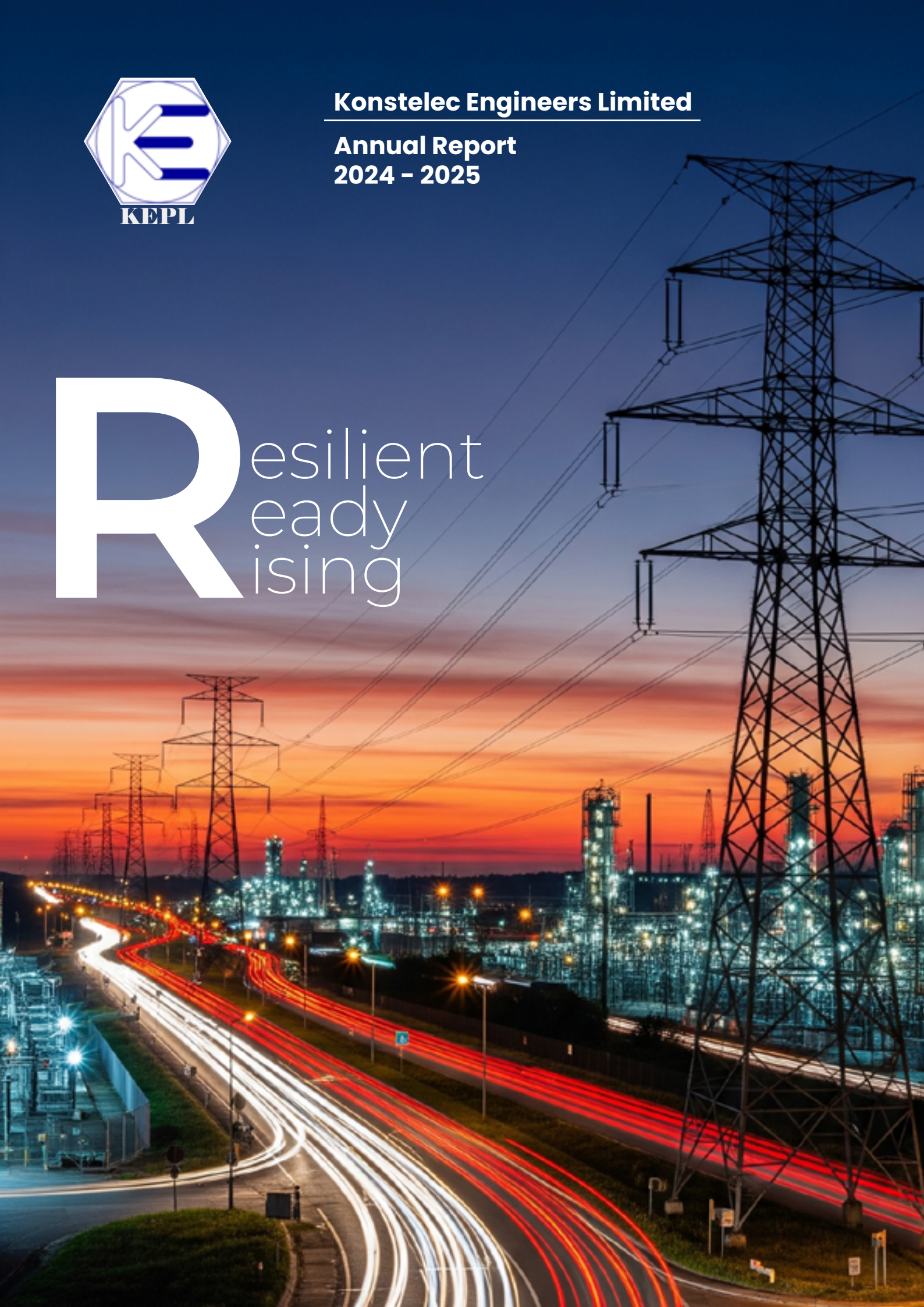




Konstelec Engineers Limited

**Annual Report
2024 – 2025**

Resilient
ready
rising





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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Biharilal Ravilal Shah
Chairman cum Managing Director

Mr. Amish Biharilal Shah
Wholetime Director

Mr. Jigar Dhiresh Shah
Wholetime Director & CEO

Ms. Manisha Abhay Lalan
Independent Director

Mr. Ranjan Mathur
Independent Director

Mrs. Amita Sachin Karia
Independent Director

KMP OTHER THAN DIRECTORS

CA Hardik Maheshbhai Sarvaiya
Chief Financial Officer (CFO)
(w.e.f. 14th October 2024)

Mrs. Molly Antony
Chief Financial Officer (CFO)
(Upto 14th October 2024)

Ms. Shatabdi Sudam Salve
Company Secretary & Compliance Officer

BANKERS

Bank of Baroda
HDFC Bank
ICICI Bank
Yes Bank

SECRETARIAL AUDITOR

M/s. K. C. Suthar & Co.,
Practicing Company Secretary

STATUTORY AUDITOR

M/s Shah P M and Associates
Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

M/s. Skyline Financial Services Private Limited,
D-153A, First Floor Okhla
Industrial Area, Phase-I, New
Delhi- 110020, Delhi, India.

CIN: L45203MH1995PLC095011

REGISTERED OFFICE

Gr 001-007, A Wing, Skyline Epitome, Kiroli
Road, Near Jolly Gymkhana, Vidyavihar
(West), Mumbai- 400086, Maharashtra,
India

WEBSITE: <https://konstelec.com/>

E-MAIL: compliance@konstelec.com

NAME OF THE STOCK EXCHANGE

NATIONAL STOCK EXCHANGE OF INDIA LIMITED
("NSE EMERGE")
SYMBOL: KONSTELEC

Boundless Resilience. Uniting Grids. Building the Future. ⚡

In a world where constant disruption has become the new status quo, Konstelec Engineers Limited stands as a pillar of strength—**resilient** against headwinds, **ready** for every opportunity, and **rising** to meet the promise of progress in every market we enter.

The past year has been a period of transformative expansion and bold vision. We have confidently crossed new frontiers, establishing a robust presence in Africa and the Middle East, and advancing into dynamic, high-growth sectors such as Transmission & Distribution. Each milestone marks not just geographic expansion, but a steadfast commitment to unlocking value wherever we operate.

Forging Enduring Connections

Every project we undertake – whether within India’s bustling industrial corridors or in the rapidly emerging markets overseas – reflects our unwavering promise: **to deliver lasting value at every intersection of infrastructure and innovation.** By integrating deep engineering expertise, advanced technology, and a clear sense of purpose, Konstelec is not just constructing infrastructure – we are building the backbone of industries and communities, empowering progress for generations to come.



Leading Transformation Across a Shifting Industry Landscape



India is on an accelerated path to economic prominence, powered by unprecedented infrastructure investments, progressive policy reforms, and a thriving digital and manufacturing ecosystem. The government's historic commitment to public capital expenditure - **over ₹11.5 lakh crore** this year alone - is catalysing sustained growth across vital sectors, including logistics, smart cities, and high-tech manufacturing. National missions like **"Make in India"** and **"Atmanirbhar Bharat"** are further fuelling resilient, long-term demand for cutting-edge EPC solutions.

The power, electrical, and automation sectors—cornerstones of India's growth—are witnessing rapid transformation. The surge in renewable energy, modernized grids, and industrial automation is redefining what is possible, and the Power EPC market is on course for explosive growth, with projections of a **22.7% CAGR to reach \$84 billion by 2031**. Supporting industries such as oil & gas, manufacturing, and data centers are intensifying their need for agile, technologically advanced EPC partners like Konstelec.

Seizing Global Opportunities, Setting New Standards



Globally, opportunity is shifting toward emerging economies—regions demanding not just scale, but also agility, innovation, and sustainability. As companies worldwide seek EPC partners with **proven financial discipline**, advanced digital capabilities, and a resolute commitment to responsible growth, Konstelec is perfectly positioned to lead.

For us, these shifts are more than market trends—they are the bedrock upon which we construct enduring value. Our approach combines operational

excellence, sustainable practices, and cutting-edge digital solutions, enabling us to deliver projects that don't just meet today's needs, but anticipate tomorrow's challenges. **As architects of a connected, sustainable future**, we invite all stakeholders—clients, partners, communities, and talent—to **rise with us**. Together, across every border and sector, we can build a world where infrastructure is not just strong and smart, but truly enduring. Konstelec Engineers Limited: **Boundless Resilience. United Power. Unstoppable Progress.**



**Ready to shape tomorrow –
wherever opportunity rises.**

ABOUT THE REPORT

Board's Welcome Address

A warm welcome to the Integrated Annual Report of Konstelec Engineers Limited for FY 2024-25.

We renew our commitment to advancing India's infrastructure through engineering excellence and continuous innovation in Electrical, Instrumentation, and Automation projects.

At Konstelec, we foster a culture of optimism, resilience, and forward-thinking, empowering our people and partners to address complex challenges.

We remain steadfast in our dedication to corporate responsibility, sustainable growth, robust governance, integrity, and transparent business practices.

Purpose and Scope of Report

This report presents a comprehensive overview of both financial and non-financial performance for FY2024-25.

It offers meaningful insights into strategic initiatives, governance frameworks, stakeholder engagement, risk management, operational strategies, and future outlook.

The report reflects a collaborative approach among all functions, ensuring the adequacy, integrity, and completeness of disclosures for FY2024-25.

About the Report

This is another milestone in our journey towards integrated reporting, encompassing detailed Sustainability Reporting (in accordance with GRI standards), and our alignment with global best practices.

We reference the United Nations Sustainable Development Goals (UN SDGs), having identified those most relevant to our industry. Our operations are strategically designed to support these global objectives, particularly in responsible energy, community welfare, and environmental stewardship.

Reporting Period

This Report covers consolidated and standalone financial information from April 1, 2024 to March 31, 2025.

Key Performance Indicators are presented as of March 31, 2025 while Board of Directors, Management Team, and major project details are current as of July 31, 2025.

Reporting Principles and Framework

Guidelines and Standards

- The Companies Act, 2013
- Indian Accounting Standards
- Securities and Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements, 2015
- National Guidelines on Responsible Business Conduct (NGRBC)
- Secretarial Standards (Institute of Company Secretaries of India)
- Integrated Reporting <IR> (International Integrated Reporting Council)
- Global Reporting Initiative (GRI)
- United Nations Sustainable Development Goals (UN SDGs)

Scope and Boundary

This report spans both financial/statutory reporting and non-financial elements, covering operational performance, business strategies, risk identification, materiality assessment, and sustainability initiatives.

Disclosures extend to all major strategic drivers of stakeholder value creation, and encompass consolidated operations across our project portfolio in India and internationally.

Precautionary Approach

Konstelec Engineers Limited remains committed to responsible risk management and to fostering positive impacts on all stakeholders while proactively mitigating potential adverse effects on the environment, society, and our industry.

We maintain continual monitoring and

assessment of our operational impacts to strengthen our sustainability and resilience.

Contact

For queries related to this report:
investors@konstelec.com

Disclaimer

This report is intended for informational purposes only and does not constitute an offer, solicitation, or investment advice.

All forward-looking statements are based on specific assumptions and are subject to business, economic, and regulatory uncertainties.

The company bears no obligation to update any forward-looking statements and does not guarantee the completeness or accuracy of the information provided. Readers are encouraged to use discretion in relying on the information herein.



Chairman & Managing Director's Statement

**“Resilient. Ready. Rising
Across Borders and Sectors**



**Dear Esteemed
Stakeholders,**

Warm greetings to all our
valued partners, clients,
and members of the
Konstelec family.

As I reflect on the past year, I am filled with immense pride - not only for what we have achieved but also for the resilience and determination we have collectively demonstrated. This year at Konstelec Engineers Limited has truly embodied our core mantra: **Resilient. Ready. Rising Across Borders and Sectors.**

The financial year FY24-25 presented us with unprecedented challenges. We faced headwinds from project disruptions caused by external dependencies, delays in regulatory and client approvals, and the absence of escalation clauses in key PSU contracts. These factors led to margin pressures and temporary setbacks, including postponements, cancellations, and cost overruns that we had to absorb. Additionally, many projects nearing completion saw stretched timelines and increased input costs, further compressing

margins. This reality reflects the complexities of the current EPC landscape and tested our operational strength.

Nonetheless, our foundation has never been stronger. The challenges of the past year have galvanized us to respond proactively and strategically:

- We strengthened our operational systems and controls to enhance discipline and execution efficiency.
- Our leadership team has grown deeper, sharpening our focus on delivering excellence.
- We secured a robust order book exceeding ₹720 crore, including ₹231 crore in fresh orders, reflecting strong market confidence.
- A landmark entry into the Transmission & Distribution sector, notably through the prestigious AVVNL contract, is expanding

our footprint and aligning us with India's critical infrastructure priorities.

- Internationally, our joint venture in Saudi Arabia and new contracts in Central Africa mark significant strides in global growth aligned with Vision 2030 and emerging market opportunities.

Landmark Project Deliveries and ESG Commitment

Throughout FY24-25, we successfully delivered landmark projects across a wide spectrum of sectors including refineries, steel, mining, construction, fertilizers, ports, healthcare, and chemicals. Our commitment to prudent financial management was unwavering even amid operational challenges. We also deepened our Environmental, Social, and Governance (ESG) initiatives, reinforcing our focus on safety, sustainability, and meaningful community engagement, which remain integral to our long-term value creation.

Confident Outlook with Project Progress and New Contracts

Looking ahead to FY25-26, we maintain a confidently positive outlook. Projects that encountered early disruptions are now progressing rapidly toward completion, which will release locked-in margins and improve profitability. Additionally, we have secured new high-value contracts in power, renewables, and automation sectors, which are steadily moving into execution. Enhanced operational efficiencies combined with strategic procurement management underpin our ability to maximize returns from these projects.

Diversified Portfolio and Growth through International Expansion

Our diversified portfolio, complemented by expansion into international markets, positions Konstelec for sustainable growth. We are actively developing new footprints in high-growth and future-oriented sectors such as renewables, grid modernization, advanced automation, water treatment, railway infrastructure, and data centers. These sectors not only offer vast potential but

also align with global trends toward energy transition and smart infrastructure.

Strategic Focus on Transmission & Distribution (T&D) Sector

A key pillar of our growth strategy is our focused expansion into the Transmission & Distribution sector, a critical component of India's infrastructure development and energy security plans. Our landmark contract with Ajmer Vidyut Vitaran Nigam Limited (AVVNL) underscores our capabilities to execute complex T&D projects that modernize and enhance power distribution networks.

T&D projects are central to the integration of renewable energy sources, improvement of grid reliability, and reduction of losses in electricity transmission — all vital to India's ambitious climate and electrification goals. Konstelec is leveraging its technical expertise and project management excellence to provide end-to-end solutions spanning substation works, installation of distribution transformers, automation, and smart metering infrastructure. This sector also offers recurring revenue streams through maintenance and upgradation contracts, strengthening our long-term financial stability.

Resilience as a Core Strength and Commitment to Stakeholders

At Konstelec, resilience is our hallmark. It empowers us not just to overcome challenges but to emerge stronger and more agile. Our strategic initiatives, robust order book, and operational improvements position us to capitalize on evolving industry trends and create sustained value. On behalf of the entire Konstelec family, I extend heartfelt thanks to our stakeholders for their unwavering trust and partnership. Together, we advance progress, unlock new opportunities, and build a brighter, more sustainable future across borders and sectors.

Warm regards,
Biharilal Shah
Chairman & Managing Director

Company Overview

Konstelec Engineers Limited was founded in 1995 with a vision of meeting every challenge head-on-**engineered to deliver resilient, future-ready infrastructure for a fast-evolving India.** Guided by a philosophy of continual advancement, we have grown from a design engineering company to one of India's most trusted names for integrated **EPC (Engineering, Procurement, and Construction/Commissioning) solutions in electrical, instrumentation,**

and automation systems.

With a project portfolio spanning over **200 major assignments** for prestigious clientele - including Reliance Industries Limited, Engineers India Limited, JSW Steel, Indian Oil, BPCL, ISRO, and international leaders such as Dangote Industries - we have proven our ability to deliver even the most complex and integrated projects.



The year FY 2024-25 was marked by major breakthroughs.

- We made a strategic foray into the **Transmission & Distribution sector**, broadening our solutions portfolio to match India's infrastructure acceleration.
- We diversified geographically, establishing a strong foothold in **Central Africa (Cameroon)**, while aligning with visionary initiatives such as Saudi Arabia's Vision 2030.
- Our order book now **exceeds ₹ 720 crore as of July, 2025** underpinned by a pipeline of over 50 active major projects in different stages of execution- testament to our enduring client relationships and execution capability.

Our evolution rests on a **robust, multi-generational team** of over 120 engineers and 250+ skilled technicians—professionals who embody our high-performance culture and client-centric approach, ensuring every project delivers reliable, sustainable value.

Key Facts



We do more than build infrastructure - we connect ambition, technology, and community, ensuring every system we deliver serves as a foundation for progress, innovation, and inclusion.



VISION

To establish global leadership in the EPC industry by delivering innovative and high-quality solutions in Electrical, Instrumentation, and Automation systems.



MISSION

To provide safe, reliable, and innovative solutions in the EPC industry, consistently exceeding customer expectations. To foster a secure and supportive work environment for employees. To prioritize client satisfaction throughout project execution while ensuring exceptional value creation.



VALUES

We build trust and integrity through transparency and accountability. Through teamwork, we harness collective strength to achieve shared goals. Our commitment to customer satisfaction drives everything we do. We ensure quality and reliability in every product and service we deliver.

Milestones



2005

Expanded operations to Nigeria with the Dangote Group.



2012

Incorporated the company in Nigeria.



2016

Second-generation leader Mr. Jigar Shah joined as Project Head.



1997–2002

Began operations with Reliance in Jamnagar (1997) and JSW in Bellary (2002). Secured first ₹1 crore project from Macon Limited (FY 2002–03).



2007

Second-generation leader Mr. Amish Shah joined as Marketing Head.



2013 - 14

Successfully executed HPCL's multi-location (27 locations) electrical construction project under M.B. Lal Committee.



2025

Entered Transmission & Distribution sector with ₹25 Cr government contract.



2023 - 24

Reached a turnover milestone of ₹200 crore (FY 2023–24).



2021

Continued growth and operational expansion across projects.



2024

AMNS (ArcelorMittal Nippon Steel Limited) secured a major work order in Hazira. Talchar Fertilizer Limited onboarded on a major project. NALCO awarded new contracts for instrumentation and electrical work.



2022 - 23

Achieved a turnover milestone of ₹150 crore (FY 2022–23).



2019 - 20

Achieved a turnover milestone of ₹100 crore (FY 2019–20).

SERVICE AREAS

Engineering Design

As a leading provider of engineering design services, we specialize in translating concepts into reality. Our expert team combines creativity with technical expertise to deliver tailored solutions that meet and exceed the unique needs of our clients. At Konstelec, we are committed to turning visions into well-engineered designs, ensuring the success and efficiency of your projects. Explore the possibilities with us, where every design is a masterpiece of innovation.

Engineering Project

We seamlessly integrate engineering, procurement, fabrication, material management, and onshore construction or offshore installation to deliver safe, well-managed, and cost-effective projects that meet client requirements. Our services span the full project lifecycle, including conceptual design, feasibility and economic studies, process and FEED engineering, detailed and project engineering, modularization, construction and installation engineering, commissioning, and start-up. Leveraging advanced engineering tools and efficient processes, we develop schedules, allocate resources, track costs, monitor progress, and generate detailed reports, enabling us to consistently deliver projects on time and within budget. Additionally, we provide specialized engineering studies and innovative solutions to address complex challenges and create value for our clients.

Procurement

Our dedicated team ensures seamless procurement processes, optimizing cost-efficiency and quality. From vendor selection to contract negotiation, we're here to streamline your procurement journey. Experience the ease and reliability of procurement with us, where excellence is our standard.



Operation Maintenance

We specialize in optimizing processes, enhancing productivity, and ensuring seamless workflow management. From strategic planning to execution, our professional team is committed to delivering tailored solutions that drive success for your business. Experience operational excellence with Konstelec, where your efficiency is our priority.

Project Management

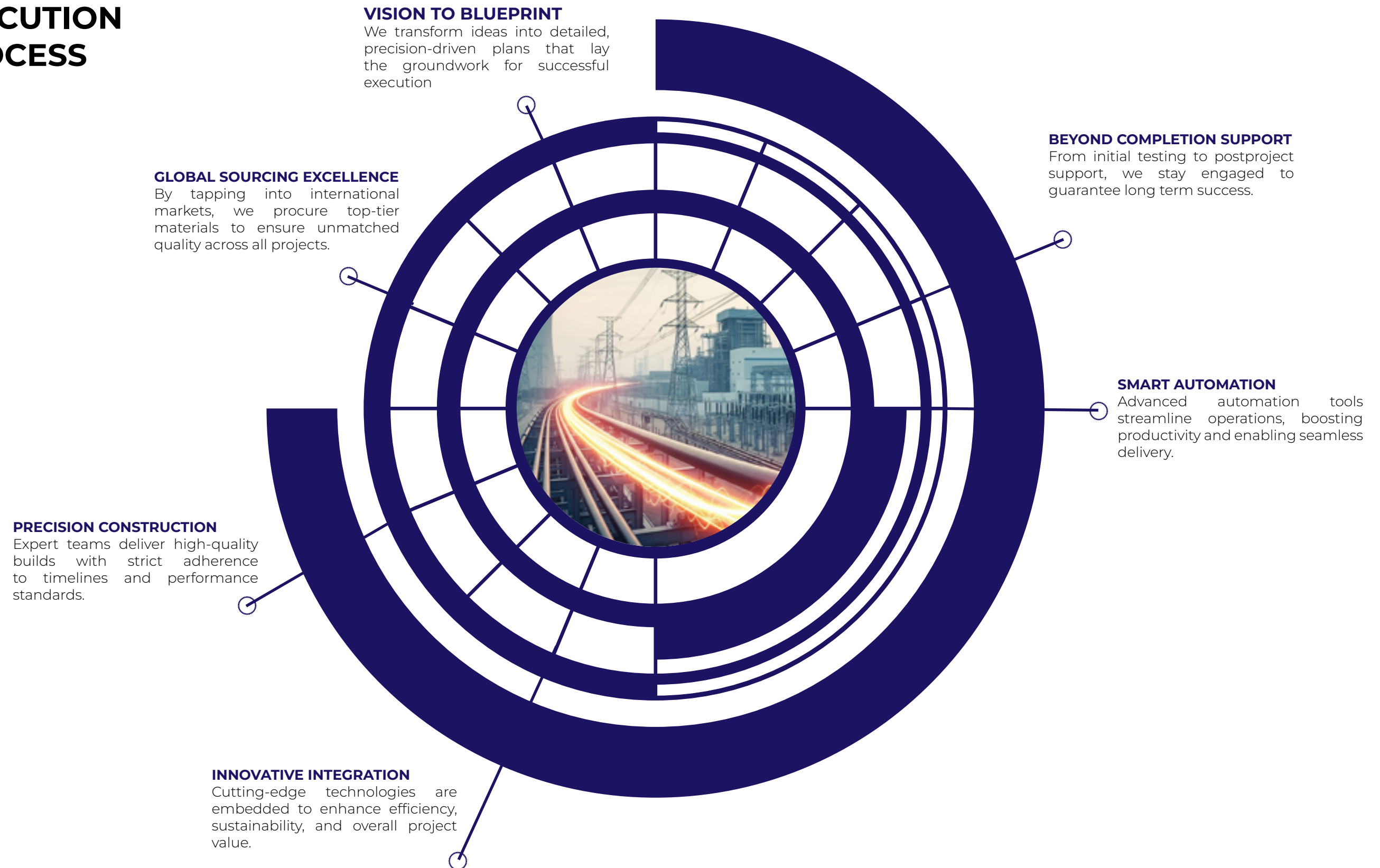
Handling large-scale projects involves navigating through intricacies and interdependencies across vendors, systems, processes, and approvals. Successfully managing such projects demands a significant level of project management expertise and process maturity. At Konstelec, we harness our wealth of experience and knowledge, employing advanced project planning tools, frameworks, and software to meticulously craft detailed, phase-wise project plans.

Construction Commissioning

Drawing on its two decades of expertise and insight, Konstelec provides comprehensive tactical and practical guidance to ensure the success of the endeavour. We specialise in providing top-tier construction and commissioning services. Our dedicated team brings expertise and efficiency to every phase of the construction process, ensuring projects are delivered with precision and on schedule.



OUR PROJECT EXECUTION PROCESS



Competitive Advantages



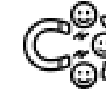
Project Transparency

A balanced mix of government tenders and direct client awards ensures clarity, accountability, and precision in financial reporting.



Seamless EPC Integration

We own every step - engineering, procurement, commissioning - ensuring efficiency, quality, and single-point responsibility from concept to commissioning.



Client Recurrence & Reputation

Enduring partnerships with leading firms drive repeat business and new avenues of growth year after year.



Quality & Compliance

Adherence to ISO 9001:2015 standards, best-in-class QHSE (Quality, Health, Safety, Environment), and industry-leading process controls.



Skilled Talent Pipeline

Our people are our edge: 120+ certified engineers and 250+ trained technicians, with a focus on continuous upskilling and meritocracy.



Technological Leadership

With advanced in-house design capabilities and a culture of continuous upgrades, we stay at the forefront of tech innovation, responding quickly to client and sector demands.



Sustainability at Core

Every project is delivered with an ethos of community benefit, environmental stewardship, and stakeholder value creation.



Strategic Expansion: Incorporation of Saudi JV Entity

Konstelec Engineers Limited is pleased to announce the incorporation of its Foreign Joint Venture entity, Degat Alebtikar Co. Ltd (Precision Innovation Co. Ltd) a Limited Liability Company established in the Kingdom of Saudi Arabia.

This strategic move marks a significant step in our regional expansion efforts, aimed at tapping into the vast market potential of Saudi Arabia's EPC sector. The JV formation aligns with our broader vision of leveraging the transformative opportunities emerging under Vision 2030, particularly across infrastructure, energy, and industrial development.

This milestone further solidifies Konstelec's commitment to building a strong local presence and delivering high-impact engineering solutions within the Kingdom.

Strategic Expansion: INTO TRANSMISSION & DISTRIBUTION SECTOR

The Company expressed a strategic intent to expand its presence in the Transmission & Distribution sector.

This marks our successful entry into the T&D segment, further reinforcing our commitment to diversify and scale our operations.

The Company remains focused on exploring and securing more opportunities in this domain.



**OUR
PRESENCE**

Business Strategy

Winning High-Impact Contracts

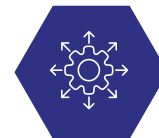


Enhanced prequalification status and technological competence allow us to pursue and win large, complex projects—evident in our AVVNL engagement.



Proactive Diversification

We are expanding into renewables, grid modernization, automation, and data centers to secure growth and future-proof our business.



Planned & Strategic Expansion

We combine organic capability building with strategic alliances to unlock verticals and geographies, with active ventures in Africa and the Middle East.



Client-Centric Growth

Invested deeply in brand-building, client relationships, and post-project support, we accelerate both new business and continued client trust.



Borderless Operations

From a nearly pan-India presence to international delivery, we truly live our “Resilient. Ready. Rising” mandate—executing wherever opportunity calls.



Risk Managment

Mitigating Client Concentration



Broadened portfolio to new clients and geographies while nurturing core relationships.

Financial Vigilance



Stringent monitoring of receivables, contracts, and vendor networks ensures liquidity and resilience to sector cycles.

Regulatory & ESG Compliance



We adhere uncompromisingly to national and international standards on safety, environment, and quality, reflecting our commitment to sustainable operations.

Proactive Reputation Management



Client satisfaction is protected through deep engagement, on-time delivery, and robust issue resolution mechanisms.

Human Resources



People are the heart of our ascent. A culture of innovation, collaboration, and merit is fostered through rigorous training, structured mentorship, and real-time career advancement -helping us attract, retain, and nurture dynamic talent ready for a global stage.

Information Technology



Digital innovation is a core lever for operational excellence. Our IT infrastructure empowers real-time, secure, and mobile-enabled project management, optimizing decision-making and cross-border execution. This digital backbone supports both cost-efficiency and transparency -key as we scale internationally.

Sustainability & ESG



Sustainability is in our DNA -not a box to check. This year, we intensified our focus on renewables, implemented world-class safety programs, and adopted inclusive HR strategies. Our ESG initiatives are real and broad—reducing environmental footprint, driving positive community impact, and embedding global compliance across every project.



Konstelec Engineers Limited is more than a project executor. we are architects of tomorrow's connected, sustainable world. We rise above challenges with optimism, continually ready to seize new opportunities, and committed to building enduring value across borders and sectors.

Board of Directors



Mr. Biharilal Shah

Chairman & Managing Director

B.E. in Electronics Engineering (Shivaji University), Diploma in Microprocessors & Microcomputer: Architecture, Software & Application from Indian Institute of Cybernetics (IIC), 45+ years EPC experience.



Mr. Amish Shah

Whole Time Director

B.E. (Electronics, University of Mumbai), M.S. (Electrical, Syracuse University, USA), PGPM in Family Managed Business (S.P. Jain Inst.), 18+ years EPC leadership.



Mr. Jigar Shah

Whole Time Director and CEO

B.E. (Chemical, Visveswaraiah Technological University, Belgaum, Karnataka), MBA (Agri-Business, Symbiosis International University, Pune), 12+ years in marketing and project management.



Management Discussion & Analysis



Global Economy

- In 2025, the global economy faces a marked moderation, with growth estimated at 2.3%–2.9%, reflecting widespread policy uncertainty, trade tensions, and slower momentum in both advanced and developing markets.
- Inflationary pressures are projected to ease, with consumer price growth falling towards 2% globally, although disparities remain across regions.
- Emerging economies, including India, continue to outpace developed markets, benefiting from robust domestic demand and a growing industrial sector.

