

- Electronic Weighing Scales & Systems
- Electronic Currency Counting Machines
- Security & Access Control Products

Date: 30/08/2025

To,

The Manager

Listing & Compliance Department,

National Stock Exchange of India Limited

Exchange Plaza, s" Floor, Plot No. C/1,

G Block, Bandra-Kurla Complex, Bandra,

Mumbai- 400051.

(Company ID: Symbol - NITIRAJ ISIN: INE439T01012)

Sub: Submission of Notice of the 26th Annual General Meeting of the Company and Annual Report for the year ended on 31st March. 2025.

Dear Sir/Madam,

In compliance with Regulation 34 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) we hereby submit copy of the Annual Report of the company for the financial year 2024-25 along with Notice convening the 26th Annual General Meeting scheduled to be held on 23rd September, 2025 at 1.00 PM (IST) through Video conference (VC)/other audio-visual means (OAVM) in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) and the securities and exchange Board of India (SEBI).

The details on the manner of attending the AGM and casting votes by the shareholders via electronic Mode is set out in the notice of the AGM attached herewith.

The Notice of AGM and annual report 2024-25 are being sent by mail to those shareholders whose email ids are registered with the company/RTA/Depository participant. The shareholders whose email ids are not registered with the company may demand copy of the Annual Report through email investor@nitiraj.net.

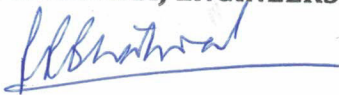
The Notice of AGM Annual report is also available at the website of company at www.nitiraj.net

We request you to please take on record aforesaid information.

Thanking you,

Yours faithfully,

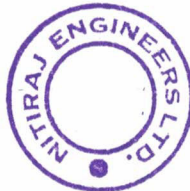
FOR NITIRAJ ENGINEERS LIMITED



RAJESH RAGHUNATH BHATWAL

Managing Director

DIN - 00547575



Annual Report 2024-25



26th Annual General Meeting

NITIRAJ ENGINEERS LTD.



NITIRAJ ENGINEERS LTD.

(CIN: - L31909MH1999PLC119231)

Electronic Weighing Scales & Systems

Currency Counting Machines

Digital Fare Meters

Home & Hotel Automation Products

Health Measurement Products

ANNUAL REPORT 2024-25

26th ANNUAL GENERAL MEETING

On Tuesday, the 23rd September 2025 AT 1.00 PM

**Through Video Conferencing ("VC") /
Other Audio-Visual Means ("OAVM")**

Registered Office:

306 A, BABHA BUILDING MARG

NEAR POLICE STATION, MUMBAI - 400011 (MH) INDIA

Contact No: - +91-2562-239331

=====

Factory Address

**Plot No J- 25, J- 26, Behind Toyota, Showroom, MIDC A Dhan, Awadhan
(CT), Dhule- 424006, MH IN.**

Website :- www.nitiraj.net E-Mail Id :- investor@nitiraj.net

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NOTICE OF THE 26TH ANNUAL GENERAL MEETING

Dear Members,

Notice is hereby given that the 26th Annual General Meeting of NITIRAJ ENGINEERS LIMITED will be held on Tuesday, 23rd September 2025 at 1.00 PM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business: -

ORDINARY BUSINESS:

1. To Receive, Consider and adopt the Standalone Audited Financial statements of the company for the financial year ended 31st March, 2025 along with Directors Report and Audited Report of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors' and Auditors' thereon as circulated to the members, be and are hereby received, considered and adopted."

2. To declare final dividend on equity shares for the financial year ended March 31, 2025.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the final dividend @ 15% i.e. Re. 1.5 per equity share (face value of Rs. 10 per equity share), as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025 and the same be paid out of the profits of the Company for the financial year ended March 31, 2025."

3. To appoint director in place of Mr. Gajendra Deshmukh (DIN : 10466748), who retires by rotation at this Annual General meeting and being eligible offers himself for re- appointment.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013 Mr. Gajendra Deshmukh (DIN : 10466748) who retires by rotation and being eligible offers himself for

re- appointment, be and is hereby re-appointed as a director of the company. For details of Director seeking re- appointment at the Annual General meeting please refer Annexure I.

SPECIAL BUSINESS:

4. Ratification of Remuneration of Cost Auditors for the Financial Year 2025-26: -

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution: -**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the payment of the remuneration at Rs. 55,000/- plus applicable taxes and reimbursement of out of pocket expenses, as mutually decided by board and cost auditor, to M/s. Cheena and Associates., Cost Accountants (Firm Reg. No. 000397) who were appointed by the Board of Directors of the Company as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for financial year ending 31st March, 2026, be and is hereby ratified and approved.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and approve the appointment of M/s D Sagar & Associates, Practicing Company Secretary, as Secretarial Auditor of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provision of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of 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 the recommendation of the Board of Directors of the Company, D Sagar & Associates, Practicing Company Secretary, (bearing COP No. 11547 and Peer Review Certificate No.: 1192/2021), be and is hereby appointed as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years, commencing from April 1, 2025, and to hold office from the conclusion of this 26th Annual General meeting until the conclusion of 31st Annual General Meeting at a remuneration of Rs. 75,000/- plus applicable taxes and reimbursement of out of pocket expenses, as mutually decided by board and secretarial auditor, and as per details set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution”.

6. Revision in remuneration payable to Mr. Rajesh Bhatwal, Managing Director of the company:-

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**: -

“RESOLVED THAT pursuant to the provisions of Section 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Schedule V and other applicable provisions, if any, of the Act and Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee, approval of members of the Company be and is hereby accorded for upward revision in payment of remuneration of Mr. Rajesh Bhatwal Managing Director of the Company with effect from April 1, 2025 on the such terms and conditions of revision of remuneration as mentioned below:

1	Salary	Rs. 60,04,998/- P.A.
2	Perquisites	Perquisites will be allowed in addition to the salary as under
		Contribute towards provident fund as per the rules of the Company.
		Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.

"RESOLVED FURTHER THAT Irrespective of Profit of the company, or company has no profit or its profits are inadequate the above remuneration, shall be paid to Mr. Rajesh Bhatwal, Managing Director as the minimum remuneration as per the provisions of Companies act, 2013.

7. Revision in remuneration payable to Mrs. Shakuntala Bhatwal, Whole Time Director of the company:-

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**: -

“RESOLVED THAT pursuant to the provisions of Section 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Schedule V and other applicable provisions, if any, of the Act and Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee, approval of members of the Company be and is hereby accorded for upward revision in payment of remuneration of Mrs. Shakuntala Bhatwal,

Whole Time Director of the Company with effect from April 1, 2025 on the such terms and conditions of revision of remuneration as mentioned below:

1	Salary	Rs. 12,04,998/- P.A.
2	Perquisites	Perquisites will be allowed in addition to the salary as under
		Contribute towards provident fund as per the rules of the Company.
		Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.

"RESOLVED FURTHER THAT Irrespective of Profit of the company, or company has no profit or its profits are inadequate the above remuneration, shall be paid to Mrs. Shakuntala Bhatwal, Whole Time Director as the minimum remuneration as per the provisions of companies act, 2013.

8. Revision in remuneration payable to Mr. Yi Hung Sin, Whole Time Director of the company:-

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**: -

"RESOLVED THAT pursuant to the provisions of Section 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Schedule V and other applicable provisions, if any, of the Act and Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee, approval of members of the Company be and is hereby accorded for upward revision in payment of remuneration of Mr. Yi Hung Sin, Whole Time Director of the Company with effect from April 1, 2025 on the such terms and conditions of revision of remuneration as mentioned below:

1	Salary	Rs. 18,04,998/- P.A.
2	Perquisites	Perquisites will be allowed in addition to the salary as under
		Contribute towards provident fund as per the rules of the Company.
		Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

"RESOLVED FURTHER THAT Irrespective of Profit of the company, or company has no profit or its profits are inadequate the above remuneration, shall be paid to Mr. Yi Hung Sin, Whole Time Director as the minimum remuneration as per the provisions of companies act, 2013.

9. Revision in remuneration payable to Mr. Gajendra Deshmukh, Whole Time Director of the company:-

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 197, 203 and Schedule V to the Companies Act, 2013 (“the Act”) read with Schedule V and other applicable provisions, if any, of the Act and Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee, approval of members of the Company be and is hereby accorded for upward revision in payment of remuneration of Mr. Gajendra Deshmukh, Whole Time Director of the Company with effect from April 1, 2025 on the such terms and conditions of revision of remuneration as mentioned below:

1	Salary	Rs. 12,04,998/- P.A.
2	Perquisites	Perquisites will be allowed in addition to the salary as under
		Contribute towards provident fund as per the rules of the Company.
		Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.
3.	Incentives	Sales linked incentives approx. 1 Crore

“RESOLVED FURTHER THAT Irrespective of Profit of the company, or company has no profit or its profits are inadequate the above remuneration, shall be paid to Mr. Gajendra Deshmukh, Whole Time Director as the minimum remuneration as per the provisions of companies act, 2013.

10. To consider and approve the re-appointment of Mrs. Shakuntala Bhatwal, Whole-time Director of the company:-

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and relevant rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee & approval of Audit Committee and Board of Directors of the Company, the approval of the members be and is hereby accorded to re-appoint Mrs. Shakuntala Bhatwal (DIN: 01953906) as Whole-time Director of the Company, for the term of 5 years w.e.f September 28, 2025, liable to retire by rotation, on such terms and conditions as provided in this resolution and explanatory statement thereto.

11. To consider and approve the re-appointment of Mr. Yi Hung Sin, Whole-time Director of the company:-

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and relevant rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee & approval of Audit Committee and Board of Directors of the Company, the approval of the members be and is hereby accorded to re-appoint Mr. Yi Hung Sin (DIN: 01953871) as Whole-time Director of the Company, for the term of 5 years w.e.f September 28, 2025, liable to retire by rotation, on such terms and conditions as provided in this resolution and explanatory statement thereto.

**By order of the Board of Directors,
NITIRAJ ENGINEERS LIMITED**

**Sd/-
(Deepika Amit Dalmiya)
Company Secretary & Compliance Officer**

**Place: Mumbai, Maharashtra
Date: 30/08/2025**

NOTES:

1. Pursuant to the 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. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 26th AGM of the Company is being held through VC/OAVM on Tuesday, 23rd September, 2025 at 1.00 p.m. The deemed venue for the 26th AGM will be the Registered Office of the Company.

2. 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. Corporate Members/Trusts/Societies, etc., intending to send their authorised representatives to attend and vote at the Meeting through VC/OAVM are requested to send a duly certified copy of the Board/Managing Committee Resolution (PDF/JPG Format), together with the specimen signature(s) of the representative(s) authorised under the said Resolution to attend and vote on their behalf at the Meeting, to the Scrutinizer by e-mail to cayashhgoyal@gmail.com with a copy marked to evoting@nsdl.co.in. and investor@nitiraj.net.

3. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice

4. Pursuant to Section 102 of the Companies Act, 2013, as amended, Secretarial Standard on General

Meetings and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations"), an explanatory statement setting out the material facts concerning the special businesses as set out in Notice forms part of this notice. The said Statement also contains the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations.

5. 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.

6. In line with the MCA General Circulars and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October, 2023 issued by SEBI, this Notice of the AGM and the Annual Report 2024-25 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 26th AGM and the Annual Report 2024-25 have been uploaded on the website of the Company at <https://nitiraj.net/> and on the websites of the Stock Exchange, National Stock Exchange of India Limited at www.nseindia.com. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.

8. 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.

9. Since the physical attendance of Members has been dispensed with in terms of Applicable Circulars, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members under Section 105 of the Act is not available for this 26th AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

10. 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), the Secretarial Standard on General Meetings (SS- 2) issued by the ICSI 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. 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.

11. Non-Resident Indian members are requested to inform RTA immediately about:

- I. the change in the residential status on return to India for permanent settlement; and
- II. the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier.

12. Members are requested to

- i. Quote their Identification number/ folio number in all correspondence with the Company/ Registrar & Share Transfer Agent (RTA).

- ii. Notify immediately and change in their address and their mandate, at the Registered Office of the Company / Registrar & Share Transfer Agent (RTA).

13. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 17th September, 2025 to Tuesday, 23rd September, 2025 (both days inclusive) for the purpose of AGM.

14. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and General Circular no. 09/2023 dated 25.09.2023.

15. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.

16. The company has set Tuesday, 16th September, 2025 as the Cutoff date for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuing AGM for both E-Voting.

17. The final dividend of Rs. 1.5 (15%) per Equity Share of face value of Re. 10/- each, if declared by the Members at the AGM, will be paid subject to deduction of income tax at source ('TDS'). The dividend on Equity Shares, if approved by the Members at the Annual General Meeting shall be paid on or after September 28, 2025, and within a period of 30 days from the date of AGM to those Members whose names shall appear in the Register of Members of the Company as on the close of business hours on Tuesday, 16th September, 2025; in respect of the shares held in dematerialized form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

18. Tax Deduction at Source ('TDS') on Dividend Distribution:

- a) Under Section 194 of the Income Tax Act, 1961 ('IT Act'), dividend income will be taxable in the hands of shareholders, and the Company is required to deduct TDS from dividend paid to shareholders at the prescribed rates, if the aggregate dividend payment to a shareholder is in excess of Rs. 5,000 during the year. The shareholders are requested to update their PAN with the Company's RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
- b) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a declaration along with PAN in Form No. 15G or 15H (for senior citizen), to avail the benefit of non-deduction of tax at source.
- c) Other shareholders (including non-resident shareholders) with PAN and who are not liable to pay income tax or are liable to pay tax at a lower rate may submit a certificate obtained under Section 197 of the IT Act from Income Tax Department for lower or Nil withholding tax or provide the documentary evidence that the provisions of section 194 of the Act are not applicable
- d) For FPI and FII – TDS shall be deducted at the rate of 20% (plus applicable surcharge and cess) u/s 196D of the IT Act. They can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F.
- e) Other Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F.
- f) TDS will be deducted at 20%, i.e., at twice the applicable rate on the amount of dividend payable where the resident shareholders:
 - have not furnished valid PAN
 - Pan not linked with Aadhar
 - Are considered to be "Specified Person under Section 206AB of the IT Act, i.e., a resident

shareholder who has:

- not filed the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for filing the return of income under section 139(1) of the IT Act has expired and
- the aggregate of tax deduction / collection at source aggregating to Rs. 50,000/- or more in the aforesaid previous year.

The Central Board of Direct Taxes (CBDT) has prescribed the functionality for determining whether a person fulfils the conditions of being a “Specified Person” or not. Accordingly, the Company will verify from the above functionality provided by CBDT whether any Shareholder of the Company qualifies as a “Specified Person” prior to applying the relevant TDS rates.

The aforesaid declarations and documents need to be submitted by the shareholders on or before 18th September, 2025.

A detailed communication is separately being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

19. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (‘IEPF Rules’), (including any statutory modification(s)/ re-enactment(s)/ amendment(s) thereof, for the time being in force), the dividend which remains unpaid/ unclaimed for a period of seven years from the date of transfer to the unpaid/ unclaimed dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. As per the IEPF Rules, the corresponding shares in respect of which dividend has not been paid or claimed by the Members for seven (7) consecutive years or more shall also be transferred to the dematerialized account created by the IEPF authority. There no unpaid dividend, shares transferred to IEPF.

20. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank mandates, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), nominations, power of attorney, contact numbers, change in address and e-mail addresses to their respective Depository Participants with whom they are maintaining their demat accounts. Changes intimated to the Depository Participants will be automatically reflected in the Company’s record which will help the Company and RTA to provide efficient and better services.

21. Members are hereby informed that Securities and Exchange Board of India (SEBI) has made it mandatory for all the listed companies to make cash payments through electronic payment mode to the investors. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(s). The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective depository participant of the Members. It is further directed that in case electronic payment is rejected or returned, the Company shall mandatorily print the bank account details of the investor on payment instrument. Members are requested to provide their updated bank account particulars allotted after implementation of CBS to enable the Company to electronically credit dividend directly in their respective bank accounts. Further, in order to receive the dividend in a timely manner and to avoid undue delay, members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend(s) are requested to provide their latest bank account details (core banking solutions folio number along with an original cancelled cheque and form ISR-1 to the company’s share registrar and transfer agent).

22. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. Further, SEBI had fixed March 31, 2021, as the cut- off date for the re-lodgment of transfer deeds and the shares

that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transmission/transposition of securities shall be processed in the dematerialized form. In order to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent.

23. The remote e-voting period will commence on Friday, 19th September, 2025 at 9:00 A.M. and ends on Monday, 22nd September, 2025 at 5:00 P.M.

24. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 16th September, 2025, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

25. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 16th September, 2025.

26. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

27. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote voting.

28. The Board of Directors has appointed CA Yash Goyal, Chartered Accountants (FRN. 151104w) as scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair transparent manner.

29. The Scrutinizer shall, immediately after the conclusion of e-voting at Annual General Meeting, download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within two working days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.

30. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and also be immediately forwarded to NSE, Mumbai.

31. All the Statutory Registers and Relevant documents referred to in the accompanying notice and the Statement is open for inspection by the members at the Regd. office of the company on all working days, between 3.00 P.M. to 5.00 P.M. up to the date of the Meeting.

32. Members desiring any information relating to the Accounts are requested to write to the Company on or before 18th September, 2025 so as to enable management to keep the information ready.

33. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed there under.

34. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.

35. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011, and April 29, 2011, respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with their shareholders through electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of

shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

36. Members holding shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or Bigshare Services Private Limited (RTA), the details of such folio together with the share certificates for consolidating their shareholding in one folio.

37. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have de-mat accounts.

38. Electronic copy of Notice of the AGM along with Annual Report 2024-25 including remote E Voting Instruction, is being sent by electronic mode to those members who is registered as a member as on 22nd August, 2025 on their registered E mail ID. For those shareholders whose name stands registered in the register of member as on Friday 22nd August, 2025 and who want a physical copy of the same kindly request to the company on investor@nitiraj.net

39. Shareholders are also informed that voting shall be by E-voting.

40. Shareholders also informed that if you want to registered as speaker in AGM, you have to mail to the company on or before 18th September, 2025.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 19th September, 2025 at 9:00 A.M. and ends on Monday, 22nd September, 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. 16th September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service

	<p>provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="669 1478 1110 1749" data-label="Image"> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab</p>

	<p>Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
<p>B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.</p> <p><u>How to Log-in to NSDL e-Voting website?</u></p>	

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cayashhgoyal@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the

“Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to [Veena Suvarna at evoting@nsdl.com](mailto:Veena.Suvarna@evoting.nsdl.com)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@nitiraj.net
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@nitiraj.net. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@nitiraj.net . The same will be replied by the company suitably.
6. Shareholders also informed that if you want to registered as speaker in AGM, you have to mail to the company on or before 18th September, 2025.

ANNEXTURE 1

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “Companies Act”), the following explanatory statements sets out all material facts relating to the businesses mentioned under Item no. 3 to 9 of the accompanying Notice.

Item No 3

Details of Directors seeking re-appointment at the 26th Annual General Meeting. (In pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36 of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015)

Name of the Director	Mr. Gajendra Deshmukh
Director Identification No	10466748
Date of Birth	27/11/1969
Date of First Appointment on the Board	05/02/2024
Qualifications	D.E.E.
Brief Profile & Expertise in specific functional areas	Mr. Deshmukh is also associated with the company since its initial years. He has a strong experience of handling institutional business for the company. He also has exposure and has assisted the company in production related activities.
Relationship with Directors and KMPs	NIL
No. of Meetings of the Board attended during the year	10
Director in other companies	0
Chairman/Member of the Committee of the Board of Directors as on 31 st March, 2025	Member in Stakeholders Relationship Committee.
Memberships/ Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholder Grievances Committee)	Chairmanship in other Companies: NIL Membership in Other Companies: NIL
Listed entities from which Mr. Gajendra Deshmukh has resigned in the past three years	NIL
Number of shares held in the Company as on 31 st March, 2025	7500
Remuneration last drawn	30.67 Lacs

Item No 4

Under Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have audit of its cost records conducted by a Cost Accountant in practice. The Board of Directors of the Company, in its meeting held on 31st May, 2025 on the recommendation of Audit Committee, has approved the re-appointment of M/s. Cheena and Associates., Cost Accountants (Firm Reg. No. 000397) as Cost Auditors of the Company to audit the cost accounting records of the Company for the financial year 2025-26 at a remuneration of Rs. 55,000/- p.a. (Rupees Fifty-Five Thousand Only) plus applicable tax and reimbursement of out-of-pocket expenses as may be incurred by them for the purpose of audit.

The Remuneration, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules, 2014, read with Section 148 (3) of the Companies Act, 2013.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no. 4 of this notice for approval of the members of the Company.

None of the Directors or the Key Managerial Personnel of the Company, including their relatives (to the extent of their shareholding in the Company, if any), is in anyway, concerned or interested, financially or otherwise, in the said resolution.

Item No 5

Board at its meeting held on August 30, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of D Sagar & Associates, Practicing Company Secretary, (bearing COP No. 11547 and Peer Review Certificate No.: 1192/2021), Sambhajinagar as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Sagar Deo is a practicing company and fellow member of ICSI. He pursued qualification like BSL, LLB, FCS.

He is having Experience more than 12 years. He is providing various services like Corporate law, Taxation, GST, IPR, Business management, Foreign Collaboration & JV, Foreign Direct Investments, corporate law consulting etc.

He is also Leading “Trade Mark Agent” in Marathwada and providing services related to intellectual Property rights like Copy Right, Trade Mark, Patent etc.

Mr. Sagar is also faculty at various Institutions & Colleges since 2012. Presently acting as guest lecturer at M. P. Law collage, Aurangabad and MGM University at Aurangabad. He is regular faculty for Aurangabad chapter of WIRC of ICSI and Aurangabad chapter of WIRC of the Institute of Cost Accountants of India.

He has held various positions of Aurangabad chapter as secretary in 2015, vice chairman-2019 and act as a Chairman in 2020. Mr. Sagar is volunteer of Aurangabad chapter since last 15 years.

M/s D Sagar & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The proposed fees in connection with the secretarial audit shall be Rs. 75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s D Sagar & Associates. In addition to the secretarial audit, M/s D Sagar & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

Item No 6

Mr. Rajesh Bhatwal [DIN: 00547575] is presently designated as Managing Director of the Company. The Board of Directors of the Company in its meeting held on 31st May, 2025 approved the payment of basic salary of Rs. 60,04,998/- (Rupees Sixty Lac Four Thousand Nine Hundred Ninety-Eight Only) per annum to Mr. Rajesh Bhatwal, Managing Director w.e.f. 01.04.2025 as recommended by the Nomination and Remuneration Committee in its meeting in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013. In the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, be paid as minimum remuneration to Mr. Rajesh Bhatwal, Managing Director of the Company. Further as required under regulation 17(6)(e)(i) & (ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members is also required to be accorded to the continuation of payment of remuneration as per existing terms and conditions to Mr. Rajesh Bhatwal, Managing Director.

Save and except Mr. Rajesh Bhatwal and Shakuntala Bhatwal and their relatives to the extent of their shareholding in the Company are interest in this Resolution, none of the other Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the notice.

The Board of Directors recommends the Special Resolution as set out at item no. 6 of the Notice for approval by the shareholders.

Item No.7

Mrs. Shakuntala Bhatwal [DIN: 01953906] is presently designated as Whole Time Director of the Company. The Board of Directors of the Company in its meeting held on 31st May, 2025 approved the payment of basic salary of Rs. 12,04,998/- (Rupees Twelve Lac Four Thousand Nine Hundred Ninety-Eight Only) P.A. to Mrs. Shakuntala Bhatwal, Whole Time Director w.e.f. 01.04.2025 as recommended by the Nomination and Remuneration Committee in its meeting in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013. In the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, be paid as minimum remuneration to Mrs. Shakuntala Bhatwal, Whole Time Director of the Company. Further as required under regulation 17(6)(e)(i) & (ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members are also required to be accorded to the continuation of payment of remuneration as per existing terms and conditions to Mrs. Shakuntala Bhatwal, Whole Time Director.

Save and except Mrs. Shakuntala Bhatwal and Mr. Rajesh Bhatwal and their relatives to the extent of their shareholding in the Company are interest in this Resolution, none of the other Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the notice.

The Board of Directors recommends the Special Resolution as set out at item no. 7 of the Notice for approval by the shareholders.

Item No 8

Mr. Yi Hung Sin [DIN: 01953871] is presently designated as Whole Time Director of the Company. The Board of Directors of the Company in its meeting held on 31st May, 2025 approved the payment of basic salary of Rs. 18,04,998/- (Rupees Eighteen Lac Four Thousand Nine Hundred Ninety-Eight Only) per annum to Mr. Yi Hung Sin, Whole Time Director w.e.f. 01.04.2025 as recommended by the Nomination

and Remuneration Committee in its meeting in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013. In the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, be paid as minimum remuneration to Mr. Yi Hung Sin, Whole Time Director of the Company. Further as required under regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members are also required to be accorded to the continuation of payment of remuneration as per existing terms and conditions to Mr. Yi Hung Sin, Whole Time Director.

Save and except Mr. Yi Hung Sin and their relatives to the extent of their shareholding in the Company are interest in this Resolution, none of the other Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 8 of the notice.

The Board of Directors recommends the Special Resolution as set out at item no. 8 of the Notice for approval by the shareholders.

Item No 9

Mr. Gajendra Sharadchandra Deshmukh [DIN: 10466748] is presently designated as Whole Time Director of the Company. The Board of Directors of the Company in its meeting held on 31st May, 2025 approved the payment of basic salary of Rs. 12,04,998/- (Rupees Twelve Lac Four Thousand Nine Hundred Ninety-Eight Only) per annum plus sales related incentive approx. 1 crore to Mr. Gajendra Sharadchandra Deshmukh, Whole Time Director w.e.f. 01.04.2025 as recommended by the Nomination and Remuneration Committee in its meeting in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013. In the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, be paid as minimum remuneration to Mr. Yi Hung Sin, Whole Time Director of the Company. Further as required under regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members are also required to be accorded to the continuation of payment of remuneration as per existing terms and conditions to Mr. Gajendra Sharadchandra Deshmukh, Whole Time Director.

