections 13(2) and 13(4) of the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 from Indian Bank, Bank of Maharashtra, and Union Bank of India in October 2018, indicating that its accounts had been classified as Non-Performing Assets (NPA) and subsequently leading to symbolic attachment of its properties due to non-repayment of recalled amounts. As a result of blocked bank accounts, the Company ceased all business operations, and as of 31st December 2025, its total liabilities exceeded total assets by Rs. 4,372.36 lakhs. During FY 2020-21, the Company closed all branches except the Mumbai branch, disposed of fixed assets from the closed locations, and laid off the majority of its employees. The aforementioned banks have declared the Company, its promoters, directors, and corporate guarantors as willful defaulters, a classification which the management has formally contested. Properties located in Mumbai, Kolkata, and Chennai were auctioned by the banks, with voluntary possession handed over by the Company. In an effort to resolve the outstanding dues, the Company submitted one-time settlement proposals dated 26th November 2024 and 26th June 2025, and deposited Rs. 1.75 crore in a "No Lien Account" with Indian Bank against the proposed settlement amount of Rs. 22.81 crore. Additionally, properties of Brent Properties Investment Pvt. Ltd. and Cheshire Properties Investment Pvt. Ltd., invoked under corporate guarantees, were auctioned by Indian Bank for Rs. 4.56 crore each, which company became aware of the transactions through the respective Form 26AS statements, however in the current quarter the transactions have been recognized by recording the liabilities and subsequently settling them through the auction proceeds of the assets. As a result, the company has reported a notional profit of Rs.803.39 lakhs for the quarter ended 31st December 2025.
- 4) The notional profit of Rs.803.39 lakhs, disclosed under Exceptional Items for the quarter and nine-month period ended 31st December 2025, represents the notional profit arising from the auction of office premises conducted by the bank.
- 5) During FY 22-23, there was a casual vacancy of Chief Financial Officer w.e.f. 1st December, 2022. The Company is in process of appointing new Chief Financial Officer
- 6) As the Company's business activity falls within a single Primary segment viz. "Trading of Electronics- Computer peripherals and systems" the disclosure requirement of Indian Accounting Standard (IND AS-108) "Segment Reporting" is not applicable.
- 7) Corresponding figures of the previous quarter/year have been regrouped, recasted and reclassified to conform to the current year presentations.



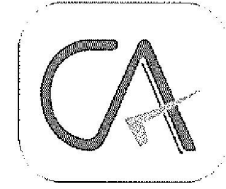
On behalf of the Board of Directors

*Aditya Bhuwania*

Aditya Bhuwania  
 Whole Time Director  
 DIN No. 00018911

Place: Mumbai  
 Date: 6th February, 2026

**J M & ASSOCIATES**  
CHARTERED ACCOUNTANT  
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**Independent Auditor's Review Report on Standalone Unaudited Nine Monthly Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)**

To,  
Board of Directors  
Priya Limited

**Adverse Opinion**

We have reviewed the accompanying statement of unaudited standalone financial results ('the Statement') of Priya Limited ("the Company") for the month ended December 31, 2025 and the year-to-date results for the period from April 01, 2025 to December 31, 2025, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended ('Listing Regulations').

The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), SEBI Circular CIR/CFD/FAC/62/2016 dated 5 July 2016, (Hereinafter referred to as 'the SEBI Circular'), and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

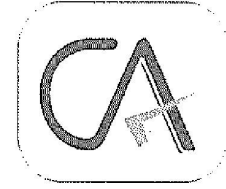
We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information performed by Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit.

In our opinion and to the best of our information and according to the explanations given to us except for effects/possible effects of matter described in the Basis for Adverse Opinion, these financial results:

a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and



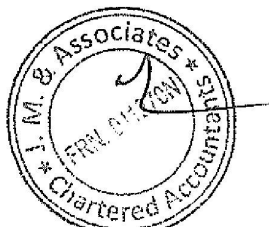
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b. gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit, arising primarily from exceptional items, together with other comprehensive income and other financial information of the Company for the quarter ended December 31, 2025.