Indian Economy

- India remains the world's fastest-growing large economy in 2025, with GDP growth projected at 6.4% for FY2024-25, a moderation from 8.2% in the previous fiscal year but still leading global peers.
- Gross Value Added (GVA) is estimated to have risen by approximately 6.3–6.5% in FY25.
- India's GDP has crossed US\$3.9 trillion as of December 2024, supported by high-frequency indicators—robust GST revenues, manufacturing expansion, and strong core sector output.
- Policy focus remains on capital expenditure (with FY2025 Union Budget allocating ₹11.21 lakh crore to infrastructure), fiscal prudence, and catalyzing private sector investment.



Infrastructure Sector in India

- Infrastructure development continues to drive national transformation, with major initiatives such as:
 - National Infrastructure Pipeline (NIP)
 - PM Gati Shakti, Bharatmala, Sagarmala, Smart Cities Mission
 - Enhanced emphasis on Public-Private Partnerships and asset monetization
- The 2025–26 Union Budget earmarked ₹11.21 lakh crore for infrastructure, maintaining a high level of public investment.
- Experts forecast India's infrastructure spending to exceed US\$1.5 trillion over the next five years, driven by strong government and private sector participation.



Power EPC Sector in India

- The Power EPC (Engineering, Procurement, and Construction) market is seeing robust expansion, estimated at USD22.4 billion in 2024 and projected to compound at 6.4% CAGR through the coming decade.
- **Growth catalysts:**
 - Surging investments in renewable energy (notably solar and wind)
 - Government focus on grid modernization and clean energy
 - Increasing demand from commercial, industrial, and infrastructure verticals
- The sector's prospects align with India's national energy transition, supporting Konstelec's expertise in electrical and automation EPC services.

Manufacturing Sector in India

- Manufacturing's share of GDP is estimated at **13-14% in 2025**, with expectations of crossing the US\$1 trillion mark by FY2025-26 owing to new capacity, policy incentives (PLI scheme), and strong export orders.
- Latest data (June 2025) shows record high PMI and accelerated job creation, underscoring a revival in domestic and export-led demand.
- The government's policy push for **"Make in India"** and digitalization continues to draw global manufacturers and boost sectoral resilience.



Oil & Gas Sector

- India is the third-largest oil consumer and fourth-largest LNG importer globally.
- Policy and legal reforms have modernized the sector, aiming to boost E&P activity and attract foreign investment.
- Refining capacity stands at 256.8 million tonnes per annum (MTPA) (April 2024), with expansion plans targeting 310 MTPA by 2028 through new mega-refinery projects and upgrades.
- Domestic consumption growth and government support for alternative fuels (biofuels, CBG, hydrogen) enhance long-term sector demand.



Paint Industry

- The Indian paint sector is experiencing robust growth, fueled by strong housing construction and urbanization.
- In 2025, the market stands at an estimated US\$10.5 billion (from **US\$9.6 billion in 2024**), and is forecast to reach **US\$15 billion by 2029 with a CAGR of nearly 9%**.
- Drivers include public housing programmes, premiumization, and expansion of organized brands, offering new growth avenues for EPC service providers in infrastructure and industrial segments.
- Konstelec Engineers Ltd. remains well-positioned to capitalize on these structural growth opportunities across the Indian and international EPC landscape, leveraging sector tailwinds, government reforms, and a proven track record of delivering large-scale, complex projects.

Cement Industry

- Cement production in FY2025 totaled 453 million metric tonnes, a 6.3% year-on-year increase; further 6-7% growth is projected for FY2026, driven by sustained housing and infrastructure demand.
- India remains the world's second-largest producer, accounting for over 8% of global capacity—crucial for Konstelec's EPC projects across large-capacity plants and expansions.
- Average cement prices have seen an upward trend, supporting sector profitability.



NOTICE OF THE 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of the Members of Konstelec Engineers Limited will be held on **Friday, September 26, 2025, at 04.00 P.M. (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility to transact the following business:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, Reports of the Board of Directors and Auditors thereon.

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2025 comprising of statements of Balance sheet, profit and loss and cash flow statement for the Financial Year ended on that date, together with the notes thereto, and the Reports of the Board of Directors and Auditors thereon, as circulated to the members and laid before this meeting, be and are hereby considered and adopted.”

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, and Report of the Auditors thereon.

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

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025 comprising of statements of Balance sheet, profit and loss and cash flow statement for the Financial Year ended on that date, together with the notes thereto, and the Report of the Auditors thereon, as circulated to the members and laid before this meeting, be and are hereby considered and adopted.”

3. To appoint a director in place of Mr. Jigar Dhiresh Shah (DIN: 10082070), Whole Time Director & CEO, who retires by rotation and has confirmed his eligibility and willingness to accept the office, if re-appointed.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Jigar Dhiresh Shah (DIN: 10082070), Whole Time Director & CEO, who retires by rotation at this meeting, being eligible for re-appointment, has confirmed his eligibility and willingness to accept the office, be and is hereby re-appointed as a Whole Time Director & CEO of the Company on the same terms and conditions as approved by the Members.”

4. To consider and appoint M/s. S M L AND CO LLP (Formerly known as ‘Shaparia Mehta & Associates LLP’) (LLPIN: AAD-1347), Chartered Accountants, (FRN: 112350W) as the Statutory Auditors of the Company for a term of five consecutive years from the Financial Year 2025-26 up to the Financial Year 2029-30.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force, the Company hereby appoints M/s. S M L AND CO LLP (Formerly known as ‘Shaparia Mehta & Associates LLP’) (LLPIN: AAD-1347), Chartered Accountants, (FRN: 112350W) as the Statutory Auditors for a term of five (5) consecutive years, commencing from the conclusion of the this Annual General Meeting until the conclusion of 35th Annual General Meeting, to hold office and audit the books of accounts of the Company for the Financial Years 2025-26 to 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to fix the remuneration payable to the Statutory Auditors and to take all such steps as may be necessary or desirable to give effect to this resolution.”

SPECIAL BUSINESSSES:

5. To consider and appoint M/s. K C Suthar & Co; Practicing Company Secretaries, a Peer Reviewed Firm as Secretarial Auditors of the Company for a term of five consecutive years from the Financial Year 2025-26 up to the Financial Year 2029-30.

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

“RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act, 2013, read with Rule 8(4) of the Companies (Meetings of Board and its Powers) Rules, 2014, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Companies Act, 2013, and in accordance with Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), along with the circulars issued under these regulations from time to time, and pursuant to the Board resolution passed on 20th May 2025, the consent of the members of the Company be and is hereby accorded for the appointment of M/s K C Suthar & Co. (Peer Review No: 1357/2021), a firm of Practicing Company Secretaries, as the Secretarial Auditors of the Company to carry out the secretarial audit for a term of five (5) consecutive years commencing from the Financial Year 2025-26 to 2029-30, at a fee mutually decided by the Board of Directors and the Secretarial Auditor, along with applicable taxes and reimbursement of out-of-pocket expenses.”

6. To waive off the recovery of excess managerial remuneration paid, to Mr. Biharilal Ravilal Shah, (DIN: 00337318), Chairman cum Managing Director of the Company, during the Financial Year 2024- 25.

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

“RESOLVED THAT pursuant to the provisions of Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule V of the Act and the Rules made thereunder, including any statutory modification thereof or any other law, the approval of the Members of the Company be and is hereby accorded to waive off the recovery of the excess amount paid as managerial remuneration to Mr. Biharilal Ravilal Shah (DIN: 00337318), Chairman cum Managing Director of the Company, for the period April 01, 2024 to March 31, 2025, which specifically exceeds the threshold of 25% of the net profits of the Company for the said financial year, as mentioned in the Explanatory Statement attached hereto and forming part of this notice of the AGM, and as previously approved by the Board of Directors and the Shareholders at their respective meetings held during the financial year 2023-24.

RESOLVED FURTHER THAT a sum of Rs. 12,62,197/- be waived off as the excess remuneration paid to Mr. Biharilal Ravilal Shah, Executive Director of the Company for the period as mentioned above.

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

7. To waive off the recovery of excess managerial remuneration paid, to Mr. Amish Biharilal Shah, (DIN: 01415766) Whole Time Director of the Company, during the Financial Year 2024- 25.

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

“RESOLVED THAT pursuant to the provisions of Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule V of the Act and the Rules made thereunder, including any statutory modification thereof or any other law, the approval of the Members of the Company be and is hereby accorded to waive off the recovery of the excess amount paid as managerial remuneration to Mr. Amish Biharilal Shah (DIN: 01415766), Wholetime Director of the Company, for the period April 01, 2024 to March 31, 2025, which specifically exceeds the

threshold of 25% of the net profits of the Company for the said financial year, as mentioned in the Explanatory Statement attached hereto and forming part of this notice of the AGM, and as previously approved by the Board of Directors and the Shareholders at their respective meetings held during the financial year 2023-24.

RESOLVED FURTHER THAT a sum of Rs. 17,58,720/- be waived off as the excess remuneration paid to Mr. Amish Biharilal Shah, Executive Director of the Company, for the period as mentioned above.

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

8. To waive off the recovery of excess managerial remuneration paid, to Mr. Jigar Dhiresh Shah, (DIN: 10082070) Whole Time Director & CEO of the Company, during the Financial Year 2024- 25.

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

"RESOLVED THAT pursuant to the provisions of Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V of the Act and the Rules made thereunder, including any statutory modification thereof or any other law, the approval of the Members of the Company be and is hereby accorded to waive off the recovery of the excess amount paid as managerial remuneration to Mr. Jigar Dhiresh Shah (DIN: 10082070), Wholetime Director & CEO of the Company, for the period April 01, 2024 to March 31, 2025, which specifically exceeds the threshold of 25% of the net profits of the Company for the said financial year, as mentioned in the Explanatory Statement attached hereto and forming part of this notice of the AGM, and as previously approved by the Board of Directors and the Shareholders at their respective meetings held during the financial year 2023-24.

RESOLVED FURTHER THAT a sum of Rs. 10,46,875/- be waived off as the excess remuneration paid to Mr. Jigar Dhiresh Shah, Executive Director of the Company for the period as mentioned above.

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

9. To increase the overall limit of maximum managerial remuneration payable to Directors, including Managing Director and Whole-Time Directors u/s 197 of the companies act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, and based on the recommendation and approval of the Nomination and Remuneration Committee and Board of Directors at their respective meetings, the consent of the Members of the Company be and is hereby accorded to enhance the overall ceiling of managerial remuneration payable to Directors including the Managing Director and Whole-Time Directors, in any financial year from the existing limit of 25% to 35% of the net profits of the Company, computed in accordance with Section 198 of the Act, as detailed below:

- i) To the Managing Director and Whole-time Directors not exceeding 34% of the net profits of the Company (Increased from 24% of the net profits of the Company, computed in the manner laid down in Section 198 of the Act) as may be decided by the Board from time to time, without any restriction on individual limit(s) on the remuneration payable to any of the Managerial Personnel as mentioned above, subject to and within the limit of 34% as aforesaid.
- ii) Remuneration payable to Independent Directors shall continue to be capped at 1% of the net profits of the Company, with no change to the existing limit. This shall be without any restriction on the individual remuneration payable to any Independent Director, subject to and within the overall limit of 1% as aforesaid.

RESOLVED FURTHER THAT the Board (which shall be deemed to include any committee constituted by the Board) be and is hereby authorised to increase, alter, vary and modify the remuneration of the Managing Director, Whole-time Director(s) during his existing tenure within the overall limit of maximum remuneration as aforesaid and to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company."

10. Change in Designation of Mr. Biharilal Ravilal Shah (DIN: 00337318) from Chairman & Managing Director (MD) to Chairman and Whole time Director (WTD):

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for the change in designation of **Mr. Biharilal Ravilal Shah (DIN: 00337318) from Chairman & Managing Director to Chairman and Wholetime Director, liable to retire by rotation, for a period of five (5) years commencing from 4th September, 2025 to 3rd September, 2030 (both days inclusive)**, without any alteration to the remuneration terms for the earlier role of Chairman and Managing Director, as sanctioned by the Board and Shareholders during their respective meetings held in the Financial Year 2023-24 and on terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the appointment of Mr. Biharilal Ravilal Shah as Chairman and Wholetime Director shall be considered a fresh appointment with respect to his tenure and Designation in office, for the purposes of the Companies Act, 2013 and other applicable regulations, irrespective of his prior association with the Company in a different capacity as Chairman cum Managing Director.

RESOLVED FURTHER THAT the Company confirms that Mr. Biharilal Ravilal Shah is not disqualified from being appointed as a director under Section 164 of the Companies Act, 2013 and is not debarred from holding the office of director pursuant to any SEBI order or other regulatory authority.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) of the Company be and is hereby authorized to make modifications (if required) to the terms of an agreement with Mr. Biharilal Ravilal Shah, as it considers appropriate and in accordance with any provision under the Act, for the time being in force (including any statutory modification(s) or re-enactment(s) thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a committee thereof, and/or the Company Secretary, be and is hereby authorized to do all such acts, deeds, and things as may be deemed necessary, proper or expedient to give effect to the foregoing resolutions."

11. Change in designation of Mr. Amish Biharilal Shah (DIN : 01415766) from Whole Time Director (WTD) To Managing Director (MD):

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of the Articles of Association of the Company, and subject to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including SEBI Regulations and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, the consent of the shareholders be and is hereby accorded for the change in designation of **Mr. Amish Biharilal Shah**



(DIN : 01415766), from Whole-Time Director to Managing Director, liable to retire by rotation, for a period of five (5) years commencing from 4th September, 2025 to 3rd September, 2030 (both days inclusive), without any alteration to the remuneration terms for the earlier role of Wholetime Director, as sanctioned by the Board and Shareholders during their respective meetings held in the Financial Year 2023-24 and on terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the above appointment of Mr. Amish Biharilal Shah as Managing Director shall be considered a fresh appointment with respect to his tenure and designation, for the purposes of the Companies Act, 2013 and other applicable regulations, irrespective of his prior association with the Company in a different capacity as Wholetime Director.

RESOLVED FURTHER THAT the Company confirms that Mr. Amish Biharilal Shah is not disqualified from being appointed as a director under Section 164 of the Companies Act, 2013 and is not debarred from holding the office of director pursuant to any SEBI order or other regulatory authority.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) of the Company be and is hereby authorized to make modifications (if required) to the terms of an agreement with Mr. Amish Biharilal Shah, as it considers appropriate and in accordance with any provision under the Act, for the time being in force (including any statutory modification(s) or re-enactment(s) thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a committee thereof, and/or the Company Secretary, be and is hereby authorized to do all such acts, deeds, and things as may be deemed necessary, proper or expedient to give effect to the foregoing resolutions."

For or on behalf of the Board of Directors
For Konstelec Engineers Limited

Biharilal Ravilal Shah
Chairman Cum Managing Director
DIN:00337318

Date: 4th September 2025
Place: Mumbai

Registered Office:
Gr 001-007, A Wing, Skyline Epitome,
Near Jolly Gymkhana, Vidyavihar (West),
Mumbai-400 086, Maharashtra, India.
Tel.:022-43421500
E-mail: compliance@konstelec.com
Website: www.konstelec.com

Notes to Notice

- As there are special businesses to be transacted at the AGM, Explanatory Statements pursuant to Section 102(1) of the Act read with SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meeting issued by Institute of Company Secretaries of India, in respect of the special businesses are annexed to this notice.
- The Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") have vide various circulars, allowed companies:
 - To send the annual reports to shareholders who have registered their email ID with the Company/Depositories only on email; and
 - To hold Annual General Meeting ("AGM") through VC or OAVM without the physical presence of members at a common venue.

Hence, in accordance with these Circulars, the 30th AGM of the Members of the Company is being held through VC/OAVM. The deemed venue of the Meeting shall be deemed to be the registered office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is given below herewith.
- Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
- In the case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
- Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI, etc.) are required to send a scanned copy of resolution (PDF/JPG format) of its Board or governing body/authorization letter etc. for authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization letter shall be sent to the Scrutinizer by email through its registered email address to sutharkc@gmail.com at least 48 hours before the commencement of AGM.
- The Register of Directors and Key Managerial Personnels and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 26, 2025 during business hours on the website of the company at www.konstelec.com. Members seeking to inspect such documents may send a request on the email id compliance@konstelec.com at least one working day before the date on which they intend to inspect the document.
- Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of Directors seeking change in designation namely Mr. Biharilal Ravilal Shah (DIN: 00337318), Chairman Cum Managing Director (Current designation) and Mr. Amish Biharilal Shah (DIN: 01415766), Wholetime Director (Current designation) and proposal for continuation of directorship of Mr. Jigar Dhiresh Shah (DIN: 10082070), Wholetime Director & CEO who is liable to retire by rotation forms part of this notice and is appended to the notice.
- Members are requested to address all correspondence in connection with shares held by them, to the Company's Registrar & Transfer Agent ("RTA") at viz. Skyline Financial Services Private Limited having registered office situated at D-153A, First Floor Okhla Industrial Area, Phase-I, New Delhi-110020, Delhi India, Telephone No-011- 40450193-97/26812682-83, Email id-contact@skylinerta.com by quoting their Folio number or their DPID and Client ID number, as the case may be.
- To support the green initiative and as per relaxation given by the Government, only electronic copy of the Annual report for the year ended March 31, 2025 and notice of the 30th AGM are being sent to the members whose mail IDs are available with the Company/DP(s). Physical copy of the report is not sent to anyone. Annual Report and the notice of the 30th Annual General Meeting are also posted on the website www.konstelec.com for download. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.nsdl.com.



However, in terms of Regulation 36 (1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the hard copy of full annual report will be sent to those shareholders who request for the same. Members seeking for hard copy of an annual report can send an email to the Company at compliance@konstelec.com.

10. To disseminate all the communications promptly, members who have not registered their email IDs so far, are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically.
11. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map is not attached to this Notice.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulation (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 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 authorised e-voting platform. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL).
13. 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 to at least 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.
14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
15. The Company has fixed **September 19, 2025**, as the Cut-off date for the purpose of Remote E-voting for ascertaining the name of the Shareholders holding shares in dematerialization form who will be entitled to cast their votes electronically in respect of the business to be transacted at the 30th AGM of the Company.
16. Instructions for Shareholders for Remote e-voting and for Shareholders joining the AGM through VC/OAVM & e-voting during Meeting are given as **Annexure-I**.
17. M/s. K C Suthar & Co., a Practicing Company Secretary, Mumbai (Membership No. F5191 & Certificate of Practice No. 4075) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
18. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, and RTA and will also be displayed on your Company's website, <https://www.konstelec.com>.

Date: 4th September 2025
Place: Mumbai

Registered Office:
Gr 001-007, A Wing, Skyline Epitome,
Near Jolly Gymkhana, Vidyavihar (West),
Mumbai-400 086, Maharashtra, India.
Tel.: 022-43421500
E-mail: compliance@konstelec.com
Website: www.konstelec.com

For or on behalf of the Board of Directors
For Konstelec Engineers Limited

Biharilal Ravilal Shah
Chairman Cum Managing Director
DIN: 00337318

Annexure -I

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 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, AGM shall be conducted through VC / OAVM.
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. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://konstelec.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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

The remote e-voting period begins on Tuesday, 23rd September, 2025 at 09:00 A.M. (IST) and ends on Thursday, 25th September, 2025 at 05:00 P.M. (IST) 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. 19th 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 19th 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.	- 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 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. - 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. - 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. - 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. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Individual Shareholders holding securities in demat mode with CDSL	- 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 and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-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. - 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. - 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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

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.

How to Log-in to NSDL e-Voting website?

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 use 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 sutharkc@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 at 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 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 compliance@konstelec.com. 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.**
2. 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.
3. 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 compliance@konstelec.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from **15th September, 2025 to 20th September, 2025 (up till 05:00 p.m. IST)** from their registered e-mail Id's mentioning their name, DP ID and client Id/folio number, PAN, mobile number on compliance@konstelec.com as registered in the records of the Company. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for Members to express their views or give comments or answering queries during the meeting. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

Explanatory Statement relating to the businesses mentioned in Item No. 4 to 11 in the accompanying Notice of the Annual General Meeting ("AGM"), pursuant to Section 102 of the Companies Act, 2013, is given below:

Item No. 4

To consider and appoint M/s. S M L AND CO LLP (Formerly known as Shaparia Mehta & Associates LLP) (LLPIN: AAD-1347), Chartered Accountants, (FRN: 112350W) as the Statutory Auditors of the Company for a term of five consecutive years from the Financial Year 2025-26 up to the Financial Year 2029-30.

M/s. Shah P. M. and Associates, Chartered Accountants (Firm Registration No. 131576W) (Formerly known as Shaparia Mehta & Associates LLP), a peer-reviewed firm, were appointed as the Statutory Auditors of the Company at the Annual General Meeting held on 18th September 2023 for a term of two financial years, 2023-24 and 2024-25 pursuant to the provisions of Sections 139 and 141 of the Companies Act, 2013, read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014.

With their tenure concluding at the end of the financial year 2024-25, the Company proposes to appoint M/s. S M L AND CO LLP, (Formerly known as Shaparia Mehta & Associates LLP) Chartered Accountants (LLPIN: AAD-1347), as the new Statutory Auditors for a term of five consecutive financial years, 2025-26 to 2029-30 subject to approval by the members at the ensuing Annual General Meeting.

The Board of Directors at its meeting held on 4th September, 2025 and based on the recommendation of the Audit Committee, have evaluated the profile, experience, and track record of M/s S M L AND CO LLP and has resolved to appoint M/s. S M L AND CO LLP, Chartered Accountants (FRN: 112350W) (Formerly known as Shaparia Mehta & Associates LLP), for a continuous term commencing from the conclusion of the 30th Annual General Meeting and continuing till the conclusion of the 35th Annual General Meeting, to audit the Company's financial statements for a period as mentioned above.

The firm has vast experience in the fields of Audit and Assurance, Advisory & Consultancy, Taxation, Financial Rehabilitation and Reconstruction. They have demonstrated expertise in handling audits of listed entities in compliance with SEBI and ICAI standards. The recommendation is based on the auditors' professional standing, peer reviews, sectoral experience, and ability to meet the Company's audit and compliance requirements effectively.

The proposed firm has provided its eligibility confirmation and consent for the appointment in accordance with Sections 139, 141, and 142 of the Companies Act, 2013, and the applicable peer review guidelines. The audit fees, along with taxes and reimbursement of out-of-pocket expenses, shall be mutually agreed upon between the Board and the Auditors.

The proposed remuneration to M/s. S M L AND CO LLP, Statutory Auditors, represents an increase in remuneration as compared to the fee paid to the outgoing auditors, M/s, Shah P. M. and Associates, Chartered Accountants due to expanded scope of audit.

The Board recommends the resolution under **Item No. 4** for the approval of the members as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the proposed resolution.

Item No. 5

To consider and appoint M/s. K C Suthar & Co; Practicing Company Secretaries, a Peer Reviewed Firm as Secretarial Auditors of the Company for a term of five consecutive years from the financial year 2025-26 up to the financial year 2029-30.

The Board of Directors, at its meeting held on 20th May 2025, upon recommendation from the Audit Committee, has approved the appointment of M/s K C Suthar & Co, a peer-reviewed firm of Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years, beginning with FY 2025-26 to FY 2029-30, in accordance with the provisions of Section 204 of the Companies Act, 2013 and the applicable rules made thereunder.

The firm has relevant experience in secretarial audits of listed entities and meets the eligibility criteria under applicable laws. The firm specializes in corporate law compliance, governance audits, and regulatory filings. With a strong compliance record, they are well-equipped to conduct the secretarial audit in accordance with Section 204 of the Companies Act, 2013 and SEBI Listing Regulations. The recommendation is based on the auditors' professional standing, peer reviews, sectoral



experience, and ability to meet the Company’s audit and compliance requirements effectively.

As required under Section 204(1) of the Companies Act, 2013, listed companies and certain other prescribed categories are mandated to annex a Secretarial Audit Report to the Board’s Report, issued by a Company Secretary in Practice. Accordingly, the Company proposes the appointment of M/s K C Suthar & Co for the specified term.

This appointment complies with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (LODR) (Third Amendment) Regulations, 2024, notified on 12th December 2024, and read in conjunction with the SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024, which provides the revised framework for appointment criteria for Secretarial Auditors.

The remuneration payable to the Secretarial Auditor shall be mutually agreed between the Board of Directors and M/s K C Suthar & Co, based on the recommendation of the Audit Committee, and shall include applicable taxes and reimbursement of out-of-pocket expenses.

M/s K C Suthar & Co has furnished their consent and confirmed that their appointment, if approved, falls within the prescribed limits laid down by the Institute of Company Secretaries of India (ICSI). They have also affirmed compliance with the eligibility criteria and declared that they are not disqualified under the Companies Act, 2013, the Company Secretaries Act, 1980, applicable rules and regulations, and the SEBI Listing Regulations.

The Board recommends the resolution set out in **Item No. 5** for the approval of the members as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the proposed resolution.

Item No. 6, 7 & 8

To waive off the recovery of excess managerial remuneration paid to Managing Director and Whole Time Directors of the Company, during the Financial Year 2024- 25.

The Board of Directors of the Company at their meeting held on 4th September, 2025 and based on the recommendation of the Nomination and Remuneration Committee, has approved the waiver of recovery of excess managerial remuneration paid to the following Directors during the financial year 2024–25, subject to the approval of the Members of the Company:

The total amount proposed to be waived is Rs. **40,67,792/-** for the financial year 2024–25, as detailed below:

SN	Name of the Director	Designation	Waiving of Excess Remuneration
1.	Mr. Biharilal Ravilal Shah	Chairman cum Managing Director	Rs. 12,62,197/-
2.	Mr. Amish Biharilal Shah	Whole Time Director	Rs. 17,58,720/-
3.	Mr. Jigar Dhiresh Shah	Whole Time Director	Rs. 10,46,875/-
Total			Rs. 40,67,792/-

In accordance with the provisions of Section 197(10) and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule V and the relevant rules made thereunder (including any statutory modification or re-enactment thereof), the approval of the Members is sought to waive the recovery of excess remuneration paid to the aforementioned Directors for the period April 1, 2024 to March 31, 2025, which exceeded the limits prescribed under Section 197(1) of the Act. The excess remuneration paid during the said period amounts to Rs. **40,67,792/-** in aggregate.

This situation arose due to decrease in anticipated profits for the financial year 2024-25. Despite prudent planning and strategic efforts, the actual profits earned during the year fell short of expectations, rendering the remuneration paid to the Managing and Whole-Time Directors in excess of the permissible limits of 25% as approved by the Board of Directors and Shareholders at their respective meetings held in the FY 2023-24.

The Board and the Nomination and Remuneration Committee have carefully reviewed the matter and are of the opinion that the excess remuneration was paid in good faith, based on projected performance, and in line with the responsibilities and

contributions of the concerned Directors. The Company has not defaulted in the repayment of any of its debts or interest obligations.

The Board recommends the resolution set out in **Item No. 6, 7 and 8** for the approval of the members as **Special Resolutions**.

Save and except Mr. Biharilal Ravilal Shah, Mr. Amish Biharilal Shah and Mr. Jigar Dhiresh Shah, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, in resolutions.

Item No. 9

To increase the overall limit of maximum managerial remuneration payable to Directors, including Managing Director and Whole-Time Directors u/s 197 of the companies act, 2013.

The existing Articles of Association (AOA) of the Company contain provisions aligned with the erstwhile Companies Act, 2013, including those relating to managerial remuneration. In view of the evolving regulatory framework and the need to ensure continued alignment with strategic goals and executive performance, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 4th September, 2025, approved a proposal to increase the overall ceiling of managerial remuneration payable to Directors, including the Managing Director and Whole-Time Directors, subject to the approval of the Members of the Company by way of a Special Resolution.

Under Section 197 of the Companies Act, 2013 (“the Act”), read with Section 198 and Schedule V, the total managerial remuneration payable by a public company to its Directors, including Managing Director, Whole-Time Directors, and Manager, in any financial year shall not exceed 11% of the net profits of the Company, unless approved by the shareholders through a special resolution. The prescribed limits under the Act are as follows:

A. To Managing Director / Whole-time Director / Manager: -

Condition	Maximum Remuneration in any financial year
Company with one Managing Director (MD)/ Whole-time Director (WTD)/ Manager	5% of the net profits of the company.
Company with more than one MD/WTD/ Manager	10% of the net profits of the company.

B. To other Directors who are neither Managing Directors nor Whole-time Directors:

Condition	Maximum Remuneration in any financial year
If there is a MD/WTD/Manager	1% of the net profits of the company.
If there is no MD/WTD/Manager	3% of the net profits of the company.

However, pursuant to the Companies (Amendment) Act, 2017, effective 12th September 2018, companies are permitted to pay remuneration exceeding the above limits, provided such payment complies with the provisions of Schedule V and is approved by the Members of the Company in a general meeting through a Special Resolution.

In the financial year ended March 31, 2025, the Company recorded lower-than-expected net profits due to challenges and sectoral headwinds. As a result, the managerial remuneration paid to the Managing Director and Whole-Time Directors, though reasonable and performance-linked, exceeded the ceiling of 25% of net profits as approved by the Board of Directors and Shareholders at their respective meetings held in the FY 2023-24.

The proposed increase seeks to enhance the overall limit of managerial remuneration payable to Directors, including the Managing Director and Whole-Time Directors, from the existing 25% to 35% of the net profits of the Company, computed in accordance with Section 198 of the Act. This includes:

- Up to 35% (Increased from 25% to 35%) of net profits to Directors including Managing Director and Whole-Time Directors collectively, without restriction on individual limits.
- Up to 34% (Increased from 24% to 34%) of net profits to the Managing Director and Whole-time Directors collectively, without restriction on individual limits.
- Up to 1% of net profits for Independent Directors (unchanged).