Save and except Mr. Gajendra Sharadchandra Deshmukh and their relatives to the extent of their shareholding in the Company are interest in this Resolution, none of the other Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 9 of the notice.

The Board of Directors recommends the Special Resolution as set out at item no. 9 of the Notice for approval by the shareholders.

Item No 10 & 11

Name of the Director	YI HUNG SIN	SHAKUNTALA RAJESH BHATWAL
Director Identification No	01953871	01953906
Date of Birth	15-Nov-1964	18-Dec-1966
Date of First Appointment on the Board	01-Jul-2003	27-Apr-1999
Qualifications	B.E. Computer	B.E. Electronics
Brief Profile & Expertise in specific functional areas	Mr. YI Hung Sin is the Whole Time Director of our Company. Having 35 years of experience in business management. He	Mrs Shakuntala Rajesh Bhatwal is the woman Director of our Company. Having 35 years of experience in the area of

	is well-known for his planning skills with respect to production and Marketing and also liaison with the government agencies. He has been a strong relationship developer for the company with various agencies over the time.	manufacturing Electronic Weighing Scales. Actively working with Nitiraj Since 1990. Her job responsibilities include overseeing manufacturing activities, sourcing of components, administrative work etc. She is well conversant with Electronic Industry and latest emerging trends in Electronics.
Relationship with Directors and KMPs	NA	Spouse of Mr. Rajesh Bhatwal Managing Director of our company.
No. of Meetings of the Board attended during the year	10	10
Director in other companies	NIL	NIL
Chairman/Member of the Committee of the Board of Directors as on 31 st March, 2025	NIL	Member in Stakeholders Relationship Committee
Memberships/ Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholder Grievances Committee)	NA	NA
Listed entities from which director has resigned in the past three years	NA	NA
Number of shares held in the Company as on 31 st March, 2025	8,18,000	23,95,500
Remuneration last drawn for FY 2024-25	8.70 Lakhs	4.80 Lakhs

Based on the recommendation of Nomination and Remuneration Committee, Audit Committee, and the Board of Directors, the members, approved the appointment of Mr. Yi Hung Sin and Mrs. Shakuntala Bhatwal as Whole-time of the Company for a term of 5 (five) years effective from September 28, 2025 to September 27, 2030. The current term of their appointments will conclude on September 27, 2025.

The Company has received from Mr. Yi Hung Sin and Mrs. Shakuntala Bhatwal (i) consent in writing in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 (iii) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-2019 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

Under their leadership, the Company has made tremendous progress. Considering the performance, experience, rich knowledge and leadership capabilities of Mr. Yi Hung Sin and Mrs. Shakuntala Bhatwal as Whole-time Director and having regard to their immense contribution to the recent growth of Company and based on the recommendation of Nomination and Remuneration Committee and approval of audit Committee, the Board of Directors at their meeting held on August 30, 2025, has approved the re-appointment subject to the requisite approval of members of the Company.

Sd/-
(Deepika Amit Dalmiya)
Company Secretary & Compliance Officer

Place: Mumbai, Maharashtra
Date: 30/08/2025

NITIRAJ ENGINEERS LTD.

PHOENIX[®]

MANUFACTURING FACILITY

PHOENIX[®]

- ✓ Spread over 5 acres of land, our manufacturing unit is based at Dhule, Maharashtra, India.
- ✓ Production capacity : 2000 machines per day.



MANUFACTURING FACILITY



- ✓ Pick & Place Machine for quick and accurate soldering of PCBs.
- ✓ Automatic Pipe Cutting Machine.
- ✓ Conveyor belts for efficient and safe material movement.
- ✓ Many more advanced, special purpose machines.



MANUFACTURING FACILITY

- ✓ Tool Room consisting of Lathe machines, milling machines, EDM and many more.
- ✓ Molding Shop consisting of 7 molding machines.



MANUFACTURING FACILITY



- ✓ Ancillary unit for fabrication consisting of press & punching machines, robotic welding machine and powder coating machine set up.



MANUFACTURING FACILITY



- ✓ Ancillary unit for stickers & overlays.
- ✓ Ancillary unit for SS Trays.



ACCREDITATIONS AND COMPLIANCES



- ✓ NABL accredited laboratory for calibration : ISO/IEC 17025:2017

- ✓ ISO 9001:2015 certified Quality Management System



NABL accredited laboratory



Standard weights



QMS procedure for calibration of testing equipment



Temperature & Humidity controlled chamber for testing



Calibration machine

QUALITY ASSURANCE



- ✓ We tolerate zero compromise on Quality.
- ✓ Our team of trained Quality Engineers ensure that utmost quality is maintained for raw materials, assemblies, manufacturing processes and outward materials.



We worship quality in our company - which we treat as our TEMPLE OF METROLOGY.





COMPANY JOURNEY



PRODUCT RANGE

Electronic Weighing Scales

- ✓ Jewellery scales
- ✓ Tabletop scales
- ✓ Price computing scales
- ✓ Piece counting scales
- ✓ Platform scales
- ✓ Hanging scales
- ✓ Industrial scales
- ✓ Special application indicators
- ✓ Health scales

Analytical Weighing Balances

- ✓ Laboratory balances
- ✓ Balances with internal calibration

Currency Counting Machines

- ✓ Currency counting machine with fake note detection
- ✓ Mix denomination value counter

Security & Automation

- ✓ RFID, Fingerprint Access Control System with electronic Lock
- ✓ Mobile / Remote operated Lock
- ✓ Audio / Video door phones
- ✓ Shutter Alarm
- ✓ Hotel RFID Locks



Analytical Weighing Balance



Jewellery Weighing Scales



Gold Series



Gold Series
VFD



Silver SMART
Series



Silver NPW
Series



Tabletop Weighing Scales



PW Series



Smart #Series



NPW Series



NEW Series



NE Series



NES Series



Price Computing Scales



NPC Series



NPC-N Series



NEP (PC) Series



**NEP (PC-N)
Series**



Piece Counting Scales



NEC Series



NEP (C) Series



Platform Weighing Scales



NEP Series



NEP Series
Wireless
Platform



NBW Series



PBW Series



NEP Series
(Four Loadcell)



Hanging Weighing Scales



PHS# Series



NHS ABS
Series



NHS Series
Crane



NHS Series



Industrial Weighing Scales



PPT Series



NMW Series



WB Series



Baby Weighing Scales



NBY Series



PBY Series



CGMS Series



EPGM Series



Health Weighing Scales



PAS-N Series



PAS Series



3-in-1 Series



PWCP Series



PBMI Series

Currency Counting Machines



PVC-101



PLNC-3



PLNC-4

Taxi & Rickshaw Fare Meter



PFM-01



PFM-02



Security & Automation



Access Control System



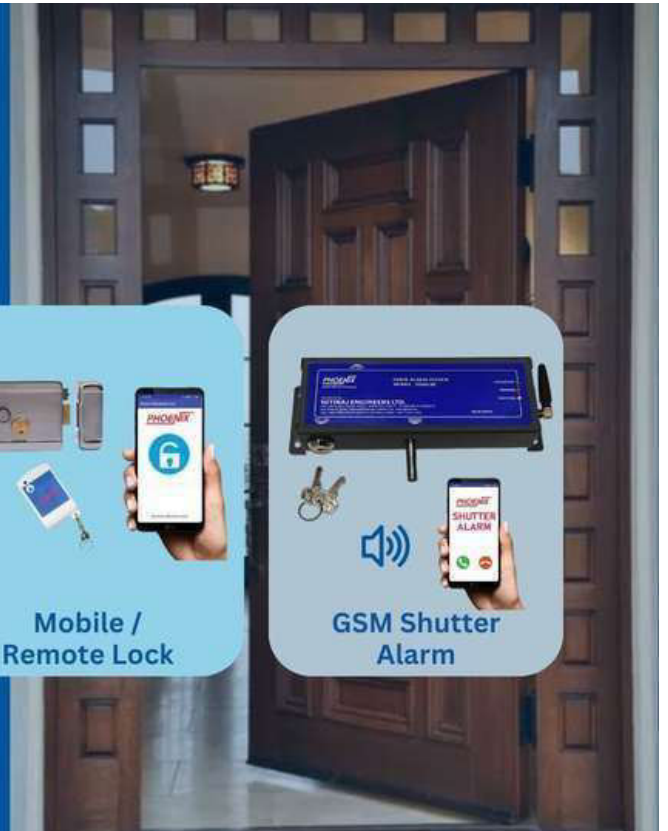
Audio Door Phone



Mobile / Remote Lock



GSM Shutter Alarm





SOCIAL PRESENCE

TV Ads, Social Media



SOCIAL PRESENCE

Exhibitions



CSR



We are also helping society through many meaningful initiatives that uplift and empower communities.

CONTACT US



Head Office and Factory :

Nitiraj Engineers Ltd.,
J-25/26, MIDC Awdhaan,
Dhule-424006, Maharashtra.
Tel : + 91-2562-295081 / 295181

Registered Office :

Nitiraj Engineers Ltd.,
306A, Bhabha Building, N.M Joshi Marg,
Mumbai – 400011, Maharashtra.
Tel : 022 – 23094161

✉ response@nitiraj.net

🌐 <https://www.nitiraj.net/>

📘 <https://www.facebook.com/nitirajphoenix>

📷 <https://www.instagram.com/nitirajengineers/>

🐦 https://twitter.com/Phoenix_Nitiraj

🌐 <https://www.linkedin.com/company/nitiraj-engineers-ltd./>

📺 <https://www.youtube.com/c/NitirajEngineersLtd>

COMPANY INFORMATION

BOARD OF DIRECTORS

Rajesh Raghunath Bhatwal
Chairman & Managing Director

Shakuntala Rajesh Bhatwal
Whole Time Director & Women Director

Yi Hung Sin
Whole Time Director

Gajendra Sharadchandra Deshmukh
Whole Time Director

Pranit Anil Bangad
Non-Executive Independent Director

Deepam Pradeep Shah
Non-Executive Independent Director

Anil Nandkishor Bangad
Non-Executive Independent Director

Pradeep Chandrakant Shah
Non-Executive Independent Director

CHIEF FINANCIAL OFFICER
Ashishkumar Sharma

(East)
**COMPANY SECRETARY &
COMPLIANCE OFFICER**
Deepika Amit Dalmiya

AUDIT COMMITTEE
Pranit Bangad – Chairperson
Deepam Shah – Member
Rajesh Bhatwal – Member

**NOMINATION AND REMUNERATION
COMMITTEE**
Deepam Shah – Chairperson
Pranit Bangad – Member
Pradeep Shah – Member

**STAKEHOLDER RELATIONSHIP
COMMITTEE**
Pradeep Shah – Chairperson
Gajendra Deshmukh – Member
Shakuntala Bhatwal – Member

CORPORATE SOCIAL RESPONSIBILITY
Pranit Bangad – Chairperson
Deepam Shah – Member
Rajesh Bhatwal – Member

INTERNAL COMPLAINTS COMMITTEE
Pranit Bangad – Chairman
Anil Bangad – Member
Rajesh Bhatwal – Member
Shakuntala Bhatwal – Member

SEXUAL HARASSMENT COMMITTEE

Deepam Shah – Chairperson
Anil Bangad – Member
Rajesh Bhatwal – Member
Shakuntala Bhatwal – Member

STATUTRY AUDITOR

Sharp Aarth & Co
Chartered Accountant

INTERNAL AUDITORS

Agrawal Kucheriya And Company
Chartered Accountant

COST AUDITOR

Cheena And Associates
Cost Accountants

SECRETARIAL AUDITOR

D Sagar And Associates
Practicing Company Secretary

BANKER

HDFC Bank

RESISTRAR & SHARE TRANSFER AGENTS

BIGSHARE SERVICES PRIVATE LIMITED
Office No S6-2, 6th floor Pinnacle Business Park
Next to Ahura Centre, Mahakali Caves Road Andheri
Mumbai - 400093, India.

RESITERED OFFICE

306 A Babha Building, N. M. Joshi Marg,
Police Station, Mumbai-400011,
Website: www.nitiraj.net
E-mail: investor@nitiraj.net
Tel:

CORPORATE OFFICE

Plot NO J25, J26, MIDC Awadhan, Near
Dhule-424006 MH IN

STOCK EXCHANGE

National Stock Exchange

Chairman's Letter

Dear Shareholders,



It gives me immense pride to share with you the progress and vision of Nitiraj Engineers Limited. This is a moment to reflect on our journey, celebrate our achievements, and share the exciting opportunities that lie ahead. I sincerely thank you for your trust and continued support, which inspire us to strive for greater heights.

The past year came with challenges. The Central and state elections, including in Maharashtra, led to the suspension of tenders and orders, temporarily slowing business activities. At the same time, our factory expansion required significant resources and focus. While these impacted our short-term results, they were necessary investments to strengthen our long-term foundation.

As a result, revenue for FY25 stood at ₹7,651.71 lakhs, compared to ₹10,143.20 lakhs in FY24. Profit after tax was ₹483.10 lakhs, against ₹1,203.5 lakhs in FY24. While the numbers are lower than last year, the **strength of our financial position** is evident in the following:

- **Net-debt free balance sheet:** Nitiraj continues to operate net debt-free, ensuring long-term financial stability.
- **Healthy cash flows:** Despite lower profitability, the Company generated strong cash flows, enabling a **capital expenditure of ₹6.25 crores** during the year.
- **Consistent shareholder returns:** The Board has proposed a **15% dividend on face value**, in line with last year's dividend payout.

Even in this environment, we achieved remarkable milestones that position us strongly for the future:

- **Product Innovation & Development:** We launched 10 new models across electronic weighing scales, currency value counting machines, home automation devices, and security solutions such as the GSM Shutter Alarm. These launches showcase our strong R&D and product development capabilities. The **GSM Shutter Alarm**, in particular, has vast potential, with millions of shopkeepers and households as potential customers.
- **DGCA Approval for Drone Training:** We are proud to share that Nitiraj Engineers has been approved and authorized by the **DGCA as a Remote Pilot Training Organisation (RPTO)**. We obtained the RPTO license in December 2023 and started training activities in March 2025. We are the only RPTO across six neighboring districts, already issuing Remote Pilot Certificates to trained candidates. There is growing interest from private organizations seeking our franchise, further strengthening our reputation as a trusted brand in the drone training industry.

- **Agriculture Drone Manufacturing:** Our agriculture drone is in the **advanced stage of type-certification with the DGCA**. This **Make-in-India drone** has a **10-liter spraying tank capacity** and has been built with indigenous components. I am delighted to announce that it has already successfully passed all **18 mandatory flight tests**. With certification expected soon, we will shortly roll out our agricultural drones for commercial use—opening up a new era of opportunity for us and for India’s farmers
- **Sales Conference – “Udaan 2024”:** Held in Dhule with 300 delegates, the conference featured factory visits, product demonstrations, and intensive training sessions. By creating awareness and building product knowledge among our dealers and sales teams, this initiative is directly aimed at boosting sales and strengthening customer service.
- **Market Expansion & Sales Force:** To capture new geographical markets, we have appointed **additional sales force**, ensuring deeper market reach. We are also focusing on expanding our base of **corporate clients and banks** as part of our growth strategy.

Looking ahead, we are confident of delivering strong and sustainable growth. With a powerful combination of innovative products, strong technical capabilities, and an expanding market reach, Nitiraj Engineers is poised to scale new heights.

Your trust and belief in our journey remain our biggest strength. Together, we look forward to a future of innovation, growth, and lasting success.

With warm regards,

Yours sincerely,

Rajesh Bhatwal
Managing Director
Nitiraj Engineers Limited

DIRECTOR'S REPORT

Dear Members,

Your directors are pleased to present the **26th Annual Report** on the business and operation of the Company together with the Audited Financial Accounts for the year ended **31st March, 2025**.

1. Financial Highlights

Financial results of your Company for the year ended 31st March 2025 are summarized below.
(Standalone)

Particulars	(Amount in Lac's)	
	2024-25	2023-24
Income from Operations	7,651.72	10,043.61
Other Income	90.82	99.59
Total revenue	7,742.54	10,143.20
Operating Costs	6,728.74	8,213.14
Profit before depreciation	1,013.80	1,930.06
Depreciation	351.38	335.86
Profit before exceptional item and Tax	662.42	1,594.20
Exceptional Item	0.00	0.00
Profit before Tax (PBT)	662.42	1,594.20
Tax expense	179.31	390.66
Profit for the year (PAT)	483.11	1,203.55
Basic EPS	4.71	11.74

2. Highlights Of Performance:-

Total Revenue for the year 2024-25 is Rs. 7,742.54 lacs as compared to Rs. 10,143.20 lacs in the previous year. Profit before Tax for the year was Rs. 662.42 lacs as compared to profit of Rs. 1,594.20 lacs in the previous year. Profit after Tax for the year was Rs. 483.11 Lacs as compared to Profit of Rs. 1,203.55 lacs in the previous year.

3. Change In the Nature of Business, If Any

During the period under review, there was no change in the nature of the business of the Company.

4. Share Capital

Capital Structure of the Company as on 31.03.2025 is as follows: -

The Authorized Share Capital of the Company is ₹ 11,00,00,000 (Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of ₹10/- each.

The Issued, subscribed and Paid up Share Capital of the Company is ₹10,25,10,000 (Rupees Ten Crore Twenty-Five Lakh Ten Thousand) divided into 1,02,51,000 (One Crore Two Lakh Fifty-One Thousand) Equity Shares of ₹10/- each.

During the year under review the Company has not issued any shares. The Company has not issued any shares with differential voting rights or sweat equity or granted stock options.

5. Transfer To Reserves

The Board of the Company has decided to transfer profit of Rs.483.10 Lacs to the Reserves of the Company as on 31st March 2025.

6. Capital Structure

The capital structure of the company as on 31.03.2025 is as follows:

The Authorized capital share capital of the company is Rs. 11,00,00,000 (Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity shares of Rs. 10 Each.

The issued, subscribed and paid-up share capital of the company is Rs 10,25,10,000 (Rupees Ten Crore Twenty-Five Lakhs Ten Thousand) divided into 1,02,51,000 (One Crore Twenty-Five Lakhs One Thousand) Equity shares of Rs. 10 Each.

During the year under review the company has not issued any shares. The company has not issued any shares with differential voting rights or sweat equity or granted stock options.

7. Dividend

In terms of the Dividend Distribution Policy of the Company, your Board of Directors in their Board meeting held on May 29, 2025, has recommended a final dividend @ 15% i.e. Rs. 1.5 per equity share (face value of Rs. 10 per equity share) for the financial year 2024-25, for the approval of shareholders at the forthcoming Annual General Meeting. The cash outflow on account of dividend will be Rs. 153.76 lakhs (previous year Rs. 153.76 lakhs). Dividend, if approved by the Shareholders at the forthcoming Annual General Meeting, will be paid within 30 days from the date of declaration.

Pursuant to the amendments introduced in the Income-tax Act, 1961 vide Finance Act, 2020, w.e.f. April 1, 2020, dividend income is taxable in the hands of the shareholders effective from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the members at prescribed rates as per the Income Tax Act, 1961.

The Dividend Distribution Policy is available on the website of the Company and can be accessed via. <https://nitiraj.net/wp-content/uploads/2024/09/Dividend-Distribution-Policy-1.pdf>

8. **Change In Name**

The company has not changed its name during financial year 2024-25.

9. **The board and KMP:**

(a) **Composition of the Board of Directors:**

The Board of Directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors. As on the date of this report, the Board comprises of 8 (Eight) Directors, out of which 4 are Executive Directors including one woman director and 4 are Independent Non-Executive Director.

The Company has following composition of the Board:

1	Mr. Rajesh Raghunath Bhatwal	Managing Director and Executive Director
2	Mrs. Shakuntala Rajesh Bhatwal	Whole Time and Women Director
3	Mr. Yi Hung Sin	Whole Time Director
4	Mr. Gajendra Sharadchandra Deshmukh	Whole Time Director
5	Mr. Pranit Anil Bangad	Independent Director Non-Executive Director
6	Mr. Deepam Pradeep Shah	Independent Director Non-Executive Director
7	Mr. Anil Nandkishor Bangad	Independent Director Non-Executive Director
8	Mr. Pradeep Chandrakant Shah	Independent Director Non-Executive Director

During the Financial Year 2024-25, company appointed Anil Nandkishore Bangad as an additional Non-Executive Independent Director as on 12th February, 2025 due to demise of Mr. Avinash Rajaram Chandsarkar. After Financial Year end but before this annual report same was normalized.

During the period under review, none of the Non-Executive Directors of the Company had any pecuniary transactions with the Company, apart from sitting fees paid to Non-Executive Directors for attending the meeting of the Board of Directors/Committees.

(b) **Director Retiring by Rotation**

Pursuant to Section 152 of the Companies Act, 2013 and in accordance with the Article of Association of the Company, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Gajendra Deshmukh (DIN No- 10466748), Whole Time Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. The Board of Directors recommends to re-appointment her. he information regarding his re-appointment, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as 'Listing

Regulations') and secretarial standards, has been provided in the Notice convening the ensuing Annual General Meeting.

(c) Company Secretary & Compliance Officer:

There was no change in the post of company secretary and compliance officer.

(d) Chief Financial Officer:

Mr. Kailas Madanlal Agrawal, has resigned due to his personal reason & other commitments from the office of the Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the company, w.e.f 4th June 2024 due to which casual vacancy arose and to fill such casual vacancy the Company has appointed Mr. Ashishkumar G. Sharma, as Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company w.e.f. 18th June, 2024.

10. Material Changes Between the Date of The Board Report and End of Financial Year

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.

11. Meetings Of Board of Director and Shareholders

The Board meets at regular intervals to discuss and decide on company/business policy and strategy apart from other Board business. The notice of Board meeting is given well in advance to all the Directors. The company has convened Eleven (11) meetings of Board of Directors meetings during the financial year ended March 31, 2025 on 12/04/2024, 27/05/2024, 18/06/2024, 14/08/2024, 02/09/2024, 16/10/2024, 12/11/2024, 10/01/2025, 15/01/2025, 12/02/2025 and 27/03/2025. The maximum interval between any two meetings did not exceed 120 days. Details of the Board meetings and attendance at such meetings are given in the Corporate Governance Report annexed herewith for the financial year ended March 31, 2025.

12. Board Evaluation

Pursuant to the provision of the companies Act, 2013, Listing regulation along with other rules and regulation applicable, if any, the company has carried out the annual performance evaluation of its own performance, the director individually as well as the evaluation of the working of its committees, A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspect of the board functioning such as adequacy of the composition of the board and its committees, board culture, execution and performance of specific duties, obligation and governance.

A separate exercise was carried out to evaluate the performance of the individual director including the Chairman of the Board, who were evaluated on parameter such as level of engagement and contribution, independence of judgment, Safeguarding interest of the company and its minority shareholders, etc. The performance evaluation of Independent Director was carried out by entire board. The performance evaluation of the chairman and non-Independent Director was carried out by the Independent Director who also reviewed the performance of the secretarial Department. The Director expresses their satisfaction with the evaluation process.

13. Company Policy On Director's Appointment and Remuneration

The policy of the company on Director's appointment and remuneration including criteria for determining qualification, positive attributes, independence of Director and other matters provided under Sub – section (3) 178, is explained in the corporate governance report.

14. Details Of Remuneration to Directors: -

The remuneration paid to the Directors is in accordance with the recommendations of Nomination and Remuneration Committee formulated in accordance with Section 178 of the Companies Act, 2013 and any other re-enactment(s) for the time being in force. The information relating to remuneration of Directors and details of the ratio of the remuneration of each Director to the median employee's remuneration and other details as required pursuant to section 197(12) of the Act read along with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure**.

15. Declaration By Independent Directors:

All the Independent Directors have given their declaration of Independence stating that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act 2013. Further that the Board is of the opinion that all the independent directors fulfill the criteria as laid down under the Companies Act 2013 and the SEBI (LODR) Regulations 2015 during the year 2024-25, same is enclosed herewith as Annexure.

16. Separate meeting of independent directors:

As stipulated by the Code of Independent Directors under the Companies Act 2013 a separate meeting of the Independent Directors of the Company was held on Thursday, 21st November, 2024 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

17. Board Independence

Our definition of 'Independence' of Directors is derived from Regulation 16 of SEBI (LODR) Regulations 2015 and Section 149(6) of the Companies Act 2013. The Company is having following independent directors:

- (i) Pranit Bangad
- (ii) Anil Bangad
- (iii) Deepam Shah
- (iv) Pradeep Shah

As per provisions of the Companies Act 2013 Independent Directors were appointed for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.

18. Familiarization Program For Independent Directors

Every Independent Director is briefed about the history of the Company, its policies, customers, Company's strategy, operations, organisation structure, human resources, technologies, facilities and risk management. Projects/Site visits are also arranged for the Directors who wish to familiarize themselves with the processes and operations of the Company.

The Independent Directors are briefed on their role, responsibilities, duties and are kept updated on the various regulatory and legislative changes that may occur from time to time affecting the operations of the Company. The Independent Directors are also briefed on the various policies of the Company like the code of conduct for directors and senior management personnel, policy on related party transactions, policy on material subsidiaries, whistle blower policy and corporate social responsibility policy and other policies adopted by the Company. The details of familiarization programme conducted for the independent directors is disclosed in the website of the Company at <https://nitiraj.net/familiarization-of-id/>

19. Committees Of the Board

Pursuant to various requirements under the Act and the Listing Regulations, the Board of Directors has constituted/reconstituted (whenever necessitated) the following committees:

(a) Audit Committee

The Board has constituted Audit Committee as required under section 177 of Companies Act, 2013 and regulation 18 of Listing Regulation. The details about the composition of the said committee of the Board of Directors along with meetings of the said committee & attendance thereat and role(s)/ terms of reference of Audit Committee have been provided in the Corporate Governance Report which forms part of this Report.

(b) Nomination and Remuneration Committee

The Board has constituted Nomination and Remuneration Committee as required under section 178 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 19 of the Listing Regulations.

The details about the composition of the said committee of the Board of Directors along with meetings of the said committee & attendance thereat and role(s)/ terms of reference of Committee have been provided in the Corporate Governance Report which forms part of this Report.

In terms of the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee is responsible for formulating the criteria for determining the qualifications, attributes and Independence of a Director. The Nomination and Remuneration Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management. In line with the requirement, the Board has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management.