### **Basis for Adverse Opinion**

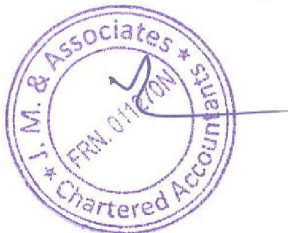
1. We draw your attention to note no. 3 of Financial Results regarding the Company's account being declared as Non-Performing Asset (NPA) and received a notice under Section 13(4) of Securitization and Reconstruction of Financial assets and Enforcement of Security Interest Act, 2002 ('the Act') for symbolic attachment of properties. The company has incurred an overall operational loss; however, due to the recognition of notional profit, the company has reported an overall profit in the current quarter. The Company has accumulated losses which exceed its net worth at the balance sheet date resulting in negative net worth and due to blockage of bank accounts, revenue from operation during the current year is nil. During the FY 2020- 21, the Company has also closed all its branches except Mumbai branch, had written off/ sold fixed assets located at such branches and has also laid off maximum employees across all branches since the business operations are nil. Further, the Company has also received summons from Debts Recovery Tribunal (DRT) Mumbai applied by all the three lender banks.
2. As informed by the Management, properties situated in Mumbai, Kolkata, and Chennai were auctioned by the Bank following non-payment of dues, despite issuance of demand notices. The possession of these properties had been voluntarily handed over to the Bank. However, as of 31<sup>st</sup> December 2025, information regarding the auction proceeds through banks remains unavailable. Accordingly, the accounting adjustment between the outstanding borrowings and the value of assets sold were still pending. However, properties belonging to Brent Properties Investment Pvt. Ltd. and Cheshire Properties Investment Pvt. Ltd., which were invoked under corporate guarantees, auctioned by Indian Bank for Rs.4.56 crore each. These transactions were identified through the respective Form 26AS statements. Furthermore, in the current quarter, the management recognized the transactions by recording the liabilities and subsequently settling them through the auction proceeds of the assets. As a result, the company has reported a notional profit of ₹803.39 lakhs for the quarter. The notional profit so arisen is presented under Exceptional Items in the financial statements for the quarter ended 31<sup>st</sup> December 2025, as it arises from non-recurring transactions relating to the disposal of property assets.
3. In the current quarter, the company has incurred an overall operational loss; however, due to the recognition of notional profit, the company has reported an overall profit. Consequently, the precise impact on the company's profitability and net worth cannot be reliably assessed at this stage.



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4. Bank of Maharashtra and Union Bank have declared the company, promoters, directors and corporate guarantors as willful defaulters, the management of the company has represented against the same.
5. During the previous year, the Company has deposited Rs.175 lacs in “non-lien account” with Indian Bank as a onetime settlement out of proposed amount of Rs. 22.81 crores including realization from auction of the above-mentioned properties.
6. Considering such factors and based on the evidence obtained during the audit, we have reassessed the Company’s assessment of going concern. The audit evidence supports management’s use of the going concern basis of accounting in the financial statements, and therefore, we find it appropriate. The financial statements reflect a reasonable and fair assessment in line with the available documentation.
7. The Company had made aggregate provision of Rs. 3,269.64 lakhs for doubtful debts (expected credit loss) as of December 31 ,2025 relating to export sales. The Management has not approached RBI & FEMA for approval of writing off the said amount from books of accounts. In the absence of any information regarding penal consequences, we are unable to comment on the impact of the same on the profit or loss / net worth of the Company.
8. During FY 22-23, there was a casual vacancy for Chief Financial Officer w.e.f. November 30, 2022. The Company is in process of appointing new Chief Financial Officer but couldn't appoint the same within the prescribed time limits of six months from the date of resignation and we are unable to comment on the impact of the penal consequences on the profit or loss / net worth of the Company.
9. As of December 31, 2025, the Company has rent income receivable amounting to Rs.74.86 lakhs from its group company. In the current quarter, we have observed that the transaction of rent income was not conducted at arms' length price. We are unable to comment on the consequences for not complying with the arm’s length prices.
10. We draw attention to the financial statements, which disclose that VXL Instruments Limited (CIRP commencement date: 26.11.2024) and VXL Software Solutions Pvt. Ltd. (CIRP commencement date: 26.02.2025), both related parties, have initiated the Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016. This development may potentially affect the Company’s financial position and its future transactions with these entities.