This proposal is intended to provide omnibus authority to the Board of Directors to determine and pay managerial remuneration within the revised overall ceiling, based on performance, strategic contributions, and prevailing industry benchmarks.

The Board recommends the resolution set out in **Item No. 9** for the approval of the members as a **Special Resolution**.

The Directors including Managing Director, Whole-Time Directors, and their respective relatives may be deemed to be financially or otherwise interested in the resolution.

Except as stated above, none of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested in the resolution.

Item No. 10

Change in Designation of Mr. Biharilal Ravilal Shah (DIN: 00337318) from Chairman & Managing Director (MD) to Chairman and Wholetime Director (WTD):

The Board of Directors of the Company at their meeting held on 4th September, 2025 and based on the recommendation of the Nomination and Remuneration Committee, has approved the change in designation of Mr. Biharilal Ravilal Shah (DIN: 00337318) from Chairman & Managing Director to Chairman and Wholetime Director, for a period of five (5) years, **w.e.f. 4th September, 2025 to 3rd September, 2030** subject to the approval of the shareholders.

Mr. Biharilal Shah has been associated with the Company in a leadership capacity and has played a pivotal role in its strategic direction, governance, and sustained growth. The proposed change in designation reflects a restructuring of executive responsibilities while retaining his active involvement in the Company's affairs. It is clarified that this change in designation shall be treated as a fresh appointment in respect of his tenure and designation, in accordance with the provisions of the Companies Act, 2013 and other applicable regulations, notwithstanding his prior role as Chairman & Managing Director.

Further, it is confirmed that Mr. Biharilal Shah shall be liable to retire by rotation, in accordance with Section 152 of the Companies Act, 2013 and the Articles of Association of the Company. There will be no change in the terms of remuneration, which shall remain the same as previously approved by the shareholders and the Board of Directors in his capacity as Chairman & Managing Director.

Mr. Biharilal Ravilal Shah was originally appointed as a Director of the Company on 5th December 1995. Subsequently, his designation was changed to Managing Director, effective 1st March 2015 serving in this capacity till date and is also recognized as one of the promoters of the Company, contributing significantly to its growth and strategic direction.

The Company has received confirmation that Mr. Biharilal Shah is not disqualified under Section 164 of the Companies Act, 2013, and Furthermore, in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company confirms that he is not debarred from holding the office of director pursuant to any SEBI order or other regulatory authority.

The Board believes that Mr. Biharilal Shah's continued leadership as Chairman and Wholetime director will be beneficial to the Company.

The Board recommends the resolution set out in **Item No. 10** for the approval of the members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Biharilal Ravilal Shah, are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 11

Change in designation of Mr. Amish Biharilal Shah (DIN : 01415766), from Whole Time Director (WTD) To Managing Director (MD):

The Board of Directors of the Company at their respective meeting held on 4th September, 2025 and based on the recommendation of the Nomination and Remuneration Committee, has approved the change in designation of Mr. Amish Biharilal Shah (DIN: 01415766) from Whole-Time Director to Managing Director, for a period of five (5) years, **w.e.f. 4th September, 2025 to 3rd September, 2030** subject to the approval of the shareholders.

Mr. Amish Shah has been associated with the Company in a leadership capacity and has significantly contributed to its strategic growth and operational excellence. The proposed change in designation reflects the enhanced scope of his

responsibilities and leadership role within the Company. However, it is clarified that there will be no change in the terms of his remuneration, which shall remain the same as previously approved by the shareholders and the Board of Directors in his capacity as Whole-Time Director.

Mr. Amish Shah was originally appointed as a Director on 2nd April 2016, and his designation was changed to Whole-Time Director effective 30th June 2023, for a term of five (5) years. He is also one of the promoters of the Company.

In compliance with Section 164 of the Companies Act, 2013, the Company has received confirmation that Mr. Amish Shah is not disqualified from being appointed as a director. Furthermore, in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company confirms that Mr. Amish Shah is not debarred from holding the office of director by virtue of any SEBI order or other regulatory authority.

The Board is of the opinion that Mr. Amish Shah's leadership as Managing Director will be in the best interest of the Company and its stakeholders.

The Board recommends the resolution set out in **Item No. 11** for the approval of the members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Amish Biharilal Shah, is in any way concerned or interested, financially or otherwise, in the proposed resolution.

**For or on behalf of the Board of Directors
For Konstelec Engineers Limited**

**Biharilal Ravilal Shah
Chairman Cum Managing Director
DIN:00337318**

**Date:4th September, 2025
Place: Mumbai**

Registered Office:

Gr 001-007, A Wing, Skyline Epitome,
Near Jolly Gymkhana, Vidyavihar (West),
Mumbai-400 086, Maharashtra, India.

Tel.:022-43421500

E-mail: compliance@konstelec.com

Website: www.konstelec.com



Annexure II

Details of the Director seeking re-appointment at this Annual General Meeting (pursuant to Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard on General Meetings).

Name of Director	Mr. Jigar Dhiresh Shah
Date of Birth	April 13, 1985
Age	40 Years
DIN No	10082070
Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;	He was appointed as Additional Executive Director of the company on March 27, 2023. Subsequently, pursuant to the approval of members in the Extra Ordinary General Meeting held on June 30, 2023, he was appointed as a whole-time director of the company with effect from July 01, 2023. Pursuant to the approval of Board of Directors at the Board meeting held on April 25, 2025, he was appointed as CEO of the company in addition to his capacity as Whole time director. Date of Re-appointment: At the ensuing Annual General Meeting to be held on 26th September, 2025 as per provisions of Section 152 (6) of the Companies Act, 2013. Terms of Re-appointment: Director is liable to retire by rotation and being offer himself for re-appointment subject to approval of the members.
Qualifications	He holds degree of Bachelor of Engineering in Chemical Engineering from Visveswaraiah Technological University, Belgaum, Karnataka and Master of Business Administration in Agri Business from Symbiosis International University, Pune.
Experience in Years	He has more than 12 years of experience in Marketing and Project management.
No. of equity shares held in your Company	3,52,000 (2.33%)
No. of Board meetings attended during F.Y. 2024-25	09 (100%)
Relationship with other Directors and Key Managerial Personnel:	Son in law of Mr. Biharilal Ravilal Shah, Chairman cum Managing Director Brother-in-law of Mr. Amish Biharilal Shah, Whole time Director
Other Directorships in Companies:	1. Konstelec Sastra Automation Private Limited (<i>Formerly Known as CES Automation Engineers Private Limited</i>)
Details of remuneration paid	49.68 Lacs p.a.
Skills, expertise, knowledge and competencies of Director	Mr. Jigar Dhiresh Shah possesses more than 12 years of diverse experience across marketing, engineering, and project management. Under his strategic leadership, the company has made significant strides into new markets and executed impactful initiatives. His forward-thinking vision emphasizes global expansion, operational excellence, and transformative performance strategies in long-term growth and success.
Information as required under Circular No. LIST/COMP/14/2018- 19 and NSE/CML/ 2018/02 dated June 20, 2018, issued by the NSE.	Mr. Jigar Dhiresh Shah is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

Name of Director	Mr. Biharilal Ravilal Shah
Date of Birth	August 17, 1949
Age	75 Years
DIN	00337318
Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;	Initially, He was appointed under Promoter Category as an Executive Director of the Company since incorporation of the company i.e., December 05, 1995. Thereafter, Pursuant to approval of Board of Director in the Board Meeting held on February 26, 2015, he was appointed as a Managing Director of the Company with effect from March 1st, 2015 for a period of 5 years. Pursuant to the approval of member in the Extra Ordinary general meeting held on June 30, 2023, he was re-appointed as a Chairman cum Managing director of the Company with effect from July 01, 2023 liable to retire by rotation. Change in Designation: The Board at their meeting held on 4th September, 2025 has approved change in designation of Mr. Biharilal Ravilal Shah as Chairman and Whole time Director. The said change in designation shall be subject to approval of the members at ensuing Annual General Meeting. Terms of Appointment: Appointed for a term of five (5) years commencing from 4th September, 2025 to 3rd September, 2030 (both days inclusive)
Qualifications	He holds degree of B.E. (Electrical Engineering) from Shivaji University and Diploma in Fundamentals of Microprocessors & Microcomputers: Architecture, Software & Application from Indian Institute of Cybernetics
Experience in Years	He is having more than 45 years of experience in the Engineering, Procurement, and Construction/ Commissioning (EPC) of Electrical Works.
No. of equity shares held in your Company	66,76, 950 (44.22%)
No. of Board meetings attended during F.Y. 2024-25	09 (100%)
Relationship with other Directors and Key Managerial Personnel	Father of Mr. Amish Biharilal Shah, Whole time Director Father-in-law of Mr. Jigar Dhiresh Shah, Whole time Director & CEO
Other Directorships in Companies:	1. Konstelec Hitech Engineers Private Limited 2. KEPL EPC Nigeria Limited (Entity Incorporated Outside India)
Details of remuneration paid	59.904 Lacs p.a.
Skills, expertise, knowledge and competencies of Director	With over four decades of leadership in the Engineering, Procurement, and Construction (EPC) domain, his core expertise and competencies include Strategic leadership & vision, proven ability to guide large-scale infrastructure and electrical projects, deep understanding of electrical engineering principles, Project Management, Mentorship & Team Building.
Information as required under Circular No. LIST/COMP/14/2018- 19 and NSE/CML/ 2018/02 dated June 20, 2018, issued by the NSE.	Mr. Biharilal Ravilal Shah is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.



Name of Director	Mr. Amish Biharilal Shah
Date of Birth	November 21, 1979
Age	45 Years
DIN No	01415766
Date of appointment/ re-appointment/ cessation —(as applicable) & term of appointment/ re-appointment ;	He was appointed under Promoter Category as an Additional Executive Director of the Company w.e.f. April 02, 2016. Subsequently, pursuant to the approval of members in the Annual General Meeting held on September 30, 2016 he was appointed as Executive Director of the company. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on June 30, 2023, he was appointed as a wholetime director of the company with effect from July 01, 2023 liable to retire by rotation. Change in Designation: The Board at their meeting held on 4th September, 2025 has approved the change in designation of Mr. Amish Biharilal Shah as Managing Director. The said the change in designation shall be subject to approval of the members at ensuing Annual General Meeting. Terms of Appointment: Appointed for a term of five (5) years commencing from 4th September, 2025 to 3rd September, 2030 (both days inclusive)
Qualifications	B.E. (Electronics Engineering) from University of Mumbai and Master of Science (Electrical Engineering) from Syracuse University and Post Graduate Program in Management (Family Managed Business) from S.P Jain Institute of Management and Research
Experience in Years	He is having more than 18 years of experience in the Engineering, Procurement, and Construction/ Commissioning (EPC) of Electrical Works.
No. of equity shares held in your Company	20,35,318 (13.48%)
No. of Board meetings attended during F.Y. 2024-25	09 (100%)
Relationship with other Directors and Key Managerial Personnel:	Son of Mr. Biharilal Ravilal Shah, Chairman cum Managing Director Brother-in-law of Mr. Jigar Dhiresh Shah, Whole time director & CEO
Other Directorships in Companies:	1. Konstelec Sastra Automation Private Limited (<i>Formerly Known as CES Automation Engineers Private Limited</i>) 2. KEPL EPC Nigeria Limited (Entity Incorporated Outside India) 3. Konstelec Hitech Engineers Private Limited
Details of remuneration paid	83.469 Lacs p.a.

Skills, expertise, knowledge and competencies of Director	He has vast experience and expertise over Marketing and operations of the company of more than 18 years.
Information as required under Circular No. LIST/COMP/14/2018- 19 and NSE/CML/ 2018/02 dated June 20, 2018, issued by the NSE.	Mr. Amish Biharilal Shah is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority



BOARD'S REPORT

Dear Members,

Your Directors take great pleasure in presenting the 30th Annual Report of KONSTELEC ENGINEERS LIMITED ("the Company"), showcasing its business performance, operational achievements, and strategic initiatives, along with the Audited Financial Statements for the Financial Year ended 31st March, 2025.

Over the past three decades, the Company has grown into a trusted name in the industry, consistently delivering excellence and innovation. This year reflects the Company's commitment to sustainable growth, technological advancements, and fostering long-term stakeholder trust and alignment. As we review the financial and operational progress of the past year, we also reaffirm our dedication to driving forward with resilience and agility in an evolving business landscape.

Our journey has been shaped by a deep-rooted culture of excellence, integrity, and customer-centricity. Through strategic investments, innovative solutions, and a forward-thinking approach, we have strengthened our market position and expanded our capabilities. One of the most significant strides in our global expansion has been the incorporation of a joint venture in Saudi Arabia, marking a new era of international collaboration and business growth. This strategic move not only enhances our footprint in a key market but also enables us to leverage regional expertise, foster innovation, and create long-term value.

As we look ahead, we remain focused on leveraging emerging opportunities, deepening stakeholder engagement, and setting new benchmarks for industry leadership. With a strong foundation and an ambitious vision, we are poised to navigate the future with confidence and determination.

COMPANY OVERVIEW

Konstelec Engineers Limited is a premier Engineering, Procurement, and Construction/Commissioning (EPC) service provider, recognized for excellence in electrical, instrumentation, and automation systems across India. With a legacy of over 30 years and a highly skilled team of 700+ engineers, Konstelec delivers innovative, efficient, and reliable solutions tailored to diverse industries.

We specialize in comprehensive engineering design services, translating concepts into reality with precision and expertise. Our procurement capabilities ensure seamless project execution, sourcing high-quality materials and components that meet the highest standards. We oversee every phase of commissioning, guaranteeing the successful delivery of projects with optimal functionality and efficiency.

At Konstelec, we don't just complete projects—we create sustainable and scalable solutions that drive industrial progress. We are committed to integrating smart automation and digital transformation strategies to enhance efficiency and performance. Our dedication to ongoing support ensures system maintenance and optimization, keeping operations running at peak performance long after commissioning.

With a track record of excellence and a commitment to innovation, Konstelec Engineers Limited is your trusted partner for electrical and automation needs. Whether in power, manufacturing, infrastructure, or other sectors, we bring expertise, reliability, and a vision for the future.

FINANCIAL HIGHLIGHTS

The financial performance of the Company for the financial year ended 31st March, 2025 is summarized below:

(Rs. In Lakhs except per share)

Particulars	Consolidated		Standalone	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	19370.68	21,531.53	19,370.68	21,531.53
Other Income	195.02	208.80	194.47	208.80
Total Income	19565.70	21,740.33	19,565.15	21,740.33
Operating Expenses	7438.15	10,115.63	7,438.15	10,115.63
Employees Benefit expenses	3,256.03	3,209.50	3,256.03	3,209.50
Finance Cost	731.44	711.40	731.44	711.40
Depreciation and Amortization expenses	109.22	98.71	109.22	98.71
Other Expenses	7,362.35	6,388.92	7,361.79	6,357.33
Total Expenses	18,897.19	20,524.16	18,896.63	20,492.57
Profit/ (Loss) Before Exception Item	668.51	1,216.17	668.52	1,247.76
Exception Item				
Less: Provision for Loss in Joint Venture	-	-	(47.00)	-
Profit/ (Loss) After Exception Item			621.52	1,247.76
Tax Expenses	193.79	324.1	193.79	324.1
Profit/ (Loss) for the period	474.72	892.07	427.73	923.66
Paid Up Equity Share Capital (Face Value ₹ 10 each fully paid up)	1,510.00	1,510.00	1,510.00	1,510.00
Other Equity	8,358.09	7,891.68	8,356.18	7,937.65
Earnings Per Share (Basic/Diluted)	3.14	7.62	2.83	7.89

FINANCIAL PERFORMANCE

During the year under review, the Company recorded a total income of Rs. 19,565.15 Lakhs compared to Rs. 21,740.33 Lakhs in the previous year, reflecting a 10% decline. Despite this, the Company remained resilient, delivering a Profit Before Tax of Rs. 621.52 Lakhs and a Profit After Tax of Rs. 427.73 Lakhs. These figures demonstrate our ability to navigate challenges while maintaining financial stability and focusing on long-term growth.

In terms of financial performance, the Company recorded revenue from operations of Rs. 19,370.68 Lakhs during the financial year 2024-25, compared to Rs. 21,531.53 Lakhs in the previous year. While this represents a decline and facing a temporary challenge, the Company remains committed to refining its operations, maximizing resource efficiency and executing strategic initiatives designed to enhance overall performance with forward-thinking approach ensures sustained growth and long-term success.

The earnings per share for the year ended March 31, 2025, stood at Rs. 2.83/-, underscoring our dedication to shareholder value. Additionally, the Company's net worth has risen to Rs. 9,866.18 Lakhs, as compared to previous year reflecting steady financial progress and resilience.

Your directors remain optimistic about the Company's future and anticipate improved performance in the coming years, the Company is well-positioned to capitalize on emerging opportunities and drive sustainable growth.

TRANSFER TO RESERVES

The Board of Directors do not propose any amount to be transferred to General Reserves for the Financial Year 2024-25.



As per the financials, the net movement in the reserves of the Company as at 31st March, 2025 and previous year ended 31st March, 2024 is as follows:

(Rs. in Lakhs)

Particulars	Financial Year 2024-25	Financial Year 2023-24
Surplus in Statement of Profit and Loss	6,127.73	5,700.00
General Reserve	327.58	327.58
Securities Premium	-	2,460.00
Less: Share Issue Expenses	(9.20)	(549.93)
Total Reserves & Surplus	8,356.18	7,937.65

The members are advised to refer Note No. 4 as given in the financial statements which forms part of the Annual Report for detailed information.

DIVIDEND

In alignment with its long-term strategic vision, the Board of Directors has carefully evaluated the financial position and future growth prospects of the Company. As a result, the Board has resolved not to recommend a dividend for the financial year ended 31st March, 2025.

This decision underscores the Company's commitment to reinforcing its financial foundation and channelling retained earnings into high-potential growth opportunities. By prioritizing reinvestment, the Company aims to strengthen its operational capabilities, enhance technological innovation, and expand its business footprint to drive sustainable and profitable growth.

The Company extends its gratitude to its shareholders for their unwavering trust and support, reaffirming its dedication to delivering sustained growth, strategic progress, and enhanced shareholder value through reinvestment in business expansion.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUNDS (IEPF)

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, there were no unpaid/unclaimed dividends to be transferred during the year under review to the Investor Education and Protection Fund.

CHANGE IN NATURE OF BUSINESS

During the Year under review, there was no change in the nature of business of the Company or in the nature of activities carried out by the Company.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments have occurred after the closure of Financial Year till the date of this report which may affect the financial position of the Company.

SHARE CAPITAL

Authorized Share Capital

As on 31st March, 2025, the Authorized Share capital of the company stood at Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity shares of Rs. 10/- (Rupees Ten) each.

There was no increase in the Authorized Share Capital of the Company during the year under review.

Paid up Share Capital

As on 31st March, 2025, the issued, subscribed and paid-up equity capital of the company stood at Rs. 15,10,00,000/- (Rupees Fifteen Crores Ten Lacs Rupees Only) divided into 1,51,00,000 (One Crore Fifty-One lacs) Equity shares of Rs. 10/- (Rupees Ten) each.

There was no increase in the Paid-up Share Capital of the Company during the year under review.

BONUS ISSUE

During the Financial year, the Company has not issued any Bonus Shares.

SWEAT EQUITY SHARES

As per the provisions of Section 54(1)(d) of the Companies Act, 2013 and in terms of Rule 8(13) of Companies (Share Capital and Debentures) Rules, 2014, the Company has not issued any Sweat Equity Shares during the period under review.

DIFFERENTIAL VOTING RIGHTS

As per the provisions of Section 43(a)(ii) of the Companies Act, 2013 and in terms of Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014), the Company has not issued any shares with Differential Voting Rights during the period under review.

EMPLOYEE STOCK OPTIONS

As per the provisions of Section 62(1)(b) of the Companies Act, 2013 and in terms of Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014), the Company has not issued any Employee Stock Options during the period under review.

DEBENTURES/BONDS/WARRANTS OR ANY NON-CONVERTIBLE SECURITIES

During the year under review, the Company has not issued any debentures, bonds, warrants or any non-convertible securities. As on date, the Company does not have any outstanding debentures, bonds, warrants or any non-convertible securities.

DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH INITIAL PUBLIC OFFER (IPO)

During the Financial year 2023-24, the Company had raised funds aggregating to Rs. 2870.00 Lakhs from Initial Public Offer (IPO) on SME Platform. The Company has fully utilized funds raised through issue for the purpose as stated in the Letter of Offer.

Details of utilization of fund as on 31st March 2025 are as under:

(All amounts in INR Lakhs)

Sr. No.	Original Object	Funds Original Allocation	Funds Utilized	Amount of Deviation/ Variation according to applicable object	Remarks
1.	Funding working capital requirements	1,800	1,800	NIL	Not Applicable
2.	General Corporate Purpose	700	700	NIL	Not Applicable
3.	IPO Related Expenses	370	370	NIL	Not Applicable
	Total	2,870	2,870		



• Statement of Deviation or Variation

Pursuant to Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no deviation or variation in the use of funds raised through public issue of equity shares from the objects stated in the prospectus of the Company.

A statement to that effect has also been duly filed with the Stock Exchange within the stipulated time.

DEPOSITS

Your Company has not accepted any deposits from the public falling within the purview of Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 and therefore, there was no principal or interest outstanding as on the date of the Balance Sheet.

DETAILS OF SUBSIDIARY, JOINT VENTURES, ASSOCIATE COMPANIES

The Company does not have any subsidiary company at the beginning or any time during the year or at the end of the financial year 2024-25.

However, the Company has an Associate Company namely *Konstelec Hitech Engineers Private Limited* (CIN: U31908MH2010PTC199051) having its registered office in Mumbai.

During the year under review the company has formed a Foreign Joint Venture Company namely Degat Alebtikar Co. Ltd. (Precision Innovation Co. Ltd), a Limited Liability Company in Saudi Arabia for the purpose of tapping into the market potential in the kingdom of Saudi Arabia while expansion of EPC sector.

The details of the Associate & Joint Venture are disclosed in **AOC-1** which is forming a part of board's report as an **Annexure-I**.

REVISED SECRETARIAL STANDARDS

The Company has complied with all the applicable provisions of Revised Secretarial Standards on Meetings of Board of Directors (SS-1), Revised Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India.

RELATED PARTY TRANSACTIONS

All contracts or arrangements or transactions with related parties during the year under review as referred to in Section 188(1) of the Companies Act, 2013, were in the ordinary course of business and on arms' length basis. The details of such transactions has been disclosed in terms of Section 134 of the Act in **AOC-2** which is forming part of board's report as an **Annexure-II**

As per the provisions of Section 188 of the Companies Act, 2013, approval of the Board of Directors is obtained for entering into related party transactions by the Company.

During the financial year under review, all the Related party transactions are disclosed in the notes provided in the financial statements which forms part of this Annual Report.

PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS

During the year under review, your Company has not given any loan or guarantee or security falling within the meaning of Section 186 of the Companies Act, 2013 and the rules made thereunder.

However, the company holds following investments as on 31st March, 2025 in its Associate/Joint Venture Company:

Sr. No.	Name of the Body Corporate	Investment Value	Details
1.	Konstelec Hitech Engineers Private Limited (CIN: U31908MH2010PTC199051)	47.00 Lakhs	4,70,000 Equity Shares of Rs. 10 each
2.	*Degat Alebtikar Co. Ltd (Precision Innovation Co. Ltd), a Limited Liability Company, Saudi Arabia Commercial Registration No.: 2055161804 Date of Incorporation: 17 th February, 2025	12.00 Lakhs (Approx.)	SAR 50,000 representing 50% of the Share capital i.e. 50 shares valued at SAR 1000 each

***Note:** The Company is in the process of initiating ODI remittance towards the subscription of shares in the aforementioned Joint Venture.

DEMATERIALIZATION OF EQUITY SHARES

During the year under review entire shareholdings of the Company is in demat mode only.

LISTING AND DEPOSITORY FEE

The Equity Shares of the Company are listed on SME Platform of National Stock Exchange of India Limited (NSE Emerge). The Company has paid Listing fees for the financial year 2024-25 according to the prescribed norms & regulations.

The Company has also paid Annual Custody Fees to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year 2024 -25.

DIRECTORS & KEY MANAGERIAL PERSONNEL(S)

Executive Directors

Mr. Biharilal Ravilal Shah -Chairman & Managing Director

Mr. Amish Biharilal Shah -Whole Time Director

Mr. Jigar Dhiresh Shah -Whole Time Director & Chief Executive Officer

(Appointed as CEO w.e.f. 25/04/25)

Non- Executive Directors

Mr. Ranjan Mathur -Independent Director

Ms. Manisha Abhay Lalan- Independent Director

Mrs. Amita Sachin Karia -Independent Director

Key Managerial Personnel(s)

CA Hardik Maheshbhai Sarvaiya - Chief Financial Officer (CFO) (w.e.f. 14.10.2024)

Ms. Shatabdi Sudam Salve– Company Secretary & Compliance Officer

Mrs. Molly Antony– Chief Financial Officer (CFO) (Upto 14.10.24)

• Changes In Directors & Key Managerial Personnel(s)

During the financial year 2024-25, there were no changes in the Board composition of the Company.

However, Mr. Jigar Dhiresh Shah is appointed as Chief Executive Officer (CEO) w.e.f. 25th April, 2025, in addition to his existing role as Whole Time Director.

Further, in accordance with the provisions of Section 203 of the Companies Act, 2013 and the rules framed thereunder, the following changes occurred in the composition of Company's Key Managerial Personnel(s)

Sr. no	Name	Designation	Appointment/ Re-appointment/ Change in Designation/Cessation	Term	Date
1.	CA Hardik Mahesh-bhai Sarvaiya	Chief Financial Officer (CFO)	Appointment	NA	14-10-2024
2.	Mrs. Molly Antony	Chief Financial Officer (CFO)	Resignation	NA	14-10-2024

• Proposed Change in Designation of Mr. Amish Biharil Shah:

The Board of Directors is considering the change in designation of Mr. Amish Biharil Shah (DIN: 01415766), who is presently serving as a Whole-Time Director, to the position of Managing Director of the Company for a period of five (5) years. The appointment, once approved by the Board at its forthcoming meeting, will be placed before the shareholders for their approval at the ensuing Annual General Meeting, in accordance with the applicable provisions of the Companies Act, 2013 and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This change in designation reflects the Company's strategic intent to align operational oversight with long-term growth objectives. His elevation to the role of Managing Director is expected to further consolidate the Company's management structure and enhance execution capabilities across all verticals.

• Proposed Change in Designation of Mr. Biharil Ravil Shah:

The Board of Directors is considering the Change in designation of Mr. Biharil Ravil Shah, who currently holds the position of Chairman cum Managing Director of the Company, as Chairman and Wholetime Director of the Company. Under this proposed change, Mr. Biharil Shah will cease to hold the position of Managing Director and will continue to serve as Chairman and Whole Time Director. This change is part of a broader restructuring of the Company's leadership framework aimed at delineating strategic oversight from day-to-day executive management. Mr. Biharil Shah will continue to serve as Chairman, providing guidance and leadership at the Board level, while the responsibilities of Managing Director will be entrusted to Mr. Amish Biharil Shah, subject to shareholder approval. The proposed change in designation will be placed before the shareholders for their approval at the forthcoming Annual General Meeting, in accordance with the provisions of the Companies Act, 2013 and other applicable regulations and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As a Chairman and Whole time Director, Mr. Biharil Ravil Shah will continue to lead the Board of Directors, providing high-level strategic guidance, governance oversight, and mentorship to the Board.

RETIREMENT BY ROTATION

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Jigar Dhiresh Shah (DIN: 10082070), Whole Time Director & Chief Executive Officer of the Company is liable to retire by rotation and being eligible, seeks re-appointment at the ensuing Annual General Meeting of the Company. Mr. Jigar Dhiresh Shah is not disqualified under Section 164(2) of the Companies Act, 2013.

Notice convening ensuing Annual General Meeting includes the proposal for re-appointment of aforesaid Director along with brief details of the Director as per Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard on General Meetings.

BOARD DIVERSITY

The Board of Directors of the Company has adopted the policy on Board Diversity. The Board comprises of adequate combination of executive & non-executive independent directors in accordance with the requirements of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.

The policy on Board diversity has been disclosed on the website of the Company at www.konstelec.com.

The Board has taken into consideration the versatility of knowledge, experience, financial literacy/expertise, global market awareness and other relevant factors as may be considered appropriate and the Board has formulated with mix of members to maintain high level of ethical standards.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Recognizing the pivotal role of its Independent Directors in shaping the Company's strategic direction and ensuring governance excellence, the Company has instituted a comprehensive Familiarization Program. This initiative is designed to provide Independent Directors with in-depth knowledge about their roles, responsibilities, rights, and statutory duties under the Companies Act, 2013, along with other relevant regulatory frameworks. The Familiarization Programme was arranged for Independent Directors as per the policy disclosed on the website of the Company at www.konstelec.com.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received the following declarations from all the Independent Directors confirming that:

1. They meet the criteria of independence as prescribed under the provisions of the Companies Act, read with the Schedules and Rules issued thereunder, and the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company; and
2. They have registered themselves with the Independent Director's Database maintained by the IICA.

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

The Company has also placed the Code of Conduct for Independent Directors. This Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, regulators and Companies in the institution of Independent Directors.



ANNUAL EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of Sections 134, 178 and Schedule IV of the Companies Act, 2013. Evaluation was done after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, performance of specific duties, independence, ethics and values, attendance and contribution at meetings etc.

The performance of the Independent Directors was evaluated individually by the Board after seeking inputs from all the directors on the effectiveness and contribution of the Independent Directors.

The performance of the Committees was evaluated by the Board after seeking comments from the Committee members based on the criteria such as the composition of Committees, effectiveness of Committee meetings, etc.