(c) Stakeholder Relationship Committee: -

The Board has constituted Stakeholder Relationship Committee as required under compliance to the Act & Listing Regulations. The details about the composition of the said committee of the Board of Directors along with meetings of the said committee & attendance thereat and role(s)/ terms of reference of Committee have been provided in the Corporate Governance Report which forms part of this Report.

(d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee is constituted in compliance with the requirements of Section 135 of the Companies Act, 2013, to undertake the below mentioned tasks:

- A. To recommend, the policy on Corporate Social Responsibility (CSR) and Implementation of the CSR Projects or program to be undertaken by the company, as per the CSR Policy for consideration and approval by the Board of Directors.
- B. Recommend, the amount of expenditure to be incurred on the corporate social responsibility activities; and
- C. Monitor the implementation of the Company's corporate social responsibility policy.

The CSR Policy is available on the Company's website.

The Annual Report on CSR activities containing the requisite details is given as 'Annexure- I' which forms part of this Report.

(e) Investor Grievance Redressal Policy

The Company has adopted an internal policy for Investor Grievance handling, reporting and solving.

Name of the Member	Designation
Mr. Pranit Anil Bangad (ID)	Chairman
Mr. Anil Nandkishor Bangad (ID)	Member
Mr. Rajesh Raghunath Bhatwal (ED)	Member
Mrs. Shakuntala Rajesh Bhatwal (ED)	Member

(f) Prevention of Sexual Harassment Committee

The company has adopted policy on Prevention of Sexual Harassment Committee.

Name of the Member	Designation
Mr. Deepam Shah (ID)	Chairman
Mr. Anil Nandkishor Bangad (ID)	Member
Mr. Rajesh Raghunath Bhatwal (ED)	Member
Mrs. Shakuntala Rajesh Bhatwal (ED)	Member

The company has always believed in providing a safe and harassment free workplace for every individual working in premises and always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

During the year ended 31st March, 2025, the company has not received any complaint pertaining to sexual harassment.

In order to prevent Sexual Harassment of Women at Workplace a new act “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013” has been notified on 9th December, 2013. Under the said Act every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

The Company has adopted “Anti-Sexual Harassment Policy” constituted “Redressed Committee” as required under section 4 (1) of Sexual harassment of women at work place (prevention, prohibition and redressal) Act, 2013. During the year under review, no complaint of harassment at the workplace was received by the Committee.

20. Vigil Mechanism For Directors And Employees :

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 Employees can raise concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company. Any incidents that are reported are investigated and suitable action taken in line with the Whistle Blower Policy.

<https://nitiraj.net/wp-content/uploads/2024/05/Whistle-Blower-Policy.pdf>

21. Risk Management Policy

The Company has formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day-to-day operations of the Company. Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures to be adopted by the Board. The Company has adequate internal control systems and procedures to combat the risk. The Risk

management procedure will be reviewed by the Audit Committee and Board of Directors on time-to-time basis.

22. Policy On Preservation of The Documents

The Company has formulated a Policy pursuant to Regulation 9 of the Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") on Preservation of the Documents to ensure safekeeping of the records and safeguard the Documents from getting manhandled, while at the same time avoiding superfluous inventory of Documents. <https://nitiraj.net/wp-content/uploads/2024/05/POLICY-FOR-PRESERVATION-OF-DOCUMENTS-AND-ARCHIVAL-OF-DOCUMENTS.pdf>

23. Policy On Criteria For Determining Materiality Of Events

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

<https://nitiraj.net/wp-content/uploads/2024/05/Policy-on-determination-of-Materiality-of-Events.pdf>

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

24. Auditors :

a. Statutory Auditors:-

M/s. Sharp Aarth & Co, LLP, Chartered Accountants, Jalgaon (Firm Registration No. 132748W), were appointed as Statutory Auditors to hold office from Financial Year 2023-24 to 2026-27. Accordingly, they have conducted Statutory Audit for the F.Y. 2024-25.

As required under Regulation 33(d) of the SEBI (LODR) Regulation, 2015, the auditor has confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Board is pleased to inform that there is no such observation made by the Auditors in their report which needs any explanation by the Board.

b. Secretarial Auditors:

The Board of Directors, on the recommendation of Audit Committee of the company has appointed **M/s. D. Sagar & Associates**, Aurangabad, Peer Reviewed Firm of Practicing Company Secretaries, having Membership No. F9518 and Certificate Practice No. 11547 as Secretarial Auditors of the Company as per provisions of Section 204 of the Companies Act, 2013 and Rules

made there underfor the Financial Year 2024-25.

The Secretarial Audit Report in Form No.MR-3 submitted by the said Secretarial auditor The Secretarial Audit Report in form No MR-3 for the Financial Year 2024-25 form part of the Annual Report, as Annexure to the Board Report.

c. Cost Auditor:

M/s. Cheena and Associates. Cost Accountants (Firm Reg. No. 000397) were appointed as the Cost Auditor to conduct the cost audit for the financial year ended March 31, 2025.

Further, pursuant to the provisions of section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended and as per the recommendation of the Audit Committee, the Board at their meeting held on May 31, 2025 re-appointed M/s. Cheena and Associates, Cost Accountants (Firm Reg. No. 000397) as Cost Auditors of the Company for the financial year 2025-2026 to audit the cost records of the Company. A resolution for ratification of the remuneration payable for such cost audit services forms part of the Notice of ensuing 26th Annual General Meeting.

A certificate from M/s. Cheena and Associates. Cost Accountants, has been received to the effect that their appointment as Cost Auditors of the Company, if made, would be in accordance with the limits prescribed under Section 141 of the Act and the rules framed thereunder.

d. Internal Auditor

Pursuant to Section 138 of the Companies Act 2013 read with the Companies (Accounts) Rules 2014(as amended) the Board of Directors on the recommendations of the Audit Committee of the Company has appointed **M/s Agrawal Kucheriya & Company**, Chartered Accountants, as an internal Auditor of the company for FY 2024-25.

The Internal Audit Finding/s and Report/s submitted by the said Internal Auditors during the financial year to the Audit Committee and Board of Directors of the Company do not contain any adverse remarks and qualifications hence do not call for any further explanation/s by the Company.

25. Auditors' Report

Statutory Audit Report: -

M/s. SHARP AARTH & CO, LLP Chartered Accountants, Jalgaon (FRN: 132748W), have issued their Report for the Financial Year ended 31st March 2025. Statutory Auditors not mentioned any Qualification, reservation, adverse remark or disclaimer in their report.

Reply to Adverse Remark Made by Statutory Auditor:

There are no adverse remarks made by the auditor of the company.

26. Related Party Transactions:

All transactions entered into with the related parties, as defined under the Companies Act, 2013, during the financial year, were in the ordinary course of business and on arm's length pricing basis, as per the management representation certificate provided to auditor of the company and donot attract the provisions of Section 188 of the Companies Act, 2013. There are no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company and hence, enclosing of form AOC- 2 is required, Suitable disclosure asrequired by the Accounting Standards (AS 18) has been made in the notes to the Financial Statements.

A policy on the related party transactions was framed & approved by the Board and posted on the Company's website at below link: <https://nitiraj.net/wp-content/uploads/2024/05/Related-Party-Transactions-Policy.pdf>

27. Prevention of Insider Trading:

In view of the SEBI (Prohibition of Insider Trading) Regulation 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The details of the Insider Trading Policy have posted on the website of the Company.

<https://nitiraj.net/wp-content/uploads/2024/05/Policy-of-prevention-of-Insider-Trading.pdf>

The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of Nitiraj Engineers Limited at the time when there is unpublished price sensitive information.

28. Credit & Guarantee Facilities:

The Company has been availing secured loans, overdraft facilities and bank guarantee facilities fromHDFC Bank Limited, from time to time for the business requirements.

29. Investors Education and Protection Fund:

During the financial year 2024-25 ended 31st March 2025 under review there were no amount/s which is required to be transferred to the Investor Education and Protection Fund by the Company.As such no specific details are required to be given or provided.

30. Internal Audit Controls and Their Adequacy:

The Company has a proper and adequate system of internal controls, commensurate with the size scale and complexity of its operations. This ensures that, all transactions are authorized,

recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.

To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the audit committee of the Board and to the Chairman and Managing Director.

The internal Audit department monitors and evaluate the efficiency and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit functions, process owner undertake corrective actions in their respective areas and thereby strengthen the controls.

Significant audit observations and recommendations along with corrective actions thereon are presented to the audit committee of the Board.

The Company has internal Auditors and the Audit Committee constituted are in place to take care of the same. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

31. Corporate Governance Report

As per the requirement of regulation 34(3) read with Schedule V of Listing Regulations, a report on Corporate Governance is annexed, which forms part of this Report. The Company places great importance on maintaining the highest standards of Corporate Governance. It recognizes that good governance practices not only promote transparency and accountability but also of the organization. In line with this commitment, the Company diligently adheres to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI).

To strengthen its governance framework, the Company has implemented several best practices. These practices encompass various aspects of governance, including board composition and structure, independent Directors, board Committees, risk management, internal controls, ethical conduct, and stakeholder engagement. These practices are designed to ensure effective oversight, decision-making, and protection of the interests of all stakeholders.

As part of the Annual Report, the Company includes a comprehensive report on Corporate Governance, as mandated by Regulation 34 of the SEBI Listing Regulations. This report provides detailed information on the Company's governance structure, policies, and practices, giving stakeholders valuable insights into the Company's governance framework.

Furthermore, the Company obtains a certificate from its Statutory Auditor, confirming compliance with the conditions of Corporate Governance as stipulated under SEBI Listing Regulations, 2015. This certificate serves as an independent validation of the Company's

adherence to the prescribed governance norms.

32. **Board Diversity**

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage.

33. **Details of Associates**

Companies don't have any associate company.

34. **Prevention, prohibition and redressal of sexual harassment at workplace**

To prevent sexual harassment of women at work place, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013 as amended from time to time. The Company has zero tolerance for sexual harassment at workplace in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules there under for prevention and redressal of complaints of sexual harassment at workplace.

During the year under review, no complaints were received by the Company relating to sexual harassment at workplace. The Management of the Company endeavors to provide safe environment for the female employees of the Company.

Sr. No	Particulars	No.
1	Number of complaints on sexual harassment received	Nil
2	Number of complaints disposed of during the year	Nil
3	Number of cases pending for more than 90 days	Nil
4	Nature of action taken by the employer or district	Nil

<https://nitiraj.net/wp-content/uploads/2024/05/POLICY-ON-PREVENTION-PROHIBITION-AND-REDRESSAL-OF-SEXUAL-HARASSMENT-OF-WOMEN-AT-WORKPLACE.pdf>

35. **Significant And Material Orders Passed By The Regulators Or courts Or Tribunals Impacting The Going Concern Status And Company's Operations In Future:**

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.

36. **Deposits From Public**

During the year under review, your Company has neither accepted nor renewed any deposits from the public in terms of provisions of Chapter V of the Act, read with the Companies

(Acceptance of Deposits) Rules, 2014.

37. Particulars Of Loans, Guarantees Or Investments Under Section 186:

The particulars of Loans, Guarantees or Investments, covered under the provisions of section 186 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 are given in the Financial Statements of the Company for the financial year ended March 31, 2025. Please refer to the Standalone Financial Statements for the financial year ended March 31, 2025, for further details. Please also note that such loans/ guarantees/ investments are provided for general investment/ corporate purposes.

38. Insurance:

All the assets of the Company wherever necessary and to the extent required have been adequately insured.

39. Employee relations:

The relationship with the staff and workers continued to be cordial during the entire year. The Directors wish to place on record their appreciation of the valuable work done and co-operation extended by them at all levels. Further, the Company is taking necessary steps to recruit the required personnel from time to time.

40. Status of Utilization of Proceeds Raised From IPO :

The Company has raised an amount of Rs. 2,200.80 Lacs through Initial Public Offer by getting itself listed on the main board Platform of National Stock Exchange of India Limited. The table below depicts the status of the utilization of the proceeds raised by the Company from IPO:

Pursuant to the provisions of clause 43 of the listing agreement with the exchange, the disclosure is as follows:

The utilization of the issue proceeds as on 31st March 2025 is as under:

Utilization of money raised through Initial Public Offer. The utilization of the issue proceeds as on 31st March 2025 is as under: Utilization planned as per prospectus [Amt. Rs.Lac's]

Particulars	Utilization planned as per prospectus	Balance Amount to be utilized as on 31 st March, 2023	Utilization of IPO proceeds as during the FY 2023-24	Balance Amount to be utilized as on 31 st March, 2024	Utilization of IPO proceeds as during the FY 2024-25	Balance Amount to be utilized as on 31 st March, 2025
Development of new products	525.00	-	-	-	-	-
Setting up manufacturing Unit for the existing and new range of products	575.00	-	-	-	-	-
Expansion of Marketing Network and Brand building	500.00	30.93	30.93	-	-	
General Corporate Purposes	500.00	-	-	-	-	-
Issue Expenses	100.80	22.92	-	22.92	-	22.92
Total	2200.80	53.85	30.93	22.92	-	22.92

41. Certification:

Company has obtained ISO 9001:2015 and RPTO Remote Pilot Training Organization.

40. Particulars Of Employees:

Information as required under the provisions of Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in **Annexures** to the Directors' Report.

41. Corporate Social Responsibility:

In pursuant to Section 135 of the Companies Act, 2013 read with rules framed there under a CSR Policy to ensure Social Responsibilities has been adopted. The CSR Policy has been uploaded on the website of the Company.

In view of the profits of the company, your Company was required to undertake CSR projects during the year 2024- 25 under the provisions of section 135 of the Companies Act, 2013 and the rules made their under. As part of its initiatives under "Corporate Social Responsibility (CSR)", the Company has undertaken various activities, which are in accordance with CSR Policy of the Company and Schedule VII of the Companies Act, 2013. The Annual Report on CSR activities is annexed herewith as "Annexure I".

42. Registrar And Share Transfer Agent:

The Company has appointed Bigshare Services Private Limited as its Registrar and Share Transfer Agent. The Corporate Office of Bigshare Services Private Limited situated at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.

43. Enhancing shareholders value :

Your Company believes that, its members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building or growth, enhancing the productive asset and resource base and nurturing overall corporate reputation.

Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socioeconomic and environmental dimensions and contribute to sustainable growth and development.

44. Our Vision :

To be a most adorable global partner to all the stake holders in every aspect of weighing manufacturing.

45. Our mission :

By offering quality bales & premium weighing machines and timely service embedded with value driven culture resulting in finding new avenues to surpass global standards in every activity that

needs to nurture the society to the better tomorrow.

46. Extract of Annual Return

In accordance with Section 134 (3) (a) of the Companies Act, 2013, an Extract of the Annual Return as per Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 in the prescribed Format MGT-9 will be made available on the website of the company after conclusion of the AGM.

47. Directors' Responsibility Statement

Pursuant to Section 134 (3) (c) of the Companies Act, 2013, Board of Directors of the Company,

- (a) In preparation of the Annual Accounts for the financial year ended 31st March 2025, the applicable Accounting Standards have been followed along with proper explanation to material departures.
- (b) The Directors have selected Accounting Policies, consulted the Statutory Auditors 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 end of the financial year and of the profit or loss of the Company, for that period.
- (c) The Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors have prepared the Annual Accounts of the company on a going concern basis;
- (e) The Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

48. Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo :-

The particulars as prescribed under Sub Section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014.

A. Conservation of Energy:

The Company's core activity is Production of Weighing Scales and related which is core consuming sector. The Company is making every effort to conserve the usage of electricity. Also in the year April 2016 Company has installed solar Electricity Plant in its Corporate Office Dhule, by which Company is trying to save electricity.

The Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

A comparative Statement showing consumption of electricity per kg of yarn manufactured during the current and previous year is appended here with as Annexure.

B. Technology Absorption (R&D, Adaptation and Innovation):

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:

- (i) Continuous research to upgrade existing products and to develop new products and services.
- (ii) To enhance its capability and customer service the Company continues to carry out R & D activities in house.

2. Benefits derived as a result of the above efforts:

- (i) Introduction of new and qualitative products.
- (ii) Upgrade of existing products.

3. Future plan of action:

Nitiraj will continue to invest in and adopt the best processes and methodologies suited to its line of business and long-term strategy. Training employees in the latest appropriate technologies will remain a focus area. The Company will continue to leverage new technologies and also on the expertise available.

C. Foreign Exchange Earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchangeoutgo during the year in terms of actual Outflows **(Amount in Lakhs)**

Particulars	2024-25	2023-24
Foreign Exchange Earnings	19.08	19.59
Foreign Exchange Outgo	317.09	427.33

49. Dematerialization of securities:

The Company equity shares are admitted in the system of Dematerialization by both the Depositories namely NSDL and CDSL. As on 31st March, 2025, all 1,02,51,000 equity share dematerialized viz. National Securities Depository Limited and Central Depository Services (India) Limited which represents whole 100 % of the total issued subscribed and paid- up capital of the company as on that date. The ISIN allotted to your Company is INE439T01012. Status of the securities as on 31st March, 2025 hereunder:

	CDSL	NSDL	TOTAL
Share in DEMAT	17,04,114	85,46,886	1,02,51,000
Physical Shares	NIL	NIL	NIL

50. **Management Discussion Analysis: -**

The Management Discussion and Analysis forms part of this Annual report is annexed as annexure.

51. **Compliances of Secretarial Standards:**

The Board of Directors confirm that the Company has duly complied and is in compliance, with the applicable secretarial Standard/s, namely Secretarial Standard-1 (SS-1) on Meeting of the Board of Directors and Secretarial Standard-2 (SS-2) on General Meetings, during the financial year 2024 - 2025.

52. **Compliance statement on the Maternity benefit act, 1961**

The Directors hereby confirm that the Company is in full compliance with the provisions of the Maternity Benefit Act, 1961 and affirm that

- (a) the Company provides maternity leave in accordance with the requirements of the Act;
- (b) all necessary facilities and entitlements mandated by the law are extended to women employees;
- (c) no discriminatory practices are adopted against women employees on account of maternity or child birth

53. **Suspension of Trading:**

There was no occasion wherein the equity shares of the Company have been suspended for trading during the FY 2024-2025.

54. **Details of Application Made or Any Proceeding Pending Under the IBC 2016:**

During the year under review no application was made further no any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) against of the company.

54. **Details of Penalty Paid if any:**

A non-compliance of Regulation 23 (9) of SEBI (LODR) Regulations, 2015 (Listing Regulations) has been observed during the reporting period and therefore a monetary penalty of Rs. 5,900 (Rupees Five Thousand Nine Hundred only) has been imposed on the company vide letter NSE/LIST-SOP/COMB/FINES/0720 dated 28th June, 2024.

A Non-Compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 has been observed during the reporting period and therefore a monetary penalty of Rs. 11,800 (Rupees Eleven Thousand Eight Hundred only) has been imposed on the Company vide letter NSE/LIST-SOP/FINES/1186 dated 14th October, 2024.

55. Acknowledgments

Your directors express their sincere gratitude for the assistance and co-operation extended by Banks, Government Authorities, Shareholders, Suppliers and Customers. Your directors also wish to place on record their appreciation of the contribution made by the employees at their levels towards achievements of the Company's goals.

For Nitiraj Engineers Limited

**Sd/-
Rajesh Bhatwal
Managing Director
Din: 00547575**

**Sd/-
Shakuntala Bhatwal
Director
Din: 01953906**

**Place – Mumbai
Date – 30/08/2025**

Annexure I

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014].

1. A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken:

The Company's CSR objective is to ensure socio-economic development of the community through different participatory and need based initiatives in the best interest of the poor and deprived sections of the society so as to help them to become SELF-RELIANT and build a better tomorrow for themselves.

CSR POLICY:

As per the United Nations Industrial Development Organization (UNIDO) the Corporate Social Responsibility (CSR) is a management concept whereby companies integrate social and environmental concerns in their business operations and interactions with their stakeholders. CSR is generally understood as being the way through which, a company achieves a balance of economic, environmental and social imperatives ("Triple-Bottom-Line- Approach"), while at the same time addressing the expectations of shareholders and stakeholders.

Our Mission:

Our Mission is to "To achieve product perfection through process integration by wielding end to end quality control over the raw material and manufacturing processes, to make steel that stand for purity, strength, malleability and the highest quality and provide increased value for the customer at lower cost.

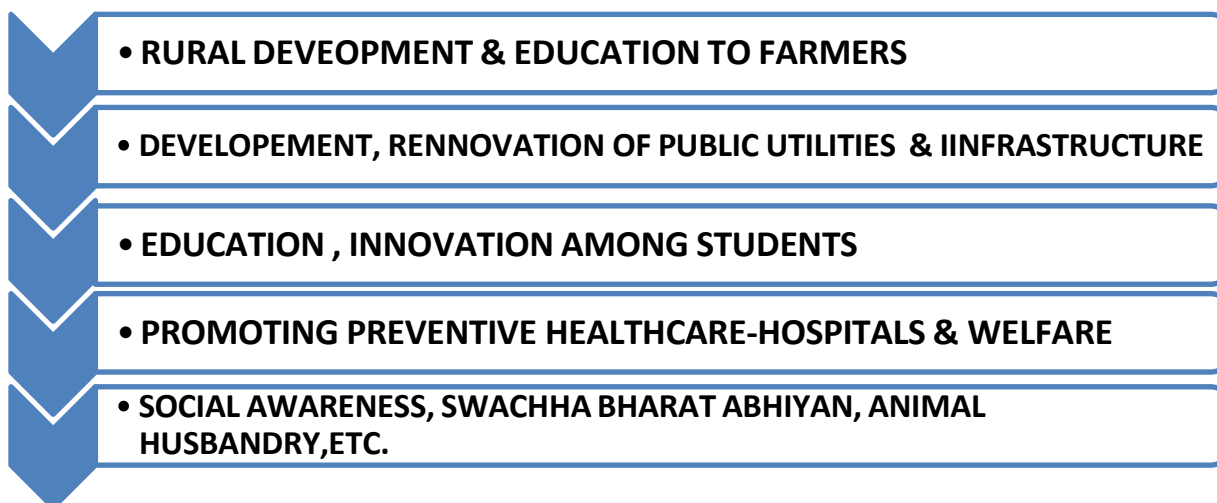
Our Values:

- ✓ We Trust, Respect, Protect, Nurture & Encourage all our relations
- ✓ To continuously learn and innovate
- ✓ To promote efficiency and effectiveness

We the **Nitiraj Engineers Limited**, Mumbai Maharashtra India has decided to reach to the Farmers & Solders, the real builders of the Country and deprived including children, women and other entities of the society through the CSR activities, to make better, happy and prosperous society.

During the process of rolling out the identified projects, there have been extensive stakeholder consultations and leanings. We have planned project based on the need and requirement of the people from the area where the project is going to be implemented.

The major heads of our CSR activities as per the CSR policy are mentioned below:



The CSR initiatives taken up by the company are in the areas of education, agricultural development, skill development, sanitation and hygiene, social awareness and healthcare, etc.

Our aim is to be one of the most respected companies in India delivering superior and sustainable value to all our customers, business partners, shareholders, employees and host communities and all other stakeholders of your Company.

The CSR initiatives focus on enhancing environmental and natural capital, supporting rural development, promoting education, providing preventive healthcare, providing sanitation and drinking water, creating livelihoods for people, especially those from disadvantaged sections of society, in rural and urban India, preserving and promoting sports for holistic development of host communities and create social, environmental and economic value to the society at large.

To pursue these objectives, we will continue to:

- Uphold and promote the principles of inclusive growth and equitable development;
- Develop Community Development Plans based on needs and priorities of host communities and measure the effectiveness of community development programmes;
- Work actively in areas of preventive health and sanitation, education, skills for employability, livelihoods and income generation, waste resource management and water conservation for host communities for enhancing Human Development Index;
- Collaborate with likeminded bodies like governments, voluntary organizations and academic institutes in pursuit of our goals;
- To develop the required capability and self-reliance among the beneficiaries at the grass root levels, especially among women, in the belief that these are prerequisites for social and economic development;
- To engage in affirmative action interventions such as skill building and vocational training, to enhance employability and generate livelihoods for persons from disadvantaged sections of society;
- To pursue CSR Programmes primarily in areas that fall within the economic vicinity of the company's operations to enable close supervision and ensure maximum development impact;
- To carry out CSR Programmes in relevant local areas to fulfil commitments arising from requests by government/regulatory authorities and to earmark amounts of money towards "Enterprise Social Responsibility (ESR)" activities and to spend such money through ESR/CSR Cells of such administrative bodies of the government and/or directly by way of developmental works in the local areas around which the company operates;

- Interact regularly with stakeholders, review and publicly report our CSR initiatives;

2. COMPOSITION OF CSR COMMITTEE: -

No.	me of Member	signation
1	anit Bangad	airman
2	epam Shah	mber
3	jesh Bhatwal	mber

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

Composition of CSR Committee:

<https://nitiraj.net/wp-content/uploads/2025/03/Board-and-Committee-Composition.pdf>

CSR Policy: <https://nitiraj.net/corporate-governance/>

CSR Projects: <https://nitiraj.net/corporate-governance/>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable -Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135: Rs. 435.30 lakhs

(b) Two percent of average net profit of the company as per sub-section (5) of section 135: Rs. 8.71 lakhs

(c) Surplus arising out of the CSR projects/programmes/activities of the previous financial years. : Nil

(d) Amount required to be set off for the financial year, if any. : Nil

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]. : Rs. 8.71 lakhs

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 8.71 lakhs

(b) Amount spent in Administrative Overheads. : Nil

(c) Amount spent on Impact Assessment, if applicable. : Nil

(d) Total amount spent for the Financial Year [(a)+(b)+(c)] : Rs. 8.71 lakhs

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 8.71 lakhs	Not Applicable				

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amounts In Lakhs
(i)	Two percent of average net profit of the company as per section 135(5)	8.71
(ii)	Total amount spent for the Financial Year	8.71
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
Not Applicable							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:- No

If Yes, enter the number of Capital assets created/ acquired : Not Applicable

Furnish the details relating to such assets created/ acquired: Not Applicable Furnish the details relating to such asset(s) so created or acquired through CSR amount spent in the Financial Year:

Sr No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable

For Nitiraj Engineers Limited

**Sd/-
Rajesh Bhatwal
Managing Director
Din: 00547575**

**Sd/-
Pranit Bangad
Chairman of CSR Committee
Din: 09448410**

**Place – Mumbai
Date – 30/08/2025**

ANNEXURE - II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies(Accounts) Rules, 2014.