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**Emphasis of Matter:**

- a) The Company has provided interest amounting to Rs. 90.01 Lakhs for the quarter. The total outstanding interest payable as of December 31, 2025, amounts to Rs 2675.78. In the absence of Bank statements in respect of these NPA accounts and confirmation from bank regarding rate of penal interest, we are unable to comment upon the booking of provision of such interest and closing account balances.
- b) As of December 31, 2025, the Company has Advance tax refund receivable amounting to Rs. 47.58 Lakhs pertaining to ten assessment years. As per Income tax records the same has been refunded to the company. In the absence of Bank statements in respect of NPA accounts, the Company is unable to record the amount of refunds received. Therefore, we are unable to comment upon the closing balances of advance taxes and loans appearing in the books of accounts.
- c) Due to unavailability of funds, the Company is unable to pay gratuity (statutory liability) amounting to Rs.66.35 Lakhs to the employees which is outstanding as of 31<sup>st</sup> December 2025.

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

**For M/S J M & ASSOCIATES**  
Chartered Accountants  
FRN: 011270N



**CA LALIT K DAVE**  
Partner  
M. No.: 158110  
Place: Mumbai  
Date: 06-02-2025  
UDIN: 26158110UNPULE5294

# PRIYA LIMITED

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To,  
BSE Limited  
Phiroze Jeejeebhoy Tower, Dalal Street,  
Mumbai 400 001.

**Sub: Statement on impact of Audit qualification for the quarter ended December 31, 2025.**

Dear Sir,

Pursuant to the Regulation 33 & Regulation 52 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, we hereby submit the Statement on impact of Audit qualification for the Un-audited financial results of the Company for the quarter ended 31<sup>st</sup> December, 2025.

Kindly take this declaration on your record.

Thanking you,  
Yours faithfully,  
For Priya Limited



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**Aditya Bhuwania**  
**Whole-time Director**  
**DIN: 00018911**

**Date : 6<sup>th</sup> February, 2026**  
**Place : Mumbai**

## STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS:

A. Statement on Impact of Audit Qualifications for the quarter ended December 31, 2025  
(See regulation 33 of the SEBI (LODR) Regulations, 2015)

PARTICULARS	Un Audited Fig. (as reported before adjusting for qualifications) (In Lakhs)	Adjusted Figures (Un Audited Fig. after adjusting for qualifications) (In Lakhs)
Turnover / Total Income	0.03	0.03
Total Expenditure	90.34	90.34
Net profit / Loss before exceptional item	(90.31)	(90.31)
Exceptional item	803.39	803.39
Net profit / Loss after exceptional item	713.08	713.08
EPS	23.75	23.75
Total Assets	143.59	143.59
Total Liabilities	4515.95	4515.95
Net worth	(4372.36)	(4372.36)
Any Other Financial Item(s) (as felt appropriate by the management)	-	-

B. Audit Qualification (each audit qualification separately):

**Details of Audit Qualification:**

1. We draw your attention to note no. 3 of Financial Results regarding the Company's account being declared as Non-Performing Asset (NPA) and received a notice under Section 13(4) of Securitization and Reconstruction of Financial assets and Enforcement of Security Interest Act, 2002 ('the Act') for symbolic attachment of properties. The company has incurred an overall operational loss; however, due to the recognition of notional profit, the company has reported an overall profit in the current quarter. The Company has accumulated losses which exceed its net worth at the balance sheet date resulting in negative net worth and due to blockage of bank accounts, revenue from operation during the current year is nil. During the FY 2020- 21, the Company has also closed down all its branches except Mumbai branch, had written off/ sold fixed assets located at such branches and has also

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laid off maximum employees across all branches since the business operations are nil. Further, the Company has also received summons from Debts Recovery Tribunal (DRT) Mumbai applied by all the three lender banks.

As informed by the Management, properties situated in Mumbai, Kolkata, and Chennai were auctioned by the Bank following non-payment of dues, despite issuance of demand notices. The possession of these properties had been voluntarily handed over to the Bank. However, as of 31st December 2025, information regarding the auction proceeds through banks remains unavailable. Accordingly, the accounting adjustment between the outstanding borrowings and the value of assets sold were still pending. However, properties belonging to Brent Properties Investment Pvt. Ltd. and Cheshire Properties Investment Pvt. Ltd., which were invoked under corporate guarantees, auctioned by Indian Bank for Rs.4.56 crore each. These transactions were identified through the respective Form 26AS statements. Furthermore, in the current quarter, the management recognized the transactions by recording the liabilities and subsequently settling them through the auction proceeds of the assets. As a result, the company has reported a notional profit of ₹ 803.39 lakhs for the quarter. The notional profit so arisen is presented under Exceptional Items in the financial statements for the quarter ended 31st December 2025, as it arises from non-recurring transactions relating to the disposal of property assets.