The Board reviewed the performance of the individual Directors on the basis of the contribution of the individual Director during Board and Committee meetings.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, and the performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The Independent Directors also assessed the quality, frequency and timeliness of flow of information between the Board and the management that is necessary for effective performance.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3)(c) of the Companies Act, 2013 the Board of Directors hereby confirms that:

- In the preparation of the annual accounts of the Company for the year ended March 31, 2025, the applicable Accounting Standards had been followed and there are no departures from the same;
- Accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2025 and of the profit of the Company for that year ended on that date;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and detecting fraud and other irregularities;
- Annual accounts for the year ended March 31, 2025 have been prepared on a going concern basis.
- Internal Financial controls were in place and that the financial controls were adequate and were operating effectively.
- Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, the Board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2024-25.

BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from

other Board business. The Directors of the Company duly met Nine (09) times during the year, all the Board Meetings were conducted in due compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on Board Meeting.

The following Meetings of the Board of Directors were held during the Financial Year 2024-25:

Sr. No.	Date of Board Meeting	Board Strength	Number of Directors present	% of Attendance
1.	10.05.2024	6	6	100.00
2.	01.07.2024	6	3	50.00
3.	14.10.2024	6	6	100.00
4.	25.10.2024	6	3	50.00
5.	12.11.2024	6	6	100.00
6.	13.01.2025	6	3	50.00
7.	11.02.2025	6	3	50.00
8.	21.02.2025	6	3	50.00
9.	29.03.2025	6	6	100.00

The Board has constituted the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Project Review Committee

AUDIT COMMITTEE

The Company has duly constituted the Audit Committee pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The following Directors are members of Audit Committee:

Sr. No.	Name	Designation	Nature of Directorship
1.	Ms. Manisha Abhay Lalan (DIN: 10259129)	Chairperson	Non- Executive Independent Director
2.	Mr. Ranjan Mathur (DIN: 02842552)	Member	Non-Executive Independent Director
3.	Mr. Amish Biharilal Shah (DIN: 01415766)	Member	Whole Time Director

The following Meetings of the Audit Committee were held during the Financial Year 2024-25:

Sr. No.	Date of Committee Meeting	Committee Strength	Number of Members present	% of Attendance
1.	10.05.2024	3	3	100.00
2.	29.06.2024	3	3	100.00
3.	05.10.2024	3	3	100.00
4.	14.10.2024	3	3	100.00
5.	12.11.2024	3	3	100.00
6.	07.03.2025	3	3	100.00

Maximum members of the Committee are Non-Executive Directors of the Company. The Company Secretary of the Company acts as the Secretary to the Committee.

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of the Listing Regulations and Section 177 of the Act as applicable along with other terms as referred by the Board. The role of the audit committee includes the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the draft prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of the appointment of a chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.
- Monitoring the end use of funds raised through public offers and related matters.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Statement of deviations: (a) half-yearly statement of deviation(s) including the report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the draft prospectus/notice in terms of Regulation 32(7).

NOMINATION AND REMUNERATION COMMITTEE

The Company has duly constituted the Nomination and Remuneration Committee pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The following Directors are members of Nomination and Remuneration Committee:

Name	Designation	Nature of Directorship
Mr. Ranjan Mathur (DIN: 02842552)	Chairperson	Non-Executive Independent Director



Ms. Manisha Abhay Lalan (DIN: 10259129)	Member	Non- Executive Independent Director
Mrs. Amita Sachin Karia (DIN: 07068393)	Member	Non- Executive Independent Director

The following Meetings of the Nomination and Remuneration Committee were held during the Financial Year 2024-25:

Sr. no.	Date of Committee Meeting	Committee Strength	Number of Members present	% of Attendance
1.	01.07.2024	3	3	100.00
2.	14.10.2024	3	3	100.00
3.	29.03.2025	3	3	100.00

All members of the Committee are Non-Executive Directors of the Company. The Company Secretary of the Company acts as the Secretary to the Committee.

The terms of reference of the Nomination & Remuneration Committee are:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Evaluation of the balance of skills, knowledge and experience on the Board for every appointment of an independent director & on the basis of such evaluation, preparation of a description of the role and capabilities required of an independent director.
- Formulation of criteria for evaluation of the performance of independent directors and the board of directors;
- Devising a policy on diversity the of the board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- To extend or continue the term of appointment of the independent director based on the report of performance evaluation of independent directors.
- To recommend to the Board all remuneration, in whatever form, payable to senior management.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has duly constituted the Stakeholders Relationship Committee pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The following Directors are members of Stakeholders Relationship Committee:

Name	Designation	Nature of Directorship
Mrs. Amita Sachin Karia (DIN: 07068393)	Chairperson	Non-Executive Independent Director
Ms. Manisha Abhay Lalan (DIN: 10259129)	Member	Non- Executive Independent Director
Mr. Biharilal Ravilal Shah (DIN: 00337318)	Member	Chairman cum Managing Director

The following Meetings of the Stakeholders Relationship Committee were held during the Financial Year 2024-

25:

Sr. No.	Date of Committee Meeting	Committee Strength	Number of Members present	% of Attendance
1.	24.03.2025	3	3	100.00

Maximum members of the Committee are Non-Executive Independent Directors of the Company. The Company Secretary of the Company acts as the Secretary to the Committee.

The terms of reference of the Stakeholders Relationship Committee are:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time.

As of March 31, 2025, one investor complaint remained unresolved. However, the compliant was successfully resolved on April 8, 2025, following the close of the financial year. As of today, there are no pending investor complaints.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In accordance with Schedule IV of Companies Act, 2013 a separate meeting of the Independent Directors of the Company was held on 21st March, 2025 to;

- Review the performance of non-independent Directors and the Board as a whole;
- Review the performance of the Chairperson of the company taking into account the views of executive Directors and Non-executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present to the meeting.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In accordance with the Section 135 of the Companies Act, 2013, the Company has duly constituted the Corporate Social Responsibility Committee to review and administer Policy and Expenditures of Corporate Social Responsibility.

The members of the Corporate Social Responsibility Committee are as follows:



Name	Designation	Nature of Directorship
Mr. Biharilal Ravilal Shah (DIN: 00337318)	Chairperson	Chairman cum Managing Director
Mr. Amish Biharilal Shah (DIN: 01415766)	Member	Whole Time Director
Ms. Manisha Abhay Lalan (DIN: 10259129)	Member	Non-Executive Independent Director

The following Meetings of the Corporate Social Responsibility Committee were held during the Financial Year 2024-25:

Sr. No.	Date of Committee Meeting	Committee Strength	Number of Members present	% of Attendance
1.	10.05.2024	3	3	100.00
2.	12.11.2024	3	3	100.00
3.	02.01.2025	3	3	100.00
4.	15.03.2025	3	3	100.00

PROJECT REVIEW COMMITTEE

Company has constituted Project Review Committee to review all the projects whether executed projects, on-going projects or to be executed in the future.

The members of the Project Committee are as follows.

Name	Designation	Nature of Directorship
Mr. Biharilal Ravilal Shah (DIN: 00337318)	Chairperson	Chairman cum Managing Director
Mr. Amish Biharilal Shah (DIN: 01415766)	Member	Whole Time Director
Mr. Jigar Dhiresh Shah (DIN: 10082070)	Member	Whole Time Director & CEO
Mr. Pravin Patel	Member	Vice President – Projects
CA. Hardik Sarvaiya	Member	Chief Financial Officer

The following Meetings of the Project Committee were held during the Financial Year 2024-25:

Sr. No.	Date of Committee Meeting	Committee Strength	Number of Members present	% of Attendance
1.	15.04.2024	5	5	100.00
2.	16.07.2024	5	5	100.00
3.	15.10.2024	5	5	100.00
4.	15.01.2025	5	5	100.00

GENERAL MEETINGS

During the year under review, the following General meetings were held and convened.

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members entitled to attend meeting	Number of Members present
1.	Annual General Meeting	16 th September, 2024	1914	15

STATUTORY AUDITORS

M/s. Shah P. M. and Associates, Chartered Accountants (Firm Registration No. 131576W), a peer-reviewed firm, were appointed as the Statutory Auditors of the Company at the Annual General Meeting held on September 18, 2023. Their appointment was made for a term of two financial years 2023-24 and 2024-25 in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013, read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014.

As the tenure of M/s. Shah P. M. and Associates concludes with the financial year 2024-25, the Company is in the process of appointing M/s S M L AND CO LLP (Formerly known as Shaparia Mehta & Associates LLP), Chartered Accountants, (FRN : 112350W) as the new Statutory Auditors for a term of five consecutive financial years 2025-26 to 2029-30 subject to approval of the members at the ensuing Annual General Meeting.

AUDITORS REPORT

The Board has duly reviewed the Statutory Auditors' Report on the Standalone and Consolidated Financial Statements of the Company. The notes forming part of the Financial Statements referred to in the Auditors Report are self-explanatory and do not call for any further explanations under Section 134 of the Companies Act, 2013. The Report given by the Auditor on the financial statement of the Company is part of this Annual Report and it does not contain any qualification, reservation, adverse remark or disclaimer.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. K C Suthar & Co., Company Secretaries, Mumbai a peer-reviewed firm holding Certificate of Practice No. 4075, to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2025.

The Secretarial Audit Report, issued in Form MR-3, is annexed to this Board's Report as **Annexure – III** and forms an integral part thereof. The report does not contain any qualifications, reservations, or adverse remarks requiring explanation or comments from the Board.

In light of the recent amendments to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandate the appointment of Secretarial Auditors for a term of five consecutive financial years, the Board at their meeting held on 20th May, 2025 has recommended the appointment of M/s. K C Suthar & Co., Company Secretaries in Practice, for the financial years 2025-26 to 2029-30 subject to approval of members in the ensuing Annual General Meeting.

INTERNAL AUDITOR

Company has in place an adequate internal audit framework to monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board of Directors, an independent and reasonable assurance on the adequacy and effectiveness of the organization's risk management, internal control and governance processes.

The framework is commensurate with the nature of the business, size, scale and complexity of its operations with a risk based internal audit approach.

The Company had appointed M/s S M L AND CO LLP (Formerly known as Shaparia Mehta & Associates LLP) (LLPIN: AAD-1347) as the Internal Auditor of the Company for the financial year 2024-25 for conducting Internal audit of systems and processes, providing of observations, impact and recommendation to strengthen the internal control framework and advise on internal control process gaps of the company.



INTERNAL FINANCIAL CONTROLS

The Company has adequate systems of internal control meant to ensure proper accounting controls, monitoring cost cutting measures, efficiency of operation and protecting assets from their unauthorized use. The Company also ensures that internal controls are operating effectively. The Company has also in place adequate internal financial controls with reference to financial statement. Such controls are tested from time to time to have an internal control system in place.

Your Company ensures adequacy, commensurate with its current size, scale and complexity of its operations to ensure proper recording of financial and operational information & compliance of various internal controls, statutory compliances and other regulatory compliances. It is supported by the internal audit process and will be enlarged to be adequate with the growth in the business activity. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

MAINTENANCE OF COST RECORDS

Pursuant to Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 related to maintenance of cost records is not applicable to the Company for the Financial Year 2024-25.

RISK MANAGEMENT AND GOVERNANCE

The Company has clearly defined systems to manage its risks within acceptable limits by using risk mitigating techniques and have framed a mechanism for timely addressing key business challenges and leveraging of business opportunities.

A robust internal financial control system forms the backbone of our risk management and governance. In line with our commitment to provide sustainable returns to our stakeholders, risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON CORPORATE SOCIAL RESPONSIBILITY:

During the Year under review the Board has made the total expenditure under CSR of **Rs.18.63 Lakhs** for F.Y. 2024-25 whereas the total Amount required to be spent was **Rs. 18.56 Lakhs** for the financial year 2024-25.

The detailed Report on CSR Activities as per **Annexure-IV**.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the financial year 2024-25, as stipulated under Regulation 34(2) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report.

THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014, is given below:

A. Conservation of energy

The Company is making all efforts to conserve energy. It also takes appropriate steps to reduce the consumption through efficiency in usage and timely maintenance/upgradation of energy saving devices.

The Companies (Disclosure of Particulars in Report of Board of Directors) Rules 1988 require the disclosure of particulars regarding Conservation of Energy in Form-A and Technology Absorption in Form-B as prescribed by the Rules.

A. Conservation of energy

i. The steps taken or impact on conservation of energy:

- Shutting off the lights and systems when not in use.
- Minimizing the usage of papers.

ii. Steps taken by company for utilizing alternate source of energy:

The Company is not utilizing any alternate source of energy.

iii. The Capital Investment on energy conservation equipment:

The Company has not made any Capital Investment on energy conservation equipments.

B. Technology absorption:

The Company does not undertake any activities relating to technology absorption.

C. Foreign Exchange earnings and outgo:

- Foreign Exchange Earnings: Rs. 255.37/- (In Lakhs)
- Foreign Exchange Outgo: Rs. 6.45/- (In Lakhs)
- Advance to Supplier: NIL

CORPORATE GOVERNANCE

The Company understands and respects its fiduciary role and responsibility towards its stakeholders and society at large and strives to serve their interests, resulting in creation of value for all its stakeholders. The Company has been listed on SME Emerge Platform of NSE and by virtue of Regulation 15 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 ("LODR") the compliance with the corporate governance provisions as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V are not applicable to the Company. Hence, the Corporate Governance Report does not form part of this Annual Report.

ESTABLISHMENT OF VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Board has adopted Vigil Mechanism/Whistle Blower Policy pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides for a framework and process whereby concerns can be raised by its Employees and Directors to the management about unethical behaviour, actual or suspected fraud or violation of the Code of conduct or legal or regulatory requirements, incorrect or misrepresentation of any financial statements. The policy provides for adequate safeguards against victimization of employees and Directors of the Company.

The Vigil Mechanism/Whistle Blower Policy is available on the Company's website at www.konstelec.com

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The Board has adopted Code of conduct for board of directors and senior management personnel as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides code of conduct for the board of directors of the Company ("Board") and the senior management personnel of the Company (i.e. one level below, the executive directors, and functional heads) ("Senior Management Personnel") for conduct the business of the Company with integrity, fairness and transparency and meet the expectations of statutory and regulatory authorities, and progressively enhance the scope of this Code to align the conduct with the expectations of shareholders, other stakeholders and the society at large.

The Code of conduct for board of directors and senior management personnel is available on the Company's website at www.konstelec.com

POLICY FOR DETERMINATION OF MATERIALITY

The board has adopted a policy to determine materiality of event and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosure of events/ information specified in para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchange 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.

The policy for determination of materiality is available on the Company's website at www.konstelec.com

NOMINATION AND REMUNERATION POLICY

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and in compliance of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Employees of the Company in order to pay equitable remuneration to Directors, KMPs and other Employees of the Company and it includes the criteria for determining qualifications, positive attributes, independence of a Director.

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice. The Remuneration policy is available on the Company's website at www.konstelec.com

POLICY ON PRESERVATION AND ARCHIVAL OF DOCUMENTS

Your Company has formulated a policy on Preservation and Archival of Documents in accordance with Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy ensures that the Company complies with the applicable document retention laws, preservation of various statutory documents and also lays down minimum retention period for the documents and records in respect of which no retention period has been specified by any law/ rule/regulation. It provides for the authority under which the disposal/ destruction of documents and records after their minimum retention period can be carried out. The policy also deals with the retention and archival of corporate records of the Company. The policy provides guidelines for archiving of corporate records and documents as statutorily required by the Company.

The policy on Preservation and Archival of Documents is available on the Company's website at www.konstelec.com

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

Your Company has in place a Code for Prohibition of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations, 2015, which lays down the process of trading in securities of the Company by the employees,

designated persons and connected persons and to regulate, monitor and report trading by such employees and connected persons of the Company either on his/her own behalf or on behalf of any other person, on the basis of unpublished price sensitive information.

The Code of conduct for Prevention of Insider Trading is available on the Company's website at www.konstelec.com

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015, Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, with a view to lay down practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

The Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the Company's website at www.konstelec.com

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

Your Company has always provided a safe and harassment free workplace for every individual especially for women in its premises through various policies and practices. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review:

Number of Sexual Harrassment Complaints Received: NIL

Number of Complaints Disposed of: NIL

Number of Cases pending for more than 90 days: NIL

COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

In accordance with the provisions of the Maternity Benefit Act, 1961, as amended, and pursuant to the disclosures required under Section 134 of the Companies Act, 2013, the Company affirms its commitment to ensuring a safe, equitable, and supportive work environment for all women employees.

The Company has implemented all necessary measures to comply with the provisions of the Maternity Benefit (Amendment) Act, 2017, including paid maternity leave for eligible women employees & other entitlements.

SYSTEM DRIVEN DISCLOSURE

SEBI, vide circular dated 1st December, 2015 had introduced System Driven Disclosures in securities market detailing the procedure to be adopted for its implementation with effect from 1st January, 2016. As specified in SEBI circular dated 1st December, 2015 the system is being implemented in phases and in the first phase, the disclosures of promoter/promoter group under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015 have been implemented.

The Company has duly appointed National Securities Depository Limited (NSDL) as Designated Depository to maintain the details as required by SEBI.

STRUCTURED DIGITAL DATABASE

SEBI, vide the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, introduced the concept of Structured Digital Database which came into effect from 1st April, 2019. As per Regulation 3(5) of SEBI (PIT) Regulations, 2015, the Board of Directors or head(s) of the organisation is required to maintain Structured Digital Database.



As per Regulation 3(2A) of the PIT Regulations, 2015, an intermediary/ fiduciary /other entity shall maintain a separate Structured Digital Database internally, for recording details of:

- The UPSI shared and persons with whom such UPSI is shared;
- The UPSI shared and the persons who have shared such UPSI with the intermediary/ fiduciary / entity.

The company is maintaining the Structural Digital Database (SDD) internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database in compliance with SEBI (PIT) Regulations, 2015.

PARTICULARS OF REMUNERATION TO EMPLOYEES

The Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 read Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure V**

GENERAL NOTICE AND DISCLOSURES

Date, Time and Venue of the AGM	Friday, 26 th September, 2025. at 04:00 PM (IST) through VC / OAVM mode. The venue of the Meeting shall be deemed to be the Registered office of the Company. Skyline Financial Services Private Limited
Registrar & Share Transfer Agent	(CIN: U74899DL1995PTC071324) D-153A, First Floor Okhla Industrial Area, Phase-I, New Delhi-110020, Delhi India
Financial Year	2024-25
Record date (Cut-off date)	19th September, 2025
Listing on Stock Exchange	National Stock Exchange of India Limited – SME Platform
Symbol	KONSTELEC
ISIN	INE0QEI01011

MANAGERIAL REMUNERATION:

- **Waiver of Recovery of Excess Managerial Remuneration Paid to Managing Director and Whole-Time Directors:**

During the financial year 2024-25, the Company disbursed managerial remuneration to its Managing Director and Whole-Time Directors based on projected financial performance and the limits previously approved by the Board of Directors and shareholders at their respective meetings. These projections were made in good faith, taking into account the Company's strategic plans, operational forecasts, and historical performance trends.

However, despite prudent financial planning and diligent execution of business strategies, the actual profits earned during the year were lower than anticipated, primarily due to external economic factors. As a result, the total managerial remuneration paid during the year exceeded the ceiling of 25% of net profits, as approved by the shareholders in previous shareholders meeting.

In view of the above and considering that the remuneration was disbursed in alignment with expected performance metrics and in the ordinary course of business, the Board of Directors proposes to seek shareholders' approval at the forthcoming Annual General Meeting to waive the recovery of the excess remuneration paid, pursuant to the provisions of Section 197(10) of the Companies Act, 2013.

The total amount proposed to be waived is Rs. **40,67,792/-** for the financial year 2024-25, as detailed below:

SN	Name of the Director	Designation	Waiving of Excess Remuneration
1.	Mr. Biharilal Ravilal Shah	Chairman cum Managing Director	Rs. 12,62,197/-
2.	Mr. Amish Biharilal Shah	Whole Time Director	Rs. 17,58,720/-
3.	Mr. Jigar Dhiresh Shah	Whole Time Director	Rs. 10,46,875/-
Total			Rs. 40,67,792/-

The waiver is being proposed purely as a compliance measure to regularize the excess amount in accordance with statutory provisions.

- **Proposal for Increase in Overall Limit of Managerial Remuneration:**

The Board of Directors is evaluating a proposal to enhance the overall ceiling on managerial remuneration payable to Directors, including the Managing Director and Whole-Time Directors. Currently, the permissible limit stands at 25% of the net profits of the Company. The Board is considering increasing this limit to 35%, with a specific cap of 34% applicable to remuneration paid to the Managing Director and Whole-Time Directors and 1% to Independent Directors.

This proposal will be placed before the Nomination and Remuneration Committee & the Board for consideration at the forthcoming meeting. After committee and the Board approval, the Company will seek shareholders consent through a special resolution at the ensuing Annual General Meeting, in accordance with the applicable provisions of the Companies Act, 2013 and Schedule V thereto.

HUMAN RESOURCE DEVELOPMENT

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. As on March 31, 2025 our Company has 611 employees on payroll.

Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans. Also we hire contract labour at our site as per the requirement. The Company has tie ups with skilled and semi-skilled manpower suppliers across the country.

A continuous effort is being made by the management to make the Company a great place of work by providing a platform to employees where they feel empowered and engaged. We always strive for continuous improvement and believe in our strong foundation which gets reflected in our values and systems.

REPORTING OF FRAUDS

During the year under review, neither the Statutory Auditor nor the Secretarial Auditor has reported any incident of fraud to the Audit Committee under Section 143(12) of the Companies Act, 2013.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/TRIBUNAL

During the financial year 2024-25, there were no significant or material orders passed by the Regulators or Courts or Tribunals which affect the going concern status of the Company and its operations in future.

PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of



2016).

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company’s policy required to conduct operations in such a manner, so as to ensure safety of all concerned compliances, environmental regulations and preservation of natural resources.

APPRECIATION & ACKNOWLEDGEMENT

Your Directors wish to place on record their gratitude to Shareholders for the confidence reposed by them and thank all the Clients, Dealers, and other business associates, regulatory and Government authorities for their continued support and contribution to the Company’s growth. The Directors also wish to express their appreciation for the efficient and loyal services rendered by each and every employee, without whose whole-hearted efforts, the overall satisfactory performance would not have been possible. Your Board appreciates the precious support provided by the Auditors and Consultants. The Company will make every effort to meet the aspirations of its Shareholders.

For and on behalf of Board
M/s Konstelec Engineers Limited

Biharilal Ravilal Shah
Chairman cum Managing Director
DIN: 00337318
Date: 20/05/2025
Place: Mumbai

Amish Biharilal Shah
Wholetime Director
DIN: 01415766

Annexure- I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part B-Joint Venture Company

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Joint Venture Companies.

[All Amounts are in Rupees]

Name of Associates	Konstelec Hitech Engineers Private Limited (CIN: U31908MH2010PTC199051)
1. Latest audited Balance Sheet Date	31/03/2025
2.Date on which the Associate or Joint Venture was associated or acquired	19/01/2010
3.Shares of Joint Venture held by the company on the year end	
No. of shares	4,70,000 Equity Shares [Four lacs seventy thousand].
Amount of Investment in Joint Venture	Rs. 47,00,000.00 [Rs. Forty-Seven lacs only]
Extent of Holding (in percentage)	47%
4.Description of how there is significant influence	Holding more than 20% Shares as per given u/s 2(6) of the Companies Act-2013
5.Reason why the Joint venture is not consolidated	N. A
6. Net worth attributable to shareholding as per latest audited Balance Sheet	Rs. 1,90,946.9/-
7. Profit or Loss for the year	(1980)
i. Considered in Consolidation	Yes
ii. Not Considered in Consolidation	N.A.

Name of Associates	Degat Alebtikar Co. Ltd (Precision Innovation Co. Ltd), Limited Liability Company, Saudi Arabia a Foreign Joint Venture Company. (Commercial Registration Number: 2055161804)
1. Latest audited Balance Sheet Date	N.A
2. Date on which the Associate or Joint Venture was associated or acquired	17.02.2025 (Date of Incorporation)
3. Shares of Joint Venture held by the company on the year end	
No. of shares	50 Shares valued at 1000 SAR per share.



*Amount of Investment in Joint Venture	Rs. 12,00,000/- (approx.) [SAR 50,000 (50%) of Share Capital of the Joint Venture Company.]
Extent of Holding (in percentage)	50%
4.Description of how there is significant influence	Holding more than 20% Shares as per given u/s 2(6) of the Companies Act-2013
5.Reason why the Joint venture is not consolidated	A foreign Joint Venture Company was officially incorporated on February 17, 2025. However, business operations have not commenced till the date of this report. As a result, consolidated financial statements have not been prepared.
6. Net worth attributable to shareholding as per the latest audited Balance Sheet	NA
7. Profit or Loss for the year	NA
i. Considered in Consolidation	NA
ii. Not Considered in Consolidation	N.A.

***Note:** The Company is in the process of initiating ODI remittance towards the subscription of shares in the aforementioned Joint Venture ensuring compliance with the applicable laws and regulations.

For and on behalf of Board
M/s Konstelec Engineers Limited

Biharilal Ravilal Shah
Chairman cum Managing Director
DIN: 00337318
Date: 20/05/2025
Place: Mumbai

Amish Biharilal Shah
Wholetime Director
DIN: 01415766

ANNEXURE – II

Form 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 transactions under third proviso thereto

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

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

[All Amounts are in Lakhs]

	Name(s) of the related party AND Nature of relationship	Mr. Amish Biharilal Shah Whole Time Director	Mrs. Rajul Shah Spouse of Mr. Amish Biharilal Shah	Konstelec Sastra Automation Private Limited (Previously known as CES Automation Engineers Private Limited)
(a)	Nature of contracts/ arrangements/ transactions	Office Rent	Remuneration	Subcontractor Expenses
(b)	Duration of the contracts / arrangements/transactions	Yearly	Yearly	Yearly
(c)	Salient terms of the contracts or arrangements or transactions including the value, if any	Rs. 2.16 Lakhs	Rs. 23.90 Lakhs	Rs. 4.70 Lakhs
(d)	Date(s) of approval by the Board	10-05-2024	10-05-2024	10-05-2024
(e)	Amount paid as advances, if any:	-	-	-

For and on behalf of Board
M/s Konstelec Engineers Limited

Biharilal Ravilal Shah
Chairman cum Managing Director
DIN: 00337318
Date: 20/05/2025
Place: Mumbai

Amish Biharilal Shah
Wholetime Director
DIN: 01415766



ANNEXURE – III

[FORM NO MR -3]

SECRETARIAL AUDIT REPORT

[For The Financial Year Ended 31st March 2025]

KONSTELEC ENGINEERS LIMITED.

(CIN: L45203MH1995PLC095011)

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

The Members,
Konstelec Engineers Limited.

308, Creative Industrial Estate,
Sunder Nagar Lane No. 2, Kalina,
Santacruz East, Mumbai-400098,
Maharashtra, India.

We have conducted the secretarial audit compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Konstelec Engineers Limited [CIN: L45203MH1995PLC095011]** (hereinafter called as “the company”) having its registered office situated at 308, Creative Industrial Estate, Sunder Nagar Lane No. 2, Kalina, Santacruz East, Mumbai-400098, Maharashtra, India. The 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 the company’s books, papers, minute book, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the Financial Year ended on 31st March, 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 31st March, 2025 according to the provisions of:

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

During the year under review, the company established a Foreign Joint Venture (JV) Company in Saudi Arabia, acquiring SAR 50,000 (50%) of its share capital equivalent to 500 shares valued at 100 SAR per share as per the Memorandum of Understanding executed with a Foreign JV Partner.

The company is currently in the process of depositing/payment of subscription money for the acquired shares, ensuring compliance with the applicable laws and regulations.

Additionally, the company has made the necessary disclosure to the National Stock Exchange of India (NSE) in accordance with regulatory requirements.

The Company has complied with provisions of the Act to the extent of the applicable provisions of the Act.

- v. The Equity shares of the Company are listed on SME (Small and Medium Exchange) Platform of National Stock Exchange of India Limited (NSE Emerge). The Company has paid Listing fees for the financial year 2024-25 according to the prescribed norms & regulations.

The following Regulations and Guidelines prescribed under Securities Exchange Board of India Act, 1992 (‘SEBI Act’) are applicable to the company.

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **[Not applicable as there was no reportable event during the financial year under review except below.]**

The Promoters of the Company has made disclosure under Regulation 31(4) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of non-encumbrance of shares of Promoters and Promoters group during the Financial Year ended 31st March, 2025.

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - I. The Company is maintaining the Structured Digital Database (SDD) internally to record every event of the UPSI and there 36 (Thirty-Six) number of events during the year which has been captured in the database along with date and time and necessary disclosure is made to National Stock Exchange Limited.
 - II. During the year under review, the Company’s promoters, Mr. Amish Biharilal Shah and Mrs. Rajul Amish Shah, acquired 1,000 and 2,000 shares, respectively, from the market in November 2024. They duly informed the company about these transactions. However, as the aggregate traded value for each promoter individually did not exceed ₹10 lakh, no additional disclosure was required under Regulation 7(2)(b) of SEBI’s Prohibition of Insider Trading Regulations, 2015.
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. **[Not applicable as there was no reportable event during the financial year under review.]**

- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021; **[Not applicable as there was no reportable event during the financial year under review.]**
- e. The Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008; **[Not applicable as there was no reportable event during the financial year under review.]**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client; **[Not applicable as the company is not an RTA.]**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **[Not applicable as there was no reportable event during the financial year under review.]**
- h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018; **[Not applicable as there was no reportable event during the financial year under review.]**
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Financial Year under review, the Company has complied with the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent of its applicability.

- j. The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations 2021 **[Not applicable as there was no reportable event during the financial year under review.]**
- k. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

During the Financial Year under review, the Company has complied with the applicable Regulations of SEBI (Depositories and Participants), Regulations, 2018 to the extent of its applicability.