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

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

- (a) Name(s) of the related party and nature of relationship: NA
- (b) Nature of contracts/arrangements/transactions: NA
- (c) Duration of the contracts / arrangements/transactions: NA
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
- (e) Justification for entering into such contracts or arrangements or transactions: NA
- (f) Date of approval by the Board: NA
- (g) Amount paid as advances, if any: NA
- (h) Date on which the special resolution was passed in general meeting as required under first proviso: NA

2. Details of material contracts or arrangement or transactions at arm's length basis

a) Name(s) of the related party and nature of relationship:

1. Name of related party: -Applicable

Sr. No.	Name of Related party	Relation/Key Personnel
	Mr. Rajesh Raghunath Bhatwal	Director
	Mrs. Shakuntala Rajesh Bhatwal	Director
	Mr Hung Sin Chung Huan Yi	Director
	Mr. Gajendra Sharadrao Deshmukh	Director
	Mr. Prachi Rajesh Bhatwal	Relative of Director
	Hyper Drive Information Technologies Pvt Ltd	Entities over which the Promoter or relatives of Key Managerial Personnel (KMP) have significant influence
	Mr. Kailas Madanlal Agrawal	Chief Financial Officer
	Mr. Ashishkumar G Sharma	Chief Financial Officer
	Mrs. Deepika Amit Dalmiya	Company Secretary

b) Nature of contracts/arrangements/transactions:

Name of the related Party	Transection	Amount (In lakhs)
Mr. Rajesh Raghunath Bhatwal	Remuneration	24.00
	Bonus	0.05
	Professional fees	19.00
Mrs. Shakuntala Rajesh Bhatwal	Remuneration	4.80

	Bonus	0.05
	Professional fees	19.00
Mr Hung Sin Chung Huan Yi	Remuneration	8.70
	Bonus	0.05
	Professional fees	4.80
Mr. Gajendra Sharadrao Deshmukh (from 5 Feb 2024)	Remuneration	8.84
	Bonus	0.05
	Professional fees	21.78
Mr. Prachi Rajesh Bhatwal	Remuneration	9.33
	Bonus	0.05
Mr. Kailas Madanlal Agrawal (Up to 4 June 2024)	Remuneration	1.10
	Bonus	0.01
	Loan Repayment	0.95
Mr. Ashishkumar G Sharma(from 18 June 2024)	Remuneration	5.53
	Bonus	0.04
Mrs. Deepika Amit Dalmiya	Remuneration	3.03
	Bonus	0.05

For Nitiraj Engineers Limited

Sd/-
Rajesh Bhatwal
Managing Director
Din: 00547575

Place – Mumbai
Date – 30/08/2025

ANNEXURE- C TO THE DIRECTORS' REPORT
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31st, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

TO,
THE MEMBERS,
NITIRAJ ENGINEERS LIMITED
306 A BABHA BLDGN M MARG
NEAR POLICE STATION MUMBAI
MH 400011 IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NITIRAJ ENGINEERS LIMITED (CIN: L31909MH1999PLC119231)** (hereinafter called "**The Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-law framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment; (No specific transactions was found during the reporting period, to which the above guideline shall applicable.)
- 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; (*No specific transactions were found during the reporting period, to which the above guideline shall applicable.*)

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; *(No specific transactions were found during the reporting period, to which the above guideline shall applicable.)*
- c) The Securities and Exchange Board of India (Listing obligation & Disclosure Requirement) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *(No specific transactions were found during the reporting period, to which the above guideline shall applicable.)*
- e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; *(No specific transactions were found during the reporting period, to which the above guideline shall applicable.)*
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(No specific transactions were found during the reporting period, to which the above guideline shall applicable.)*
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(No specific transactions were found during the reporting period, to which the above guideline shall applicable.)*
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. *(No specific transactions were found during the reporting period, to which the above guideline shall applicable.)*
- j) Other laws applicable to the Company as per the representations made by the Management.
 - (1) The Secretarial Standards issued by the Institute of Company Secretaries of India.
 - (2) Listing agreement as entered into by the company with the National stock exchange to the extent of the listing of the equity securities of the company.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. A Non-Compliance of Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 has been observed during the reporting period for the quarter ended 31st March, 2024 and therefore a monetary penalty of Rs. 5000 (Rupees Five thousand only) (additional GST @ 18% amounting to Rs. 900) has been imposed on the Company vide letter NSE/LIST-SOP/COMB/FINES/0720 dated 28th June, 2024.
2. During the period under review, a Non-Compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 has been observed for the quarter

ended 30th September, 2024 and therefore a monetary penalty of Rs. 10,000 (Rupees Ten thousand only) (additional GST @ 18% amounting to Rs. 1800) has been imposed on the Company vide letter NSE/LIST-SOP/FINES/1186 dated 14th October, 2024.

3. The company during the reporting period has filed a few e-forms including Form DIR-12, CHG-1 with additional fees. Therefore, it has to be treated as compliance after the due date along with payment of additional fees.
4. The company is not able to identify the MSME vendors and outstanding dues of MSME vendors are for more than 45 days. Accordingly, Company has not filed Form MSME-1 in regarding outstanding payments to MSME vendors. The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available with the Group.
5. During the period under review, the Company conducted an Analyst/Investor Meeting on 23rd August, 2024. As per the requirements of Regulation 46(2)(a)(iii) read with Schedule III Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it has been observed that while the presentation relating to the meeting has been submitted, the transcript of the call has not been uploaded on the Company's website and simultaneously submitted to the recognized stock exchanges within the prescribed timeline.
6. We also adhere the "remarks or observations" as pointed out by the statutory Auditor in his report and the company in financial statements as on date 31.03.2025.

I further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. There are changes in the composition of the Board of Directors that took place during the period under review. The board has appointed Mr. Anil Nandakishor Bangad (DIN: 07186755), as Non-Executive Additional Independent Directors of the company w.e.f. 12th February, 2025.

Further, Mr. Kailas Madanlal Agrawal (PAN: ANIPA3541K), has resigned due to his personal reason & other commitments from the office of the Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the company, w.e.f 4th June 2024 due to which casual vacancy arose and to fill such casual vacancy the Company has appointed Mr. Ashishkumar G. Sharma (PAN: BLCPS4551E), as Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company w.e.f. 18th June, 2024.

- b) 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 or shorter notice with the consent of all the director or members as the case may be and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- c) During the period under review few procedural gaps have been observed in compliance with the Secretarial Standards. Majority decision is carried through while the dissenting members' views are not captured and recorded as part of the minutes. Minutes of board meetings is required proper articulation and detailed narration, scope, objective, information regarding particular item/agenda is also needed.

- d) I further report that there is scope to improve the 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.

I further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

FOR D. SAGAR & ASSOCIATES

SD/-

CS SAGAR RAMRAO DEO
(Practicing Company Secretary)
CP No: 11547

Place: Ch. Sambhajinagar
Date: 30/08/2025

Peer Review NO.: 1192/2021

UDIN: F009518G001116503

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE-I" & "ANNEXURE-I" forms as an integral part of this report.

ANNEXURE-I

TO,
THE MEMBERS,
NITIRAJ ENGINEERS LIMITED
306 A BABHA BLDGN M MARG
NEAR POLICE STATION MUMBAI
MH 400011 IN

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures 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 and non-compliances reported shall not be conclude as complete and final.

FOR D. SAGAR & ASSOCIATES,

SD/-

CS SAGAR RAMRAO DEO
(Practicing Company Secretary)
CP No: 11547
Peer Review NO.: 1192/2021
UDIN: F009518G001116503

Place: Ch. Sambhajinagar
Date: 30/08/2025

ANNEXURES- IV

REPORT ON CORPORATE GOVERNANCE ON 2024-25

1. INTRODUCTION

The Company believes that Corporate Governance signifies ethical business behavior in every sphere and with all constituents. This ethical business behavior can be ingrained in the character of the organization through tradition, value, systems and commitment to the law as much as the spirit of laws and regulations. Corporate Governance emerges as the cornerstone of the Company's governance philosophy of the trusteeship, transparency, accountability and ethical corporate citizenship.

2. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company believes that Corporate Governance signifies ethical business behaviour in every sphere and with all constituents. This ethical business behaviour can be ingrained in the character of the organization through tradition, value, systems and commitment to the law as much as the spirit of laws and regulations. Corporate Governance emerges as the cornerstone of the Company's governance philosophy of the trusteeship, transparency, accountability and ethical corporate citizenship.

3. GOVERNANCE FRAMEWORK

Nitiraj Engineers Limited adheres to the principles laid down by The Companies Act, 2013, which applies to all companies, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), which governs listed companies, and has adopted internal policies to reinforce governance standards.

The governance framework is structured to:

- Promote ethical business conduct
- Ensure accountability to shareholders and stakeholders
- Align the interests of management and shareholders
- Facilitate effective oversight of management by the Board

4. BOARD COMPOSITION AND PARTICULARS OF DIRECTORS:

i. Composition & Category of Directors [as on 31st March, 2025].

The Board comprises a balanced mix of executive, non-executive, and independent directors. As of 31st March, 2025 the Board consists of:

- Total Directors: 8
- Executive Directors: 4
- Non-Executive Directors: 4

- Independent Directors: 4

Sr. No	Name of Director	Position
1	Rajesh Raghunath Bhatwal	Managing Director & CEO (Executive)
2	Shakuntala Rajesh Bhatwal	Woman Director (Executive)
3	Yi Hing Sin	Executive Director
4	Gajendra Sharadchandra Deshmukh	Executive Director
5	Deepam Pradeep Shah	Non – Executive Independent Directors
6	Pranit Anil Bangad	Non – Executive Independent Directors
7	Pradeep Chandrakant Shah	Non – Executive Independent Directors
8	Anil Nandkishor Bangad	Non – Executive Independent Directors

The Company does not have a Nominee Director on the Board.

During the Financial Year 2024-25, company appointed Anil Nandkishore Bangad as an additional Non-Executive Independent Director as on 12th February, 2025 due to demise of Mr. Avinash Rajaram Chandsarkar. After Financial Year end but before this annual report same was normalized

ii. Board Meetings, Annual general meeting and Attendance of each Director.

The Company held **Eleven** Board Meetings during the year on the maximum interval between any two meetings did not exceed 120 days.

Sr no	Date
1	12/04/2024
2	27/05/2024
3	18/06/2024
4	14/08/2024
5	02/09/2024
6	16/10/2024
7	12/11/2024
8	10/01/2025
9	15/01/2025
10	12/02/2025
11	27/03/2025

Every board meeting, the matters specified under Section 17 read with Schedule II (Part A) of List in regulations were placed and discussed.

The notice of each Board meeting is given in writing to each Director. The agenda along with relevant notes and others material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting. This ensures timely and informed decision by the Board. The Board reviews the performance of the Company vis a vis the budget/targets.

The previous Annual General Meeting (AGM) of the Company was held on Tuesday, 24th September, 2024 at 12.30 P.M.

The attendance of directors at the Board meeting, their Directorships in other Companies and Membership / Chairmanship in the Committees constituted by other Companies are given below:

Name	Number Board meeting attended	Directorship in other companies as on 31 st March 2025	Member/Chairman of committees of other company(s) 31 st March 2025
Rajesh Raghunath Bhatwal	11	0	0
Shakuntala Rajesh Bhatwal	10	0	0
Yi Hing Sin	10	0	0
Gajendra Sharadchandra Deshmukh	10	0	0
Deepam Pradeep Shah	11	0	0
Pranit Anil Bangad	11	0	0
Pradeep Chandrakant Shah	9	0	0
Anil Nandkishor Bangad	1	0	0

iii. None of the directors on the Board is a member of more than 10 board or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary disclosures regarding committee positions in other public companies as of March 31, 2025 have been made by the Directors.

iv. None of the Independent Non-Executive Directors have any material pecuniary relationship or transactions with the Company among other important information, minutes of all the Committee meetings, are regularly placed before the Board in their meetings.

v. Separate Meeting of Independent Directors

Separate Meeting of Independent Directors As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 21st November, 2024 to review the performance of Non independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

5. COMMITTEES OF BOARD

During the year in accordance with the companies Act, 2013, there is no change in constitution of committees of the Board, which are as Follows:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder Relationship Committee
4. Corporate Social Responsibility Committee
5. Internal Complaints Committee

6. Sexual Harassment Committee

A. AUDIT COMMITTEE:

The constitution, role and the powers of the Audit Committee of the Company are as per the guidelines set out in the Listing Agreement with Stock Exchange read with the provisions of Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. The Committee also acts as a link between the Statutory and Internal Auditors and the Board of Directors. It reviews the various reports placed before it by the Management and addresses itself to the larger issues and examines and considers those facts that could be of vital concern to the Company including adequacy of internal controls, reliability of financial statements and other management information, adequacy of provisions of liabilities and adequacy of disclosures and compliance with all relevant statutes. All the members of the committee have requisite financials. The Committee meets periodically and reviews:

- Audited and un-audited financial results;
- Internal audit reports and report on internal control systems of the Company;
- Discusses the larger issues that could be of vital concern to the Company;
- Auditors' report on financial statements and their findings and suggestions and seeks clarification thereon;
- All other important matters within the scope and purview of the committee.

As on 31st March 2025, the Audit Committee comprised of the following:

S. R.	Name	Designation	No. Of meetings Attended
1	Pranit Anil Bangad (ID)	Chairman	4
2	Deepam Pradeep Shah (ID)	Member	4
3	Rajesh Raghunath Bhatwal (C&ED)	Member	4

Details of Audit Committee meeting held during the year under review

Sr.No	Date
1	23/05/2024
2	10/08/2024
3	06/11/2024
4	04/02/2025

Note: The company secretary of the company act as the secretary to the committee.

B. NOMINATION AND REMUNERATION COMMITTEE

Company has formed the Nomination and Remuneration Committee as per Section 178 another applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of the

Nomination and Remuneration Committee includes the following:

- i. Appointment, re-appointment, determination, fixation of the remuneration (including salaries and salary adjustments, incentives/benefits bonuses, stock options) and revision in the remuneration payable to the Managing Director of our Company from time to time.
- ii. Compensation and performance targets.
- iii. Other key issues / matters as may be referred by the Board or as may be necessary in view of the provisions of the Listing Agreement or any statutory provisions.

As on 31st March, 2025, the Committee Comprises of the following Members:

S. R.	Name	Designation	No. Of meetings Attended
1.	Deepam Pradeep Shah (ID)	Chairman	3
2.	Pranit Anil Bangad(ID)	Member	3
3.	Pradeep Chandrakant Shah (ID)	Member	0
3.	Avinash Rajaram Chandsarkar(ID)	Member	2

During the financial year 2024-25, due to demise of Mr. Avinash Rajaram Chandsarkar (ID), board appointed Mr. Pradeep Chandrakant Shah as member in Nomination and Remuneration Committee. Committee meeting held during the year under review.

Sr. No	Date
1	09/04/2024
2	13/12/2024
3	04/02/2025

Directors' Appointment Criteria / Policy

The Board of Directors is collectively responsible for selection of a Member on the Board the Compensation / Nomination and Remuneration Committee of the Company follows a defined criteria for identification, screening, recruiting and recommending candidates for election as a Director on the Board.

The criteria for Appointment to the Board includes:

1. Composition of the Board which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
2. Desired age and diversity on the Board;
3. Size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with requirements of the law;
4. Professional qualifications, expertise and experience in specific area of business;
5. Balance of skills and expertise in view of the objectives and activities of the Company;

6. Avoidance of any present or potential conflict of interest;
7. Availability of time and other commitments for proper performance of duties; and
8. Personal characteristics being in line with the Company's values, such as integrity, honesty, transparency and pioneering mindset.

Remuneration Policy

1. The reward policy of the Company shall be to pay market competitive reward with a strong linkage to performance, which ensures the effective recognition of performance and encourages a focus on achieving the operational results.
2. The appointment and remuneration of the Executive Directors, Key Managerial Personnel and Senior Management are by virtue of their employment with the Company as management employees and therefore their terms of employment viz. salary, variable pay, service contract, notice period and severance fee, if any, shall be governed by the applicable HR policies at the relevant period. The total reward package for Executive Directors, Key Managerial Personnel and Senior Management are intended to be market competitive with a strong linkage to the performance.

The Company does not have any Employee Stock Option Scheme.

i) Details of Remuneration paid to executive Director for the period from 1stApril, 2024 to 31stMarch, 2025.

(Amount in Rs.lakhs)

S.	Name	Category	Remuneration	Bonus + Professional Fees	Incentive	Total
1	Rajesh Raghunath Bhatwal	Executive Chairman & MD	24.00	19.05	0.00	43.05
2	Shakuntala Rajesh Bhatwal	Executive WTD	4.80	19.05	0.00	23.85
3	Yi Hing Sin	Executive WTD	8.70	4.85	0.00	13.55
4	Gajendra Sharadchandra Deshmukh	Executive WTD	8.84	0.05	21.78	30.67

The aforesaid remuneration was paid to the Managing Director in compliance with the Provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

ii. Non-Executive Directors' Compensation

The Non-Executive Directors do not draw any remuneration from the Company. The company secretary of the company act as the secretary to the committee.

c. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company had constituted Stakeholders Relationship Committee of Directors to look into the redressal of complaints of investors such as transfer or credit of shares to de-mat accounts, non-receipt of dividend/notices/annual reports etc.

The Stakeholders Relationship Committee comprised of

S. R.	Name	Designation	No. Of meetings Attended
1.	Pradeep Chandrakant Shah (ID)	Chairman	1
2.	Gajendra Sharadchandra Deshmukh (ED)	Member	1
3.	Shakuntala Rajesh Bhatwal (ED)	Member	0

Also, the same committee will be act for resolving shareholder grievances. If any shareholder has query, compliant on any matter including Annual report, this committee is responsible to resolve the same. Members can lodge their query/ complaint on investor@nitiraj.net.

There is a reconstitution in the committee on 12th April, 2024. Mr. Pranit Anil Bangad and Mr. Rajesh Raghunath Bhatwal resigned from the committee and Mr. Pradeep Chandrakant Shah and Mr. Gajendra Sharadchandra Deshmukh appointed in the committee. Also due to demise of Mr. Avinash Rajaram Chandsarkar, board appointed Mrs. Shakuntala Rajesh Bhatwal on 12th February, 2025. **The Meeting of Stakeholders Relationship Committee was held on 26th August, 2024.**

Name and Designation of Compliance Officer

Mrs. Deepika Dalmiya, is the Company Secretary and Compliance Officer of the Company.

Designated E-mail for Investors' Grievances investor@nitiraj.net

Investor Grievance Redressed:

During the Financial Year 2024-25, the Company has not received any complaints from the Shareholders. There were no complaints outstanding as on 31st March, 2025.

Note:

1. The company secretary of the company act as the secretary to the committee.
2. There was no compliant received from the shareholder during the year under review as per reports provided by Registrar and Transfer Agent, hence there is no pending complaint

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company constituted the Corporate Social Responsibility of Directors to look into the following:

- Matters specified in section 135 of the Companies Act 2013 which inter-alia includes:
 - (b) Formulate and recommend to the Board, a Corporate social responsibility policy which shall indicate the activities to be undertaken by company as specified in schedule VII;
 - (c) recommend the amount of expenditure to be incurred on activities referred to in clause (a)
 - (d) Monitor the Corporate Social Responsibility policy of the company from time to time.

As on 31st March, 2025, the Committee Comprises of the following Members:

S.R.	Name	Designation	No. Of meetings Attended
1.	Pranit Anil Bangad (ID)	Chairman	2
2.	Deepam Pradeep Shah (ID)	Member	1
3.	Rajesh Raghunath Bhatwal (ED)	Member	2

During the Financial Year 2024-25 due to demise of Mr. Avinash Rajaram Chandsarkar (ID), board appointed Mr. Deepam Pradeep Shah as member in Corporate Social Responsibility Committee Committee meeting held during the year under review

Sr. No	Date
1	30/08/2024
2	20/02/2025

6. GENERAL BODY MEETINGS

i) Details of the Annual General Meetings held in the last three years are as under:

Financial Year	Date	Time	Venue
2021-22	29/09/2022	12.30PM	306 A, Babha Building Marg, Near Police Station, Mumbai – 400011 (MH) IN Video Conferencing
2022-23	25/09/2023	12.30 PM	306 A, Babha Building Marg, Near Police Station, Mumbai – 400011 (MH) IN Video Conferencing
2023-24	24/09/2024	12.30 PM	306 A, Babha Building Marg, Near Police Station, Mumbai – 400011 (MH) IN Video Conferencing

ii) Special Resolution, if any, passed through postal ballot with details of voting pattern:

The Company has passed three special resolutions through Postal Ballot during the Financial Year 2024-25 on 4th April, 2025. Details of the same as under:

Sr. No	Particulars of Resolution	No. of Total Votes Polled	No. of Votes in favour	% of votes in favour	No. of votes in against	% of Votes against	No. of Invalid/ Abstained votes
1	Appointment of Mr. Pradeep Shah (DIN: 07186761), as, Non-Executive Independent Directors of the company.	8327486	8327486	100	0	0	0
2	Appointment of Mr. Gajendra Deshmukh (DIN: 10466748), as Whole - Time Executive Director of the company.	8327486	8327486	100	0	0	0
3	Addition in the Object Clause of the Company.	8327486	8327486	100	0	0	0

iii) Special Resolution proposed to be conducted through postal ballot:

None of the business proposed to be transacted in the ensuing Annual General Meeting requires Special Resolution through postal ballot.

7. GENERAL SHAREHOLDER INFORMATION

AGM : Date , Time and Venue	23 rd September 2025, at 1.00 P.M.
Financial Year	2024-25
Date of Book Closure	17 th September 2025 to 23 rd September 2025
Dividend Payment Date	The Company has recommended dividend @ 15% i.e. Rs. 1.5 per equity share (face value of Rs. 10 per equity share) for the financial year 2024-2025. The dividend, if declared at the Annual General Meeting shall be paid on or after September 28, 2025, and within a period of 30 days from the date of AGM.
Listing on Stock Exchange	National Stock Exchange- Main Board NSE
Stock Code	Nitiraj
Registrar and Transfer Agent	Big share services Pvt ltd
Outstanding GDR/ADR /warrants or any convertible instruments conversion date and likely impact on equity	Not issued
Registered Office	306A Babha Bldg N M Marg Near Police Station Mumbai 400011
Corporate Office	
Address for Correspondence	306A Babha Bldg N M Marg Near Police Station Mumbai 400011
Company Secretary and Compliance Officer as on the date of this report	

A. Calendar of financial year ended March 31, 2025

The Company follows April-March as the financial year. Tentative Financial Calendar for next Year for 2025-26:

Results for quarter ending June 30, 2025
 Results for quarter ending September 30, 2025
 Results for quarter ending December 31, 2025
 Results for the year ending March 31, 2026
 AGM

First or Second week of August, 2025
 First or Second week of November 2025
 First or Second week of February 2026
 After 15th May 2026
 August/September 2026

B. Bifurcation of shares held in physical and demat form as on March 31, 2025

	CDSL	NSDL	TOTAL
Share in DEMAT	17,04,114	85,46,886	1,02,51,000
Physical Shares	NIL	NIL	NIL

C. Share Price Data

Month	NSE		Shares Volume
	High Price	Low Price	
April-24	192.40	169.30	1,03,760
May 24	239.05	189.60	3,08,294
June-24	255.82	223.00	2,18,017
July-24	303.00	257.45	2,97,132
August-24	299.50	200.30	4,74,178
September-24	258.31	213.01	2,49,395
October-24	275.00	221.00	2,41,637
November-24	264.00	186.23	4,05,984
December-24	270.00	207.00	4,41,477
January-25	253.20	201.00	1,93,337
February-25	349.90	207.50	22,69,957
March-25	421.60	262.50	12,56,900

D. Share holding pattern of the Company as on March 31,2025

Sr. No.	Category	No. of Shares	% (Percentage)
1.	Promoter and Promoter Group	70,80,000	69.07%
2.	Public	31,71,000	30.93%
	TOTAL	1,02,51,000	100.00%

8. OTHER DISCLOSURE

Detail of compliances:

The Company has complied with all the requirements of the Listing Regulations as well as SEBI regulations and guidelines. During the last three years, no penalties/strictures were imposed / passed on the Company by Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets which have significant impact on the financials.

Related Party Transactions:

All transactions entered into with the related parties, as defined under the Companies Act, 2013, Act, 2013 and regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arms length pricing basis and do not have any potential conflict the interests of the Company at large. There were no materially significant transactions with related parties during the financial year. Suitable disclosure as required by the Ind AS 24 has been made in

the notes to the Financial Statements. Pursuant to regulation 23 of the Listing Regulations, all the related party transactions are disclosed to Stock Exchanges on half yearly basis. The Board has approved a policy for related party transactions which has been uploaded on the Company's website under the link <https://nitiraj.net/wp-content/uploads/2024/05/Related-Party-Transactions-Policy.pdf>

The company ensures timely and accurate disclosure of material information through financial statements, regulatory filings, and investor communications. The company's website serves as a key tool for disseminating relevant information to shareholders and stakeholders.

Compliance with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In accordance with the provisions of Regulation 34(3) read with Schedule V Para C Sub clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a certificate from Practicing Company Secretary confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The certificate issued is annexed herewith in this report.

Risk Management Committee

Constituting Risk Management Committee is not applicable to our Company.

Vigil Mechanism/Whistle Blower Policy

The Company has formulated an effective Whistle Blower Mechanism and a policy that lays down the process for raising concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy ('Protected Disclosure'). Objective of the Policy is to establish no threat window whereby an individual, who is aware of any Protected Disclosure in the Company, is able to raise it to the appropriate channel as outlined in the policy, to ensure appropriate and timely institutional response and remedial action and offer protection to such individual from victimization, harassment or disciplinary proceedings. The policy on Whistle Blower may be accessed at the web-link: <https://nitiraj.net/wp-content/uploads/2024/05/Whistle-Blower-Policy.pdf>

There were no complaints received during the financial year 2024-2025.