In the current quarter, the company has incurred an overall operational loss; however, due to the recognition of notional profit, the company has reported an overall profit. Consequently, the precise impact on the company's profitability and net worth cannot be reliably assessed at this stage.

Bank of Maharashtra and Union Bank have declared the company, promoters, directors and corporate guarantors as willful defaulters, the management of the company has represented against the same.

During the previous year, the Company has deposited Rs.175 lacs in "Non-lien account" with Indian Bank as a one-time settlement out of proposed amount of Rs. 22.81 crores including realization from auction of the abovementioned properties.

Considering such factors and based on the evidence obtained during the audit, we have reassessed the Company's assessment of going concern. The audit evidence supports management's use of the going concern basis of accounting in the financial statements, and therefore, we find it appropriate. The financial statements reflect a reasonable and fair assessment in line with the available documentation.

2. The Company had made aggregate provision of Rs. 3,269.64 lakhs for doubtful debts (expected credit loss) as at December 31, 2025 relating to export sales. The Management has not approached RBI & FEMA for approval of writing off the said amount from books

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of accounts. In the absence of any information regarding penal consequences, we are unable to comment on the impact of the same on the profit or loss / net worth of the Company.

3. There was a casual vacancy for Chief Financial Officer w.e.f. November 30, 2022. The Company is in process of appointing new Chief Financial Officer but couldn't appoint the same within the prescribed time limits of six months from the date of resignation and we are unable to comment on the impact of the penal consequences on the profit or loss / net worth of the Company.
4. As of December 31, 2025, the Company has rent income receivable amounting to Rs.74.85 lakhs from its group company. In the current quarter, we have observed that the transaction of rent income was not conducted at arms' length price. We are unable to comment on the consequences for not complying with the arm's length prices.

**Type Of Audit Qualification:** Adverse Opinion

**Frequency of Qualification:**

B.1	Since March 2021
B.2	Since March 2022
B.3	Since June 2023
B.4	Since June 2024

**C. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** Not Quantified

**D. For Audit Qualification(s) where the impact is not quantified by the auditor:**

- Management's estimation on the impact of audit qualification.
- If management is unable to estimate the impact, reasons for the following:
  1. The Company had received in October 2018 a notice under Section 13(2) of Securitization and Reconstruction of Financial assets and Enforcement of Security Interest Act, 2002 ('the Act') from Indian Bank, Bank of Maharashtra and Union Bank of India, which had provided funds towards working capital requirements, informing that the Company's accounts have become NPA. In the previous years, the Company had also received a notice under Section 13(4) of the Act on failure to repay recalled amount for symbolic attachment of properties. The Company has stopped all its business activities due to blockage

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of bank accounts and as at period ended 31<sup>st</sup> Decembers 2025; total liabilities exceed total assets by Rs. 4,372.36 Lakhs. During FY 2020-21, the Company has also closed down all its branches except Mumbai branch, has written off/sold fixed assets located at such branches and has also laid off maximum employees across all branches since the business operations are nil. Indian Bank, Bank of Maharashtra and Union Bank have declared the company, promoters, directors and corporate guarantors as willful defaulters, the management of the company has represented against the same. The Bank has auctioned the properties situated at Mumbai, Kolkata and Chennai. The Company has voluntarily handed over the possession of one of the properties situated at Mumbai to the Bank. In an effort to resolve the outstanding dues, the Company submitted one-time settlement proposals dated 1<sup>st</sup> September 2025, and 17<sup>th</sup> July 2025 deposited ₹ 1.75 crore in a "No Lien Account" with Indian Bank against the proposed settlement amount of ₹ 22.81 crore.

2. The Management is in the process to approach RBI for writing off the said trade receivables.
  3. The Management is in process of appointing new Chief Financial Officer.
  4. The Management will discuss the said issue with the related party and resolve the same
- Auditors comment on (1) & (2) above: Since the management was also not able to ascertain impact, no other comments have been made by the Auditors.

Whole Time Director: Aditya Bhuwania



Audit Committee Chairman: Hema Thakur



Statutory Auditor: Lalit Dave (Partner of JM & Associates)

Place: Mumbai

Date: 06-02-2026