- vi. **Management has identified and confirmed the following laws as being specifically applicable to the Company:**

1. Financial and Other Laws applicable to the Company:

- a) The Income Tax Act, 1961;
- b) The Goods and Service Tax Act ("GST")
- c) Trade Marks Act, 1999
- d) The MSME Act
- e) Foreign Exchange Management Act, 1999 ("FEMA")

- f) Indian Contract Act, 1872

- g) Sale of Goods Act, 1930

2. Labour Law and Regulations applicable on the Company;

- a) Contract Labour (Regulation & Abolition) Act, 1970
- b) Industrial Employment (standing orders) Act, 1946
- c) POSH Act- Prevention of sexual harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013
- d) Industrial (Development and Regulation) Act, 1951
- e) Minimum wages Act, 1948
- f) The payment of wages Act, 1936
- g) Employees' provident funds Act, 1952
- h) Employees state insurance Act, 1948
- i) Payment of Bonus Act, 1965
- j) Payment of Gratuity Act, 1976
- k) Equal Remuneration Act, 1976
- l) Professional tax Act.
- m) National and festival holidays Act
- n) Maternity Benefit Act, 1961.
- o) The Child and Adolescent Labour (prohibition & regulation) Act, 1986
- p) The Employees' Compensation Act, 1923
- q) Inter State Migrant Workmen Act, 1979
- r) Labour Laws (simplification of procedure for furnishing returns & maintaining registers by certain establishments) Act, 1988
- s) Industrial Disputes Act, 1947
- t) Workmen's Compensation Act, 1923
- u) Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979
- v) Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

3. Industry Specific Laws and Regulations applicable to the Company:

- a) Electricity Act, 2003
- b) Prevention of Black Marketing and Maintenance of Supplies Act, 1980
- c) Maharashtra Industrial Policy 2019
- d) Bombay Shops and Establishments Act, 1948
- e) Bombay Stamp Act, 1958 ("Stamp Act")
- f) Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975
- g) Apprentices Act, 1961
- h) The Energy Conservation (Amendment) Act, 2022

4. Environmental Laws and Regulations applicable to the Company:

- a) Environment Protection Act, 1986
- b) Environment (Protection) Rules, 1986
- c) National Environmental Policy, 2006
- d) The Pollution Control Act, 1986
- e) Air (Prevention and control of Pollution) Act, 1981
- f) Public liability insurance act, 1991
- g) Plastic Waste Management (PWM) Rules, 2016

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).
- (ii) The Company has duly executed a Listing Agreement with National Stock Exchange of India Limited.
- (iii) The company has constituted various committees as required under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 and complied with the necessary composition of the Committees.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above to the extent of its applicability. Also the Company has not received any notice (including penalty notices) from the NSE (National Stock Exchange Limited) regarding non-compliance or delayed compliances in whatsoever manner.

We further report that

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive and Independent Directors and Woman Director. However there was change in the composition of Key Managerial Personnel(s) during the year under review.
During the year under review, Mrs. Molly Antony resigned from her position as Chief Financial Officer (KMP), with effect from October 14, 2024. Following her resignation, Mr. Hardik Maheshbhai Sarvaiya was appointed as the new Chief Financial Officer (KMP) on the same date.
The company has properly notified the National Stock Exchange (NSE) regarding the changes and has fully complied with the relevant provisions of the Companies Act, 2013.
- (ii) Adequate notice is given to all Directors to schedule Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance and an adequate system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting;

- (iii) All the decisions of the Board and Committees thereof were carried through with requisite majority and as recorded in the minutes of the Meetings of the Board of Directors and Committees of the Board, as the case may be

We further report that:

Based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and

- a) As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary if any.

This Report is to be read with our letter of even date which is annexed as **Annexure- A** and forms an integral part of this report.

For K.C. Suthar & Co.
Company Secretaries

CS. K.C. Suthar
Proprietor
COP- 4075/ M. No. F/5191
Peer Review No: 1357/2021
UDIN: F005191G000362647
Date: 16/05/2025
Place: Mumbai



ANNEXURE - A

The Members,
Konstelec Engineers Limited
308, Creative Industrial Estate,
Sunder Nagar Lane No. 2, Kalina,
Santacruz East, Mumbai-400098,
Maharashtra, India.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.

Auditor's Responsibility

1. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
2. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

1. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For **K.C. Suthar & Co.**
Company Secretaries

CS. K.C. Suthar
Proprietor
COP- 4075/ M. No. F/5191
Peer Review No: 1357/2021
UDIN: F005191G000362647
Date: 16/05/2025
Place: Mumbai

Clarification letter

Date: -11-07-2025

To,
The Members,
Konstelec Engineers Limited.
Gr 001-007, A Wing, Skyline Epitome,
Kiroli Road, Near Jolly Gymkhana,
Vidyavihar (West),
Mumbai-400 086, Maharashtra, India.

Sub:- Clarification regarding Investment Details in Foreign Joint Venture as Reported in MR-3 Secretarial Audit Report.

Dear Sir(s),

This is to bring to your kind attention that in the Secretarial Audit Report (Form MR-3) issued by the undersigned for the financial year ended 2024-25, a disclosure in the point no. (iv) of the form MR-3 was made regarding the Company's investment in a Foreign Joint Venture (JV) entity established in Saudi Arabia.

As per the report, the investment clause was stated as under:

(IV)[Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

During the year under review, the company established a Foreign Joint Venture (JV) Company in Saudi Arabia, acquiring SAR 50,000 (50%) of its share capital equivalent to 500 shares valued at 100 SAR per share as per the Memorandum of Understanding executed with a Foreign JV Partner.

The company is currently in the process of depositing/payment of subscription money for the acquired shares, ensuring compliance with the applicable laws and regulations.

Additionally, the company has made the necessary disclosure to the National Stock Exchange of India (NSE) in accordance with regulatory requirements.

The Company has complied with provisions of the Act to the extent of the applicable provisions of the Act.]

Upon subsequent review and based on updated documentation, it has come to notice that the correct structure of the investment is as follows and the Investment clause to be read as under with the MR-3:

"(IV) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

During the year under review, the company established a Foreign Joint Venture (JV) Company in Saudi Arabia, acquiring SAR 50,000 (50%) of its share capital equivalent to 50 shares valued at 1000 SAR per share as per the Memorandum of Understanding executed with a Foreign JV Partner.

The company is currently in the process of depositing/payment of subscription money for the acquired shares, ensuring compliance with the applicable laws and regulations.

Additionally, the company has made the necessary disclosure to the National Stock Exchange of India (NSE) in accordance with regulatory requirements.

The Company has complied with provisions of the Act to the extent of the applicable provisions of the Act.



This inadvertent typographical error in the denomination of the shares (SAR 100 instead of SAR 1,000 for each of the 50 shares) does not affect the overall value of the investment or the compliance position of the Company under applicable laws. However, in the interest of maintaining accurate disclosures, this clarification is being issued and may kindly be taken on record.

We regret the oversight and assure that necessary care shall be taken to avoid such discrepancies in future disclosures.

Thanking you,
Yours faithfully,

For **K C Suthar & Co.**
Company Secretary in Practice

CS. K. C. SUTHAR
Proprietor,
CP No.: 4075
Peer review No: 1357/2021
Date:-11-07-2025
Place: -Mumbai

ANNEXURE – IV

Annual Report on CSR Activities

1. Brief outline of the Company CSR policy and projects or programs:

The Board of Directors has established a dedicated Corporate Social Responsibility (CSR) Committee to oversee and implement CSR initiatives, ensuring the company's commitment to social welfare and sustainable development. The company has developed a comprehensive CSR Policy, which is accessible on website of the company <https://www.konstelec.com>. This policy defines the company's responsibilities as a corporate citizen and outlines the framework for executing impactful projects aimed at benefiting various segments of society.

As part of its conscious strategy, the company designs and implements CSR programs with a strong focus on uplifting disadvantaged communities. These initiatives encompass diverse areas such as education, healthcare, environmental sustainability, skill development, and empowerment programs for underprivileged groups. The policy applies to all CSR activities undertaken by the company, ensuring a structured approach toward social impact.

During the year under review, the company actively carried out various CSR programs and projects aligned with its mission. These efforts reflect a commitment to ethical corporate governance and a strategic approach toward making a meaningful difference.

2. Composition of CSR committee duly formed by board and CSR Policy adopted by the board are disclosed at the website of the Company <https://www.konstelec.com/>

3. 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 (attach the report).

*****Not applicable for the financial year under review.**

4. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sr. No	Financial Year	Amount available for set-off from preceding financial years (Rs. In Lakhs)	Amount required to be set-off for the financial year, if any (Rs. in Lakhs)
Not Applicable			

5. Average net profit of the Company for last three financial years as per section 135(5) (i.e. for FY 2021-22, FY 2022-23, FY 2023-24): **Rs. 9,27,91, 569.67/-**

6.

- (a) Two percent of average net profit of the Company as per section 135(5): **Rs. 18,55,831.39/-**
- (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years: **Nil**
- (c) Amount required to be set off for the financial year, if any: **Nil**
- (d) Total CSR obligation for the financial year (7a+7b-7c): **Rs. 18,55,831.39/-**

7.

- (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year	Amount Spent				
	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. 18,63,268/-	---	---	---	---	---

(b) Details of CSR amount spent against ongoing projects for the financial year: **Not Applicable**

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

SN	Name of Project	Item from the list of activities in schedule VII of the Act	Local Area	Location of Project		Amount spent for the Project	Mode of implementation Direct (yes/no)	Mode of Implementation through implementing agency	
				State	District			Name	CSR Registration Number
1	Promoting Healthcare	Promoting health care including preventive health care	Yes	Maharashtra	Mumbai	Rs. 6,220/-	No	Shri Gadge Maharaj Dharmashala	CSR00007466
2	Animal Welfare	Animal Welfare	Yes	Maharashtra	Mumbai	Rs. 31,000/-	No	Shree Mumbai Jivdaya Mandali (Bombay Humanitarian League)	CSR00011593
3	Food Donation	Eradicating hunger, poverty and malnutrition	Yes	Maharashtra	Mumbai	Rs. 21,000/-	No	Shiv Kalyan Kendra	CSR00016332
4	Promoting Education	promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Yes	Maharashtra	Mumbai	Rs. 2, 51,000/-	No	Shree Mahavir Jain Charitra Kalyan Ratnashram	CSR00010852
5	Promoting Education	promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Yes	Maharashtra	Mumbai	Rs. 10,00,000/-	No	Jeevan Jyoti Educational Society	CSR00068384

6	Promoting Education	promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Yes	Maharashtra	Mumbai	Rs. 2, 51,000/-	No	Shri Kunthunath Swami Jain Foundation	CSR00019634
7	Food Donation	Eradicating hunger, poverty and malnutrition	Yes	Maharashtra	Palghar	Rs. 1,02,000/-	No	Maratha Life Foundation	CSR00015288
8	Animal Welfare	Animal Welfare	No	Gujarat	Kutch	Rs. 1,01,000/-	No	Shri Anjar Panjarapole	CSR00049975
9	Expenditure on Street Carts for helping Woman street vendors.	Empowering women/ livelihood enhancement of Women	No	Gujarat	Ahmedabad	Rs. 1,00,048/-	Yes	NA	NA

(d) Amount spent in Administrative Overheads: **Not Applicable.**

(e) Amount spent on Impact Assessment, if applicable: **Not Applicable**

(f) Total amount spent for the Financial Year (7b+7c+7d+7e): **Rs. 18,63,268/-**

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

Sr. No	Particulars	Amount
(i)	Two percent of average net profit of the Company as per section 135(5)	Rs. 18,55,831.39/-
(ii)	Total amount spent for the Financial Year	Rs. 18,63,268/-
(iii)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	---
(iv)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 7,436.61/-

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(a) Details of Unspent CSR amount for the preceding three financial years:

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

Notes:

There is unspent CSR amount pending to be spent as on 31st March 2025 of Rs. 4.86 Lakh which pertains to FY



2022-23. The Company is in process to transfer unspent CSR amount to a fund specified in Schedule VII.

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1) Sr. no.	(2) Project ID	(3) Name of the Project	(4) Financial Year in which project was commenced	(5) Project duration	(6) Total Amount allocated for the project	(7) Amount Spent on the project in the reporting financial year	(8) Cumulative amount spent at the end of the reporting financial year	(9) Status of the project - Completed / on-going
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): **Not Applicable**

11. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per section 135(5): **Not Applicable**

For and on behalf of Board

M/s Konstelec Engineers Limited

Biharilal Ravilal Shah

Chairman cum Managing Director

DIN: 00337318

Date: 20/05/2025

Place: Mumbai

Amish Biharilal Shah

Wholetime Director

DIN: 01415766

ANNEXURE – V

Disclosure required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year ended 31st March 2025.

Name of Director	Nature of Directorship	Ratio to median* remuneration of employees
Mr. Biharilal Ravilal Shah	Chairman cum Managing Director	58.94
Mr. Amish Biharilal Shah	Whole Time Director	82.13
Mr. Jigar Dhires Shah	Whole Time Director	48.89

* Median salary of employees during

FY 2024-25: Rs. 1,01,629/- p.a.

FY 2023-24: Rs. 80,750/- p. a.

All the Non-executive Independent Directors were paid only sitting fees for attending the Board and Committee meetings. The Sitting fees was paid in accordance with the Companies Act.

ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary if any, in the Financial Year 2024-25

Name of Director	Nature of Directorship	% Increase (decrease) in theremuneration
Mr. Biharilal Ravilal Shah	Chairman cum Managing Director	Nil
Mr. Amish Biharilal Shah	Whole Time Director	Nil
Mr. Jigar Dhires Shah	Whole Time Director	Nil
Mrs. Molly Antony	Chief Financial Officer (Resigned w.e.f. 14/10/2024)	11.25%
Mr. Hardik Maheshbhai Sarvaiya	Chief Financial Officer (Appointment w.e.f. 14/10/2024)	NA
Ms. Shatabdi Sudam Salve	Company Secretary & Compliance Officer	80%

iii) The percentage Increase (Decrease) in the median remuneration of employees in the Financial Year 2024-25: (25.86 %)

iii) The number of permanent employees on the rolls of Company as on March 31, 2025: 611

Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial Year i.e. FY 2024-25 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 percentile increase in salaries of employees other than Managerial Personnel is higher than average percentile increase in the managerial remuneration.



iv) The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

v) As per rule 5(3) of the Companies (Appointment and Remuneration) Rules, 2014, employees who draw salary exceeding the limit of Rs. 1.02 Crores is as follows:

Name & Age	Designation	Remuneration p.a. (₹. in crores)	Qualification / Experience	Date of Joining	Previous Employment & Designation	Percentage of shares held	Relation to any Director or Manager
***There were no employees in receipt of remuneration in excess of above specified limit during the financial year 2024-25.							

For and on behalf of Board

M/s Konstelec Engineers Limited

Biharilal Ravilal Shah

Chairman cum Managing Director

DIN: 00337318

Date: 20/05/2025

Place: Mumbai

Amish Biharilal Shah

Wholetime Director

DIN: 01415766

INDEPENDENT AUDITOR'S REPORT

To the Members of Konstelec Engineers Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Konstelec Engineers Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("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, its profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

The management has computed unbilled receivables using the percentage of completion method, where revenue is recognized based on the stage of completion of the contract activity. The stage of completion is determined by comparing costs incurred to date with the estimated total costs of a contract. The determination of revenues under this method involves making estimates by management. Contract assets and unbilled revenue are recognized when there is an excess of revenue earned and/or accrued over billings on contracts. Contract assets are classified as unbilled receivables and unbilled revenue is included in Revenue (pending only invoicing) when there is an unconditional right to receive cash, and only the passage of time is required, as per contractual terms. We have relied solely on management's estimates for the total costs and estimated project margin. We have performed audit procedures specifically addressing these matters, as described in the Key Audit Matter section below.

These matters are of such importance that they have been disclosed in note 2.1 vii and 18 to the standalone financial statements and have been subjected to specific audit procedures. However, we emphasize that our opinion on the standalone financial statements is not modified with respect to these matters.

Key Audit Matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis of our audit opinion on the accompanying standalone financial statements.

Revenue recognition

The Key Audit Matter

Revenue from works contracts represents significant amount of the total revenue from operations of the Company.

Revenue from these contracts is recognized on satisfaction of the performance obligations over a period of time and in accordance with the requirements of relevant accounting standards.

Revenue recognition involves significant estimates related to measurement of costs for completion, valuation of claims and penalties / liquidated damages and in turn evaluation of the related receivables and liabilities at each reporting date. Penalties / liquidated damages specified in the contracts are inherent in the determination of transaction price and forms part of variable consideration.

Overstatement of revenue is considered to be a significant audit risk as revenue is the key driver of returns to investors and incentives linked to performance for a reporting period.

How the Key Audit Matter was addressed in our audit

In view of the significance of the matter we applied the following audit procedures:

- Assessed compliance of the Company's policies in respect of revenue recognition with the applicable accounting standards;
- Evaluated the design and implementation and tested operating effectiveness of key internal controls around revenue recognition and recording of contract costs;
- Selected a sample of contracts to test, based on the below mentioned criteria:
 - significant revenue recognised during the year; or
 - significantly high, low or
 - negative profit margins
- For these selected contracts, we have assessed the estimated costs to complete, variations in contract price and contract costs and the adequacy of provision for penalties / liquidated damages arising from customer disputes. This assessment included:

Due to significant judgment involved in the estimation of the total revenue, costs to complete and the revenue that should be recognized and significant audit risk of overstatement, we have considered measurement of contract revenue as a key audit matter.

- verification / reviewed the executed version of contracts and its amendments for key terms and milestones to verify the estimated total revenue and costs to complete and / or any changes thereto;
- compared costs incurred with Company's estimates of costs incurred to date to identify significant variation and evaluated whether those variations have been considered appropriately in estimating the remaining costs to complete the contracts;
- appropriate cut-off procedures for determination of revenue in the correct reporting period;
- compared revenue recorded during the year with the underlying contracts, milestones achieved and invoices raised on the customers;
- inquiries with the project and commercial departments about significant changes to estimated total revenue and costs to complete and settlement and recoverability of contract related receivables;
- sighted the correspondence with customers around recoverability of claims and penalties / liquidated damages.

Recoverability of Trade Receivables

The Key Audit Matter

1. Trade Receivables include an amount receivable from KEPL EPC Nigeria Limited (Related Party of the Company incorporated in Nigeria) The significant balance of this receivable raises concerns regarding recoverability and potential implications on the financial position of the company.

2. Trade Receivables include an amount receivable from BCPL. The amount outstanding is held by BCPL and this significant balance of this receivable raises concerns regarding recoverability and potential implications on the financial position of the company.

How the Key Audit Matter was addressed in our audit

1. Our audit procedures included the following:

- Examined management's assessment of recoverability of receivables
- During the year the Company has recovered partial dues
- Obtained confirmation from KEPL EPC Nigeria Limited
- Obtained representations from management regarding the recoverability of the outstanding amount which states that the amount is outstanding due to restrictions on movement in foreign exchange in Nigeria which once eases out, the payments will be recovered

2. Our audit procedures included the following:

- Examined management's assessment of recoverability of receivables
- Examined Company's mail communications with BCPL
- Obtained representations from management regarding the recoverability of the outstanding amount which states that the Company is in settlement stage with BCPL which once settled, the payments will be recovered

Other Information

The Company's board of directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board of Directors' Report including Annexures to Board of Directors' Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the such other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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. The Management Discussion and Analysis, Board of Directors' Report including Annexures to Board of Directors' Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information are not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2021 specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014. 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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

1. Identify and assess the risks of material misstatement of the standalone 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.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place

and the operating effectiveness of such controls.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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.
5. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone 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 Standalone 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 standalone 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 Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- (c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Accounting Standards) Rules, 2021 specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 with reference to standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the Company had passed special resolution in extra ordinary general meeting dated December 18, 2023 to increase the overall limit of maximum remuneration payable to the managing director and whole time directors of the Company in respect of any financial year upto 25% of the net profits of the Company from the existing limit of 11%. The remuneration paid by the Company to its directors during the year is above the overall limit of 25%, for which the Company will take approval of the shareholders by passing a special resolution in the ensuing general meeting.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 25 to the standalone financial statements;
 - ii. The Company has made provision as required under applicable law or accounting standards for material foreseeable losses. Refer Note 9 to the Standalone Financial Statements. The Company did not have any long-term derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any

other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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 it's knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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 performed 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 (a) and (b) contain any material mis-statement.
- v. The Board of Directors of the Company have not proposed any dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting.
- vi. 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. The audit trail has been preserved by the Company in the accounting software as per the statutory requirements for record retention.

For SHAH P M AND ASSOCIATES

Chartered Accountants
ICAI Firm Registration No: 131576W

per MAULIN Y. SHAH

Partner
Membership No: 137282
UDIN: 25137282BMHYEG4041
Place: Mumbai
Date: 20 May 2025

Annexure 1

Referred to in paragraph 1 of under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date

- (i)
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment except for some Property, Plant and Equipment whose records are not maintained.
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) Property Plant and Equipment have not been physically verified by the management during the year, hence, we are unable to comment on the discrepancies, if any.
- (c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the company.

Title deeds of immovable property taken on lease by the Company not held in the name of the company:

Relevant line item in the Balance sheet	Description of item of property	Gross	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company
Others	Property taken on lease by Company	NA (Refer note 1 below)	Amish Shah	Director/Promoter	01 October 2012	Agreement between the company and the director/ promoter is not yet prepared
Others	Property taken on lease by Company	Refer Note 2 below				

Note 1: The Company has taken property on lease from Director/Promoter and paying rent. Therefore Gross carrying value of the property is not disclosed in above table.

Note 2: The Company has taken several properties on lease from various parties at various sites of the Company. The Company is of the opinion that it is not possible for the Company to execute each and every lease agreement and therefore in most of the cases, the lease contract is not formal or not executed in favour of lessee or not executed in any other manner.

- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year ended March 31, 2025.

- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(iv)

- (a) The Company’s business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company, except in cases where the amounts have been updated in books post submission of quarterly returns or statement.

(v)

- (a) During the year the Company has not provided any loans, advances in the nature of loans, not stood guarantee, not provided security to companies, firms, Limited Liability Partnerships or any other parties except staff loans and Capital Advance. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.

- (b) During the year, foreign joint venture Company in Saudi Arabia called Precision Innovation Co. Ltd (Daqat Al-Ibtikar) is incorporated. The Company has subscribed to share capital of foreign joint venture amounting to Rs.11.39 lakhs. Actual payment towards the outstanding share capital is pending as on March 31, 2025 and therefore it is accounted as liability outstanding as on March 31, 2025. The Investment made during the year is prima facie, not prejudicial to the Company’s interest. During the year the Company has not provided guarantees, not given security and not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties except staff loans and Capital Advance. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties except staff loans and Capital Advance. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.

- (d) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties except staff loans and Capital Advance. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.

- (e) There were no loans or advance in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties except staff loans and Capital Advance. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.

- (f) The Company has not granted loans and advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties except staff loans and Capital Advance. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(vi)

- According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any loan, guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to investments made.

- (vii) The Company has neither accepted any deposits from public nor accepted any amounts which are deemed to be deposits within the meaning of section 73 to 76 of the Companies Act, 2013 and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (viii) According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies, Act 2013 for the business activities carried out by the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (ix)
- (a) Undisputed statutory dues including Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, cess and any other material Statutory Dues applicable to it have not generally been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these 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 and based on audit procedures performed by us, there are no statutory dues referred to in sub clause (a) above that have not been deposited on account of any dispute except for disputed dues of Goods and Service tax, Income-tax, Sales-tax, Value Added Tax and cess as disclosed in Annexure A to this report.
- (x) 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.
- (xi)
- (a) 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 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 and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and to the best of our knowledge and belief, in our opinion, term loans availed by the Company were applied during the year for the purpose for which the loans were obtained, other than temporary deployment pending application of proceeds.
- (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 funds raised on short term basis do not seem to have been utilized 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 joint venture.
- (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 joint venture.
- (xii)
- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xiii)
- (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) According to the information and explanations given to us, there are no whistle blower complaints received by the Company during the year.
- (xiv) 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.
- (xv) In our opinion and according to the information and explanations given to us, the transactions with the related parties are in compliance with section 177 and section 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.
- (xvi)
- (a) 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.

- (xvii) 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.
- (xviii)
- (a) 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) In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities.
- (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 Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xix) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xx) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xxi) 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.
- (xxii) In our opinion and according to the information and explanations given to us, following details are provided with respect to Section 135 of the Companies Act 2013 for reporting of clauses 3(xx)(a) and 3(xx)(b) of the Order:

Amount in lakhs

Particulars	For the year ended 31 March 2025	Cumulative of previous years till 31 March 2024
Amount required to be spent by the company for "other than Ongoing Projects"	18.56	104.18
Unspent amount of above	NIL	4.86
Amount Transferred to Fund specified in Schedule VII to the Act	-	-
Due date of transfer to the specified fund*	NA	*
Actual date of transfer to the specified fund	NA	**
Number of days of delay	NA	*

* Due date to transfer such unspent amount of other than Ongoing Projects to a fund specified in Schedule VII, within a period of six months of the expiry of the financial year, is effective from 22 January 2021.

**As represented by the management of the Company, the Company had not transferred unspent amount of Rs.61.74 Lakhs till 31 March 2022 to Fund specified in Schedule VII to the Act within due date, but Rs.56.41 Lakhs has been spent mainly for education of weaker section in Financial year 2022-23. As represented by the management of the Company, the Company had not identified any ongoing projects for spending on CSR activities.