Code of Conduct for the Board of Directors and Senior Management Personnel

The Board of Directors have adopted Code of Conduct applicable to the Board of Directors and the Senior Management of the Company. The said code has also been displayed on the Company's website and may be accessed at the web-link: <https://nitiraj.net/wp-content/uploads/2024/05/Code-of-Conduct.pdf>

The Company has obtained affirmation from the Board of Directors and senior managerial personnel, affirming compliance with the Company's Code of Conduct for the financial year 2024-2025.

The declaration by the Chief Executive Officer, under the Part D of Schedule V read with Regulation 34(3) of the Listing Regulations, affirming compliance of the Code of conduct by all the Board members and senior managerial personnel for financial year ended March 31, 2025, is attached with this Corporate Governance Report.

Code for Prevention of Insider Trading Practices

In compliance with the SEBI regulations on prevention of Insider Trading, the Company has instituted a comprehensive Code of Conduct to regulate, monitor and report trading by Insiders for Prevention of Insider Trading for its management and staff to prevent Insider Trading. Further, it also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's securities.

The Company follows closure of trading window prior to the publication of price sensitive information. The Company has been informing the directors, senior management personnel and other persons covered under the code and advise them not to trade in Company's securities during the closure of trading window period.

Company adopted Policy for insider trading uploaded on the website of the company at <https://nitiraj.net/wp-content/uploads/2024/05/Policy-of-prevention-of-Insider-Trading.pdf>

Prohibition of Sexual Harassment of Women

To prevent sexual harassment of women at work place, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified. The Company has zero tolerance for sexual harassment at workplace in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules there under for prevention and redressal of complaints of sexual harassment at workplace. No complaint was pending at the beginning and end of the year and no complaint of sexual harassment of women has been received during the financial year 2024-25.

Familiarization Programme for Independent Directors

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. Further, the Directors are regularly updated with amendments in the provisions of the Companies Act, 2013, Listing Regulations, other applicable SEBI Regulations etc. Besides these Directors are updated on continuous basis in respect of Related Party Transactions, Audit and Auditors and they are periodically meeting with the senior management of the Company. The details of familiarization programme for Independent Directors is available at the website of the Company under the link <https://nitiraj.net/familiarization-of-id/>

Details of Compliances/ Non-compliances by the Company with applicable Laws

The Board of Directors periodically reviews compliance reports of the laws applicable to the Company and the Company initiates requisite action for strengthening of its statutory compliance procedures, as may be suggested by the members of the Board from time to time.

There have been instances of receiving notice(s) with regard to non-compliances by the Company and imposing of penalties/strictures on the company by stock exchanges during the last FY years, the details of which are mentioned herein below:

Notice for noncompliance with Regulation 23(9) and 44(3) of Listing Regulations - The stock exchange(s) had levied the fine for delay filing of intimation under Regulation 23(9) and 44(3) of Listing Regulations and the same was paid to Stock Exchanges.

Save as otherwise provided above, there were no instances of non-compliances by the Company and imposing of penalties and strictures on the company by SEBI or any statutory authority or on any matter related to capital markets, during the last three years.

Compliance Confirmation

Company has complied with all the applicable Corporate Governance requirements as specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub Regulation (2) of Regulation 46 of SEBI Listing Regulations.

Quarterly Compliance Report

The Company has been submitting the Compliance Report on Corporate Governance on quarterly basis to the Stock Exchanges within 21 days from the close of the relevant quarter. It is also regularly uploaded on the website of the Company.

CEO / CFO Certificate

In terms of Regulation 17(8) of the SEBI Listing Regulations, the Board of Directors have reviewed the certificate submitted by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company certifying various covenants about financial/cash flow statements, internal controls, financial reporting, etc. The certificate is annexed as Annexure.

Compliance With Corporate Governance Requirements

The company has complied with all applicable corporate governance requirements under The Companies Act, 2013, which applies to all companies, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), during the financial year 2024-25. A compliance certificate from M/s. Sagar Deo and Associates, Practicing Company Secretary is attached as Annexure.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report has been enclosed with the Annual Report.

Reconciliation of Share Capital Audit

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Chartered Accountant to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

During the year under review, any instances where the board had not accepted any recommendation of any committee of the board.

There are no instances where the board had not accepted any recommendation of any committee of the board during the year under review.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations

During the year under review, the Company has not raised any funds either through preferential allotment or qualified institutions placement therefore disclosure of this information is not applicable to the Company.

Disclosure of commodity price risks and commodity hedging activities:

The company does not have any commodity price risks and commodity hedging activities.

Share Transfer System

Trading in Equity Shares of the Company is permitted only in dematerialized form as per notification issued by the Securities & Exchange Board of India (SEBI). Bigshare Services Private Limited Handles both Demat and Physical Shares Transfers. The Share Transfers which are received in physical form are processed and the share certificates are returned within 21 days from the date of receipt, subject to Documents being valid and complete in all respects.

Non mandatory Requirements**a. Shareholders Right – Re; Quarterly Result**

A Quarterly declaration of financial performance including summary of the significant events in last year is uploaded on the website of the company.

b. Audit Qualification –

The financial statements of the company are unqualified.

c. Evaluation of the board performance

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Board has carried out an annual performance evaluation of its own, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee. It was reported that the performance evaluation of the Board & Committee's was satisfactory. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. The Directors expressed their satisfaction with the evaluation process.

Shareholder Rights And Engagement

NITIRAJ ENGINEERS LIMITED recognizes the rights of shareholders and encourages active participation in general meetings. The company provides detailed information in notices and ensures equitable treatment of all shareholders.

Means Of Communication

Shareholding Pattern, Corporate governance report and Financial Results are electronically transmitted to the National Stock Exchange. And documents which are require being uploaded on the website of the company as per SEBI (LODR) Regulation, 2015 and other applicable regulation.

For Nitiraj Engineers Limited

Sd/-

Rajesh Bhatwal
Managing Director
Din: 00547575

Place – Mumbai
Date – 30/08/2025

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To
The Members of
NITIRAJ ENGINEERS LIMITED

We have examined the compliance of conditions of Corporate Governance by NITIRAJ ENGINEERS LIMITED for the year ended 31st March, 2025 as stipulated in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of Management of the Company. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the condition of Corporate Governance as stipulated in the above-mentioned "Listing Regulations"

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR D. SAGAR & ASSOCIATES,

SD/-

CS SAGAR RAMRAO DEO

(Practicing Company Secretary)

CP No: 11547

Peer Review NO.: 1192/2021

UDIN: F009518G001116668

Place: Chh. Sambhajinagar

Date: 30/08/2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
NITIRAJ ENGINEERS LIMITED
306 A BABHA BLDGN M MARG NEAR POLICE STATION, MUMBAI, Maharashtra, India, 400011

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of NITIRAJ ENGINEERS LIMITED having (CIN: L31909MH1999PLC119231) and having registered office at 306 A BABHA BLDGN M MARG NEAR POLICE STATION, MUMBAI, Maharashtra, India, 400011 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as on 31st March, 2025 for the financial year 2024-25 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN
1.	Mr. PRANIT ANIL BANGAD	09448410
2.	Mr. DEEPAM PRADEEP SHAH	09448356
3.	Mr. RAJESH RAGHUNATH BHATWAL	00547575
4.	Mrs. SHAKUNTALA RAJESH BHATWAL	01953906
5.	Mr. YI HUNG SIN	01953871
6.	Mr. PRADEEP CHANDRAKANT SHAH	07186761
7.	Mr. GAJENDRA SHARADCHANDRA DESHMUKH	10466748
8.	Mr. ANIL NANDKISHOR BANGAD	07186755

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the

responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR D. SAGAR & ASSOCIATES,

SD/-

CS SAGAR RAMRAO DEO

(Practicing Company Secretary)

CP No: 11547

Peer Review NO.: 1192/2021

UDIN: F009518G001116756

Place: Chh. Sambhajinagar

Date: 30/08/2025

CEO AND CFO CERTIFICATION

(Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,
NITIRAJ ENGINEERS LIMITED,
306 A Babha Building, N M Marg, Near Police Station,
Mumbai – 400011.**

Dear Members of the Board,

- a) We have reviewed the Financial Statements and the cash flow statement of Nitiraj Engineers Limited for the year ended 31st March, 2025 and to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the Company's internal control systems pertaining to financial reporting and we have not come across any reportable deficiencies in the design or operation of such internal controls.
- d) We have indicated to the Auditors and the Audit Committee:
 - (a) that there are no significant changes in internal control over financial reporting during the year;
 - (b) that there are no significant changes in accounting policies during the year; and
 - (c) that there are no instances of significant fraud of which we have become aware and that the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

FOR NITIRAJ ENGINEERS LIMITED

Place :- Mumbai
Date :- 30/08/2025

Sd/-
Mr. Rajesh Bhatwal
Managing Director

Sd/-
Mr. Ashishkumar Sharma
Chief Financial Officer

DECLARATION AS REQUIRED UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

All Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management of Nitiraj engineers Limited for the Financial Year ended 31st March, 2025.

FOR NITIRAJ ENGINEERS LIMITED

Place :-Mumbai
Date :-30/08/2025

Sd/-
Mr. Rajesh Bhatwal
Managing Director

ANNEXURE - V

Management Discussion and Analysis (MD&A)

1. Forward-Looking Statement

The Management Discussion and Analysis of the financial condition and results of operations of Nitiraj Engineers Limited may contain statements that are “forward-looking” in nature, within the meaning of applicable securities laws and regulations. These forward-looking statements reflect certain assumptions, expectations, and projections about future events, strategies, business plans, industry trends, and economic conditions.

While every effort is made to ensure that these expectations are reasonable, the Company cannot guarantee that they will be realized. Actual performance may vary significantly from such forward-looking statements due to a number of factors, including but not limited to:

- Changes in domestic and international government policies and regulations
- Alterations in taxation, fiscal policies, or duties
- Fluctuations in the global economy and geopolitical environment
- Rapid technological advancements and market shifts
- Changes in consumer behavior, demand-supply dynamics, and competition
- Developments in raw material availability and logistics infrastructure

The Company undertakes no obligation to publicly amend, modify, or revise forward-looking statements on the basis of subsequent developments, information, or events, unless required by law.

2. Financial Statement Preparation and Accounting Standards

The financial statements of Nitiraj Engineers Limited are prepared under the **historical cost convention** using the **accrual basis of accounting**. The Company complies with the requirements of the **Companies Act, 2013**, and adheres to the applicable provisions of **Indian Accounting Standards (IND-AS)**.

The preparation of financial statements requires management to exercise judgment, apply estimates, and make assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses. These estimates and assumptions are reviewed on an ongoing basis and are based on management’s best knowledge of current events, industry trends, and future expectations.

Management ensures that the financial statements provide a **true and fair view** of the Company’s financial condition, operating performance, and cash flows. This MD&A should

be read in conjunction with the **audited consolidated financial statements** and the notes contained in the Annual Report.

Unless the context otherwise requires, references to “we,” “us,” “our,” “the Company,” or “Nitiraj” pertain to **Nitiraj Engineers Limited**.

3. Economic Overview

3.1 Global Economic Landscape

The global economy in FY24–25 continued to experience a mixed trajectory of growth and challenges. Key global themes influencing the business environment included:

- **Geopolitical tensions:** Ongoing conflicts and trade disputes have created volatility in supply chains, energy prices, and raw material availability.
- **Technological disruption:** Rapid digitalization, automation, and AI-driven systems are transforming industries globally.
- **Shifts in global trade flows:** Nations are increasingly prioritizing self-reliance and near-shoring strategies, impacting sourcing and exports.
- **Inflationary pressures:** Many economies faced high inflation rates, driving tighter monetary policies and moderating growth.
- **Sustainability focus:** Governments and corporations worldwide are integrating green policies, energy efficiency, and environmental standards into industrial production.

Despite these headwinds, the **manufacturing, electronics, and automation industries** continued to witness steady expansion, supported by rising demand for precision tools, digitization of processes, and consumer preference for efficient, reliable solutions.

The **International Monetary Fund (IMF)** projects global GDP growth at approximately **3.2% in 2025**, with emerging economies, particularly in Asia, contributing the largest share.

3.2 Indian Economic Landscape

India remains one of the fastest-growing large economies globally.

- According to the **Reserve Bank of India** and the **Ministry of Finance**, India’s GDP growth for FY25 is projected at **6.5%**, reflecting strong domestic demand, resilient services, and robust infrastructure investment.

- Inflation has moderated due to government measures in supply chain management, although food and energy price volatility remain areas of attention.
- The government continues to prioritize industrial growth, exports, renewable energy, and digital infrastructure through initiatives like:
 - **Make in India**
 - **Production Linked Incentive (PLI) Schemes**
 - **Digital India**
 - **Atmanirbhar Bharat Abhiyan**

India's **manufacturing sector**, already contributing around **17% to GDP**, is set to grow further. The country aims to reach **USD 1 trillion in manufacturing output by 2030**, positioning itself as a global hub for electronics, automation, and precision engineering.

4. Industry Overview – Global & Indian Electronic Weighing Scale Industry

4.1 Definition and Applications

An **electronic weighing scale** is a device that measures the weight of an object and displays the result digitally, often supported by advanced sensors and microprocessors. These devices are now widely integrated with **data recording systems, IoT connectivity, and automation features**, enhancing their utility beyond simple measurement.

Applications include:

- **Retail and commerce** – supermarkets, shops, billing counters
- **Jewelry** – precise measurement for high-value products
- **Healthcare** – hospitals, labs, patient monitoring
- **Industrial & logistics** – inventory management, freight
- **Agriculture** – produce weighing, fair trade compliance
- **Research & laboratories** – accuracy in experiments and formulations

The adoption of electronic weighing scales has accelerated due to their **accuracy, portability, reliability, and integration capability** with modern digital systems.

4.2 Global Market Outlook

The global electronic weighing scale market has shown steady growth and is poised for further expansion:

- According to **Market Research Future (2024)**, the market was valued at **USD 9.24 billion** in 2024 and is expected to reach **USD 14.2 billion by 2032**, growing at a **CAGR of 5.51%**.
- **Maximize Market Research (2024)** reports the market at **USD 4.83 billion in 2023**, with projections of **USD 8.06 billion by 2032**, reflecting a **CAGR of 6.61%**.
- The **Asia-Pacific region** accounted for over **18% of the global market share in 2024**, driven by industrial automation, cost-effective raw materials, and a large consumer base.

Growth drivers globally include:

- Increasing industrial automation and digitization
- Expanding retail and e-commerce sectors
- Rising healthcare requirements for precision monitoring
- Technological innovations such as **cloud integration, built-in batteries, and IoT-enabled devices**
- Demand from logistics and supply chain players for accurate weight management

4.3 Indian Market Outlook

India's electronic weighing scale industry has grown steadily, aligned with the country's industrial expansion and consumer demand for accuracy.

Key factors shaping the Indian market include:

- **Retail Expansion:** The rapid growth of organized retail chains, e-commerce, and supermarkets drives demand for weighing machines at billing counters.
- **Healthcare and Laboratories:** Hospitals, diagnostic labs, and research institutions increasingly rely on digital weighing solutions.
- **Manufacturing & Logistics:** With India's role as a global manufacturing hub expanding, weighing solutions are critical for quality control and operational efficiency.
- **Agriculture:** Weighing systems in agricultural markets ensure fair trade practices for farmers and vendors.
- **Government Regulations:** Standards of Weights & Measures laws and compliance norms mandate certified weighing solutions, supporting formal sector growth.

The Indian market is also being shaped by **Make in India** policies, which encourage domestic manufacturing of electronic weighing machines, reducing dependence on imports.

5.1 Key Growth Drivers

1. **Industrial Automation** – As industries modernize, accurate weight measurement is integral to production and supply chain optimization.
2. **Technological Advancements** – Introduction of IoT-enabled scales, Wi-Fi integration, portable battery-powered machines.
3. **Retail and Jewelry Sectors** – Demand for high-accuracy small-scale devices.
4. **Healthcare Applications** – Increased use in patient care, dosing, and monitoring.
5. **Government Initiatives** – GST compliance, digital billing, and Make in India policies boosting demand.

5.2 Restraints

- **High Cost vs. Traditional Scales** – Though technologically superior, electronic machines remain more expensive than basic alternatives.
- **Maintenance and Calibration** – Requires periodic servicing and calibration, which can increase operational costs.
- **Counterfeit Imports** – Cheap, uncertified imports sometimes create unfair competition.

5.3 Opportunities

- Integration with **AI, IoT, and data analytics** for smart factories
- Expansion into **untapped rural markets** in India
- Export opportunities as India strengthens its manufacturing base
- New applications in **food processing, pharmaceuticals, and agritech**

6. Technology Trends

The electronic weighing scale sector is undergoing rapid technological transformation:

- **IoT and Cloud Connectivity** – Real-time weight data integrated into ERP and supply chain systems.
- **Portability** – Lightweight, compact models for field applications.
- **Energy Efficiency** – Development of models with rechargeable batteries for uninterrupted operation.
- **Data Integration** – Scales capable of transmitting data wirelessly to POS (Point of Sale) or inventory systems.
- **AI and Machine Learning** – Predictive analysis in industrial processes using weight data.

7. Regional Market Dynamics

- **North America:** Strong demand from healthcare, retail, and logistics sectors; high compliance with advanced standards.
- **Europe:** Growth supported by established players and stringent regulatory requirements.
- **Asia Pacific:** Fastest-growing market due to industrialization in India, China, and ASEAN nations.
- **Middle East & Africa:** Emerging demand in retail and food sectors.
- **Latin America:** Growing adoption in logistics and agriculture.

8. Indian Manufacturing Sector

The Indian manufacturing industry continues to expand under supportive government programs:

- **Make in India** initiative aims to increase manufacturing contribution to 25% of GDP.
- India is expected to add **USD 500 billion annually to global GDP by 2030** through manufacturing growth (IBEF).
- Electronics manufacturing is a major growth driver, with projected production reaching **USD 282–500 billion by 2030** (Times of India, 2024).
- **PLI schemes** have accelerated domestic production of semiconductors, mobiles, and electronic devices.

This presents immense opportunities for Nitiraj Engineers, which already operates in weighing, automation, and drone manufacturing—sectors aligned with India’s industrial growth trajectory.

Drone Division – A New Growth Frontier

Building on our strong foundation in precision electronics, **Nitiraj Engineers Ltd. has ventured into the rapidly growing Drone Technology sector**, marking a new era in the Company’s growth journey. This initiative aligns with India’s vision of “**Atmanirbhar Bharat**” and our mission to deliver innovative solutions with indigenous technology.

In December 2023, the Company was approved by the **Directorate General of Civil Aviation (DGCA)** as an **authorised Remote Pilot Training Organisation (RPTO)**. Since then, we have commenced **Drone Pilot Training programs** and have already begun issuing **DGCA-recognised Remote Pilot Certificates** to trained candidates. With this recognition, Nitiraj Engineers is the **only DGCA-approved RPTO across six neighboring districts**, making us a pioneer and trusted brand in the drone training ecosystem. We have

also received strong interest from private organizations keen to acquire franchises, further validating the potential of this business segment.

On the manufacturing front, Nitiraj Engineers is in the **advanced stages of obtaining DGCA type certification for its indigenous Agricultural Drone**. Our prototype, equipped with a **10-liter spraying tank**, has successfully cleared all **18 mandatory flight tests** and is built with more **indigenous components**, ensuring reliability, efficiency, and cost competitiveness. Once the type certification is granted, we will be ready to **commercially roll out our agricultural drones** under the “**Make in India**” initiative.

These drones are designed to support **farm mechanisation and precision agriculture**, enabling farmers to conduct pesticide spraying, crop monitoring, and fertilizer application more efficiently. With rising adoption of AgriTech and supportive government policies, we see drones as a **major growth driver** for the Company in the coming years.

The Drone Division, therefore, represents a powerful combination of **training, services, and product manufacturing**, creating a complete ecosystem for drone technology under one roof. Together with our established product lines, this division will play a key role in driving the Company’s **next phase of expansion and long-term sustainable growth**.

Nitiraj Engineers Ltd. – Company Overview and Management Discussion

About the Company

Established in 1989, **Nitiraj Engineers Ltd. (NEL)** has steadily evolved into one of India’s prominent manufacturers in the field of electronic weighing scale technology. Over the years, the Company has expanded its product portfolio to include **Electronic Weighing Scales and Systems, Currency Counting Machines, Security and Automation Products, and Electronic Fare Meters**. These products cater to a broad customer base across both **industrial and domestic segments**, with specific applications for **Industrial, Commercial, Jewellery, Healthcare, Household, and Automobile** sectors.

Guided by a commitment to **precision, innovation, and reliability**, Nitiraj Engineers Ltd. has strengthened its position as a trusted partner for customers seeking high-quality, cost-effective, and technologically advanced measurement and automation solutions.

Specializations and Government Initiatives

NEL has been a preferred supplier for various **state government programs**, particularly in the domain of **Child Growth Monitoring Systems (CGMS)**. The Company’s weighing machines designed for these initiatives integrate advanced technology, supporting **data collection, plotting, management information systems (MIS), and information dissemination**. By aligning with government health and welfare schemes, NEL has been contributing to the larger national goal of improving child and maternal healthcare outcomes.

This strategic focus not only strengthens the Company's social impact but also ensures continued demand for its solutions in the public sector.

Manufacturing Capabilities

A key strength of NEL lies in its **state-of-the-art manufacturing facility at Dhule, Maharashtra**. The plant is designed to support **continuous research, stringent quality control, and high-volume production**. With an annual capacity of nearly **six lakh units**, this facility underscores the Company's preparedness to address rising domestic and international demand.

In FY 2025, the Company further augmented its infrastructure by establishing a **new manufacturing unit at Dadra & Nagar Haveli**, spread across 5,000 sq. ft. This expansion reflects management's commitment to long-term growth and operational resilience.

Distribution and Brand Identity

Under the flagship brand "**PHOENIX**", Nitiraj Engineers Ltd. has established a strong distribution network. The Company operates through **20 regional branches** in states such as Chhattisgarh, Maharashtra, Odisha, Gujarat, and Telangana, complemented by a network of **over 400 dealers across India and overseas**.

This robust distribution system ensures **efficient product availability, after-sales service, and customer engagement**, thereby strengthening the Phoenix brand as a trusted name in precision measurement.

Quality, Certifications and R&D

The Company places utmost emphasis on **quality assurance**. Its operations are accredited with **ISO 9001:2015 certification**, a testimony to its process integrity and product reliability. With a customer base exceeding **one million users**, NEL has continually met the expectations of both institutional and retail clients.

The in-house **Research & Development Centre at Dhule** is a vital enabler of innovation. Equipped with modern facilities and manned by experienced engineers, the R&D team plays a pivotal role in developing **electronic hardware, software, and advanced measurement solutions**. This continuous investment in R&D has allowed the Company to remain ahead of technology curves and adapt to evolving industry trends.

In alignment with its philosophy of **diversification and forward-looking innovation**, Nitiraj Engineers Ltd. has embarked on a new strategic initiative with the establishment of its **Drone Division**.

As articulated in the Chairman’s message, the move into drone technology is a natural extension of NEL’s expertise in **precision engineering, electronics, and automation**. Drones represent a transformative technology, with applications across **agriculture, infrastructure, logistics, and defense**. The Company’s foray into this domain reflects its intent to leverage its technical strengths while exploring high-growth opportunities in emerging industries.

Initial efforts are focused on building competencies in **drone design, assembly, and field applications**. With the Government of India actively promoting domestic drone manufacturing and offering supportive policy frameworks, NEL sees this segment as a long-term growth driver that complements its core weighing scale business.

The Chairman has emphasized that while weighing technology continues to be the cornerstone of the Company’s operations, the **Drone Division is positioned as a growth catalyst**, paving the way for product diversification, enhanced R&D capabilities, and new revenue streams. This initiative is expected to create synergies with NEL’s existing competencies, particularly in **electronics, software integration, and precision control systems**.

Financial Overview – FY 2025

The financial performance of Nitiraj Engineers Ltd. for the year ended **March 31, 2025** is summarized as follows:

Revenue

The Company reported **total revenue from operations of ₹76.52 crore**, compared to ₹101.43 crore in the previous year, representing a decline of **23.82%**. This contraction was largely due to external challenges including suspension of tenders and orders during state and central elections, especially in Maharashtra, as well as the diversion of internal resources towards factory expansion projects.

EBIDTA

The Company’s **EBIDTA stood at ₹9.83 crore**, compared to ₹18.39 crore in FY 2024. While the decline is attributable to lower sales volumes, it is important to note that EBIDTA in FY 2023 was only ₹3.54 crore, indicating significant improvements over a longer horizon.

Net Profit

Net Profit for FY 2025 was **₹4.83 crore**, against ₹12.04 crore in the previous year. Despite the year-on-year decline, the Company has maintained profitability even in a challenging operating environment. For perspective, FY 2023 recorded a **negative margin (-0.8%)**, underscoring the structural improvements achieved since then.

Earnings Per Share (EPS)

EPS for FY 2025 was **₹4.71**, reflecting the Company's ability to sustain shareholder value creation.

Resources & Liquidity

As of March 31, 2025, the Company's **net worth stood at ₹82.81 crore**, supported by **cash and cash equivalents of ₹2.05 crore**. The balance sheet remains healthy, enabling continued investment in growth initiatives.

Segment-Wise Performance

NEL operates across five broad segments, each addressing distinct customer needs:

1. **Electronic Weighing Scales & Systems**
2. **Electronic Currency Counting Machines**
3. **Digital Fare Meters**
4. **Home & Hotel Automation**
5. **Mechanical Scales**

Revenue distribution across product segments in FY 2025 was as follows:

Segment	% Share of Turnover
Commercial Weighing Scales	41.19%
Mechanical Range Scales	16.03%
EMFR & Jewellery Range	1.69%
Health Range Scales	38.56%
Currency Counting & Home Automation	2.52%

This diversified portfolio mitigates dependency on any single segment while positioning the Company to capture opportunities across multiple industries.

Risks and Concerns

Like any enterprise, NEL faces operational and strategic risks. A robust **risk management framework** is in place, involving periodic risk workshops and reviews of risk registers. Key risks include:

- **Credit Risk:** Managed through stringent client evaluations, credit limit policies, and assertive receivables management.
- **Interest Rate Risk:** Mitigated by prudent debt-equity management and efficient working capital practices.
- **Competition Risk:** Addressed through differentiation in quality, execution, customer-centricity, and innovation.
- **Input Cost Risk:** Regular monitoring of raw material prices and supply chains to reduce volatility impact.
- **Liability Risk:** Covered through comprehensive insurance and contractual safeguards.