For SHAH P M AND ASSOCIATES

Chartered Accountants

ICAI Firm Registration No: 131576W

per MAULIN Y. SHAH

Partner

Membership No: 137282

UDIN: 25137282BMHYEG4041

Place: Mumbai

Date: 20 May 2025

Annexure 2

to the Independent Auditor's Report on the standalone financial statements of Konstelec Engineers Limited for the year ended March 31, 2025

Report on the Internal Financial Controls 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 with reference to standalone financial statements of Konstelec Engineers Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone 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 prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. 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 with reference to standalone financial statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 standalone 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 with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

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

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

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

For SHAH P M AND ASSOCIATES

Chartered Accountants

ICAI Firm Registration No: 131576W

per MAULIN Y. SHAH

Partner

Membership No: 137282

UDIN: 25137282BMHYEG4041

Place: Mumbai

Date: 20 May 2025



Annexure A

Details of disputed amounts payable in respect of statutory dues in arrears as at March 31, 2025:

Name of the Statute	Nature of Dues	Amount involved (Rs. in lakhs)	Period to which amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	13.41	Assessment Year 2009-10	Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	84.63	Assessment Year 2010-11	Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	0.50	Assessment Year 2012-13	Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	2.63	Assessment Year 2013-14	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	1.38	Assessment Year 2018-19	Assistant/ Deputy Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	22.36	Assessment Year 2020-21	Centralized processing center
Income Tax Act, 1961	Income Tax	11.16	Assessment Year 2023-24	Centralized processing center
Goods and Services Tax, 2017	Good and Services Tax	5.50	Financial Year 2020-21	21AAACK2747D1Z4-Odisha Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	14.43	01 July 2017 to 31 March 2018	08AAACK2747D1ZS- Rajasthan Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	11.86	Financial Year 2021-22	37AAACK2747D1ZS-Andhra Pradesh -Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	150.92	Financial Year 2019-20	27AAACK2747D1ZS- Maharashtra- Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	0.57	Financial Year 2020-21	19AAACK2747D1ZP West Bengal Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	13.42	Financial Year 2020-21	33AAACK2747D1ZZ Tamilnadu Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	19.73	Financial Year 2019-20	33AAACK2747D1ZZ Tamilnadu Jurisdictional Officer

Name of the Statute	Nature of Dues	Amount involved (Rs. in lakhs)	Period to which amount relates	Forum where the dispute is pending
Goods and Services Tax, 2017	Good and Services Tax	5.63	July'17-Mar'18	22AAACK2747D1Z2 Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	1.47	Financial Year 2018-19	22AAACK2747D1Z2 Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	1.47	Financial Year 2018-19	22AAACK2747D1Z2 Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	9.94	Financial Year 2019-20	22AAACK2747D1Z2 Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	3.67	Financial Year 2021-22	37AAACK2747D1ZS-Andhra Pradesh -Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	2.78	Financial Year 2017-18	09AAACK2747D1ZQ Uttar Pradesh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	10.29	Financial Year 2018-19	09AAACK2747D1ZQ Uttar Pradesh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	24.50	Financial Year 2019-20	10AAACK2747D2Z6 Bihar Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	27.83	Financial Year 2017-18	02AAACK2747D1Z4 Himachal Pradesh Jurisdictional Officer
Finance Act, 1994	Service Tax	0.10	Financial Year 2015-16	Joint Commissioner CGST & Central Excise Mumbai East Commissionerate
Total		440.18		



STANDALONE BALANCE SHEET

AS AT 31 MARCH 2025

(All amounts in rupees lakhs, except per share data and as stated otherwise)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	1,510.00	1,510.00
(b) Reserves and surplus	4	8,356.18	7,937.65
		9,866.18	9,447.65
2 Non-current liabilities			
(a) Long-term borrowings	5	432.70	430.61
		432.70	430.61
3 Current liabilities			
(a) Short-term borrowings	6	6,465.93	4,079.12
(b) Trade payables	7	4,179.65	3,446.51
(i) total outstanding dues of micro enterprises and small enterprises		725.33	438.29
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		3,454.32	3,008.22
(c) Other current liabilities	8	2,550.50	2,751.48
(d) Short-term provisions	9	356.91	405.14
		13,552.99	10,682.25
TOTAL		23,851.87	20,560.51
B ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets	10	1,245.70	860.00
(i) Property plant and Equipment		1,027.56	852.19
(ii) Intangible Assets		5.31	7.81
(iii) Capital Work in Progress		212.83	-
(b) Non current investment	11	20.39	128.77
(c) Deferred Tax Assets/(Deferred Tax Liabilities) (Net)	12	(8.98)	(13.52)
(d) Long-term loans and advances	13	23.48	50.07
(e) Other Non Current Assets	14	589.90	600.41
		1,870.49	1,625.73
2 Current assets			
(a) Trade receivables	15	6,684.56	6,945.82
(b) Cash and bank balances	16	2,120.64	2,412.26
(c) Short-term loans and advances	17	1,489.39	1,147.56
(d) Other Current Assets	18	11,686.79	8,429.14
		21,981.38	18,934.78
TOTAL		23,851.87	20,560.51
Summary of significant accounting policies		2.1	

In terms of our report of even date attached

For **SHAH P M AND ASSOCIATES**
Chartered Accountants
ICAI Firm Registration No: 131576W

Partner
Maulin Y. Shah
Membership No. 137282
Place: Mumbai
Date: 20th May 2025

For and on behalf of the Board of Directors

Chairman and Managing Director
Biharilal Shah
DIN: 00337318

Whole Time Director & CEO
Jigar Shah
DIN: 10082070

Company Secretary
Shatabdi Salve
PAN: DEIPS6143M

Whole Time Director
Amish Shah
DIN: 01415766

Chief Financial Officer
CA Hardik Sarvaiya
PAN: CWRPS8968Q

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in rupees lakhs, except per share data and as stated otherwise)

Particulars	Note No.	For the year ended 31 March 2025	For the year ended 31 March 2024
1 Revenue from operations	19	19,370.68	21,531.53
2 Other income	20	194.47	208.80
3 Total Income		19,565.15	21,740.33
4 Expenses			
(a) Cost of materials consumed	21	7,438.15	10,115.63
(b) Employee benefits expense	22	3,256.03	3,209.50
(c) Finance costs	23	731.44	711.40
(d) Depreciation and amortization expense	10	109.22	98.71
(e) Other expenses	24	7,361.79	6,357.33
Total expenses		18,896.63	20,492.57
5 Profit before Exception Item		668.52	1,247.76
6 Exception Item			
Less: Provision for Loss in Joint Venture		(47.00)	-
		621.52	1,247.76
6 Tax expense:			
Current Tax		198.33	319.29
Deferred Tax		(4.54)	4.81
7 Profit for the year		427.73	923.66
8 Earnings Per Share (of face value of Rs.10/- each) Basic and Diluted (Adjusted for previous year)		2.83	7.89
Summary of significant accounting policies	2.1		

In terms of our report of even date attached

For **SHAH P M AND ASSOCIATES**
Chartered Accountants
ICAI Firm Registration No: 131576W

Partner
Maulin Y. Shah
Membership No. 137282
Place: Mumbai
Date: 20th May 2025

For and on behalf of the Board of Directors

Chairman and Managing Director
Biharilal Shah
DIN: 00337318

Whole Time Director & CEO
Jigar Shah
DIN: 10082070

Company Secretary
Shatabdi Salve
PAN: DEIPS6143M

Whole Time Director
Amish Shah
DIN: 01415766

Chief Financial Officer
CA Hardik Sarvaiya
PAN: CWRPS8968Q



STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in rupees lakhs, except per share data and as stated otherwise)

Sr. No.	Particulars	For the Year Ended 31 March 2025	For the Year Ended 31 March 2024
(A)	Cash Flow From Operating Activities:		
	Profit before taxation	621.52	1,247.76
	Adjustments for:		
	Depreciation	109.22	98.71
	(Profit)/Loss on sale of Investments	(13.40)	(50.48)
	(Profit)/Loss on sale of Fixed Assets	(11.77)	-
	Financial expense	568.81	544.03
	Dividend income	(0.00)	(0.22)
	Provision for Loss in JV	47.00	-
	Other adjustments pertaining to previous years	-	-
	Cash generated from operating activities	699.86	592.04
	Adjustments for working capital:		
	Increase/ (decrease) in trade payables	733.14	456.53
	Increase / (decrease) in provisions	(48.24)	176.27
	Increase / (decrease) in other current liabilities	(200.98)	1,050.99
	Decrease / (increase) in trade receivables	261.26	(1,628.57)
	Decrease / (increase) in loans and advances	(315.23)	91.79
	Decrease / (increase) in other assets	(2,992.68)	(1,862.86)
	Cash used in operations	(1,241.34)	(2,370.53)
	Income Tax Refund/ (Paid)(Net)	(198.33)	(319.29)
	Net cash generated From operating activities	(1,439.67)	(2,689.81)
(B)	Cash Flow From Investing Activities:		
	Sale of Fixed Assets	17.10	-
	Acquisition of fixed assets	(287.44)	(121.49)
	Capital Work in Progress	(212.83)	-
	Investment in Joint Venture	(11.39)	-
	Investment in Mutual Fund & Shares (Net)	86.17	125.35
	Dividend	0.00	0.22
	Net cash utilised for investing activities	(408.39)	4.08

Sr. No.	Particulars	For the Year Ended 31 March 2025	For the Year Ended 31 March 2024
(C)	Cash Flow From Financing Activities:		
	Proceeds/(Repayment) of long-term borrowings (Net)	2.10	(169.62)
	Proceeds from IPO	-	2,870.00
	Expenses Related to IPO	(9.20)	(549.93)
	Net increase / (decrease) in short term borrowings	2,386.81	1,156.63
	Financial Expense paid	(568.81)	(544.03)
	Dividend Paid (inclusive of Tax on Dividend)	-	-
	Net Cash generated from Financing Activities	1,810.90	2,763.05
	Net Increase/(Decrease) in Cash and Cash Equivalents	(37.16)	77.32
	Add: Cash and Cash Equivalents (Opening)	118.35	41.03
	Cash and cash equivalents (Closing)	81.19	118.35
(D)	Cash and Cash Equivalents includes:		
	Cash on hand	1.81	7.17
	Bank Balances including deposits having original maturity less than 3 months	79.38	111.17
		81.19	118.35

In terms of our report of even date attached

For and on behalf of the Board of Directors

For **SHAH P M AND ASSOCIATES**
Chartered Accountants
ICAI Firm Registration No: 131576W

Chairman and Managing Director
Biharilal Shah
DIN: 00337318

Whole Time Director
Amish Shah
DIN: 01415766

Partner
Maulin Y. Shah
Membership No. 137282
Place: Mumbai
Date: 20th May 2025

Whole Time Director & CEO
Jigar Shah
DIN: 10082070

Chief Financial Officer
CA Hardik Sarvaiya
PAN: CWRPS8968Q

Company Secretary
Shatabdi Salve
PAN: DEIPS6143M

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in rupees lakhs, except per share data and as stated otherwise)

Note	Particulars
------	-------------

1 Corporate information

KONSTELEC ENGINEERS LIMITED was incorporated on 5th December, 1995 as a private limited Company under the Companies Act, 1956. Company has been converted to public limited Company effective from 25th August, 2023. The Company is engaged in the business of electrical and EPC contracts.

2 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.1 Significant accounting policies

i Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

ii Property, Plant and Equipment and Intangible assets

Property, Plant and Equipment are stated at the cost of acquisition, less accumulated depreciation and impairment losses, if any. Cost comprises purchase price, duties, levies and any directly attributable cost of bringing the asset to its working condition for the intended use. Interest on borrowed money, allotted to and utilized for qualifying tangible assets, pertaining to the period up to the date of capitalization is added to the cost of the assets. Advances paid towards the acquisition of tangible assets outstanding at each Balance Sheet date and the cost of tangible assets not ready for their intended use before such date are disclosed under capital work-in-progress.

Depreciation on Property, plant and equipment and Intangible assets

Depreciation on property, plant and equipment is calculated based on written down value method using the rates arrived at, based on the useful lives estimated by the management.

The Company has used the following useful lives to provide depreciation on its property, plant and equipment.

Useful lives estimated by the management (years)	
Office Buildings and Premises	60
Plant and equipments	4 to 15
Furniture and fixtures	5 to 10

Vehicles	8 to 10
Office equipment	5
Computers	3 to 6
Leasehold improvements	5
Building - Temporary Structures	3
Software - Intangible Asset	5

The management has estimated the useful lives of Property, Plant and Equipment and Intangible assets is based on past experience of the Company and supported by independent assessment by professionals, which may differ in some cases from useful lives mentioned in Companies Act 2013

iii Impairment of Assets

An asset is considered as impaired in accordance with Accounting Standard 28 on Impairment of Assets, when at balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which it belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use.) An impairment loss is charged off to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of its recoverable amount.

iv Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

v Investment

Investments which are readily realizable and intended to be held for not more than one year from the date of such investments are made, are classified as current investments. All other investments are classified as long term investments. On initial recognition, all investments are measured at cost. The cost comprises of purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost or fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charge or credited to the statement of profit and loss.

vi Inventories

There is no closing stock of material or stock-in-trade as on the balance sheet date. The Company executes its projects by purchasing material as per the orders and ships it directly to the construction site. Therefore, the material lying at site is considered under work in progress and taken in the books as unbilled revenue. Material in transit is also considered in unbilled revenue.

vii Revenue recognition:

Work Contracts:

Revenue from Sales of products is recognized when substantial risks and rewards of ownership of products are passed on to the buyer under the terms of the contract. Sales exclude goods and service tax and trade discounts. Transportation cost forming part of work order is included as part of Sales. The Company is recognizing the revenue based on percentage completion method as it satisfies performance obligations over time as it meets the above criteria.

The Company derives revenue primarily from EPC Contracts relating to works and services. Contract revenue and cost are recognised by reference to the stage of completion of the activity at the balance sheet date, as measured by the proportion that contract cost incurred for the work performed to date bear to the estimated total contract cost.

In case of contracts with defined milestones it recognises revenue on transfer of significant risks and rewards which coincided with achievement of milestones and its acceptance by the customer. Provision is made for all losses incurred to the balance sheet date. Any further losses that are foreseen in bringing contracts to completion are also recognised. Contract revenue earned in excess of billing is reflected under “Unbilled Revenue” under other current assets.

Dividends:

Dividend income is recognized when the Company’s right to receive dividend is established by the reporting date.

viii Foreign Currency Transaction

Initial recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion:

Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Forward Contracts:

The premium or discount arising at the inception of forward exchange contract is amortised and recognized as a expense/income over the life of the contract. Exchange differences on such contracts, except the contracts which are long term foreign currency monetary items, are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period.

ix Employee Benefits

Employee Benefits include provident fund, gratuity and compensated absences.

Defined contribution plans

The Company has defined contribution plans for post employment benefits namely provident fund which are recognized by income tax authorities and administered through appropriate authorities. The Company contributes to a government administered provident fund and has no further obligation beyond making its contribution. The Company’s contribution to above fund is charged to revenue every year.

Defined benefit plan:

The Company provides for gratuity obligation through a defined benefit retirement plan (the ‘Gratuity Plan’) covering all employees. The gratuity plan provides a lump sum payment to vested employees at retirement or termination of employment based on respective employee salary and years of employment with the Company. The Company makes annual contribution to LIC for the gratuity plan in respect of employees at certain circles.

Other employee benefits:

The employees of the Company are entitled to leave as per the leave policy of the Company. The liability in respect of unutilized leave balances is charged to revenue when option is exercised by employees.

x Accounting for Taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

xi Provisions and contingencies

Provision is recognized in the balance sheet when, the Company has a present obligation as a result of past event; it is probable that an outflow of economic benefits will be required to settle the obligation; and a reliable estimate of the amount of the obligation can be made. A disclosure by way of a contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require a outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

xii Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

xiii Earnings Per Share

The Company reports basic earnings per share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share. The Basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period. The diluted earning per share is computed by dividing the net profit attributable to the equity share holder for the period by the weighted average number of equity shares outstanding during the reporting period after adjusting for the effects of dilution.

xiv Accounting policies not specifically referred to above are in consonance with generally accepted accounting principles.



Note 3 Share capital

Particulars	As at 31 March 2025	As at 31 March 2024
(a) Authorised		
20,000,000 (Previous Year 20,000,000) Equity shares of Rs 10 each	2,000.00	2,000.00
(b) Issued, Subscribed and fully paid up		
151,00,000 (Previous Year 1,51,00,000) Equity shares of Rs 10 each	1,510.00	1,510.00
Total	1,510.00	1,510.00

Note 3.1

Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:

Particulars	As at 31 March 2025	As at 31 March 2024
As at the beginning of the year	15,100,000	1,000,000
Add: Issued During the year	-	14,100,000
Outstanding at the end of the year	15,100,000	15,100,000

Note 3.2

Rights, Preferences and Restrictions attached to Equity shares

(i) The Company has only one class of equity share having a par value of Rs.10 per share. Each holder of equity share is entitled for one vote per share. Accordingly, all equity shares rank equally with regards to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time.

(ii) On winding up of the Company, the holder's of equity shares will be entitled to receive the residual assets of the Company after distribution of all preferential amounts in proportion to the number of equity shares held.

Note 3.3

Shares held by promoters at the end of the year

		As at 31 March 2025		
Sr No	Promoters Name	No of shares	% of total shares	% Change during the year
1	Biharilal Ravilal Shah	6,676,950	44.22%	0.00%
2	Amish Shah	2,035,318	13.48%	0.01%

Shares held by promoters at the end of the year

		As at 31 March 2024		
Sr No	Promoters Name	No of shares	% of total shares	% Change during the year
1	Biharilal Ravilal Shah	6,676,950	44.22%	-21.03%
2	Amish Shah	2,034,318	13.47%	-1.72%

Note 3.4

Details of shares held by each shareholder holding more than 5% shares:

Name of shareholder	As at 31 March 2025		As at 31 March 2024	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Biharilal Ravilal Shah	6,676,950	44.22%	6,676,950	44.22%
Amish Biharilal Shah	2,035,318	13.48%	2,034,318	13.47%

Note 4 Reserves and Surplus

Particulars	As at 31 March 2025	As at 31 March 2024
(a) General Reserve		
As per Last Balance Sheet	327.58	327.58
Add: Other adjustments pertaining to previous years	-	-
Closing balance	327.58	327.58
(b) Securities Premium		
As per Last Balance Sheet	1,910.07	-
Add: Premium Received on Fresh Issue of Shares	-	2,460.00
Less: Expenses related to IPO	(9.20)	(549.93)
Closing balance	1,900.87	1,910.07
(c) Surplus in Statement of Profit and Loss		
As per Last Balance Sheet	5,700.00	5,776.34
Add: Profit for the year	427.73	923.66
Less:		
(i) Dividend	-	-
(ii) Issue of Bonus Shares	-	1,000.00
Closing balance	6,127.73	5,700.00
Total	8,356.18	7,937.65

Note 5 Long-term borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured		
Term Loans and Vehicle Loans from Banks	635.46	649.51
(Less: Current Maturities for Long term debt)	(202.76)	(218.90)
Total	432.70	430.61



Sub-Note:

Nature of Security

Secured by Immovable property, Hypothecation of Vehicles, Hypothecation of Book-Debts, Unbilled Revenue in relation to works contract, Fixed deposits of Company and Immovable Property, Personal Guarantee and Insurance Policies of Directors.

Note 6 Short-term borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured		
Cash credit from banks (Refer Sub Note Below)	5,791.99	3,432.40
Short Term WCD Loan	400.00	400.00
Current Maturities of long term borrowings		
- Term Loan and Vehical Loans	202.76	218.90
Unsecured		
Loans and advances from related parties	13.19	23.35
From Banks	57.99	4.47
Total	6,465.93	4,079.12

Nature of Security

Secured by Immovable property, Hypothecation of Vehicles, Hypothecation of Book-Debts ,Work-in-Progress in relation to works contract, Fixed deposits of Company and Immovable Property, Personal Guarantee and Insurance Policies of Directors.

Note 7 Trade payables

Particulars	Outstanding for following periods from due date of payment				As at 31 March 2025
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	718.42	6.91	-	-	725.33
ii) Others	3,034.37	202.68	76.68	140.59	3,454.32
iii) Disputed dues - MSME				-	-
iv) Disputed dues - Others	-	-		-	-

Note 7 Trade payables

Particulars	Outstanding for following periods from due date of payment				As at 31 March 2024
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	434.72	-	-	3.57	438.29
ii) Others	2,634.48	127.75	105.29	140.70	3,008.22
iii) Disputed dues - MSME	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-

Particulars	As at 31 March 2025	As at 31 March 2024
(i) total outstanding dues of micro enterprises and small enterprises	725.33	438.29
(a) total outstanding dues of sundry creditors	725.33	438.29
(ii) total outstanding dues of creditors other than micro enterprises and small enter- prises	3,454.32	3,008.22
(a) total outstanding dues of sundry creditors for purchase	1,607.23	1,676.23
(b) total outstanding dues of subcontractors	1,724.09	1,280.19
(c) total outstanding dues of sundry creditors for expenses	123.00	51.80
Total	4,179.65	3,446.51

Note 8 Other current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
TDS Payable	52.39	65.40
Advances from customers	791.47	1,182.20
Security Deposit	8.82	18.70
Accrued salaries and benefits and related statutory dues	223.64	226.54
Gratuity Payable to Employees	18.99	5.12
Balance Payable to Public Bodies	175.88	214.34
LC Payable	1,133.27	1,034.84
Other Payables	131.81	-
Other Payables (Precision Innovation Saudi JV)	11.39	-
Interest Accrued but not due	2.84	4.34
Total	2,550.50	2,751.48

Note 9 Short-term provisions

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for Bonus	65.33	67.75
Provision for Leave	17.26	19.28
Provision for Gratuity	-	23.87
Provision for CSR expenses	4.86	5.27
Provision for Expected Loss	17.22	13.83
Provision for Expenses	252.24	275.14
Total	356.91	405.14

Note 10. Property, Plant and Equipments and Intangible Assets

Sr. No.	Particulars	Gross Block			Depreciation / Amortisation		Net block	
		As at 1 April 2024	Addi- tions	Deduc- tions	As at 31 March 2025	For the year	As at 31 March 2025	As at 31 March 2024
(i)	Tangible Assets							
(a)	Freehold Land	6.64	-	-	6.64	-	6.64	6.64
(b)	Office Building and Premises	1,108.90	40.74	9.12	1,140.52	34.33	685.49	683.24
(c)	Plant & Equipments	193.08	138.25	-	331.33	12.36	163.75	37.86
(d)	Furniture and Fixtures	58.56	4.81	19.08	44.29	6.92	9.67	12.74
(e)	Vehicles	273.84	81.82	5.88	349.78	26.77	124.91	69.89
(f)	Office Equipments	60.17	7.06	-	67.23	9.98	15.80	18.72
(g)	Computers	85.46	13.75	-	99.21	15.37	18.15	19.77
(h)	Leasehold Improvements	62.87	-	-	62.87	-	3.15	3.15
(i)	Building - Temporary Structures	3.91	-	3.91	-	3.72	-	0.19
(ii)	Intangible Assets							
(a)	Software	33.10	1.00	-	34.10	3.50	5.31	7.81
(iii)	Capital Work in Progress		212.83	-	212.83	-	212.83	-
	Total	1,886.53	500.27	37.99	2,348.80	32.66	1,103.10	860.00
	Previous year	1,765.04	121.49	-	1,886.53	98.71	860.00	837.25

Note 11 Non Current investment

Particulars	As at 31 March 2025	As at 31 March 2024
Non Trade Investment (Unquoted & Quoted)		
In Mutual Funds - Quoted (Market Value as at 31 March 2025 : 11.92) (PY : 86.64)	9.00	81.77
In Equity Instruments Quoted (other than Joint venture entity) (Market Value as at 31 March 2025: 0.25) (PY : 0.39)	0.00	0.00
In Joint Venture Entity		
Konstelec Hightech Engineers Pvt Ltd	47.00	47.00
Less: Provision for Loss	(47.00)	-
	-	47.00
Precision Innovation Co. Ltd (Saudi Arabia) (SAR 50,000)	11.39	-
Total	20.39	128.77

Note 12 Deferred Tax Asset/(Liability)

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred Tax Asset/(Liability)		
Related to Fixed Assets, and 43B of Income Tax Act, 1961	(8.98)	(13.52)
Total	(8.98)	(13.52)

Note 13 Long-term loans and advances

Particulars	As at 31 March 2025	As at 31 March 2024
Capital Advances	-	36.67
Prepaid expenses	23.48	13.40
Total	23.48	50.07

Note 14 Other non current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured considered Good	151.91	118.10
- Security Deposit		
Bank Deposits with remaining maturity for more than twelve months (held as margin money or security against the borrowings, gurantee and letter of credit)	437.99	482.31
Total	589.90	600.41



Note 15 Trade receivables

Particulars	Outstanding for following periods from date of payment					As at 31 March 2025
	Less than 6 months	6 months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables-Unsecured Considered Good	4,359.87	618.97	797.21	553.30	355.21	6,684.56
Undisputed Trade Receivables-Unsecured Considered Doubtful						-
Disputed Trade Receivables-Unsecured Considered Good						-
Disputed Trade Receivables-Unsecured Considered Doubtful						-

Particulars	Outstanding for following periods from date of payment					As at 31 March 2024
	Less than 6 months	6 months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables-Unsecured Considered Good	4,966.99	369.30	740.61	314.21	554.71	6,945.82
Undisputed Trade Receivables-Unsecured Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Unsecured Considered Good						-
Disputed Trade Receivables-Unsecured Considered Doubtful	-	-	-	-	-	-

Note 16 Cash and Bank balances

Particulars	As at 31 March 2025	As at 31 March 2024
Cash and Cash equivalents		
Cash on hand	1.81	7.17
Bank Balances		
- Current Accounts	79.38	111.17
Other Bank Balances		
Deposits with remaining maturity for less than equal to 12 months (held as margin money or security against the borrowings, guarantees and letter of credit)	2,039.45	2,293.92
Total	2,120.64	2,412.26

Note 17 Short-term loans and advances

Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured - Considered Good		
Earnest Money Deposits	67.65	133.22
Prepaid expenses	97.27	66.78
Loans to employees	31.28	14.92
Trade Advances and GST Recovery from Vendors	462.73	291.21
Income tax payments (Net of provisions)	243.99	94.33
Balances with government authorities	571.47	542.97
Advance given to employees (Imprest)	2.59	4.13
Capital Advance	12.41	-
Total	1,489.39	1,147.56

Note 18 Other Current Assets

Particulars	As at 31 March 2025	As at 31 March 2024
Unbilled Receivables	11,638.29	8,427.89
Receivable from MF Redemption	1.87	-
Gratuity Asset	35.93	-
Accured interest on fixed deposits	10.70	1.25
Total	11,686.79	8,429.14

Note No 19 Revenue From Operations

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products	794.94	1,115.56
Sale of services	3,040.39	2,124.79
Composite Supply	15,535.35	18,291.18
Total	19,370.68	21,531.53

Note No 20 Other Income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest Income	127.86	94.24
Miscellaneous Income	-	10.29
Foreign Exchange Fluctuation (net)	14.75	4.48
Rental Income	26.69	49.09
Profit / (Loss) on Sale / Written off for Fixed Asset	11.77	-
Capital Gain on Sale on Investment	13.40	50.48
Dividend Income	0.00	0.22
Total	194.47	208.80

Interest Income Comprises of :-

On Fixed Deposits	127.86	94.24
Total	127.86	94.24



Note No 21 Raw Materials Consumed

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Purchases of Raw Materials	7,438.15	10,115.63
Total	7,438.15	10,115.63

Note No 22 Employee Benefits Expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, Wages and Bonus	2,676.97	2,713.31
Contribution to Provident and Other Funds	464.58	413.63
Staff Welfare	114.48	82.56
Total	3,256.03	3,209.50

Note No 23 Finance Costs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest on Loan/Cash Credit/Advance	568.81	544.03
Bank Charges	16.28	8.07
Bank Guarantee Charges	69.93	65.08
LC Charges	27.77	40.56
Processing fees and related expenses	48.65	53.66
Total	731.44	711.40

Note No 24 Other Expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Discount/Brokerage/Commission	2.04	0.92
Site expenses	1,336.73	946.65
Power & Fuel	38.45	24.29
Rent Expenses	411.66	286.66
Rates and Taxes	85.07	111.09
Tax, Interest and Fee on Delayed Payment of Taxes	42.30	31.88
Repairs and Maintenance	31.10	32.17
Insurance	33.26	25.43
Sub-Contractors's and General Labour Payments	4,954.30	4,418.88
Legal and Professional Fees	123.41	145.89
ROC Fees	-	18.05
Payment to Auditors	12.75	10.40
Travelling and Conveyance Expenses	65.79	80.89
Advertising & Sales Promotion Expenses	6.80	8.68
Transport, Freight and Octroi charges	65.86	46.17
Printing and Stationery	16.80	16.05
Postage and courier charges	3.42	4.60
Export Related Expenses	-	0.81
Communication cost	7.66	6.72
Donation	2.35	3.83
Membership and Subscription Expenses	0.53	0.41

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inspection Charges	9.00	10.55
Miscellaneous Expenditure	90.90	94.60
Provision for Expended Loss	3.39	13.83
CSR Expenses of previous year	-	5.33
CSR Expenses	18.22	12.56
Total	7,361.79	6,357.33

Payment to Auditors

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
As auditor:		
Audit fee	4.50	4.00
Tax audit fee	1.25	1.25
In other capacity:		
Taxation matters	2.60	2.20
Management services (including certificates)	4.40	2.95
Reimbursement of expenses		
Total	12.75	10.40

- 25 There are certain on-going litigations under various state and central tax legislations, the outcome of which is unascertainable. The company is contesting the demands and the management believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of operations.

Name of the Statute	Nature of Dues	Amount involved	Period to which amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	13.41	Assessment Year 2009-10	Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	84.63	Assessment Year 2010-11	Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	0.50	Assessment Year 2012-13	Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	2.63	Assessment Year 2013-14	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	1.38	Assessment Year 2018-19	Assistant/ Deputy Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	22.36	Assessment Year 2020-21	Centralized processing centre
Income Tax Act, 1961	Income Tax	11.16	Assessment Year 2023-24	Centralized processing centre
Goods and Services Tax, 2017	Good and Services Tax	0.57	Financial Year 2020-21	19AAACK2747D1ZP West Bangal Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	5.50	Financial Year 2020-21	21AAACK2747D1Z4- Odisha Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	13.42	Financial Year 2020-21	33AAACK2747D1ZZ- Tamil Nadu Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	19.73	Financial Year 2019-20	33AAACK2747D1ZZ- Tamil Nadu Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	14.43	For the period 01 July 2017 to 31 March 2018	08AAACK2747D1ZS- Rajasthan Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	5.63	For the period 01 July 2017 to 31 March 2018	22AAACK2747D1Z2-Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	1.47	Financial Year 2018-19	22AAACK2747D1Z2-Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	1.47	Financial Year 2018-19	22AAACK2747D1Z2-Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	9.94	Financial Year 2019-20	22AAACK2747D1Z2-Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	3.67	Financial Year 2021-22	37AAACK2747D1ZR- Andhra Pradesh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	11.86	Financial Year 2021-22	37AAACK2747D1ZR- Andhra Pradesh Jurisdictional Officer

Name of the Statute	Nature of Dues	Amount involved	Period to which amount relates	Forum where the dispute is pending
Goods and Services Tax, 2017	Good and Services Tax	150.92	Financial Year 2019-20	27AAACK2747D1ZS Maharashtra Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	2.78	Financial Year 2017-18	09AAACK2747D1ZQ- Uttar-pradesh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	10.29	Financial Year 2018-19	09AAACK2747D1ZQ- Uttar-pradesh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	24.50	Financial Year 2019-20	10AAACK2747D2Z6- Bihar Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	27.83	Financial Year 2017-18	02AAACK2747D1Z4-Himachal Pradesh Jurisdictional Officer
Finance Act, 1994	Service Tax	0.10	Financial Year 2015-16	Joint Commissioner CGST & Central Excise Mumbai East Commissionerate
Total		440.18		
Total Contingent Liabilities for previous Financial year is Rs. 395.51 Lakhs				

26 Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006

Particulars	As at 31 March 2025	As at 31 March 2024	As at 31 March 2024
The principal amount remaining unpaid to any supplier at the end of the year	725.33	438.29	438.29
Interest due remaining unpaid to any supplier at the end of the year	-	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-	-
Note: The above information is compiled by the Company on the basis of the information made available by vendors and the same has been relied upon by the Statutory Auditors.			

27 Balances of Sundry Debtors, Advances and Sundry Creditors are subject to confirmation.

28 Details of Foreign exchange inflows and outflows

Details of earning in foreign exchange

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Export of goods/services calculated on FOB basis in INR (in Lakhs)	255.37	48.84
Export of goods/services calculated on FOB basis in USD	3,06,300.00	59,159.43

Details of expenditure in foreign exchange

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Expenditure on account of other matters in INR (in Lakhs)	6.45	0.54
Expenditure on account of other matters in USD	6,653.00	100.00
Expenditure on account of other matters in Saudi Riyals	2,075.00	2,038.00
Expenditure on account of other matters in EURO	500.00	-

29 Disclosure under Accounting Standard 15 (revised 2005) "Employee Benefits"

Defined Benefit Plan:

The Company has availed a Group Gratuity scheme for its employees from Life Insurance Corporation of India. The Company receives actuarial valuation report on e-mail from the Life Insurance Corporation and the same is relied upon by the auditors.