Opportunities

- Expanding demand for **specialized weighing scales** in government programs such as child healthcare and nutrition monitoring.
- Rising **retail, logistics, and e-commerce sectors** creating higher need for precision weighing systems.
- Growth of **automation in financial services** driving adoption of currency counting and detection machines.
- Entry into **drone technology** presenting high-growth, high-impact opportunities.

Threats

- Intensifying competition from domestic and multinational players.
- Fluctuations in input costs and raw material availability.
- Regulatory shifts impacting product compliance.
- Retention of skilled professionals amid rising industry demand.
- Rapid technological disruption in core industries.

Internal Controls

NEL has established a **comprehensive internal control framework** ensuring safeguarding of assets, accuracy in financial reporting, and compliance with applicable laws. The Audit Committee of the Board oversees the effectiveness of these systems, supported by internal audits and policy-based governance structures.

Human Resources

As of March 31, 2025, the Company employed **259 permanent staff** and **128 contractual employees**. Guided by a philosophy of nurturing a **high-performance organization**, NEL emphasizes skill development, employee engagement, and industrial harmony. Relations with employees remained cordial during the year.

Outlook

The global weighing scale industry continues to grow, driven by increasing automation and precision requirements. Within India, demand is rising across retail, healthcare, logistics, and government programs.

NEL is well-positioned to leverage these trends through its **broad product portfolio, expanded manufacturing base, and dealer network**. Strategic investments in **analytical balances** and new **automation solutions** are expected to strengthen future performance.

Furthermore, **government subsidies and incentives** received during the year are expected to bolster profitability and support innovation initiatives.

Drone Industry – National Outlook

The **Indian drone industry** is entering a high-growth phase, with government policies encouraging domestic manufacturing, pilot training, and integration of drones in agriculture, infrastructure, logistics, and defense.

Key growth drivers include:

- Precision farming (crop monitoring, soil analysis, pesticide spraying).
- Infrastructure planning (surveying, mapping, construction monitoring).
- Defense applications (surveillance, reconnaissance, border security).
- Drones-as-a-Service (DaaS) models offering cost-efficient solutions.

Challenges such as evolving regulatory compliance, safety standards, and the need for skilled operators remain. However, with rising R&D investments and supportive frameworks, India is positioned to become a **global hub for drone technology**.

NEL's entry into this domain aligns strategically with these national priorities, enabling the Company to build a future-ready business model.

Concluding Note

FY 2025 was a year of **challenges as well as foundational progress**. While short-term revenues were impacted by external factors, the Company sustained profitability, expanded its manufacturing capacity, and entered new technology frontiers with the Drone Division.

With its strong legacy in weighing technology and a forward-looking diversification strategy, Nitiraj Engineers Ltd. remains committed to **sustainable growth, operational excellence, and stakeholder value creation**.

ANNEXURES- VI
DECLARATION OF INDEPENDENCE

To,
The Board of Directors, NITIRAJ ENGINEERS LIMITED,

Subject: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the Regulation 16 of SEBI (LODR), Regulation, 2015

I, **Deepam Pradeep Shah** (DIN: 09448356), hereby certify that I am a Non-Executive Independent Director of Nitiraj Engineers Limited, Mumbai and I comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013.

I certify that:

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company;
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or 50 Lac's or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
6. Neither me nor any of my relatives:
 - holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

- holds together with my relatives 2% or more of the total voting power of the company; or
 - Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
7. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
8. I am not less than 21 years of age.

Declaration

I undertake that, I shall seek prior approval of the Board, if and when, I have any such relationship/ transactions, whether material or non-material. If I fail to do so, I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that, the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any, imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking You,
Yours faithfully,**

**Sd/-
DEEPAM PRADEEP SHAH
(DIN: 09448356)
Non-Executive Independent Director**

**Date: 30/08/2025
Place: Dhule**

DECLARATION OF INDEPENDENCE

To,
The Board of Directors, NITIRAJ ENGINEERS LIMITED,

Subject: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the Regulation 16 of SEBI (LODR), Regulation, 2015

I, **Mr. Pranit Anil Bangad** (DIN: 09448410), hereby certify that I am a Non-Executive Independent Director of Nitiraj Engineers Limited, Mumbai and I comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013.

I certify that:

9. I possess relevant expertise and experience to be an independent director in the Company;
10. I am/was not a promoter of the company or its holding, subsidiary or associate company;
11. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
12. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
13. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or 50 Lac's or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
14. Neither me nor any of my relatives:
 - holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - holds together with my relatives 2% or more of the total voting power of the company; or

- Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- 15. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- 16. I am not less than 21 years of age.

Declaration

I undertake that, I shall seek prior approval of the Board, if and when, I have any such relationship/ transactions, whether material or non-material. If I fail to do so, I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that, the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking You,
Yours faithfully,**

**Sd/-
PRANIT ANIL BANGAD
(DIN: 09448410)
Non-Executive Independent Director**

**Date: 30/08/2025
Place: Dhule**

DECLARATION OF INDEPENDENCE

To,
The Board of Directors,
NITIRAJ ENGINEERS LIMITED,

Subject: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the Regulation 16 of SEBI (LODR), Regulation, 2015

I, **Mr. Pradeep Chandrakant Shah** (DIN: 07186761), hereby certify that, I am a Non-Executive Independent Director of Nitiraj Engineers Limited, Mumbai and I comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013.

I certify that:

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company;
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or 50 Lac's or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
6. Neither me nor any of my relatives:
 - holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - holds together with my relatives 2% or more of the total voting power of the company; or

- Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- 7. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- 8. I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship/ transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking You,
Yours faithfully,**

**Sd/-
PRADEEP CHANDRAKANT SHAH
(DIN: 07186761)
Non-Executive and Independent Director**

**Date: 30/08/2025
Place: Dhule**

DECLARATION OF INDEPENDENCE

To,
The Board of Directors,
NITIRAJ ENGINEERS LIMITED,

Subject: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the Regulation 16 of SEBI (LODR), Regulation, 2015

I, **Mr. Anil Nandkishor Bangad** (DIN: 07186755), hereby certify that, I am a Non-Executive Independent Director of Nitiraj Engineers Limited, Mumbai and I comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013.

I certify that:

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company;
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or 50 Lac's or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
6. Neither me nor any of my relatives:
 - holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - holds together with my relatives 2% or more of the total voting power of the company; or

- Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- 7. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- 8. I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship/ transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking You,
Yours faithfully,**

**Sd/
ANIL NANDKISHOR BANGAD
(DIN: 07186755)
Non-Executive and Independent Director**

**Date: 30/08/2025
Place: Dhule**

ANNEXURE -VII

STATEMENT OF PARTICULARS OF EMPLOYEES

PARTICULARS PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(a) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year

Sr. No.	Name	Ratio
1.	Mr. Rajesh Bhatwal (Managing Director)	21.54
2.	Mrs. Shakuntala Bhatwal (Whole time Director)	4.34
3.	Mr. Hung Sin (Whole Time Director)	7.84
4.	Mr. Gajendra Deshmukh (Whole Time Director)	7.96
5.	Mr. Pranit Bangad (Non - Executive Independent Director)	NA
6.	Mr. Deepam Shah (Non - Executive Independent Director)	NA
7.	Mr. Anil Bangad (Non - Executive Independent Director)*	NA
8.	Mr. Pradeep Shah (Non - Executive Independent Director)	NA
9.	Mr. Avinash Chandsarkar (Non - Executive Independent Directors)*	NA

* Mr. Avinash Rajaram Chandsarkar Ceased to be Non-Executive Independent Director upon Demise from 15th January, 2025 and Mr. Anil Nandkishore Bangad appointed as an additional Non-Executive Independent Director as on 12th February, 2025.

Notes;

All the Non-Executive Independent Directors of the Company were not paid any remuneration and were paid only sitting fee for attending meeting of the Board of Directors/Committee. Therefore, the said ratio of remuneration of each Director to median remuneration of the employees of the Company is not applicable.

(b) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr.No	Name	% in Increase
1.	Mr. Rajesh Bhatwal (Managing Director)	No Change
2.	Mrs. ShakuntalaBhatwal (Whole time Director)	No Change
3.	Mr. Hung Sin (Whole Time Director)	8.4 %
4.	Mr. Gajendra Deshmukh (Whole Time Director)	N.A.
5.	Mr. Pranit Bangad (Non - Executive Independent Director)	N.A

6.	Mr. Deepam Shah (Non - Executive Independent Director)	N.A
7.	Mr. Anil Bangad (Non - Executive Independent Director)	N.A
8.	Mr. Pradeep Shah (Non - Executive Independent Director)	N.A
9.	Mr. Avinash Chandsarkar* (Non - Executive Independent Directors)	N.A
10.	Mr. Kailash Agrawal (Chief Financial officer)**	N.A
11.	Mr. Ashishkumar Sharma (Chief Financial officer)**	N.A.
12.	Mrs. Deepika Dalmiya (Company Secretary)	No Change

* Mr. Avinash Rajaram Chandsarkar Ceased to be Non-Executive Independent Director upon Demise from 15th January, 2025 and Mr. Anil Nandkishore Bangad appointed as an additional Non-Executive Independent Director as on 12th February, 2025.

** Mr. Kailas Madanlal Agrawal, has resigned due to his personal reason & other commitments from the office of the Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the company, w.e.f 4th June 2024 due to which casual vacancy arose and to fill such casual vacancy the Company has appointed Mr. Ashishkumar G. Sharma, as Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company w.e.f. 18th June, 2024.

(c) the percentage increase in the median remuneration of employees in the financial year:

-12.50%

(d) The number of permanent employees on the rolls of company: 274

(e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: -

Average % increase in the salary of employees other than Managerial Personnel: - 30.58%

Average % increase/(Decrease) in the Salary of the Managerial Personnel: - 30.58%

(f) If remuneration is as per the remuneration policy of the company: Yes

For Nitiraj Engineers Limited

Sd/-

Rajesh Bhatwal

Managing Director

Din: 00547575

Place – Mumbai

Date – 30/08/2025

Independent Auditor's Report

To
The Members,
Nitiraj Engineers Limited,
Mumbai

Report on the Audit of the Financial Statements**Opinion**

We have audited the accompanying financial statements of **Nitiraj Engineers Limited** ("*the Company*") which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of 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 financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with 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 Companies Act, 2013 and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon.

1) Revenue Recognition (as described in Note 24 of the Financial Statements)

Key audit matter	How the matter was addressed in our audit
Revenue from contracts with customers is recognised, on the basis of approved contracts, when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services.	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • We evaluated the Company's accounting policies pertaining to revenue recognition and assessed compliance with the policies in terms of Ind AS 115 - Revenue from Contracts with Customers. • Tested the design and implementation of key internal financial controls with respect to revenue recognition and tested operating effectiveness of such controls. • Performed substantive testing on a sample basis of revenue transactions recorded during the year by checking the underlying documents such as invoice, sales contracts and shipping documents to test evidence for satisfaction of the criteria for recognition of revenue during the year. • Test checked significant manual journals posted to revenue to identify any unusual items and sought explanations from Management. • Test checked sales transactions near to year-end, post year-end and credit notes issued post year end to determine whether the revenue recognition during the year is appropriate. • We assessed the adequacy of relevant disclosures made within the Financial Statements.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the Board's Report including Annexures to the 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 form of assurance conclusion thereon.

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

Management's Responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the 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 appropriate implementation and maintenance 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, Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The 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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has an adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.

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

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

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, 2020 ("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) 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, based on our Audit 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 including other comprehensive income, statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards (Ind AS) specified under Section 133 of the Act.
- 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 are 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 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. As explained to us, company does not have any pending litigations which would impact its financial position;
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in notes to the financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in notes to the financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- (h) Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- (i) In our opinion, the managerial remuneration for the year ended March 31, 2025, has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

For and on behalf of

M/s Sharp Aarth & Co. LLP

Chartered Accountants

Firm Registration No.132748W / W100823

(Harshal Jethale)

Partner

Membership No.141162

UDIN: 25141162BMITCS2175

Mumbai

29th May, 2025

Annexure A to the Independent Auditors Report

The Annexure referred to in our Independent Auditors' Report to the members of Nitiraj Engineers Limited on the financial statements for the year ended 31st March, 2025, we report that:

- i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a. (A) According to the information and explanation given to us and the records produced to us for our verification, the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Right to Use of Assets ('ROU').
(B) According to the information and explanation given to us and the records produced to us for our verification the company is maintaining proper records showing full particulars of the Intangible assets.
 - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. 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 the title deeds of the Immovable properties (other than Immovable properties where the company is the lessee and the lease agreement are duly executed in favor of the lessee) are held in the name of the company.
 - d. According to the information and explanations given to us and on the basis of our examination of the records of the Company. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii) In respect of the Company's Inventories:
 - a. As explained to us the inventory has been physically verified by the management during the year at reasonable intervals. In our opinion the frequency of such verification is reasonable. No material discrepancies noticed on physical verification of inventories as compared to the book record that were more than 10% in the aggregate of each class of inventory.
 - b. According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of 5 crore rupees, from bank on the basis

of security of current assets and on verification of copies of quarterly returns and statements filed by the company with such bank we found that generally they are in agreement with the books of account of the company.

iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in, granted unsecured loan other parties in respect of which the requisite information is provided in clause (a) to (f) as below to the extent applicable.

a. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted unsecured loan as below:

Particulars	Amount (in Rs. lacs)
Aggregate amount during the year	
- Loans to Employees	15.19
Balance outstanding as at balance sheet date	
- Loans to Employees	18.38

b. According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans provided during the year are, prima facie, not prejudicial to the interest of the Company.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party.

f. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment during the year.

iv) In our opinion and According to the information and explanations provided to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act and therefore, the provisions of clause (iv) of the Order are not applicable to the Company.

- v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable to the Company.
- vi) We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- vii) In respect of the Statutory dues:
 - a. According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Income-tax, Goods and Services tax, Duty of Custom, Duty of Excise, and Other Statutory Dues applicable to it. And no undisputed amounts payable in respect of Provident fund, Income-tax, Goods and Service tax, Duty of custom, Duty of excise, Cess and Other Statutory Dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us, there are no dues of GST, Provident fund, Income-tax, Duty of Customs, Cess or other statutory dues which have not been deposited by the Company on account of disputes.
- viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- ix)
 - a. 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. According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c. According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
 - d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
 - e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
 - f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge

of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

- x)
 - a. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
 - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi)
 - a. Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
 - b. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c. As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii) 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 transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv)
 - a. Based on information and explanations provided to us, in our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - b. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi)
 - a. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank

of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

- b. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
 - c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
 - d. According to the information and explanations provided to us during the course of audit, the company does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information 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 the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) In our opinion and according to the information and explanations given to us, Section 135 of the Act is not applicable. Accordingly, clause 3(xx) of the Order is not applicable.

For and on behalf of

M/s Sharp Aarth & Co. LLP

Chartered Accountants

Firm Registration No.132748W / W100823

(Harshal Jethale)

Partner

Membership No.141162

UDIN: 25141162BMITCS2175

Mumbai

29th May, 2025

Annexure "B" to the Independent Auditors Report

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

Opinion

We have audited the internal financial controls over financial reporting of Nitiraj Engineers Limited ("the Company") as of 31st March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Financial Statements and such internal financial controls over financial reporting with reference to these Financial Statements were operating effectively as at March 31, 2025, 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 (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements 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 ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting with reference to financial statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the

risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Reporting

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

Inherent Limitations of Internal Financial Controls with reference to Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial statements 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 with reference to financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedure may deteriorate.

For and on behalf of

M/s Sharp Aarth & Co. LLP

Chartered Accountants

Firm Registration No.132748W / W100823

(Harshal Jethale)

Partner

Membership No.141162

UDIN: 25141162BMITCS2175

Mumbai

29th May, 2025

(Amount in INR Lakhs)

Particulars	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	4	3,192.64	2,898.98
(b) Investment Property	5	8.98	9.98
(c) Right-of-Use Assets	4	2.27	22.45
(d) Intangible Assets	6	311.75	326.99
(e) Intangible Assets Under Development	6	185.56	160.16
(f) Financial Assets			
(i) Investments	7	77.73	96.79
(ii) Other Financial Assets	7	31.86	9.99
(g) Other Non-Current Assets	12	696.50	763.40
		4,507.30	4,288.75
Current assets			
(a) Inventories	8	1,643.09	1,799.02
(b) Financial Assets			
(i) Investments	7	1,794.40	1,133.15
(ii) Trade Receivables	9	675.56	1,279.24
(iii) Cash and Cash Equivalents	10	204.99	212.51
(iv) Bank Balances Other than (iii) above	11	85.20	75.38
(v) Loans	7	18.38	16.80
(vi) Other Financial Assets	7	52.72	67.36
(d) Other Current Assets	12	318.81	179.59
		4,793.14	4,763.06
		9,300.44	9,051.81
TOTAL			
		9,300.44	9,051.81
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	1,025.10	1,025.10
(b) Other Equity	15	7,255.98	6,940.99
		8,281.08	7,966.09
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	17	2.12	11.71
(b) Provisions	21	71.29	72.72
(c) Deferred Tax Liabilities (Net)	13	46.17	33.31
(d) Other Non-Current Liabilities	20	133.52	107.87
		253.10	225.61
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	-	-
(ii) Lease Liabilities	17	0.18	11.55
(iii) Trade Payables	19		
Due to micro and small enterprises		10.84	29.58
Due to others		195.06	233.26
(iv) Other Financial Liabilities	18	167.90	137.06
(b) Provisions	21	50.87	38.56
(c) Other Current Liabilities	20	296.38	364.14
(d) Current Tax Liabilities (Net)	22	45.03	45.97
		766.27	860.12
		9,300.44	9,051.81
TOTAL			
		9,300.44	9,051.81

Significant Accounting Policies and Notes forming part of the Financial Statements

1 to 48

As per our report of even date

For SHARP AARTH & CO. LLP

Chartered Accountants

F.R.No. 132748W / W100823

For and on behalf of the board of directors of Nitiraj Engineers Limited

Harshal Jethale

Partner

Membership No.: 141162

UDIN : 25141162BMICTS2175

Rajesh R. Bhatwal

Managing Director

Din No.00547575

Shakuntala R. Bhatwal

Director

Din No.01953906

Ashishkumar G. Sharma

Chief Financial Officer

Deepika A. Dalmiya

Company Secretary

Membership No. A58029

Mumbai

Date: May 29, 2025

(Amount in INR Lakhs)

Particulars	Note	Year ended March 31, 2025	Year ended March 31, 2024
REVENUE			
Revenue from Operations (net)	24	7,651.72	10,043.61
Other Income	25	90.82	99.59
Total Revenue (I)		7,742.54	10,143.20
EXPENSES			
Cost of Materials Consumed		3,764.22	5,663.44
Changes in Inventories of work-in-progress and Finished Goods	26	(51.38)	159.86
Employee Benefits Expense	27	655.46	632.42
Finance Costs	28	20.04	8.57
Depreciation and Amortization Expenses	29	351.38	335.86
Other Expenses	30	2,340.40	1,748.85
Total Expenses (II)		7,080.12	8,549.00
Profit before tax and Exceptional Items(I-II)		662.42	1,594.20
Exceptional Items	-	-	-
Profit/(loss) before tax		662.42	1,594.20
Tax expense:			
Current Tax		155.79	283.45
Adjustment of Tax Relating to Earlier Periods	13	5.84	-
Deferred Tax		17.68	107.21
Profit/(loss) for the period		483.10	1,203.55
OTHER COMPREHENSIVE INCOME			
A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:			
Remeasurement of gains (losses) on defined benefit plans		(0.12)	6.08
Income tax effect		0.03	(1.53)
Fair Value of Equity Instruments through Other Comprehensive Income		(19.06)	-
Income tax effect		4.80	-
Other Comprehensive income for the year, net of tax		(14.35)	4.55
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		468.75	1,208.10
Earnings per share for profit attributable to equity shareholders	31		
Basic and Diluted EPS		4.71	11.74

Significant Accounting Policies and Notes forming part of the Financial Statements

1 to 48

As per our report of even date

For SHARP AARTH & CO. LLP

Chartered Accountants

F.R.No. 132748W / W100823

For and on behalf of the board of directors of Nitiraj Engineers Limited
Harshal Jethale

Partner

Membership No.: 141162

UDIN : 25141162BMICTS2175

Rajesh R. Bhatwal

Managing Director

Din No.00547575

Shakuntala R. Bhatwal

Director

Din No.01953906

Ashishkumar G. Sharma

Chief Financial Officer

Deepika A. Dalmiya

Company Secretary

Membership No. A58029

Mumbai
Date: May 29, 2025

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Profit Before Tax as per Statement of Profit and Loss:	662.42	1,594.20
Adjustments for:		
Depreciation and Amortisation Expense	351.38	335.86
Net (Gain)/Loss on Disposal of Property, Plant and Equipment	0.06	(0.21)
Net (Gain)/Loss on Sale of Investment	(35.09)	(20.38)
Finance Costs	20.04	8.57
Interest Income	(6.55)	(4.77)
Net (Gain)/Loss on Financial Instruments	(21.22)	(14.72)
Provision for Gratuity and Leave Encashment	10.88	4.43
Reversal of Allowance on Doubtful Debts	(12.33)	5.90
Sundry Balances Written Off	5.28	0.42
Change in operating assets and liabilities:		
(Increase)/Decrease In Trade Receivables	610.73	(633.51)
(Increase)/Decrease In Inventories	155.93	513.41
Increase/(Decrease) In Trade Payables	(56.93)	3.23
(Increase)/Decrease In Other Financial Assets	(7.23)	1.08
(Increase)/Decrease In Other Assets	(72.31)	139.58
Increase/(Decrease) In Provisions	(0.12)	6.08
Increase/(Decrease) In Other Liabilities	(95.69)	48.27
Cash generated from operations	1,509.26	1,987.46
Less: Income taxes paid	(89.45)	(200.02)
Net cash inflow from operating activities	1,419.81	1,787.45
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments For Property, Plant And Equipment	(627.11)	(243.27)
Payments For Purchase Of Investments	(3,255.00)	(3,930.00)
Proceeds From Sale Of Investments	2,650.06	2,883.68
Intangible Asset Under Development	(10.17)	-
Loans (Given)/ Recovered (Net) - Employees	(1.57)	10.21
Proceeds From Sale Of Property, Plant And Equipment	3.19	9.56
Movement In Other Bank Balances	(9.82)	(18.88)
Interest Received	6.55	4.77
Net cash outflow from investing activities	(1,243.86)	(1,283.92)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net Proceeds/(Outflow) From Borrowings	-	(298.54)
Principal Elements Of Lease Payments	(9.67)	(12.87)
Interest Paid	(20.04)	(8.57)
Dividends paid	(153.77)	-
Net cash inflow (outflow) from financing activities	(183.47)	(319.98)
Net Increase (Decrease) In Cash And Cash Equivalents	(7.53)	183.54
Cash And Cash Equivalents At The Beginning Of The Financial Year	212.51	28.98
Cash and Cash Equivalents at end of the year	204.99	212.51
Reconciliation of cash and cash equivalents as per the cash flow statement:		
Cash and Cash Equivalents as per above comprise of the following:		
Balances with Banks on Current Accounts	184.19	188.22
Cash on Hand	20.80	24.29
Balances per statement of cash flows	204.99	212.51

Note :

(a) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow

(b) Changes in liability arising from financing activities			(Amount in INR Lakhs)	
	Liabilities from financing activities			
	Lease Liabilities	Borrowings		
Net Debt as at April 1, 2023	20.57	298.54		
Cash Outflows	(14.80)	(298.54)		
Cash Inflows	-	-		
Interest Expense	2.16	8.57		
Interest Paid	-	(8.57)		
Additions	23.24	-		
Other Adjustments	(7.92)	-		
Net Debt as at March 31, 2024	23.25	-		
Cash Outflows	(11.15)	(624.55)		
Cash Inflows	-	624.55		
Interest Expense	1.48	20.04		
Interest Paid	-	(20.04)		
Additions	2.29	-		
Other Adjustments	(13.58)	-		
Net Debt as at March 31, 2025	2.30	-		

Significant Accounting Policies and Notes forming part of the Financial Statements

1 to 48

As per our report of even date
For SHARP AARTH & CO. LLP
Chartered Accountants
F.R.No. 132748W / W100823

For and on behalf of the board of directors of Nitiraj
Engineers Limited

Harshal Jethale
Partner
Membership No.: 141162
UDIN : 25141162BMICTS2175

Rajesh R. Bhatwal
Managing Director
Din No.00547575

Shakuntala R. Bhatwal
Director
Din No.01953906

Ashishkumar G. Sharma
Chief Financial Officer

Deepika A. Dalmiya
Company Secretary
Membership No. A58029

Mumbai
Date: May 29, 2025

NITIRAJ ENGINEERS LIMITED
STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2025
A Equity Share Capital

Particulars	Balance at the Beginning of the Year	Changes in Equity Share Capital during the year	Balance at the End of the Year
March 31, 2024			
Number of Shares	1,02,51,000	-	1,02,51,000
Amount (in lakhs)	1,025.10	-	1,025.10
March 31, 2025			
Number of Shares	1,02,51,000	-	1,02,51,000
Amount (in lakhs)	1,025.10	-	1,025.10

B Other Equity

(Amount in INR Lakhs)

Particulars	Reserves and Surplus		
	Securities Premium	Retained Earnings	Total
As at April 1, 2023	1,775.70	3,957.19	5,732.89
Profit for the Period	-	1,203.55	1,203.55
Other Comprehensive Income	-	4.55	4.55
Total Comprehensive Income for the year	1,775.70	5,165.29	6,940.99
As at March 31, 2024	1,775.70	5,165.29	6,940.99
Profit for the Period	-	483.10	483.10
Other Comprehensive Income	-	(14.35)	(14.35)
Dividend paid during the year		(153.77)	(153.77)
Total Comprehensive Income for the year	1,775.70	5,480.28	7,255.98
As at March 31, 2025	1,775.70	5,480.28	7,255.98

Note:

(i) Securities Premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Retained Earnings: The amount that can be distributed by the Company as dividends to its equity shareholders out of accumulated reserves is determined considering the requirements of the Companies Act, 2013. Thus, the closing balance amounts reported above are not distributable in entirety.

Significant Accounting Policies and Notes forming part of the Financial Statements 1 to 48

As per our report of even date

For SHARP AARTH & CO. LLP

Chartered Accountants

F.R.No. 132748W / W100823

For and on behalf of the board of directors of Nitiraj Engineers Limited

Harshal Jethale

Partner

Membership No.: 141162

UDIN : 25141162BMICTS2175

Rajesh R. Bhatwal

Managing Director

Din No.00547575

Shakuntala R. Bhatwal

Director

Din No.01953906

Mumbai

Date: May 29, 2025

Ashishkumar G. Sharma

Chief Financial Officer

Deepika A. Dalmiya

Company Secretary

Membership No. A58029

NITIRAJ ENGINEERS LIMITED**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025****1 Corporate Information**

The Financial Statements of the Company which comprises the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Cash Flows, the Statement of Changes in Equity for the year ended 31st March, 2025 and a summary of significant accounting policies and other explanatory information. The company is a public company domiciled in India and is incorporated on April 1, 1999 under the provisions of the Companies Act applicable in India. Its shares are listed on NSE in India. The registered office of the company is located at 306 A Babha Building, N. M Joshi Marg, near police station, Mumbai 400011.

The company is engaged in manufacturing and selling a wide range of products including Electronic Weighing Scales, Currency Counting Machines, Taxi Fare Meters, as well as providing DGCA-approved Remote Pilot Training Organisation (RPTO) services for drones/UAVs.

The financial statements were authorised for issue in accordance with a resolution of the directors on May 29, 2025.

2 Significant Accounting Policies

Significant accounting policies adopted by the company are as under:

2.1 Basis of preparation of Financial Statements**(a) Statement of Compliance**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015(as amended).

The financial statements have been prepared on a historical cost basis, except for the certain financial assets, investments etc which have been measured at fair value.

The Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement are prepared and presented in the format prescribed in the Division II of Schedule III to the Companies Act, 2013 ("the Act"). The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Division II of Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company's presentation and functional currency is Indian Rupees (INR) and all values are rounded off to the nearest lakhs (INR 00,000), except when otherwise indicated.

(b) Use of Estimates

The preparation of Financial Statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenditure for the period and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a year basis. Revisions to accounting estimates, if any, are recognised in the period in which the estimates are revised.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**2.2 Summary of significant accounting policies****(a) Foreign Currency Translation****(i) Functional and Presentation Currency**

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

(ii) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

(b) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties. The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Recognising Revenue from major business activities**(i) Revenue from contracts with customers:**

Revenue from contract with customers is recognized upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. Performance obligations are satisfied at the point of time when the customer obtains the controls of the goods. Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognized based on the price specified in the contract. Revenue excludes taxes collected from customers.

(ii) Sale of Services

Revenue from sale of services is in nature of job work on customer product which normally takes 1–10 days for completion and accordingly revenue is recognised when products are sent to customer on which job work is completed.

(iii) Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**(c) Government Grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions. Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a written down value basis over the expected lives of the related assets and presented within other income.

(d) Taxes**(i) Current Income Tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(e) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

(i) As a Lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. Right-of-use assets are tested for impairment whenever there is an indication that their carrying value may not be recoverable. Impairment loss, if any is recognized in the statement of profit and loss.

The lease liability is measured at amortized cost, at the present value of the future lease payments. The lease payments are discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The Company recognises the lease payments associated with these leases as an expense over the lease term.

(ii) As a Lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**(f) Impairment of Non Financial Assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

(g) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**(h) Inventories**

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw Materials: Raw materials and components, stores and spares and loose tools are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Costs are determined on weighted average basis.

Work in progress and Finished goods: Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of work-in-progress and finished goods are determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(i) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets***Initial recognition and measurement***

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

(1) Debt Instruments at Amortised Cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**(2) Debt Instrument at FVTOCI**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(3) Debt Instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(4) Equity Investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Interest in associate is carried at cost.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Impairment of Financial Assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 38 details how the company determines whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(ii) Financial Liabilities***Initial Recognition and Measurement***

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

(1) Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**(2) Loans and Borrowings**

This is the category most relevant to the company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iii) Reclassification of Financial Assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(iv) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(j) Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). Internally manufactured property, plant and equipment are capitalised at cost, including GST for which credit is not available, wherever applicable. All significant costs relating to the acquisition and installation of property, plant and equipment are capitalised. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2020 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation Methods, estimated useful lives and Residual Value

Depreciation is calculated using the written down value method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

Freehold buildings	25-40 years
Machinery	10-20 years
Furniture, fittings and equipment	10-30 years

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term.

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

(k) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment properties are depreciated using the written down value method over their estimated useful lives. Investment properties generally have a useful life of 25-40 years. The useful life has been determined based on technical evaluation performed by the management's expert.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
(I) Intangible Assets
Computer Software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

Research and Development

Research costs are expensed as incurred. Development expenditures on an individual project are recognized

as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

Revenue expenditure is charged to the Statement of Profit and Loss and Capital Expenditure is added to the cost of Property, Plant and Equipment in the year in which it is incurred. The company is pursuing development of new technologies and has capitalised the expenditure incurred on the Research and Development. Research expenditure and development expenditure that do not meet the criteria specified above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Amortisation Methods and periods

The Company amortises intangible assets with a finite useful life using the written down value method over the following periods:

Computer software	10 years
Capitalised development expenditure	30 years

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**(m) Trade and other Payables**

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 45 - 60 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(n) Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(o) Provisions**General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(p) Employee Benefits**(i) Short-term Obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other Long-Term Employee Benefit Obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**(iii) Post-Employment Obligations**

The company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity, pension, post-employment medical plans; and
- (b) defined contribution plans such as provident fund.

Gratuity Obligations

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Post-Employment Medical Obligations

Company provide post-retirement healthcare benefits to their retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit plans. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited in other comprehensive income in the period in which they arise.

Defined Contribution Plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**(vi) Termination Benefits**

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The company recognises termination benefits at the earlier of the following dates: (a) when the company can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(q) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(r) Earnings per share**Basic Earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

Diluted Earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(s) Current/non Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

(t) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of Nitiraj Engineers Limited has appointed a strategic steering committee which assesses the financial performance and position of the company, and makes strategic decisions. The steering committee, which has been identified as being the chief operating decision maker, consists of the chief executive officer, the chief financial officer and the manager for corporate planning.

(u) Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

3 Significant Accounting Judgements, Estimates and Assumptions

In the application of the Company's accounting policies, which are described in Note 2, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgements in Applying Accounting Policies

The following are the critical judgements, apart from those involving estimations, that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

(i) Useful lives of Property, Plant and Equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management.

(ii) Impairment of non Financial Assets

Determining whether the asset is impaired requires an estimation of the value in use of the cash-generating units to which asset/goodwill has been allocated. The value in use calculation requires the Company to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

(iii) Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates.

4. PROPERTY, PLANT AND EQUIPMENT

(Amount in INR Lakhs)

Particulars	Land	Buildings (Refer (i) below)	Plant and Equipments (Refer (i) below)	Furniture and Fixtures	Vehicles	Office Equipments	Computer	Solar System	Electric Installations	Total
GROSS CARRYING VALUE										
As at April 1, 2023	422.59	2,053.69	883.41	144.63	47.52	57.89	68.55	34.03	190.99	3,903.30
Additions	-	68.02	125.89	6.12	36.83	3.37	7.51	-	3.21	250.95
Disposals	(8.25)	(43.00)	(5.04)	-	(0.37)	-	-	-	-	(56.66)
As at March 31, 2024	414.33	2,078.71	1,004.27	150.75	83.97	61.25	76.07	34.03	194.20	4,097.58
Additions	-	451.43	107.70	13.48	17.39	5.75	11.85	-	17.83	625.45
Disposals\Adjustments during the period	(3.11)	(38.33)	-	(0.15)	-	-	-	-	-	(41.59)
As at March 31, 2025	411.22	2,491.82	1,111.98	164.08	101.36	67.00	87.92	34.03	212.04	4,681.45
ACCUMULATED DEPRECIATION/IMPAIRMENT										
As at April 1, 2023	-	475.53	268.82	25.48	16.68	13.51	42.03	14.15	40.06	896.27
Depreciation for the year	-	161.27	99.17	12.18	4.93	6.92	11.81	7.95	15.28	319.52
Deductions\Adjustments during the period	-	(35.24)	(4.22)	-	(0.19)	-	-	-	-	(39.64)
As at March 31, 2024	-	601.57	363.78	37.66	21.42	20.43	53.85	22.10	55.34	1,176.15
Depreciation for the year	-	173.88	100.25	12.16	11.48	6.57	11.12	4.75	14.94	335.14
Deductions\Adjustments during the period	-	(24.74)	-	(0.01)	-	-	-	-	-	(24.76)
As at March 31, 2025	-	750.70	464.03	49.80	32.90	27.00	64.97	26.85	70.28	1,486.54
Net Carrying value as at March 31, 2025	411.22	1,741.12	647.95	114.28	68.46	40.00	22.95	7.17	141.76	3,194.91
Net Carrying value as at March 31, 2024	414.33	1,477.14	640.49	113.09	62.55	40.82	22.22	11.92	138.87	2,921.43

* Refer Note 34

(i) The above includes the right of use asset recognised under Ind AS 116 Leases as under:

(Amount in INR Lakhs)

Particulars	Gross Carrying Amount				Accumulated Depreciation / Amortisation				Net Carrying Amount	
	Balance As on 1-Apr-2024	Additions/ Adjustments during the year	Deduction / Adjustment during the year	Balance As on 31-Mar-2025	Balance As on 01-04-2024	Additions/ Adjustments during the year	Deduction / Adjustment during the year	Balance As on 31-Mar-2025	Balance As on 31-Mar-2025	Balance As on 31-Mar-2024
ROU - Building	38.33	2.29	(38.33)	2.29	15.87	8.89	(24.74)	0.03	2.27	22.45
ROU - Plant & Equipment	-	-	-	-	-	-	-	-	-	-
Total	38.33	2.29	(38.33)	2.29	15.87	8.89	(24.74)	0.03	2.27	22.45

Particulars	Gross Carrying Amount				Accumulated Depreciation / Amortisation				Net Carrying Amount	
	Balance As on 1-Apr-2023	Additions/ Adjustments during the year	Deduction / Adjustment during the year	Balance As on 31-Mar-2024	Balance As on 01-Apr-2023	Additions/ Adjustments during the year	Deduction / Adjustment during the year	Balance As on 31-Mar-2024	Balance As on 31-Mar-2024	Balance As on 31-Mar-2023
ROU - Building	57.81	23.24	(42.72)	38.33	40.15	10.94	(35.21)	15.87	22.45	17.67
ROU - Plant & Equipment	3.93	-	(3.93)	-	2.31	1.46	(3.77)	(0.00)	0.00	1.62
Total	61.75	23.24	(46.66)	38.33	42.46	12.40	(38.98)	15.87	22.45	19.29

ii. Contractual Obligations

Refer to Note 33 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

5. INVESTMENT PROPERTY	
(Amount in INR Lakhs)	
Particulars	Buildings
GROSS CARRYING VALUE	
As at April 1, 2023	14.57
Additions	-
As at March 31, 2024	14.57
Additions	-
As at March 31, 2025	14.57
ACCUMULATED DEPRECIATION AND IMPAIRMENT	
As at April 1, 2023	3.48
Depreciation	1.11
As at March 31, 2024	4.59
Depreciation	1.00
As at March 31, 2025	5.59
Net Carrying value as at March 31, 2025	8.98
Net Carrying value as at March 31, 2024	9.98

Notes :
i. Amount recognised in the Statement of Profit and Loss for Investment Properties
(Amount in INR Lakhs)

Particulars	March 31, 2025	March 31, 2024
Rental Income	11.06	11.08
Direct Operating expenses from property that generated rental income	(0.71)	(0.02)
Direct Operating expenses from property that did not generate rental income	-	-
Profit from investment properties before depreciation	10.35	11.06
Depreciation	1.00	1.11
Profit from investment properties	9.35	9.95

ii. Leasing Arrangements

Investment properties are leased to tenants under long term operating leases with rentals payable monthly.

(Amount in INR Lakhs)

Particulars	March 31, 2025	March 31, 2024
Within one year	8.91	10.06
Later than one year but not later than 5 years	13.28	22.19
Later than 5 years	2.00	2.00
Total	24.19	34.25

iii. Fair Value
Reconciliation of Fair Value:

Particulars	(Amount in INR Lakhs)
Opening Balance as at April 1, 2023	293.00
Fair Value Difference	-
Purchases	-
Balance as at March 31, 2024	293.00
Fair Value Difference	-
Purchases	-
Closing balance as at March 31, 2025	293.00

The Company has not obtained independent valuations for its investment properties during the year. The best evidence of fair value is current prices in an active market for similar properties.

The main inputs used are the rental growth rates, expected vacancy rates, terminal yields and discount rates based on comparable transactions and industry data.

Generally, a change in the assumption made for the estimated rental value is accompanied by:

- A directionally similar change in the rent growth per annum and discount rate (and exit yield)
- An opposite change in the long term vacancy rate

NITIRAJ ENGINEERS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
6. INTANGIBLE ASSETS

(Amount in INR Lakhs)

Particulars	Software	Capitalised development expenditure	Intangible assets under development	Total
GROSS CARRYING VALUE				
As at April 1, 2023	49.96	307.50	160.16	517.62
Additions	-	-	-	-
Deletions	-	-	-	-
As at March 31, 2024	49.96	307.50	160.16	517.62
Additions	-	-	25.40	25.40
Deletions	-	-	-	-
As at March 31, 2025	49.96	307.50	185.56	543.02
ACCUMULATED AMORTISATION				
As at April 1, 2023	4.99	10.24	-	15.23
Amortisation for the year	4.99	10.24	-	15.23
Deductions\Adjustments during the period	-	-	-	-
As at March 31, 2024	9.98	20.49	-	30.47
Amortisation for the year	4.99	10.24	-	15.23
Deductions\Adjustments during the period	-	-	-	-
As at March 31, 2025	14.97	30.73	-	45.70
Net Carrying value as at March 31, 2025	34.98	276.77	185.56	497.32
Net Carrying value as at March 31, 2024	39.97	287.01	160.16	487.15

I) Intangible Assets under Development Ageing Schedule
March 31, 2025

Particulars	Amount in Intangible Assets Under Development for a Period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	25.40	-	146.73	13.43	185.56
Projects Temporarily Suspended	-	-	-	-	-
Total	25.40	-	146.73	13.43	185.56

March 31, 2024

Particulars	Amount in Intangible Assets Under Development for a Period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	-	146.73	13.43	-	160.16
Projects Temporarily Suspended	-	-	-	-	-
Total	-	146.73	13.43	-	160.16

The company does not have any intangible asset under development whose completion is overdue or whose costs have exceeded its original plan.

7. FINANCIAL ASSETS

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(A) INVESTMENTS		
(1) Non Current		
Investments carried at fair value through profit and loss		
Unquoted		
Investments in Equity Instruments		
690 Equity Shares of INR 10 each in Merchant Co-op. Bank Limited (Number of shares; March 31, 2024 : 690)	0.07	0.07
Investments carried at fair value through Other Comprehensive Income		
Unquoted		
Investments in Equity Instruments		
2,234 Equity Shares of INR 10 each at a premium of INR 5,990 per share in Hyper Drive Information Technologies Private Limited (Number of shares; March 31, 2024 : 2234)	76.62	95.68
Investment carried at amortised cost		
Unquoted		
Investments in Government securities		
National Savings Certificate	1.04	1.04
Total	77.73	96.79
Aggregate amount of quoted investments	-	-
Market value of quoted investments	-	-
Aggregate amount of unquoted investments	77.73	96.79
Investments carried at amortised cost	1.04	1.04
Investments carried at fair value through profit and loss	0.07	0.07
Investments carried at fair value through Other Comprehensive Income	76.62	95.68
(2) Current		
Investments carried at fair value through Profit and Loss		
Quoted		
Investment in Mutual Fund HDFC Overnight Fund	1,717.17	1,074.28
Unquoted		
Investment in Gold	77.23	58.87
Total	1,794.40	1,133.15
Aggregate amount of quoted investments	1,717.17	1,074.28
Market value of quoted investments	1,717.17	1,074.28
Aggregate amount of unquoted investments	77.23	58.87
(B) LOANS		
Current		
Unsecured, considered good unless otherwise stated		
Loans to Employees	18.38	16.80
Total	18.38	16.80

7. FINANCIAL ASSETS

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(C) OTHER FINANCIAL ASSETS		
Non Current		
Financial assets carried at amortised cost		
Bank Deposits with more than 12 months maturity *	16.83	2.34
Lease Deposits	15.03	7.65
Total	31.86	9.99
Current		
Financial assets carried at amortised cost		
Bank Deposits with less than 12 months maturity	0.52	-
Lease Deposits	7.07	9.35
Tender Deposits	44.38	57.53
Interest Accrued but not due	0.75	0.48
Total	52.72	67.36

*Lien marked with banks

8. INVENTORIES

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(Valued at lower of Cost and Net Realisable value)		
Raw materials	1,194.58	1,401.89
Work-in-progress	207.48	228.20
Finished goods	241.03	168.93
Total	1,643.09	1,799.02

9. TRADE RECEIVABLES

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Trade Receivables from customers	675.56	1,279.24
	675.56	1,279.24
Breakup of Security details		
Secured, considered good		
Unsecured, considered good	675.56	1,279.24
Significant increase in credit risk	13.78	26.11
	689.34	1,305.35
Less: Allowance for bad and doubtful debts		
Significant increase in credit risk	13.78	26.11
	13.78	26.11
	675.56	1,279.24

Trade or Other Receivable due from directors or other officers of the company either severally or jointly with any other person amounted to INR Nil (Previous year INR Nil)

Trade or Other Receivable due from firms or private companies respectively in which any director is a partner, a director or a member amounted to INR Nil (Previous year INR Nil)

TRADE RECEIVABLES AGEING SCHEDULE

As at March 31, 2025

(Amount in INR Lakhs)

Particulars	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables								
(i) Considered good	-	-	516.86	51.97	34.50	3.96	82.06	689.34
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit Impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables								
(i) Considered good	-	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit Impaired	-	-	-	-	-	-	-	-
	-	-	516.86	51.97	34.50	3.96	82.06	689.34
Less: Allowance for bad and doubtful debts	-	-	-	-	-	-	-	13.78
Total	-	-	516.86	51.97	34.50	3.96	82.06	675.56

As at March 31, 2024

(Amount in INR Lakhs)

Particulars	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables								
(i) Considered good	-	-	1,190.44	22.74	4.25	37.39	30.63	1,285.45
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit Impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables								
(i) Considered good	-	-	-	-	-	-	19.91	19.91
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit Impaired	-	-	-	-	-	-	-	-
	-	-	1,190.44	22.74	4.25	37.39	50.54	1,305.35
Less: Allowance for bad and doubtful debts	-	-	-	-	-	-	-	26.11
Total	-	-	1,190.44	22.74	4.25	37.39	50.54	1,279.24

10. CASH AND CASH EQUIVALENTS
(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks on current accounts	164.19	88.22
Deposits with original maturity of less than three months	20.00	100.00
Cash on hand	20.80	24.29
Total	204.99	212.51

11. OTHER BANK BALANCES
(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deposits with banks to the extent held as margin money	85.20	75.38
Total	85.20	75.38

Bank deposits earns interest at fixed rates. Short term deposits are generally made for varying periods between seven days to twelve months, depending on the cash requirements of the Company, and earn interest at the respective deposit rates

12. OTHER ASSETS
(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current		
Capital Advances	147.66	193.10
Security Deposits	8.37	8.31
Others		
Prepaid expenses	1.01	0.91
Payment of Taxes (Net of Provisions)	56.30	56.30
Balances with Statutory, Government Authorities	298.28	297.19
Other non current assets	184.88	207.60
Total	696.50	763.40
Current		
Advances other than Capital advances		
- Advances to Suppliers	227.51	166.57
- Advances to employees	18.61	10.29
Others		
Prepaid expenses	72.68	1.21
Balances with Statutory, Government Authorities	-	1.52
Total	318.81	179.59

13. INCOME TAX**Deferred Tax****(Amount in INR Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax relates to the following:		
Accelerated depreciation for tax purposes	(79.02)	(63.54)
Financial instruments at fair value through profit or loss	(3.46)	0.90
Provision for gratuity	26.39	23.66
Provision for leave encashment	0.35	0.34
Allowance for credit loss on financial assets	3.47	6.57
Losses available for offsetting against future taxable income	-	(0.00)
Other temporary differences	6.10	(1.25)
Net Deferred Tax Assets / (Liabilities)	(46.17)	(33.31)

Movement in deferred tax liabilities/assets

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance as of April 1	(33.31)	75.43
Tax income/(expense) during the period recognised in profit or loss	(17.68)	(107.21)
Tax income/(expense) during the period recognised in OCI	4.83	(1.53)
Closing balance as at March 31	(46.17)	(33.31)

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and

current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority

Major Components of income tax expense for the years ended March 31, 2025 and March 31, 2024 are as follows:

i. Income tax recognised in profit or loss**(Amount in INR Lakhs)**

	Year ended March 31, 2025	Year ended March 31, 2024
Current income tax charge	155.79	283.45
Adjustment in respect of current income tax of previous year	5.84	-
Deferred tax		
Relating to origination and reversal of temporary differences	17.68	107.21
Income tax expense recognised in profit or loss	179.32	390.66

ii. Income tax recognised in OCI

	Year ended March 31, 2025	Year ended March 31, 2024
Unrealised (gain)/loss on FVTOCI equity securities	4.80	-
Net loss/(gain) on remeasurements of defined benefit plans	0.03	(1.53)
Income tax expense recognised in OCI	4.83	(1.53)

Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2025 and March 31, 2024

	Year ended March 31, 2025	Year ended March 31, 2024
Accounting profit before income tax	662.42	1,594.20
Enacted tax rate in India	25.17%	25.17%
Income tax on accounting profits	166.72	401.23
Effect of		
Change in carried forward Losses	-	(2.14)
Adjustment in respect of current income tax of previous year	5.84	-
Expenses not allowed	2.61	-
Other	4.15	(8.43)
Tax at effective income tax rate	179.32	390.66

14. SHARE CAPITAL**i. Authorised Share Capital**

Particulars	Equity Share of INR 10 each	
	Number of Shares	Amount in INR Lakhs
At April 1, 2023	1,10,00,000	1,100.00
Increase/(decrease) during the year	-	-
At March 31, 2024	1,10,00,000	1,100.00
Increase/(decrease) during the year	-	-
At March 31, 2025	1,10,00,000	1,100.00

Terms/rights attached to equity shares

The Company has one class of Equity shares having a par value of INR 10 each. Each holder of Equity shares is entitled to one vote per share and are subject to the preferential rights as prescribed under law or those of preference shareholders, if any. The Equity share holders are also subject to restrictions as prescribed under the Companies Act, 2013. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in the case of Interim Dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

ii. Issued Capital

	Number of Shares	Amount in INR Lakhs
Equity shares of INR 10 each issued, subscribed and fully paid		
At April 1, 2023	1,02,51,000	1,025.10
Issued during the period	-	-
At March 31, 2024	1,02,51,000	1,025.10
Issued during the period	-	-
At March 31, 2025	1,02,51,000	1,025.10

iii. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	% holding	Number of Shares	% holding
Equity shares of INR 10 each issued, subscribed and fully paid				
Rajesh Raghunath Bhatwal	46,03,875	44.91%	46,03,875	44.91%
Shakuntala Rajesh Bhatwal	23,95,500	23.37%	23,95,500	23.37%
Yi Hung Sin	8,18,000	7.98%	8,32,500	8.12%

iv. Shares held by Promoters at the end of the year

Shares held by promoter at the end of the year	As on 31.03.2025		As on 31.03.2024		% Change during the year
	Number of Shares	% of total shares	Number of Shares	% of total shares	
Promoter's Name					
Rajesh Raghunath Bhatwal	46,03,875	44.91	46,03,875	44.91	-
Shakuntala Rajesh Bhatwal	23,95,500	23.37	23,95,500	23.37	-
Meerabai Raghunath Bhatwal	62,375	0.61	62,375	0.61	-
Prachi Rajesh Bhatwal	15,125	0.15	15,125	0.15	-
Deepa Khatri	3,125	0.03	3,125	0.03	-

v. None of the above shares are reserved for issue under options/ contract/ commitments for sale of shares or disinvestment.