Particulars	As at 31 March 2025	As at 31 March 2024
a) The amounts recognized in the balance sheet		
Present value of obligations as at the end of year	139.37	209.24
Fair value of plan assets as at the end of the year	175.31	185.36
Net asset/(liability) recognized in balance sheet	35.93	(23.87)

b) Reconciliation of opening and closing balances of Defined Benefit Obligation

Present value of obligations as at beginning of year	209.24	181.27
Interest cost	15.17	13.14
Current Service Cost	12.04	11.65
Benefits Paid	(23.98)	(31.18)
Actuarial (gain)/ loss on obligations	(73.09)	34.35
Present value of obligations as at end of year	139.37	209.24

c) Reconciliation of opening and closing balances of fair value of Plan Assets

Fair value of plan assets at beginning of year	185.36	165.12
Expected return on plan assets	13.77	12.09
Contributions	0.16	39.33
Benefits Paid	(23.98)	(31.18)
Actuarial gain/(loss) on Plan assets	NIL	NIL
Fair value of plan assets at the end of year	175.31	185.36

d) Actuarial Assumptions

Discount Rate	7.25%	7.25%
Salary Escalation	4.00%	4.00%

Defined Contribution Plan:

The Company has recognized the amounts in the Profit and Loss Account under the head Company's Contribution to Provident Fund: Rs. 380.32 (P.Y. Rs.353.09)

30 Segment Reporting (AS-17)

The Company has only one reportable segment i.e. electrical and EPC contracts and hence separate disclosure requirement of AS-17 Segment Reporting does not arise.

31 Related Party disclosure (AS-18)

As per Accounting Standard (AS-18), issued by the Institute of Chartered Accountants of India, the disclosure of transactions with related parties as defined in the Accounting Standard is given below:

31.1 Names of related parties where control exists irrespective of whether transaction have occurred or not:

Particulars	Related Parties
Key Management Personnel	1. Biharilal. R. Shah and B.R.Shah (HUF) 2. Amish. B. Shah 3 Jigar Shah 4. Molly Antony upto 14.10.2024 5.Hardik Sarvaiya with effect from 14.10.2024 6.Shatabdi Salve
Relative of Key Management Personnel	1. Nirupama. B. Shah - Wife of Biharilal R. Shah 2. Rajul. A. Shah - Wife of Amish B. Shah 3. Dipti Jigar Shah - Daughter of Biharilal R. Shah
Joint Venture	1. Konstelec Hitech Engineers Private Limited 2. Precision Innovation Co. Ltd (Saudi Arabia)
Enterprises over which key management personnel and relatives of such personnel is able to exercise significant influence	1. KEPL EPC Nigeria Limited 2. Konstelec Sastra Automation Private Limited (Previously known as CES Automation Engineers Private Limited)

31.2 Related parties under AS 18 with whom transaction have taken place during the year:

Particulars	Key Management Personnel	Relative of Key Management Personnel	Joint Venture	Enterprises over which key management personnel and relatives of such personnel is able to exercise significant influence	Total
Income					
Revenue from operations	-	-	-	-	-
Expenses					
Remuneration/Salary	216.28 (206.85)	24.00 (23.90)	-	-	240.28 (230.75)
Rent	2.16 (2.16)	-	-	-	2.16 (2.16)
Subcontractor Expenses	-	-	-	4.70	4.70
Loans					
Amount Received During the year	607.89 (1,037.07)	-	-	-	607.89 (1,037.07)

Particulars	Key Management Personnel	Relative of Key Management Personnel	Joint Venture	Enterprises over which key management personnel and relatives of such personnel is able to exercise significant influence	Total
Amount Repaid During the year	597.79 (1,031.10)	- -	(33.11)	- -	597.79 (1,064.21)
Share Capital					
Shares Issued during the year	(870.39)	(92.61)	-	-	(963.00)
Shares transferred In during the year	0.10 (6.60)	0.20 (3.20)	-	-	0.30 (9.80)
Shares transferred Out during the year	(60.00)		-	-	(60.00)
Balance Outstanding Assets					
Advance against expenses	-	-	-	-	-
Investment	-	-	11.39 (47.00)	-	11.39 (47.00)
Receivable	-	-	-	163.37 (179.40)	163.37 (179.40)
Liabilities					
Share Capital	906.53 (907.43)	102.07 (101.87)	- -	- -	1,008.60 (1,009.30)
Borrowings	13.19 (23.35)	- -	- -	- -	13.19 (23.35)
Rent payable	3.29 (1.98)	3.29 (3.29)	- -	- -	6.59 (5.26)
Salary payable	24.60 (16.12)	3.42 (1.60)	- -	- -	28.02 (17.72)
Other Payable	1.07 -	- -	11.39 -	- -	12.46 -

Notes related to Related Party disclosure

1. Related party relationships and transactions have been identified by the management and relied upon by the Auditors
2. Figures in bracket pertains to previous year

32 Earnings Per Equity Share (AS - 20)

Basic and Diluted earning per equity share :

Particulars		For the year ended 31 March 2025	For the year ended 31 March 2024
Numerator:			
Profit after tax	Rupees	4,27,72,521	9,23,66,154
Denominator:			
Weighted average number of equity shares	Number	1,51,00,000	1,17,05,738
Nominal value of equity shares	Rupees	10.00	10.00
Basic and Diluted earning per equity share (Adjusted for previous year)	Rupees	2.83	7.89

33 Operating lease: Company as lessee

Future minimum rentals payable under non-cancellable operating leases are as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Within one year	-	-
After one year but not more than five years	-	-
More than five years	-	-
Total	-	-

34	Particulars	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
Ratios							
Name of the ratios							
(a)	Current Ratio (in times)	21,981.38	13,552.99	1.62	1.77	-8.35%	
(b)	Debt-Equity Ratio (in times)	6,898.63	9,866.18	0.70	0.48	46.63%	Increase in borrowings
(c)	Debt Service Coverage Ratio (in times)	1,269.43	2,824.72	0.45	0.62	-27.34%	Increase in borrowings and reduction in operating income
(d)	Return on Equity Ratio (in %)	427.73	9,866.18	4.34%	9.78%	-55.66%	Reduction in Profit after tax
(e)	Inventory turnover ratio	Not applicable					
(f)	Trade Receivables turnover ratio (in times)	19,370.68	6,815.19	2.84	3.51	-19.06%	
(g)	Trade payables turnover ratio(in times)	7,438.15	4,897.14	1.52	2.51	-39.38%	Decrease in purchase
(h)	Net capital turnover ratio(in times)	19,370.68	8,428.39	2.30	2.61	-11.91%	
(i)	Net profit ratio (in %)	427.73	19,370.68	2.21%	4.29%	-48.53%	Reduction in Turnover and Increase in expenses



34	Particulars	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
	(j) Return on Capital employed(in %)	1,237.33	10,298.87	12.01%	18.14%	-33.76%	Reduction in Turnover and Increase in expenses
	(k) Return on investment(in %) based on realized gains on Investments	11.77	45.38	25.94%	42.53%	-39.02%	Reduction in Sale of ivestments and viz a viz reduction in profit

35 Corporate Social Responsibility (CSR) expenditure

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
1. Amount required to be spent by the company during the year	18.56	12.56
2. Amount of expenditure incurred on :		
i) Construction/Acquisition of any asset	NA	NA
ii) On purpose other than (i) above	18.56	12.96
3.Shortfall at the end of the year	-	-
4. Total of previous years shortfall	4.86	5.33
5. Reason for shortfall	NA	NA
6. Nature of CSR Activities	Education, Medical and upliftment of weaker section	Education and medical of weaker section

Note: There is unspent CSR amount pending to be spent as on 31st March 2025 of Rs. 4.86 Lakh which pertains to FY 2022-23

36 Title deeds of immovable property taken on lease by the Company not held in the name of the company

Relevant line item in the Balance sheet	Description of item of property	Gross Carrying Value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company
Others	Property taken on lease by Company	NA (Refer note 1 below)	Amish Shah	Director/Promoter	01-Oct-12	Agreement between the company and the director/promoter is not yet prepared
Others	Property taken on lease by Company			Refer Note 2 below		

Note 1: The Company has taken property on lease from Director/Promoter and paying rent. Therefore Gross carrying value of the property is not disclosed in above table.

Note 2: The Company has taken several properties on lease from various parties at various sites of the Company. The Company is of the opinion that it is not possible for the Company to execute each and every lease agreement and therefore in most of the cases, the lease contract is not formal or not executed in favour of lessee or not executed in any other manner.

37 Details of Benami Property held

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.

38 Security of current assets against borrowings

The quarterly returns or statement filed by the company with such banks are in agreement with the books of accounts of the company except in cases where the amounts have been updated in books post submission of quarterly returns or statement.

39 Willful Defaulter

The Company is not declared as willful defaulter by any bank of financial institution or other lender.

40 Relationship with struck off Companies

The Company do not have any transactions with Companies struck off.

41 Registration of charges or satisfaction with Registrar of Companies

1. No Registration of charge is registered with Registrar of Companies for 9 Vehicle loans amount outstanding as on 31 March 2025 of Rs. 132.00 Lakh (P.Y. Rs. 14.45 Lakhs) Vehicles are registered at various locations and loan is taken on various dates.

2. In Case of 4 charge open on ROC, no loan is outstanding and satisfaction of charge is yet to file with ROC.

42 Since the Company does not have any subsidiary, the provision of section 2 of clause 87 of the Act, read with Companies (Restriction on number of Layers) Rules, 2017, is not applicable to the Company.

43 Revaluation of Property, Plant and Equipment

There is no such revaluation of Property, Plant and equipment and Intangible assets during the year.

44 Utilization of Borrowed funds

The Company have not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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.

The Company have not received any fund from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.



45 Undisclosed Income

The Company have not done 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 relevant provisions of the Income Tax Act, 1961

46 Crypto currency or Virtual currency

The Company have not traded or invested in Crypto currency or virtual currency during the current year and previous year

47 Previous years figures have been regrouped/reclassified to confirm to current period's presentation.

In terms of our report of even date attached

For and on behalf of the Board of Directors

For **SHAH P M AND ASSOCIATES**
Chartered Accountants
ICAI Firm Registration No: 131576W

Chairman and Managing Director
Biharilal Shah
DIN: 00337318

Whole Time Director
Amish Shah
DIN: 01415766

Partner
Maulin Y. Shah
Membership No. 137282
Place: Mumbai
Date: 20th May 2025

Whole Time Director & CEO
Jigar Shah
DIN: 10082070

Chief Financial Officer
CA Hardik Sarvaiya
PAN: CWRPS8968Q

Company Secretary
Shatabdi Salve
PAN: DEIPS6143M

INDEPENDENT AUDITOR'S REPORT

To the Members of Konstelec Engineers Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Konstelec Engineers Limited ("the Company") its joint venture, which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditor on separate financial statements of such joint venture as were audited by the other auditor, the aforesaid Consolidated 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 accounting principles generally accepted in India, of the consolidated state of affairs of the Company, its joint venture as at March 31, 2025, of its consolidated profit and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company, its joint venture 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 Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

The management has computed unbilled receivables using the percentage of completion method, where revenue is recognized based on the stage of completion of the contract activity. The stage of completion is determined by comparing costs incurred to date with the estimated total costs of a contract. The determination of revenues under this method involves making estimates by management. Contract assets and unbilled revenue are recognized when there is an excess of revenue earned and/or accrued over billings on contracts. Contract assets are classified as unbilled receivables and unbilled revenue is included in Revenue (pending only invoicing) when there is an unconditional right to receive cash, and only the passage of time is required, as per contractual terms. We have relied solely on management's estimates for the total costs and estimated project margin. We have performed audit procedures specifically addressing these matters, as described in the Key Audit Matter section below.

These matters are of such importance that they have been disclosed in note 2.1 vii and 18 to the Consolidated Financial Statements and have been subjected to specific audit procedures. However, we emphasize that our opinion on the Consolidated Financial Statements is not modified with respect to these matters.

Key Audit Matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated

Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis of our audit opinion on the accompanying Consolidated Financial Statements.

Revenue recognition

The Key Audit Matter

Revenue from works contracts represents significant amount of the total revenue from operations of the Company.

Revenue from these contracts is recognized on satisfaction of the performance obligations over a period of time and in accordance with the requirements of relevant accounting standards.

Revenue recognition involves significant estimates related to measurement of costs for completion, valuation of claims and penalties / liquidated damages and in turn evaluation of the related receivables and liabilities at each reporting date. Penalties / liquidated damages specified in the contracts are inherent in the determination of transaction price and forms part of variable consideration.

Overstatement of revenue is considered to be a significant audit risk as revenue is the key driver of returns to investors and incentives linked to performance for a reporting period.

Due to significant judgment involved in the estimation of the total revenue, costs to complete and the revenue that should be recognized and significant audit risk of overstatement, we have considered measurement of contract revenue as a key audit matter.

How the Key Audit Matter was addressed in our audit

In view of the significance of the matter we applied the following audit procedures:

- Assessed compliance of the Company's policies in respect of revenue recognition with the applicable accounting standards;
 - Evaluated the design and implementation and tested operating effectiveness of key internal controls around revenue recognition and recording of contract costs;
 - Selected a sample of contracts to test, based on the below mentioned criteria:
 - significant revenue recognised during the year; or
 - significantly high, low or
 - negative profit margins.
 - For these selected contracts, we have assessed the estimated costs to complete, variations in contract price and contract costs and the adequacy of provision for penalties / liquidated damages arising from customer disputes. This assessment included:
 - verification / reviewed the executed version of contracts and its amendments for key terms and milestones to verify the estimated total revenue and costs to complete and / or any changes thereto;
 - compared costs incurred with Company's estimates of costs incurred to date to identify significant variation and evaluated whether those variations have been considered appropriately in estimating the remaining costs to complete the contracts;
- appropriate cut-off procedures for determination of revenue in the correct reporting period;
- compared revenue recorded during the year with the underlying contracts, milestones achieved and invoices raised on the customers;
 - inquiries with the project and commercial departments about significant changes to estimated total revenue and costs to complete and settlement and recoverability of contract related receivables;
 - sighted the correspondence with customers around recoverability of claims and penalties / liquidated damages.

Recoverability of Trade Receivables

The Key Audit Matter

1. Trade Receivables include an amount receivable from KEPL EPC Nigeria Limited (Related Party of the Company incorporated in Nigeria) The significant balance of this receivable raises concerns regarding recoverability and potential implications on the financial position of the company.

2. Trade Receivables include an amount receivable from BCPL. The amount outstanding is held by BCPL and this significant balance of this receivable raises concerns regarding recoverability and potential implications on the financial position of the company.

How the Key Audit Matter was addressed in our audit

1. Our audit procedures included the following:

- Examined management's assessment of recoverability of receivables
- During the year the Company has recovered partial dues
- Obtained confirmation from KEPL EPC Nigeria Limited
- Obtained representations from management regarding the recoverability of the outstanding amount which states that the amount is outstanding due to restrictions on movement in foreign exchange in Nigeria which once eases out, the payments will be recovered

2. Our audit procedures included the following:

- Examined management's assessment of recoverability of receivables
- Examined Company's mail communications with BCPL
- Obtained representations from management regarding the recoverability of the outstanding amount which states that the Company is in settlement stage with BCPL which once settled, the payments will be recovered.

Other Information

The Company's board of directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board of Directors' Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated 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 Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our 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. The Management Discussion and Analysis, Board of Directors' Report including Annexures to Board of Directors' Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information are not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company including its jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2021 specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014. The respective Board of Directors of the jointly controlled

entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Board of Directors of the Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the Company and its jointly controlled entity are responsible for assessing the ability of the Company and its jointly controlled entity 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 respective Board of Directors of the Company and its jointly controlled entity are responsible for overseeing the financial reporting process of the Company and its jointly controlled entity.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated 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 Consolidated 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 Consolidated 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 adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its jointly controlled entity 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 Consolidated 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 and its jointly controlled entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its jointly controlled entity to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the Consolidated Financial Statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated 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 Consolidated Financial Statements

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

Other Matter

We did not audit the financial statements of one jointly controlled entity, whose financial statements reflect the Company's share of total assets of Rs.1.99 lakhs as at March 31, 2025, and the Company's share of total revenues of Rs.0.55 lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditor whose report have been furnished to us by the management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this jointly controlled entity, and our report in so far as it relates to the aforesaid jointly controlled entity is based solely on the report of the other auditor. The auditor of joint venture Konstelec Hitech Engineers Private Limited has mentioned in the basis of opinion para of their audit report that events or conditions indicate that a material uncertainty exists that may cast significant doubt on the joint venture's ability to continue as a going concern. The Company during the year has made provision for loss on the Investment of Rs.47 lakhs in joint venture Konstelec Hitech Engineers Private Limited.

During the year, the Company established a Foreign Joint Venture Company in Saudi Arabia, acquiring Saudi Riyal 50,000 (50%) of its share capital equivalent to 50 shares valued at 1000 Saudi Riyal per share equivalent to Rs.11.39 lakhs as per the Memorandum of Understanding executed with a Foreign Joint Venture Partner. The Company is currently in the process of depositing/payment of subscription money for the acquired shares, ensuring compliance with the applicable laws and regulations. Since the operations of this joint venture have not started as on March 31, 2025, financial statements are not prepared by the joint venture.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report to the extent applicable that:

- (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
- (ii) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the report of the other auditor;
- (iii) the consolidated Balance Sheet, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
- (iv) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with Companies (Accounting Standards) Rules, 2021 specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014.
- (v) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors of the Company and the report of the statutory auditor of its jointly controlled entity, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- (vi) With respect to the adequacy and the operating effectiveness of the internal financial controls with reference to financial statements of the joint venture entity, the other auditor has not provided any opinion on the Internal Financial Controls and accordingly we have not separately provided any opinion on the consolidated adequacy and the operating effectiveness of the internal financial controls over financial reporting;
- (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the Company had passed special resolution in extra ordinary general meeting dated December 18, 2023 to increase the overall limit of maximum remuneration payable to the managing director and whole time directors of the Company in respect of any financial year upto 25% of the net profits of the Company from the existing limit of 11%. The remuneration paid by the Company to its directors during the year is above the overall limit of 25%, for which the Company will take approval of the shareholders by passing a special resolution in the ensuing general meeting; and
- (viii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact, if any, of pending litigation on its consolidated financial position in its Consolidated Financial Statements. Reference is drawn to Note No. 25 of the Consolidated Financial Statements.
 - ii. The Company has made provision as required under applicable law or accounting standards for material foreseeable losses. Refer Note 9 to the Consolidated Financial Statements. The Company did not have any long-term derivative contracts.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its jointly controlled entity.
- iv.
 - a) The respective Management of the Company and its joint venture has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or its joint venture to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or its joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b) The respective Management of the Company and its joint venture has represented, that, to the best of its knowledge and belief, no funds have been received by the Company or its joint venture from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or its joint venture shall, 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 performed that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its joint venture, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The Board of Directors of the Company have not proposed any dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting.
- vi. The auditor of the joint venture has not provided any opinion on audit trail and therefore we have not provided our opinion on the same. Based on our examination, which included test checks performed by us on the Company, 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. The audit trail has been preserved by the Company in the accounting software as per the statutory requirements for record retention.

For SHAH P M AND ASSOCIATES

Chartered Accountants
ICAI Firm Registration No: 131576W

Maulin Y. Shah

Partner
Membership No: 137282
UDIN: 25137282BMHYEH2471
Place: Mumbai
Date: 20 May 2025



CONSOLIDATED BALANCE SHEET

AS AT 31 MARCH 2025

(All amounts in rupees lakhs, except per share data and as stated otherwise)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	1,510.00	1,510.00
(b) Reserves and surplus	4	8,358.09	7,891.69
		9,868.09	9,401.69
2 Non-current liabilities			
(a) Long-term borrowings	5	432.7	430.61
		432.7	430.61
3 Current liabilities			
(a) Short-term borrowings	6	6,465.93	4,079.11
(b) Trade payables	7	4,179.65	3,446.52
(i) total outstanding dues of micro enterprises and small enterprises		725.33	438.29
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		3,454.32	3,008.23
(c) Other current liabilities	8	2,539.13	2,751.48
(d) Short-term provisions	9	356.99	435.62
		13,541.69	10,712.73
TOTAL		23,842.48	20,545.03
B ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets	10	1,245.71	860
(i) Property plant and Equipment		1,027.55	852.19
(ii) Intangible Assets		5.33	7.81
(iii) Capital Work in Progress		212.83	-
(b) Non current investment	11	9	81.77
(c) Deferred Tax Assets/(Deferred Tax Liabilities) (Net)	12	-8.98	-13.52
(d) Long-term loans and advances	13	23.48	50.07
(e) Other Non Current Assets	14	589.9	600.41
		1,859.11	1,578.73
2 Current assets			
(a) Trade receivables	15	6,684.56	6,945.82
(b) Cash and bank balances	16	2,121.21	2,443.78
(c) Short-term loans and advances	17	1,489.39	1,147.56
(d) Other Current Assets	18	11,688.22	8,429.14
		21,983.38	18,966.30
TOTAL		23,842.49	20,545.03
Summary of significant accounting policies	2.1		

In terms of our report of even date attached

For **SHAH P M AND ASSOCIATES**
Chartered Accountants
ICAI Firm Registration No: 131576W

Partner
Maulin Y. Shah
Membership No. 137282
Place: Mumbai
Date: 20th May 2025

For and on behalf of the Board of Directors

Chairman and Managing Director
Biharilal Shah
DIN: 00337318

Whole Time Director & CEO
Jigar Shah
DIN: 10082070

Company Secretary
Shatabdi Salve
PAN: DEIPS6143M

Whole Time Director
Amish Shah
DIN: 01415766

Chief Financial Officer
CA Hardik Sarvaiya
PAN: CWRPS8968Q

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in rupees lakhs, except per share data and as stated otherwise)

Particulars	Note No.	For the year ended 31 March 2025	For the year ended 31 March 2024
1 Revenue from operations	19	19,370.68	21,531.53
2 Other income	20	195.02	208.8
3 Total Income		19,565.70	21,740.33
4 Expenses			
(a) Cost of materials consumed	21	7,438.15	10,115.63
(b) Employee benefits expense	22	3,256.03	3,209.50
(c) Finance costs	23	731.44	711.4
(d) Depreciation and amortization expense	10	109.22	98.71
(e) Other expenses	24	7,362.35	6,388.92
Total expenses		18,897.19	20,524.16
5 Profit before Exception Item		668.51	1,216.17
6 Tax expense:			
Current Tax		198.33	319.29
Deferred Tax		(4.54)	4.81
7 Profit for the year		474.72	892.07
8 Earnings Per Share (of face value of Rs.10/- each) Basic and Diluted (Adjusted for previous year)		3.14	7.62
Summary of significant accounting policies	2.1		

In terms of our report of even date attached

For **SHAH P M AND ASSOCIATES**
Chartered Accountants
ICAI Firm Registration No: 131576W

Partner
Maulin Y. Shah
Membership No. 137282
Place: Mumbai
Date: 20th May 2025

For and on behalf of the Board of Directors

Chairman and Managing Director
Biharilal Shah
DIN: 00337318

Whole Time Director & CEO
Jigar Shah
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Company Secretary
Shatabdi Salve
PAN: DEIPS6143M

Whole Time Director
Amish Shah
DIN: 01415766

Chief Financial Officer
CA Hardik Sarvaiya
PAN: CWRPS8968Q



CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in rupees lakhs, except per share data and as stated otherwise)

Sr. No.	Particulars	For the Year Ended 31 March 2025	For the Year Ended 31 March 2024
(A)	Cash Flow From Operating Activities:		
	Profit before taxation	668.51	1,216.17
	Adjustments for:		
	Depreciation	109.22	98.71
	(Profit)/Loss on sale of Investments	(13.40)	(50.48)
	(Profit)/Loss on sale of Fixed Assets	(11.77)	-
	Interest expense	568.81	544.03
	Dividend income	(0.00)	(0.22)
	Other adjustments pertaining to previous years	0.88	-
	Cash generated from operating activities	653.74	592.04
	Adjustments for working capital:		
	Increase/ (decrease) in trade payables	733.13	456.54
	Increase / (decrease) in provisions	(78.64)	206.75
	Increase / (decrease) in other current liabilities	(212.35)	1,050.99
	Decrease / (increase) in trade receivables	261.26	(1,628.57)
	Decrease / (increase) in loans and advances	(315.23)	91.79
	Decrease / (increase) in other assets	(2,994.11)	(1,952.20)
	Cash used in operations	(1,283.69)	(2,340.03)
	Income Tax Refund/ (Paid) (Net)	(198.33)	(319.29)
	Net cash generated From operating activities	(1,482.02)	(2,659.32)
(B)	Cash Flow From Investing Activities:		
	Sale of Fixed Assets	17.10	-
	Acquisition of fixed assets	(287.44)	(121.49)
	Capital Work in Progress	(212.83)	-
	Investment in Mutual Fund & Shares (Net)	86.17	125.35
	Dividend	0.00	0.22
	Net cash utilised for investing activities	(397.00)	4.08

(C)	Cash Flow From Financing Activities:		
	Proceeds/(Repayment) of long-term borrowings (Net)	2.10	(169.62)
	Proceeds from IPO	-	2,870.00
	Expenses Related to IPO	(9.20)	(549.93)
	Net increase / (decrease) in short term borrowings	2,386.81	1,156.63
	Financial Expense paid	(568.81)	(544.03)
	Net Cash generated from Financing Activities	1,810.90	2,763.05
	Net Increase/(Decrease) in Cash and Cash Equivalents	(68.12)	107.81
	Add: Cash and Cash Equivalents (Opening)	149.87	42.06
	Cash and cash equivalents (Closing)	81.75	149.87
(D)	Cash and Cash Equivalents includes:		
	Cash on hand	1.81	7.17
	Bank Balances including deposits having original maturity less than 3 months	79.94	142.70
		81.75	149.87

In terms of our report of even date attached

For and on behalf of the Board of Directors

For **SHAH P M AND ASSOCIATES**
Chartered Accountants
ICAI Firm Registration No: 131576W

Chairman and Managing Director
Biharilal Shah
DIN: 00337318

Whole Time Director
Amish Shah
DIN: 01415766

Partner
Maulin Y. Shah
Membership No. 137282
Place: Mumbai
Date: 20th May 2025

Whole Time Director & CEO
Jigar Shah
DIN: 10082070

Chief Financial Officer
CA Hardik Sarvaiya
PAN: CWRPS8968Q

Company Secretary
Shatabdi Salve
PAN: DEIPS6143M

Notes forming part of the Consolidated financial statements

FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in rupees lakhs, except per share data and as stated otherwise)

Note	Particulars
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1 Basis of Consolidation

The consolidated financial statements comprising of the financial statements of Konstelec Engineers Limited ("the company") and its Joint Venture Entity are prepared in accordance with Accounting Standard - 21 (AS-21), "Consolidated Financial Statements" and Accounting Standard - 27 (AS-27) on "Financial Reporting of Interest in Joint Ventures". Interest in jointly controlled entity (incorporated joint venture) is reported using proportionate consolidation method in Consolidated Financial Statements.

Interest in Joint Venture as Under:

Name of Joint Venture Entity	Country of Origin	%age ownership as on 31st March, 2025	%age ownership as on 31st March, 2024
Konstelec Hitech Engineers Entity	India	47%	47%
Precision Innovation Co Ltd	Saudi Arabia	50%	-

2 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

During the year, the Company established a Foreign Joint Venture Company in Saudi Arabia, acquiring Saudi Riyal 50,000 (50%) of its share capital equivalent to 500 shares valued at 100 Saudi Riyal per share equivalent to Rs.11.39 lakhs as per the Memorandum of Understanding executed with a Foreign Joint Venture Partner. Amount is unspent for subscription money for the acquired shares, ensuring compliance with the applicable laws and regulations. Since the operations of this joint venture have not started as on March 31, 2025, financial statements are not prepared by the joint venture.

2.1 Significant accounting policies

i Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

ii Property, Plant and Equipment and Intangible assets

Property, Plant and Equipment are stated at the cost of acquisition, less accumulated depreciation and impairment losses, if any. Cost comprises purchase price, duties, levies and any directly attributable cost of bringing the asset to its working condition for the intended use. Interest on borrowed money, allotted to and utilized for qualifying tangible assets, pertaining to the period up to the date of capitalization is added to the cost of the assets. Advances paid towards the acquisition of tangible assets outstanding at each Balance Sheet date and the cost of tangible assets not ready for their intended use before such date are disclosed under capital work-in-progress.

Depreciation on Property, plant and equipment and Intangible assets

Depreciation on property, plant and equipment is calculated based on written down value method using the rates arrived at, based on the useful lives estimated by the management. The Company has used the following useful lives to provide depreciation on its property, plant and equipment.

Useful lives estimated by the management	(years)
Office Buildings and Premises	60
Plant and equipments	4 to 15
Furniture and fixtures	5 to 10
Vehicles	8 to 10
Office equipment	5
Computers	3 to 6
Leasehold improvements	5
Building - Temporary Structures	3
Software - Intangible Asset	5

The management has estimated the useful lives of Property, Plant and Equipment and Intangible assets is based on past experience of the Company and supported by independent assessment by professionals, which may differ in some cases from useful lives mentioned in Companies Act 2013

iii Impairment of Assets

An asset is considered as impaired in accordance with Accounting Standard 28 on Impairment of Assets, when at balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which it belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use.) An impairment loss is charged off to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of its recoverable amount.

iv Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

v Investment

Investments which are readily realizable and intended to be held for not more than one year from the date of such investments are made, are classified as current investments. All other investments are classified as long term investments. On initial recognition, all investments are measured at cost. The cost comprises of purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost or fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charge or credited to the statement of profit and loss.

vi Inventories

There is no closing stock of material or stock-in-trade as on the balance sheet date. The Company executes its projects by purchasing material as per the orders and ships it directly to the construction site. Therefore, the material lying at site is considered under work in progress and taken in the books as unbilled revenue. Material in transit is also considered in unbilled revenue.

vii Revenue recognition:

Work Contracts:

Revenue from Sales of products is recognized when substantial risks and rewards of ownership of products are passed on to the buyer under the terms of the contract. Sales exclude goods and service tax and trade discounts. Transportation cost forming part of work order is included as part of Sales. The Company is recognizing the revenue based on percentage completion method as it satisfies performance obligations over time as it meets the above criteria.