15. OTHER EQUITY**i. Reserves and Surplus****(Amount in INR Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Securities Premium Reserve	1,775.70	1,775.70
Retained Earnings	5,480.28	5,165.29
Total	7,255.98	6,940.99

(a) Securities Premium Reserve**(Amount in INR Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	1,775.70	1,775.70
Add/(Less): Changes during the period	-	-
Closing balance	1,775.70	1,775.70

(b) Retained Earnings**(Amount in INR Lakhs)**

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	5,165.29	3,957.19
Net Profit/(Loss) for the period	483.10	1,203.55
Dividends Paid	(153.77)	
Add/(Less):		
<i>Items of Other Comprehensive Income directly recognised in Retained Earnings</i>		
Remeasurement of post employment benefit obligation, net of tax	(0.09)	4.55
Fair Value of Equity Instruments through Other Comprehensive Income, net of tax	(14.26)	-
Closing balance	5,480.28	5,165.29

16. BORROWINGS

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current Borrowings		
Secured		
Loans repayable on demand from Banks	-	-
Total	-	-

17. LEASE LIABILITIES

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current		
Lease Liabilities (Refer Note 34)	2.12	11.71
Total	2.12	11.71
Current		
Lease Liabilities (Refer Note 34)	0.18	11.55
Total	0.18	11.55

18. OTHER FINANCIAL LIABILITIES

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Financial Liabilities at amortised cost		
Dues to employees	126.52	110.56
Deposits Payable	8.06	6.70
Others	33.32	19.81
Total	167.90	137.06

19. TRADE PAYABLES

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Trade Payables to Micro, Small and Medium Enterprises	10.84	29.58
Trade Payables to Others	195.06	233.26
Total	205.91	262.84

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
TRADE PAYABLES AGEING SCHEDULE
As at As at March 31, 2025
(Amount in INR Lakhs)

Particulars	Unbilled	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	10.84	-	-	-	10.84
(ii) Others	-	-	152.81	31.42	-	10.84	195.06
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-	-
Total	-	-	163.65	31.42	-	10.84	205.91

As at As at March 31, 2024
(Amount in INR Lakhs)

Particulars	Unbilled	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	29.58	-	-	-	29.58
(ii) Others	-	-	206.58	14.58	4.34	7.75	233.26
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-	-
Total	-	-	236.16	14.58	4.34	7.75	262.84

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
20. OTHER LIABILITIES

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current		
Government Grants	133.52	107.87
Total	133.52	107.87
Current		
Revenue Received in advances	84.48	-
Advance received from Customers	101.59	225.98
Government Grants	18.83	15.55
Others		
Other Payable	30.47	12.12
Statutory dues payable	61.01	110.50
Total	296.38	364.14

21. PROVISIONS

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current		
Provision for employee benefits		
Gratuity (Refer Note 32)	70.06	71.45
Leave encashment	1.23	1.27
Total	71.29	72.72
Current		
Provision for employee benefits		
Gratuity (Refer Note 32)	50.72	38.49
Leave encashment	0.15	0.07
Total	50.87	38.56

22. CURRENT TAX LIABILITY/(Asset) (NET)

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	45.97	(12.57)
Add: Current tax payable for the year	109.83	296.01
Less: Taxes paid	(110.77)	(237.48)
Closing Balance	45.03	45.97

23. GOVERNMENT GRANT

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	123.42	16.98
Grants sanctioned during the year	48.95	162.27
Grants apportioned to land during the year	(3.11)	(8.25)
Realised to statement of profit and loss	(16.90)	(47.57)
Closing Balance	152.35	123.42

24. REVENUE FROM OPERATIONS
(Amount in INR Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
A. Revenue from contracts with customers		
Sale of products		
Machines	6,835.21	9,595.15
Spares	671.06	216.14
Sale of services	137.84	229.04
Other Operating Revenues	7.62	3.28
Total	7,651.72	10,043.61

B. Disaggregated revenue information

The table below presents disaggregated revenue from contact with customers for the year ended March 2025 and March 2024. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors.

(Amount in INR Lakhs)

	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from contracts with customers disaggregated based on geography		
a. Domestic	7,632.63	10,014.71
b. Exports	19.09	28.90
Total Revenue from Operation	7,651.72	10,043.61

C. Reconciliation of Gross Revenue from Contracts With Customers
(Amount in INR Lakhs)

	Year ended March 31, 2025	Year ended March 31, 2024
Gross Revenue	7,675.30	10,067.33
Less : Discount	(23.58)	(23.72)
Net Revenue recognised from Contracts with Customers	7,651.72	10,043.61

25. OTHER INCOME
(Amount in INR Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest income on Bank fixed deposits	6.21	4.27
Interest income on others	0.34	0.51
Rental income	11.06	11.08
Interest income on Income Tax Refund	-	0.62
Other Non Operating Income (Net of expenses directly attributable to such income)		
Government grants income	16.90	47.57
Fair value gain on financial instruments at FVTPL	21.22	14.72
Net gain on disposal of property, plant and equipment	-	0.21
Net gain on sale of Investments	35.09	20.38
Miscellaneous Income	-	0.24
Total	90.82	99.59

26. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Inventories as at the beginning of the year		
Work-in-progress	228.20	187.09
Finished goods	168.93	369.90
Total	397.13	556.99
Less : Inventories as at the end of the year		
Work-in-progress	207.48	228.20
Finished goods	241.03	168.93
Total	448.51	397.13
Net decrease / (increase) in inventories	(51.38)	159.86

27. EMPLOYEE BENEFITS EXPENSE

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	615.34	596.91
Contribution to provident and other funds	40.12	35.51
Total	655.46	632.42

28. FINANCE COST

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest expense on borrowings and lease liabilities	8.61	4.97
Other borrowing costs	11.44	3.60
Total	20.04	8.57

29. DEPRECIATION AND AMORTISATION EXPENSE

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation on tangible assets	335.14	319.52
Amortisation on intangible assets	15.23	15.23
Depreciation on investment properties	1.00	1.11
Total	351.38	335.86

30. OTHER EXPENSES

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Manufacturing Expenses		
Power & Fuel	13.38	15.90
Labour and Processing Charges	447.67	536.84
Total (A)	461.05	552.73
Selling, Administration and Other Expenses		
Commission to Selling Agents	410.13	77.39
Stamping Fees	404.92	318.21
Other Selling Expenses	378.62	112.57
Advertisement and Promotions	60.37	103.82
Transportation and Handling Charges	181.58	165.56
Tender Expenses	0.81	1.41
Rent	23.97	20.57
Repairs and Maintenance		
Building	2.34	2.55
Plant and Machinery	11.74	10.42
Others	10.46	9.71
Rates and Taxes	33.32	29.15
Insurance Expenses	15.85	17.50
Telephone Expenses	6.90	8.70
Corporate social responsibility expenditure (Refer note below)	8.71	-
Software and Computer Expenses	25.82	24.99
Legal and Professional Fees	97.69	93.68
Payments to Auditors (Refer note below)	2.50	2.50
Travelling and Conveyance Expenses	150.91	138.80
Housekeeping Expenses	9.03	7.59
Electricity Charges	3.76	2.66
Net loss on Disposal of Property, Plant and Equipment	0.06	-
Allowance for Doubtful Debts and Advances	(12.33)	5.90
Donation	1.68	0.77
Sundry Balance Written off	5.28	0.42
Miscellaneous Expenses	45.23	41.24
Total (B)	1,879.35	1,196.11
Total (A+B)	2,340.40	1,748.85

(a) Details of Payments to auditors

(Amount in INR Lakhs)

	Year ended March 31, 2025	Year ended March 31, 2024
As auditor		
Audit Fee	2.00	2.00
Tax Audit Fee	0.50	0.50
Total	2.50	2.50

(b) Corporate social responsibility expenditure

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Gross amount required to be spent by the company during the year.	8.71	NA
Amount approved by the Board to be spent during the year	8.71	NA
Amount spent during the year on*:		
(i) Construction/acquisition of any asset		NA
(ii) On purposes other than (i) above	8.71	
Total amount spent during the year	8.71	NA
Amount transferred to CSR Unspent A/C	-	NA
The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year	(0.00)	NA
The total of previous years' shortfall amounts	NA	NA
The reason for above shortfalls	NA	NA
Details of related party transactions	NA	NA
<u>Provision for CSR Expenses</u>		
Opening Balance	-	-
Add: Provision created during the period	8.71	-
Less: Provision utilised during the period	8.71	-
Closing Balance	(0.00)	-

The Company contributed ₹8.71 lakhs during the year ended March 31, 2025, under its Corporate Social Responsibility obligations. The amount was spent on supporting the Samarpan Multi Disability Rehabilitation Center at Kasturba Hospital, Dhule.

The project focuses on therapy, rehabilitation, and vocational training for children with multiple disabilities.

NITIRAJ ENGINEERS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
31. EARNINGS PER SHARE

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(a) Basic earnings per share	4.71	11.74
(b) Diluted earnings per share	4.71	11.74
(c) Reconciliations of earnings used in calculating earnings per share		
<i>Basic earnings per share</i>		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	483.10	1,203.55
<i>Diluted earnings per share</i>		
Profit from continuing operations attributable to the equity holders of the company	483.10	1,203.55
Adjustments for calculation of diluted earnings per share:	-	-
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	483.10	1,203.55
(d) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	1,02,51,000	1,02,51,000
Adjustments for calculation of diluted earnings per share:	-	-
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	1,02,51,000	1,02,51,000

NITIRAJ ENGINEERS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
32. EMPLOYEE BENEFIT OBLIGATIONS

(Amount in INR Lakhs)

	As at March 31, 2025			As at March 31, 2024		
	Current	Non Current	Total	Current	Non Current	Total
Leave obligations	0.15	1.23	1.38	0.07	1.27	1.34
Gratuity	50.72	70.06	120.78	38.49	71.45	109.94
Total Employee Benefit Obligation	50.87	71.29	122.16	38.56	72.72	111.28

(i) Leave Obligations

The leave obligations cover the company's liability for sick and earned leave.

(ii) Post Employment obligations
a) Gratuity

The company provides for gratuity for employees in india as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

The gratuity plan is an unfunded plan and the company makes contributions to recognised funds in India. The company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The significant actuarial assumptions were as follows:

	As at March 31, 2025	As at March 31, 2024
Discount rate	6.75%	7.25%
Expected return on plan assets	-	-
Salary growth rate	5.00%	5.00%
Normal retirement age	58 Years	58 Years

A quantitative sensitivity analysis for significant assumption is shown below:

Assumptions	Discount rate		Withdrawal rate		Salary growth rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	1% increase	1% decrease
March 31, 2025						
Impact on defined benefit obligation	(6.27)	7.31	0.71	(0.84)	7.36	(6.43)
% Impact	-5.19%	6.05%	0.59%	-0.70%	6.10%	-5.32%
March 31, 2024						
Impact on defined benefit obligation	(5.75)	6.62	0.86	(0.99)	6.70	(5.91)
% Impact	-5.23%	6.02%	0.78%	-0.90%	6.09%	-5.38%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined beenfit obligation as a result of reasonable changes in key assumptions occuring at the end of the reporting period.

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

The following payments are expected contributions to the defined benefit plan in future years:

(Amount in INR Lakhs)

	March 31, 2025	March 31, 2024
Within the next 12 months	50.72	38.49
Between 2 and 5 years	22.35	22.70
Beyond 5 years	47.71	48.75
Total expected payments	120.78	109.94

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
33. COMMITMENTS AND CONTINGENCIES
(Amount in INR Lakhs)
A. Commitments

The company does not have any commitments as at March 31, 2025, March 31, 2024.

(Amount in INR Lakhs)
B. Contingent Liabilities

The Company has submitted Bank Guarantees in favour of various Government and Semi-Government authorities against specific performance obligations and due performance of contracts. The outstanding amount of such guarantees is ₹ 238.05 lakhs as on 31st March 2025.

34. Leases
Nature of the lease transaction:

The Company has taken various office buildings on lease with lease term ranging from 11 Months to 6 years. Some lease contract can be renewed with mutual consent and some lease contract also contains the termination options. Such options are appropriately considered in determination of the lease term based on the management's judgement.

Refer Note 4 for details relating to Right of Use Assets.

The following is the movement in lease liabilities during the year:

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening Balance	23.25	20.57
Add: Additions during the year	2.29	23.24
Add: Interest Expenses	1.48	2.16
Less: Payments	(11.15)	(14.80)
Less: Cancellation	(13.58)	(7.92)
Closing Balance	2.30	23.25
Non-current	2.12	11.71
Current	0.18	11.55

Amounts recognised in profit or loss
(Amount in INR Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Expenses relating to short-term leases	23.97	20.57

Amounts recognised in statement of cash flows
(Amount in INR Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Total cash outflow for leases	11.15	14.80

Maturity Analysis of lease liabilities (undiscounted cashflows):
(Amount in INR Lakhs)

Particulars	March 31, 2025	March 31, 2024
Less than 12 Months	0.20	13.22
More than 12 Months	6.25	12.34
Total	6.44	25.56

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35. RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Nature of Relationship	Name of Related Party	Country of Incorporation
List of related parties :		
Entities over which the Promoter or relatives of Key Managerial Personnel (KMP) have significant influence:	Hyper Drive Information Technologies Private Limited	India
Key Management Personnel	Rajesh Raghunath Bhatwal (Chairman & Managing Director) Shakuntala Rajesh Bhatwal (Whole Time Director & Women Director) Hung Sin Chung Huanyi (Whole Time Director) Gajendra Sharadchandra Deshmukh (Whole Time Director) from 5 Feb 24 Pranit Anil Bangad (Non Executive Independent Director) Deepam Pradeep Shah (Non Executive Independent Director) Pradeep Chandrakant Shah (Non Executive Independent Director) Anil Bangad (Non Executive Independent Director) Kailas Madanlal Agrawal (Chief Financial Officer) Upto 4 Jun 24 Ashishkumar Gopalkrushna Sharma (Chief Financial Officer) from 18 Jun 24 Deepika Amit Dalmiya (Company Secretary & Compliance Officer)	
Relatives of Key Management Personnel	Prachi Rajesh Bhatwal	

(ii) Transactions with related parties

The following transactions occurred with related parties

Name	Nature of Transaction	Year ended March 31, 2025	Year ended March 31, 2024
Rajesh Raghunath Bhatwal	Remuneration	24.00	24.00
	Bonus	0.05	0.05
	Professional fees	19.00	19.00
Shakuntala Rajesh Bhatwal	Remuneration	4.80	4.80
	Bonus	0.05	0.05
	Professional fees	19.00	19.00
Yi Hung Sin	Remuneration	8.70	7.65
	Bonus	0.05	0.05
	Professional fees	4.80	4.80
Gajendra Sharadchandra Deshmukh (from 5 Feb 2024)	Remuneration	8.84	3.49
	Bonus	0.05	0.01
	Incentives	21.78	
Kailas Madanlal Agrawal (Up to 4 June 2024)	Remuneration	1.10	6.43
	Loan given	-	0.32
	Loan repayment received	0.95	3.32
	Bonus	0.01	0.05
Ashishkumar Gopalkrushna Sharma (from 18 June 2024)	Remuneration	5.53	-
	Bonus	0.04	-
Deepika Amit Dalmiya	Remuneration	3.03	3.03
	Bonus	0.05	0.05
Prachi Rajesh Bhatwal	Remuneration	9.33	6.96
	Bonus	6.70	0.05
Hyper Drive Information Technologies Private Limited	Rent income	-	0.15
		-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(iii) Outstanding balances arising from sales/purchases of goods and services

Name	Nature of Transaction	Year ended March 31, 2025	Year ended March 31, 2024
Trade Receivables			
Hyper Drive Information Technologies Private Limited	Rent income	0.06	0.06

(iv) Key management personnel compensation

	Year ended March 31, 2025	Year ended March 31, 2024
Post-employment benefits	4.99	2.17
Total	4.99	2.17

(v) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables and payables. For the year ended March 31, 2025 & March 31, 2024, the company has not recorded any impairment of receivables relating to amount owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

36. SEGMENT REPORTING

An operating segment is one whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance. The Company is engaged in manufacturing and selling of electronic equipments which constitute a single reportable segment in the context of Ind AS 108 on "Segment reporting".

A. Information about geographical areas**Revenue from external customers**

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below:

	Year ended March 31, 2025	Year ended March 31, 2024
India	7,632.63	10,014.71
Outside India	19.09	28.90
Total	7,651.72	10,043.61

For the financial year 2024-25, revenue from one customer amounted to ₹2,502.08 lakhs, contributing more than 10% of the total revenue for the year.

In the financial year 2023-24, revenue from two customers amounted to ₹4,934.72 lakhs, with each contributing more than 10% of the total revenue for that period.

37. FAIR VALUE MEASUREMENTS**i. Financial Instruments by Category**

(Amount in INR Lakhs)

Particulars	Carrying Amount		Fair Value	
	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2025	Year ended March 31, 2024
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables	675.56	1,279.24	675.56	1,279.24
Loans	18.38	16.80	18.38	16.80
Cash and Cash Equivalents	204.99	212.51	204.99	212.51
Other Bank Balances	85.20	75.38	85.20	75.38
Other Financial Assets	84.58	77.35	84.58	77.35
Investment in Government Securities	1.04	1.04	1.04	1.04
FVTPL				
Investment in Equity Instruments	0.07	0.07	0.07	0.07
Investment in Mutual Fund	1,717.17	1,074.28	1,717.17	1,074.28
Investment in Gold	77.23	58.87	77.23	58.87
FVTOCI				
Investment in Equity Instruments	76.62	95.68	76.62	95.68
Total	2,940.83	2,891.23	2,940.83	2,891.23

FINANCIAL LIABILITIES				
Amortised cost				
Borrowings	-	-	-	-
Lease liabilities	2.30	23.26	2.30	23.26
Trade Payables	205.91	262.84	205.91	262.84
Other financial liabilities	167.90	137.06	167.90	137.06
Total	376.11	423.16	376.11	423.16

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, security deposit and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

ii. Fair Value Hierarchy**Assets and liabilities measured at fair value**

Assets and liabilities measured at fair value		As at March 31, 2025			Total	As at March 31, 2024			Total
		Fair value measurement using				Fair value measurement using			
		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Particulars									
Financial Assets									
Financial Investments at FVTPL									
Unquoted equity shares	-	-	0.07	0.07	-	-	-	0.07	0.07
Investment in Mutual Fund	1,717.17	-	-	1,717.17	1,074.28	-	-	-	1,074.28
Gold	77.23	-	-	77.23	58.87	-	-	-	58.87
Financial Investments at FVTOCI									
Unquoted equity shares	-	-	76.62	76.62	-	-	-	95.68	95.68
Total Financial Assets	1,794.40	-	76.69	1,871.09	1,133.15	-	-	95.75	1,228.90

There have been no transfers among Level 1, Level 2 and Level 3 during the period

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

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- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

38. FINANCIAL RISK MANAGEMENT

The Company has a well-defined risk management framework. The Board of Directors of the Company has adopted a Risk Management Policy. The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

(i) Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss to the company. The potential activities where credit risks may arise include from cash and cash equivalents, derivative financial instruments and security deposits or other deposits and principally from credit exposures to customers relating to outstanding receivables. The maximum credit exposure associated with financial assets is equal to the carrying amount. Details of the credit risk specific to the company along with relevant mitigation procedures adopted have been enumerated below:

Trade and other receivables

The Company's exposure to credit Risk is the exposure that Company has on account of services rendered to a contractual counterparty or counterparties, whether with collateral or otherwise for which the contracted consideration is yet to be received. The Company's customer base are Industrial and Commercial.

Services are generally subject to security deposit and/or bank guarantee clauses to ensure that in the event of non payment the company's receivables are not affected. The Company provides for allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix.

Refer note 9 for ageing of trade receivables.

The above receivables which are past due but not impaired are assessed on case-to-case basis. The instances pertain to third party customers which have a proven creditworthiness record. Management is of the view that these financial assets are not impaired as there has not been any adverse change in credit quality and are envisaged as recoverable based on the historical payment behavior and extensive analysis of customer credit risk, including underlying customers' credit ratings, if they are available. Consequently, no additional provision has been created on account of expected credit loss on the receivables. There are no other classes of financial assets that are past due but not impaired. The provision for impairment of trade receivables, movement of which has been provided below, is not significant / material. The concentration of credit risk is limited due to fact that the customer base is large and unrelated.

Movements in Provision for Doubtful Allowance:

(Amount in INR Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	26.11	12.25
Movements in allowance:		
Additional provision	(12.33)	13.86
Closing balance	13.78	26.11

Other financial assets

Other financial assets includes loan to employees, security deposits, investments, cash and cash equivalents, other bank balance, derivative asset, advances to employees etc.

- Cash and cash equivalents and Bank deposits are placed with banks having good reputation and past track record with adequate credit rating.
- Investments are made in credit worthy companies.
- Company has given security deposit to various purposes and management believes that the Company does not have exposure to any credit risk.
- Loan and advances to employees are majorly secured against the salary and hence the Company does not have exposure to any credit risk.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. The Company's financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company has practiced financial diligence and syndicated adequate liquidity in all business scenarios.

Further, the Company has also tied-up additional sources of liquidity to meet the liabilities during the respective annual years which has ensured that the Company has a clean track record with no adverse events pertaining to liquidity risk.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(Amount in INR Lakhs)

As at March 31, 2025	Carrying	Contractual maturities		
		Total	Less than 12 months	More than 12 months
Non-derivative financial liabilities				
Non current lease liabilities	2.12	6.25	-	6.25
Current lease liabilities	0.18	0.20	0.20	-
Current financial liabilities	167.90	167.90	167.90	-
Deposit payable	8.06	6.70	6.70	-
Trade payables	205.91	205.91	205.91	-
Total	384.17	386.95	380.70	6.25

As at March 31, 2024	Carrying	Contractual maturities		
		Total	Less than 12 months	More than 12 months
Non-derivative financial liabilities				
Non current lease liabilities	11.71	12.34	-	12.34
Current lease liabilities	11.55	13.22	13.22	-
Current financial liabilities	137.06	137.06	137.06	-
Deposit payable	6.70	6.70	6.70	-
Trade payables	262.84	262.84	262.84	-
Total	429.85	432.16	419.82	12.34

(iv) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments.

Currency risk

The functional currency of the Company is Indian Rupees. The Company do not have derivative financial instruments. The Company is not exposed to foreign currency risk.

Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates. The company is not materially exposed to interest rate risk.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**39. CAPITAL MANAGEMENT**

The Company defines capital as total equity including issued equity capital, share premium and all other equity reserves attributable to equity holders of the Company (which is the Company's net asset value). The primary objective of the Company's financial framework is to support the pursuit of value growth for shareholders, while ensuring a secure financial base.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total interest-bearing loans and borrowings less cash and bank balances. Total equity comprises all components of equity.

Refer Note No. 46 for information on ratios

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
40. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

(Amount in INR Lakhs)

Particulars	March 31, 2025	March 31, 2024
Principal amount due to suppliers under MSMED Act, 2006*	10.84	29.58
Interest accrued and due to suppliers under MSMED Act, on the above	-	-
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest paid to suppliers under MSMED Act, (other than Section 16)	-	-
Interest paid to suppliers under MSMED Act, (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number/ Udyog Aadhar/ Udyam as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2025 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 ('The MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier.

41. OTHER REGULATORY DISCLOSURES

- The Company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- The Company do not have any transactions with companies struck off.
- The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
- The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

40. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

- The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017

- The Company does not have any Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

42 . As at the balance sheet date, the Company has reviewed the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss has been provided.

43. Amount due for credit to Investor Education and Protection Fund is NIL (Previous year NIL).

44. In the opinion of management, any of the assets other than property, plant and equipment and non-current investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

45. Utilization of money raised through Initial Public Offer

(Amount in INR Lakhs)

Particulars	Utilisation planned as per prospectus	Balance Amount to be utilized as on 31st March, 2023	Utilisation of IPO proceeds During the FY 2023-2024	Balance Amount to be utilized as on 31st March, 2024	Utilisation of IPO proceeds During the FY 2024-2025	Balance Amount to be utilized as on 31st March, 2025
Development of new products	525.00	-	-	-	-	-
Setting up manufacturing Unit for the existing and new range of products	575.00	-	-	-	-	-
Expansion of Marketing Network and Brand building	500.00	30.93	30.93	-	-	-
General Corporate Purposes	500.00	-	-	-	-	-
Issue Expenses	100.80	22.92	-	22.92	-	22.92
Total	2,200.80	53.85	30.93	22.92	-	22.92

46. RATIO ANALYSIS

Particulars	Numerator	Denominator	Current Period F.Y. 2024-25	Previous Period F.Y. 2023-24	% of variance	Explanation for change in the ratio by more than 25%
Current Ratio (times)	Current Assets	Current Liabilities	6.26	5.54	12.96	
Debt-Equity Ratio (times)	Debt consists of borrowings and lease liabilities	Total Equity	0.00	0.00	(90.49)	The change in the debt-equity ratio is due to the repayment of borrowings, which significantly reduced the total debt relative to shareholder equity.
Debt Service Coverage Ratio (times)	Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.	Interest + Lease Payments + Principal Repayments	27.59	71.57	(61.44)	The variation in the debt service coverage ratio is primarily on account of a moderation in profit after tax during the year. This has resulted in a relatively lower cash accrual available for servicing debt obligations, compared to the previous year.
Net Profit Ratio (%)	Profit after tax	Revenue from operations	6.31	11.98	(47.31)	The change in the net profit ratio is due to a decrease in revenue from operations and profit after tax during the year.
Return on Equity Ratio (%)	Profit after tax	Average Total Equity	5.95	16.35	(63.62)	The change in the return on equity ratio is due to a decrease in profit after tax during the year.
Return on Capital employed (%)	Profit before tax and finance cost	Total Equity + Debt consists of borrowings and lease liabilities + Deferred Tax Liabilities - Deferred tax assets	8.24	20.06	(58.93)	The change in the return on capital employed ratio is due to a decrease in profit after tax during the year.

46. RATIO ANALYSIS

Particulars	Numerator	Denominator	Current Period F.Y. 2024-25	Previous Period F.Y. 2023-24	% of variance	Explanation for change in the ratio by more than 25%
Return on Investment (%) - Deposits	Income generated from deposits	Average invested funds in Intercompany and other deposits	4.15	3.50	18.42	
Trade Receivables turnover ratio (times)	Revenue from operations	Average Trade Receivables	7.83	10.40	(24.73)	
Inventory turnover ratio (times)	Revenue from operations	Average Inventory	4.45	4.89	(9.00)	
Trade payables turnover ratio (times)	Operating and other expenses	Average Trade Payables	28.30	30.70	(7.83)	
Net capital turnover ratio (times)	Revenue from operations	Working Capital = Current assets - current liabilities	1.90	2.57	(26.16)	The change in the net capital turnover ratio is due to a decrease in revenue from operations during the year, while working capital remained at a comparable level.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
47. RECENT ACCOUNTING PRONOUNCEMENT

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

48. Previous year figures have been regrouped/ rearranged, wherever considered necessary to confirm to current year's classification

As per our report of even date
For SHARP AARTH & CO. LLP

Chartered Accountants

F.R.No. 132748W / W100823

For and on behalf of the board of directors of Nitiraj Engineers Limited
Harshal Jethale

Partner

Membership No.: 141162

UDIN : 25141162BMICTS2175

Rajesh R. Bhatwal

Managing Director

Din No.00547575

Shakuntala R. Bhatwal

Director

Din No.01953906

Mumbai

Date: May 29, 2025

Ashishkumar G. Sharma

Chief Financial Officer

Deepika A. Dalmiya

Company Secretary

Membership No. A58029

Thank You

Because, we're here to help

Get in touch with us.



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