The Company derives revenue primarily from EPC Contracts relating to works and services.

Contract revenue and cost are recognised by reference to the stage of completion of the activity at the balance sheet date, as measured by the proportion that contract cost incurred for the work performed to date bear to the estimated total contract cost. In case of contracts with defined milestones it recognises revenue on transfer of significant risks and rewards which coincided with achievement of milestones and its acceptance by the customer. Provision is made for all losses incurred to the balance sheet date. Any further losses that are foreseen in bringing contracts to completion are also recognised. Contract revenue earned in excess of billing is reflected under "Unbilled Revenue" under other current assets.

Dividends:

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date.

viii Foreign Currency Transaction

Initial recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion:

Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date.

Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Forward Contracts:

The premium or discount arising at the inception of forward exchange contract is amortised and recognized as a expense/income over the life of the contract. Exchange differences on such contracts, except the contracts which are long term foreign currency monetary items, are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or as expense for the period.

ix Employee Benefits

Employee Benefits include provident fund, gratuity and compensated absences.

Defined contribution plans

The Company has defined contribution plans for post employment benefits namely provident fund which are recognized by income tax authorities and administered through appropriate authorities. The Company contributes to a government administered provident fund and has no further obligation beyond making its contribution. The Company's contribution to above fund is charged to revenue every year.

Defined benefit plan:

The Company provides for gratuity obligation through a defined benefit retirement plan (the 'Gratuity Plan') covering all employees. The gratuity plan provides a lump sum payment to vested employees at retirement or termination of employment based on respective employee salary and years of employment with the Company. The Company makes annual contribution to LIC for the gratuity plan in respect of employees at certain circles.

Other employee benefits:

The employees of the Company are entitled to leave as per the leave policy of the Company. The liability in respect of unutilized leave balances is charged to revenue when option is exercised by employees.

x Accounting for Taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

xi Provisions and contingencies

Provision is recognized in the balance sheet when, the Company has a present obligation as a result of past event; it is probable that an outflow of economic benefits will be required to settle the obligation; and a reliable estimate of the amount of the obligation can be made. A disclosure by way of a contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.



xii Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

xiii Earnings Per Share

The Company reports basic earnings per share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share. The Basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period. The diluted earning per share is computed by dividing the net profit attributable to the equity share holder for the period by the weighted average number of equity shares outstanding during the reporting period after adjusting for the effects of dilution.

xiv Accounting policies not specifically referred to above are in consonance with generally accepted accounting principles.

Note 3 Share capital

Particulars	As at 31 March 2025	As at 31 March 2024
(a) Authorised		
20,000,000 (Previous Year 20,000,000) Equity shares of Rs 10 each	2,000.00	2,000.00
(b) Issued, Subscribed and fully paid up		
151,00,000 (Previous Year 1,51,00,000) Equity shares of Rs 10 each	1,510.00	1,510.00
Total	1,510.00	1,510.00

Note 3.1

Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year:

Particulars	As at 31 March 2025	As at 31 March 2024
As at the beginning of the year	1,51,00,000	10,00,000
Add: Issued During the year	-	1,41,00,000
Outstanding at the end of the year	1,51,00,000	1,51,00,000

Note 3.2

Rights, Preferences and Restrictions attached to Equity shares

(i) The Company has only one class of equity share having a par value of Rs.10 per share. Each holder of equity share is entitled for one vote per share. Accordingly, all equity shares rank equally with regards to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time.

(ii) On winding up of the Company, the holder's of equity shares will be entitled to receive the residual assets of the Company after distribution of all preferential amounts in proportion to the number of equity shares held.

Note 3.3

Shares held by promoters at the end of the year				As at 31 March 2025
Sr No	Promoters Name	No of shares	% of total shares	% Change during the year
1	Biharilal Ravilal Shah	66,76,950	44.22%	0.00%
2	Amish Shah	20,35,318	13.48%	0.01%

Shares held by promoters at the end of the year				As at 31 March 2024
Sr No	Promoters Name	No of shares	% of total shares	% Change during the year
1	Biharilal Ravilal Shah	66,76,950	44.22%	-21.03%
2	Amish Shah	20,34,318	13.47%	-1.72%



Note 3.4

Details of shares held by each shareholder holding more than 5% shares:

Name of shareholder	As at 31 March 2025		As at 31 March 2024	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Biharilal Ravilal Shah	66,76,950	44.22%	66,76,950	44.22%
Amish Biharilal Shah	20,35,318	13.48%	20,34,318	13.47%

Note 4 Reserves and Surplus

Particulars	As at 31 March 2025	As at 31 March 2024
(a) General Reserve		
As per Last Balance Sheet	327.58	327.58
Add: Other adjustments pertaining to previous years		-
Closing balance	327.58	327.58
(b) Securities Premium		
As per Last Balance Sheet	1,910.07	-
Add: Premium Received on Fresh Issue of Shares	-	2,460.00
Less: Expenses related to IPO	(9.20)	(549.93)
Closing balance	1,900.87	1,910.07
(c) Surplus in Statement of Profit and Loss		
As per Last Balance Sheet	5,654.04	5,776.34
Add: Share of Joint Venture in Opening Reserves	-	(14.37)
Add: Profit for the year	474.72	892.07
Less:		
(i) Income Tax Adjustment of JV	0.88	-
(ii) Issue of Bonus Shares	-	1,000.00
Closing balance	6,129.64	5,654.04
Total	8,358.09	7,891.69

Note 5 Long-term borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured		
Term Loans and Vehicle Loans from Banks	635.46	649.51
(Less: Current Maturities for Long term debt)	(202.76)	(218.90)
Total	432.70	430.61

Sub-Note:

Nature of Security

Secured by Immovable property, Hypothecation of Vehicles, Hypothecation of Book-Debts, Unbilled Revenue in relation to works contract, Fixed deposits of Company and Immovable Property, Personal Guarantee and Insurance Policies of Directors.

Note 6 Short-term borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Secured		
Cash credit from banks (Refer Sub Note Below)	5,791.99	3,432.40
Short Term WCD Loan	400.00	400.00
Current Maturities of long term borrowings		
- Term Loan and Vehical Loans	202.76	218.90
Unsecured		
Loans and advances from related parties	13.19	23.35
From Banks	57.99	4.46
Total	6,465.93	4,079.11

Nature of Security

Secured by Immovable property, Hypothecation of Vehicles, Hypothecation of Book-Debts ,Work-in-Progress in relation to works contract, Fixed deposits of Company and Immovable Property, Personal Guarantee and Insurance Policies of Directors.

Note 7 Trade payables

Particulars	Outstanding for following periods from due date of payment				As at 31 March 2025
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	718.42	6.91	-	-	725.33
ii) Others	3,034.37	202.68	76.68	140.59	3,454.32
iii) Disputed dues - MSME				-	-
iv) Disputed dues - Others	-	-	-	-	-

Note 7 Trade payables

Particulars	Outstanding for following periods from due date of payment				As at 31 March 2024
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
i) MSME	434.72	-	-	3.57	438.29
ii) Others	2,634.49	127.75	105.29	140.70	3,008.23
iii) Disputed dues - MSME				-	-
iv) Disputed dues - Others	-	-	-	-	-

Particulars	As at 31 March 2025	As at 31 March 2024
(i) total outstanding dues of micro enterprises and small enterprises	725.33	438.29
(a) total outstanding dues of sundry creditors	725.33	438.29
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	3,454.32	3,008.23
(a) total outstanding dues of sundry creditors for purchase	1,607.23	1,676.24
(b) total outstanding dues of subcontractors	1,724.09	1,280.19
(c) total outstanding dues of sundry creditors for expenses	123.00	51.80
Total	4,179.65	3,446.52



Note 8 Other current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
TDS Payable	52.41	65.40
Advances from customers	791.47	1,182.20
Security Deposit	8.82	18.70
Accrued salaries and benefits and related statutory dues	223.64	226.54
Gratuity Payable to Employees	18.99	5.12
Balance Payable to Public Bodies	175.88	214.34
LC Payable	1,133.27	1,034.84
Other Payables	131.81	-
Interest Accrued but not due	2.84	4.34
Total	2,539.13	2,751.48

Note 9 Short-term provisions

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for Bonus	65.33	67.75
Provision for Leave	17.26	19.28
Provision for Gratuity	-	23.87
Provision for CSR expenses	4.86	5.27
Provision for Expected Loss	17.22	13.83
Share of Joint Venture	0.08	30.48
Provision for Expenses	252.24	275.14
Total	356.99	435.62

Note 10. Property, Plant and Equipments and Intangible Assets

Sr. No.	Particulars	Gross Block		Depreciation / Amortisation		Net block	
		As at 1 April 2024	As at 31 March 2025	For the year	As at 31 March 2025	As at 31 March 2025	As at 31 March 2024
(i)	Tangible Assets						
(a)	Freehold Land	6.64	6.64	-	-	6.64	6.64
(b)	Office Building and Premises	1,108.90	1,140.52	34.33	4.96	685.49	683.24
(c)	Plant & Equipments	193.08	331.33	12.36	167.58	163.75	37.86
(d)	Furniture and Fixtures	58.56	44.29	6.92	34.62	9.67	12.74
(e)	Vehicles	273.84	349.78	26.77	224.87	124.91	69.89
(f)	Office Equipments	60.17	67.23	9.98	51.43	15.80	18.72
(g)	Computers	85.46	99.21	15.37	81.06	18.15	19.77
(h)	Leasehold Improvements	62.87	62.87	-	59.72	3.15	3.15
(i)	Building - Temporary Structures	3.91	-	-	-	-	0.19
(ii)	Intangible Assets						
(a)	Software	33.10	34.10	3.50	28.79	5.32	7.81
(iii)	Capital Work in Progress	-	212.83	-	-	212.83	-
	Total	1,886.53	2,348.80	500.27	32.66	1,103.10	860.00
	Previous year	1,765.04	1,886.53	927.80	1,026.53	860.00	837.25



Note 11 Non Current investment

Particulars	As at 31 March 2025	As at 31 March 2024
Non Trade Investment (Unquoted & Quoted)		
In Mutual Funds - Quoted (Market Value as at 31 March 2025 : 11.92) (PY : 86.64)	9.00	81.77
In Equity Instruments Quoted (other than Joint venture entity) (Market Value as at 31 March 2025: 0.25) (PY : 0.39)	0.00	0.00
Total	9.00	81.77

Note 12 Deferred Tax Asset/(Liability)

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred Tax Asset/(Liability)		
Related to Fixed Assets, and 43B of Income Tax Act, 1961	(8.98)	(13.52)
Total	(8.98)	(13.52)

Note 13 Long-term loans and advances

Particulars	As at 31 March 2025	As at 31 March 2024
Capital Advances	-	36.67
Prepaid expenses	23.48	13.40
Total	23.48	50.07

Note 14 Other non current assets

Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured considered Good - Security Deposit	151.91	118.10
Bank Deposits with remaining maturity for more than twelve months (held as margin money or security against the borrowings, gurantee and letter of credit)	437.99	482.31
Total	589.90	600.41

Note 15 Trade receivables

Particulars	Outstanding for following periods from date of payment					As at 31 March 2025
	Less than 6 months	6 months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables-Unsecured Considered Good	4,359.87	618.97	797.21	553.30	355.21	6,684.56
Undisputed Trade Receivables-Unsecured Considered Doubtful						
Disputed Trade Receivables- Unsecured Considered Good						
Disputed Trade Receivables-Unsecured Considered Doubtful						

Outstanding for following periods from date of payment

Particulars	Less than 6 months	6 months to 1 Year	1-2 Years	2-3 Years	More than 3 Years	As at 31 March 2024
Undisputed Trade Receivables-Unsecured Considered Good	4,966.99	369.30	740.61	314.21	554.71	6,945.82
Undisputed Trade Receivables-Unsecured Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Unsecured Considered Good	-	-	-	-	-	-
Disputed Trade Receivables-Unsecured Considered Doubtful	-	-	-	-	-	-

Note 16 Cash and Bank balances

Particulars	As at 31 March 2025	As at 31 March 2024
Cash and Cash equivalents		
Cash on hand	1.81	7.17
Bank Balances		
- Current Accounts	79.38	111.17
Other Bank Balances		
Deposits with remaining maturity for less than equal to 12 months (held as margin money or security against the borrowings, guarantees and letter of credit)	2,039.45	2,293.92
Share of Joint Venture	0.57	31.52
Total	2,121.21	2,443.78

Note 17 Short-term loans and advances

Particulars	As at 31 March 2025	As at 31 March 2024
Unsecured - Considered Good		
Earnest Money Deposits	67.65	133.22
Prepaid expenses	97.27	66.78
Loans to employees	31.28	14.92
Trade Advances and GST Recovery from Vendors	462.73	291.21
Income tax payments (Net of provisions)	243.99	94.33
Balances with government authorities	571.47	542.97
Advance given to employees (Imprest)	2.59	4.13
Capital Advance	12.41	-
Total	1,489.39	1,147.56



Note 18 Other Current Assets

Particulars	As at 31 March 2025	As at 31 March 2024
Unbilled Receivables	11,638.29	8,427.89
Receivable from MF Redemption	1.87	-
Gratuity Asset	35.93	-
Share of Joint Venture	1.43	-
Accured interest on fixed deposits	10.70	1.25
Total	11,688.22	8,429.14

Note No 19 Revenue From Operations

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products	794.94	1,115.56
Sale of services	3,040.39	2,124.79
Composite Supply	15,535.35	18,291.18
Total	19,370.68	21,531.53

Note No 20 Other Income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest Income	127.86	94.24
Miscellaneous Income	-	10.29
Foreign Exchange Fluctuation (net)	14.75	4.48
Rental Income	26.69	49.09
Profit / (Loss) on Sale / Written off for Fixed Asset	11.77	-
Capital Gain on Sale on Investment	13.40	50.48
Share of Joint Venture	0.55	-
Dividend Income	0.00	0.22
Total	195.02	208.80
Interest Income Comprises of :-		
On Fixed Deposits	127.86	94.24
Total	127.86	94.24

Note No 21 Raw Materials Consumed

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Purchases of Raw Materials	7,438.15	10,115.63
Total	7,438.15	10,115.63

Note No 22 Employee Benefits Expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, Wages and Bonus	2,676.97	2,713.31
Contribution to Provident and Other Funds	464.58	413.63
Staff Welfare	114.48	82.56
Total	3,256.03	3,209.50

Note No 23 Finance Costs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest on Loan/Cash Credit/Advance	568.81	544.03
Bank Charges	16.28	8.07
Bank Guarantee Charges	69.93	65.08
LC Charges	27.77	40.56
Processing fees and related expenses	48.65	53.66
Total	731.44	711.40

Note No 24 Other Expenses

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Discount/Brokerage/Commission	2.04	0.92
Site expenses	1,336.73	946.65
Power & Fuel	38.45	24.29
Rent Expenses	411.66	286.66
Rates and Taxes	85.07	111.09
Tax, Interest and Fee on Delayed Payment of Taxes	42.30	31.88
Repairs and Maintenance	31.10	32.17
Insurance	33.26	25.43
Sub-Contractors's and General Labour Payments	4,954.30	4,418.88
Legal and Professional Fees	123.41	145.89
ROC Fees	-	18.05
Payment to Auditors	12.75	10.40
Travelling and Conveyance Expenses	65.79	80.89
Advertising & Sales Promotion Expenses	6.80	8.68
Transport, Freight and Octroi charges	65.86	46.17
Printing and Stationery	16.80	16.05
Postage and courier charges	3.42	4.60
Export Related Expenses	-	0.81
Communication cost	7.66	6.72
Donation	2.35	3.83
Membership and Subscription Expenses	0.53	0.41
Inspection Charges	9.00	10.55
Miscellaneous Expenditure	90.90	94.60
Provision for Expended Loss	3.39	13.83
Share of Joint Venture	0.56	31.59
CSR Expenses of previous year	-	5.33
CSR Expenses	18.22	12.56
Total	7,362.35	6,388.92

Payment to Auditors

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
As auditor:		
Audit fee	4.50	4.00
Tax audit fee	1.25	1.25
In other capacity:		
Taxation matters	2.60	2.20
Management services (including certificates)	4.40	2.95
Reimbursement of expenses		
	12.75	10.40

- 25 There are certain on-going litigations under various state and central tax legislations, the outcome of which is unascertainable. The company is contesting the demands and the management believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of operations.

Name of the Statute	Nature of Dues	Amount involved	Period to which amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	13.41	Assessment Year 2009-10	Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	84.63	Assessment Year 2010-11	Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	0.50	Assessment Year 2012-13	Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	2.63	Assessment Year 2013-14	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	1.38	Assessment Year 2018-19	Assistant/ Deputy Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	22.36	Assessment Year 2020-21	Centralized processing centre
Income Tax Act, 1961	Income Tax	11.16	Assessment Year 2023-24	Centralized processing centre
Goods and Services Tax, 2017	Good and Services Tax	0.57	Financial Year 2020-21	19AAACK2747D1ZP West Bangal Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	5.50	Financial Year 2020-21	21AAACK2747D1Z4- Odisha Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	13.42	Financial Year 2020-21	33AAACK2747D1ZZ- Tamil Nadu Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	19.73	Financial Year 2019-20	33AAACK2747D1ZZ- Tamil Nadu Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	14.43	For the period 01 July 2017 to 31 March 2018	08AAACK2747D1ZS- Rajasthan Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	5.63	For the period 01 July 2017 to 31 March 2018	22AAACK2747D1Z2- Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	1.47	Financial Year 2018-19	22AAACK2747D1Z2- Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	1.47	Financial Year 2018-19	22AAACK2747D1Z2- Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	9.94	Financial Year 2019-20	22AAACK2747D1Z2- Chattisgarh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	3.67	Financial Year 2021-22	37AAACK2747D1ZR- Andhra Pradesh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	11.86	Financial Year 2021-22	37AAACK2747D1ZR- Andhra Pradesh Jurisdictional Officer

Name of the Statute	Nature of Dues	Amount involved	Period to which amount relates	Forum where the dispute is pending
Goods and Services Tax, 2017	Good and Services Tax	150.92	Financial Year 2019-20	27AAACK2747D1ZS Maharashtra Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	2.78	Financial Year 2017-18	09AAACK2747D1ZQ- Uttar-pradesh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	10.29	Financial Year 2018-19	09AAACK2747D1ZQ- Uttar-pradesh Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	24.50	Financial Year 2019-20	10AAACK2747D2Z6- Bihar Jurisdictional Officer
Goods and Services Tax, 2017	Good and Services Tax	27.83	Financial Year 2017-18	02AAACK2747D1Z4- Himachal Pradesh Jurisdictional Officer
Finance Act, 1994	Service Tax	0.10	Financial Year 2015-16	Joint Commissioner CGST & Central Excise Mumbai East Commissionerate
Total		440.18		
Total Contingent Liabilities for previous Financial year is Rs. 395.51 Lakhs				

26 Amounts due to Micro Small and Medium Enterprises

Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006

Particulars	As at 31 March 2025	As at 31 March 2024
The principal amount remaining unpaid to any supplier at the end of the year	725.33	438.29
Interest due remaining unpaid to any supplier at the end of the year	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-
Note: The above information is compiled by the Company on the basis of the information made available by vendors and the same has been relied upon by the Statutory Auditors.		

27 Balances of Sundry Debtors, Advances and Sundry Creditors are subject to confirmation.



28 Details of Foreign exchange inflows and outflows

Details of earning in foreign exchange

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Export of goods/services calculated on FOB basis in INR (in Lakhs)	255.37	48.84
Export of goods/services calculated on FOB basis in USD	3,06,300.00	59,159.43

Details of expenditure in foreign exchange

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Expenditure on account of other matters in INR (in Lakhs)	6.45	0.54
Expenditure on account of other matters in USD	6,653.00	100.00
Expenditure on account of other matters in Saudi Riyals	2,075.00	2,038.00
Expenditure on account of other matters in EURO	500.00	-

29 Disclosure under Accounting Standard 15 (revised 2005) "Employee Benefits"

Defined Benefit Plan:

The Company has availed a Group Gratuity scheme for its employees from Life Insurance Corporation of India. The Company receives actuarial valuation report on e-mail from the Life Insurance Corporation and the same is relied upon by the auditors.

Particulars	31 March 2025	31 March 2024
a) The amounts recognized in the balance sheet		
Present value of obligations as at the end of year	139.37	209.24
Fair value of plan assets as at the end of the year	175.31	185.36
Net asset/(liability) recognized in balance sheet	35.93	(23.87)

b) Reconciliation of opening and closing balances of Defined Benefit Obligation		
Present value of obligations as at beginning of year	209.24	181.27
Interest cost	15.17	13.14
Current Service Cost	12.04	11.65
Benefits Paid	(23.98)	(31.18)
Actuarial (gain)/ loss on obligations	(73.09)	34.35
Present value of obligations as at end of year	139.37	209.24

c) Reconciliation of opening and closing balances of fair value of Plan Assets		
Fair value of plan assets at beginning of year	185.36	165.12
Expected return on plan assets	13.77	12.09
Contributions	0.16	39.33
Benefits Paid	(23.98)	(31.18)
Actuarial gain/(loss) on Plan assets	NIL	NIL
Fair value of plan assets at the end of year	175.31	185.36

d) Actuarial Assumptions		
Discount Rate	7.25%	7.25%
Salary Escalation	4.00%	4.00%

Defined Contribution Plan:

The Company has recognized the amounts in the Profit and Loss Account under the head Company's Contribution to Provident Fund: Rs. 380.32 (P.Y. Rs.353.09)

30 Segment Reporting (AS-17)

The Company has only one reportable segment i.e. electrical and EPC contracts and hence separate disclosure requirement of AS-17 Segment Reporting does not arise.

31 Related Party disclosure (AS-18)

As per Accounting Standard (AS-18), issued by the Institute of Chartered Accountants of India, the disclosure of transactions with related parties as defined in the Accounting Standard is given below:

31.1 Names of related parties where control exists irrespective of whether transaction have occurred or not:

Particulars	Related Parties
Key Management Personnel	1. Biharilal. R. Shah and B.R.Shah (HUF) 2. Amish. B. Shah 3 Jigar Shah 4. Molly Antony upto 14.10.2024 5.Hardik Sarvaiya with effect from 14.10.2024 6.Shatabdi Salve
Relative of Key Management Personnel	1. Nirupama. B. Shah - Wife of Biharilal R. Shah 2. Rajul. A. Shah - Wife of Amish B. Shah 3. Dipti Jigar Shah - Daughter of Biharilal R. Shah
Joint Venture	1. Konstelec Hitech Engineers Private Limited 2. Precision Innovation Co. Ltd (Saudi Arabia)

Related parties under AS 18 with whom transaction have taken place during the year:

Particulars	Key Management Personnel	Relative of Key Management Personnel	Joint Venture	Enterprises over which key management personnel and relatives of such personnel is able to exercise significant influence	Total
Income					
Revenue from operations	-	-	-	-	-
Expenses					
Remuneration/Salary	216.28	24.00	-	-	240.28
	(206.85)	(23.90)	-	-	(230.75)
Rent	2.16	-	-	-	2.16
	(2.16)	-	-	-	(2.16)
Subcontractor Expenses	-	-	-	4.70	4.70
	-	-	-	-	-
Loans					
Amount Received During the year	607.89	-	-	-	607.89
	(1,037.07)	-	-	-	(1,037.07)
Amount Repaid During the year	597.79	-	-	-	597.79
	(1,031.10)	-	(33.11)	-	(1,064.21)
Share Capital					
Shares Issued during the year	(870.39)	(92.61)	-	-	(963.00)
Shares transferred In during the year	0.10	0.20	-	-	0.30
	(6.60)	(3.20)	-	-	(9.80)

Particulars	Key Management Personnel	Relative of Key Management Personnel	Joint Venture	Enterprises over which key management personnel and relatives of such personnel is able to exercise significant influence	Total
Shares transferred Out during the year	(60.00)	-	-	-	(60.00)
Balance Outstanding					
Assets					
Advance against expenses	-	-	-	-	-
Investment	-	-	11.39	-	11.39
Receivable	-	-	(47.00)	-	(47.00)
	-	-	-	163.37	163.37
	-	-	-	(179.40)	(179.40)
Liabilities					
Share Capital	906.53	102.07	-	-	1,008.60
	(907.43)	(101.87)	-	-	(1,009.30)
Borrowings	13.19	-	-	-	13.19
	(23.35)	-	-	-	(23.35)
Rent payable	3.29	3.29	-	-	6.59
	(1.98)	(3.29)	-	-	(5.26)
	24.60	3.42	-	-	28.02
Salary Payable	(16.12)	(1.60)	-	-	(17.72)
Other Payable	1.07	-	11.39	-	12.46
	-	-	-	-	-

Notes related to Related Party disclosure

1. Related party relationships and transactions have been identified by the management and relied upon by the Auditors

2. Figures in bracket pertains to previous year

3. The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international transactions entered into with the associated enterprises during the financial year. The Company is required to update and put in place the information latest by the due date of filing its income tax return. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for tax.

32 Earnings Per Equity Share (AS - 20)

Basic and Diluted earning per equity share :

Particulars		For the year ended 31 March 2025	For the year ended 31 March 2024
Numerator:			
Profit after tax	Rupees	4,74,71,590	8,92,06,562
Denominator:			
Weighted average number of equity shares	Number	1,51,00,000	1,17,05,738
Nominal value of equity shares	Rupees	10.00	10.00
Basic and Diluted earning per equity share (Adjusted for previous year)	Rupees	3.14	7.62

33 Operating lease: Company as lessee

Future minimum rentals payable under non-cancellable operating leases are as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Within one year	-	-
After one year but not more than five years	-	-
More than five years	-	-
Total	-	-

34	Particulars	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
	Ratios						
	Name of the ratios						
	(a) Current Ratio (in times)	21,983.38	13,541.69	1.62	1.77	-8.27%	
	(b) Debt-Equity Ratio (in times)	6,898.63	9,868.09	0.70	0.48	46.60%	Increase in borrowings
	(c) Debt Service Coverage Ratio (in times)	1,269.42	2,824.72	0.45	0.61	-26.01%	Increase in borrowings and reduction in operating income
	(d) Return on Equity Ratio (in %)	474.72	9,868.09	4.81%	9.78%	-50.79%	Reduction in Profit after tax
	(e) Inventory turnover ratio	Not applicable					
	(f) Trade Receivables turnover ratio (in times)	19,370.68	6,815.19	2.84	3.51	-19.06%	
	(g) Trade payables turnover ratio(in times)	7,438.15	4,897.14	1.52	2.51	-39.38%	Decrease in purchase
	(h) Net capital turnover ratio(in times)	19,370.68	8,441.69	2.29	2.61	-12.05%	
	(i) Net profit ratio (in %)	474.72	19,370.68	2.45%	4.29%	-42.87%	Reduction in Turnover and Increase in expenses
	(j) Return on Capital employed(in %)	1,237.32	10,300.79	12.01%	18.14%	-33.78%	Reduction in Turnover and Increase in expenses
	(k) Return on investment(in %) based on realized gains on Investments	11.77	45.38	25.94%	42.53%	-39.02%	Reduction in Sale of investments and viz a viz reduction in profit



35 Corporate Social Responsibility (CSR) expenditure

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
1. Amount required to be spent by the company during the year	18.56	12.56
2. Amount of expenditure incurred on :		
i) Construction/Acquisition of any asset	NA	NA
ii) On purpose other than (i) above	18.56	12.96
3.Shortfall at the end of the year	-	-
4. Total of previous years shortfall	4.86	5.33
5. Reason for shortfall	NA	NA
6. Nature of CSR Activities	Education, Medical and upliftment of weaker section	Education and medical of weaker section

Note: There is unspent CSR amount pending to be spent as on 31st March 2025 of Rs. 4.86 Lakh which pertains to FY 2022-23

36 Title deeds of immovable property taken on lease by the Company not held in the name of the company

Relevant line item in the Balance sheet	Description of item of prop- erty	Gross Carry- ing Value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promot- er / director	Property held since which date	Reason for not being held in the name of the com- pany
Others	Property taken on lease by Company	NA (Refer note 1 below)	Amish Shah	Director/Promoter	01-Oct-12	Agreement between the company and the director/ promoter is not yet prepared
Others	Property taken on lease by Company	Refer Note 2 below				

Note 1: The Company has taken property on lease from Director/Promoter and paying rent. Therefore Gross carrying value of the property is not disclosed in above table.

Note 2: The Company has taken several properties on lease from various parties at various sites of the Company. The Company is of the opinion that it is not possible for the Company to execute each and every lease agreement and therefore in most of the cases, the lease contract is not formal or not executed in favour of lessee or not executed in any other manner.

37 Details of Benami Property held

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.

38 Security of current assets against borrowings

The quarterly returns or statement filed by the company with such banks are in agreement with the books of accounts of the company except in cases where the amounts have been updated in books post submission of quarterly returns or statement.

39 Willful Defaulter

The Company is not declared as willful defaulter by any bank of financial institution or other lender.

40 Relationship with struck off Companies

The Company do not have any transactions with Companies struck off.

41 Registration of charges or satisfaction with Registrar of Companies

1.No Registration of charge is registered with Registrar of Companies for 9 Vehicle loans amount outstanding as on 31 March 2025 of Rs. 132.00 Lakh (P.Y. Rs. 14.45 Lakhs) Vehicles are registered at various locations and loan is taken on various dates.
2. In Case of 4 charge open on ROC, no loan is outstanding and satisfaction of charge is yet to file with ROC.

42 Since the Company does not have any subsidiary, the provision of section 2 of clause 87 of the Act, read with Companies (Restriction on number of Layers) Rules, 2017, is not applicable to the Company.

43 Revaluation of Property, Plant and Equipment

There is no such revaluation of Property, Plant and equipment and Intangible assets during the year.

44 Utilization of Borrowed funds

The Company have not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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.





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