Date: 04/09/2026

To,
The Manager
Listing & Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, s" Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra,
Mumbai- 400051.

(Company ID: Symbol – NITIRAJ ISIN: INE439T01012)

Sub: Submission of Notice of the 27th Annual General Meeting of the Company and Annual Report for the year ended on 31st March. 2026.

Dear Sir/Madam,

In compliance with Regulation 34 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) we hereby submit copy of the Annual Report of the company for the financial year 2025-26 along with Notice convening the 27th Annual General Meeting scheduled to be held on 28th September, 2026 at 1.00 PM (IST) through Video conference (VC)/other audio-visual means (OAVM) in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) and the securities and exchange Board of India (SEBI).

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

The Notice of AGM and annual report 2025-26 are being sent by mail to those shareholders whose email ids are registered with the company/RTA/Depository participant. The shareholders whose email ids are not registered with the company may demand copy of the Annual Report through email investor@nitiraj.net.

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

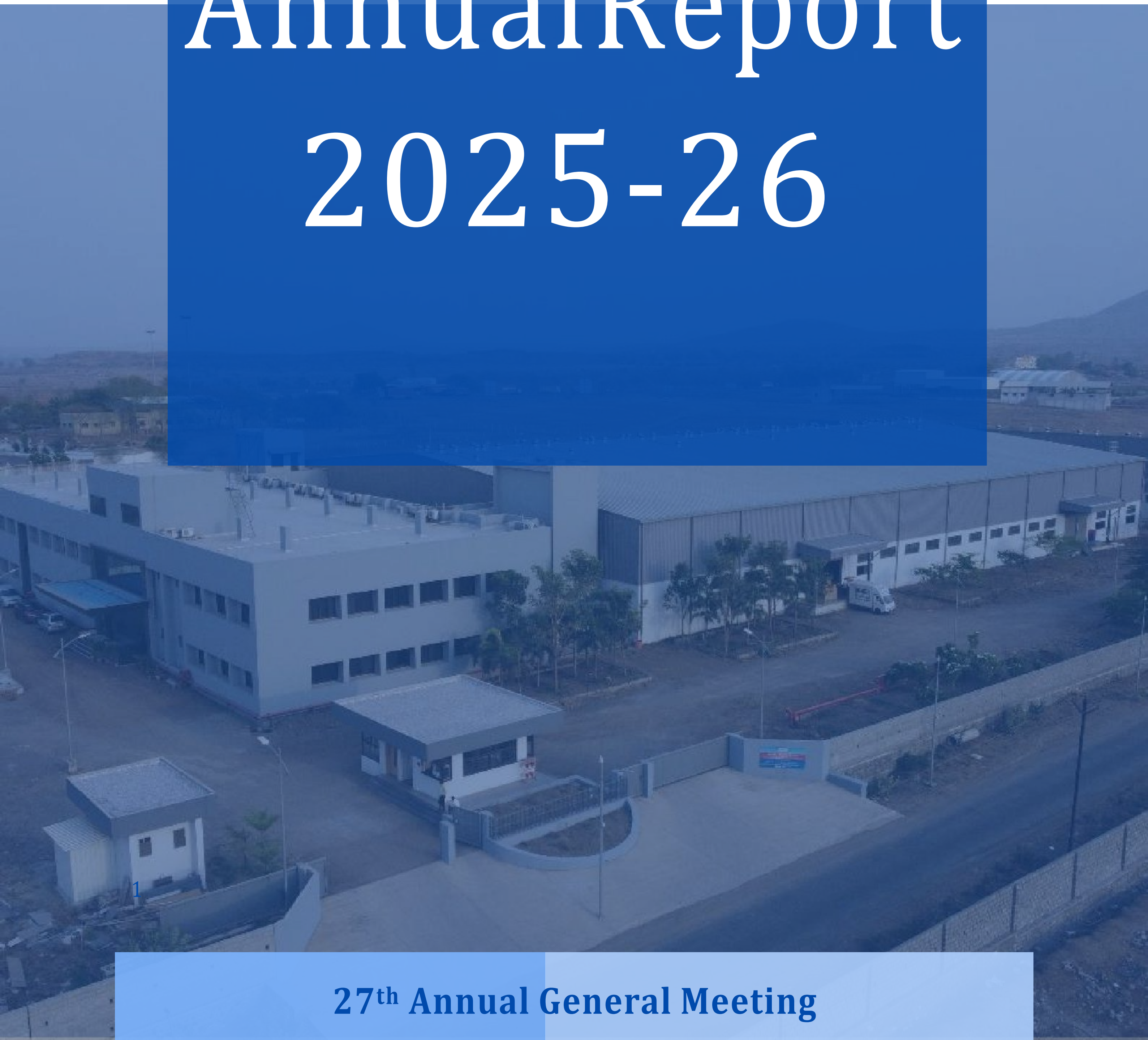
We request you to please take on record aforesaid information.

Thanking you,
Yours faithfully,
FOR NITIRAJ ENGINEERS LIMITED

NITIRAJ ENGINEERS LTD.

RAJESH RAGHUNATH BHATWAL
Managing Director
DIN - 00547575

AnnualReport 2025-26



27th Annual General Meeting

NITIRAJ ENGINEERS LTD.

PHOENIX®

NITIRAJ ENGINEERS LTD.

(CIN: - L31909MH1999PLC119231)

Electronic Weighing Scales & Systems
Currency Counting Machines
Digital Fare Meters
Home & Hotel Automation Products
Health Measurement Products

ANNUAL REPORT 2025-26

27th ANNUAL GENERAL MEETING

On Monday, the 28th September 2026 AT 01.00 PM

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

Registered Office:
306 A, BABHA BUILDING MARG
NEAR POLICE STATION, MUMBAI – 400011 (MH) INDIAContact No:
- +91-2562-239331

=====================================

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

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

TABLE OF CONTENT

COMPANY INFORMATION

BOARD OF DIRECTORS

Chairman & Managing Director	:	Mr. Rajesh Raghunath Bhatwal
Whole Time Women Director	:	Mrs. Shakuntala Rajesh Bhatwal
Whole Time Director	:	Mr. Yi Hung Sin
Whole Time Director	:	Mr. Gajendra Sharadchandra Deshmukh
Non-Executive Independent Director	:	Mr. Pranit Anil Bangad
Non-Executive Independent Director	:	Mr. Deepam Pradeep Shah
Non-Executive Independent Director	:	Mr. Anil Nandkishor Bangad
Non-Executive Independent Director	:	Mr. Pradeep Chandrakant Shah

CHIEF FINANCIAL OFFICER

Mr. Ashishkumar Gopalkrushna Sharma
E-mail: ashish@nitiraj.net

COMPANY SECRETARY &COMPLIANCE OFFICER

CS Soni Shailesh Karwa (Appointed w.e.f. 10-06-2026)
CS Deepika Dalmiya (Resigned w.e.f. 01-06-2026)

STATUTORY AUDITOR

M/s SHARP AARTH and Co LLP.
Chartered Accountants,
2nd Floor Deep Plaza, Above Akash Plywood
Opp New J.B. Market,
Jalgaon-425001,
Email:harshaljethale@yahoo.com

SECRETARIAL AUDITORS

D. SAGAR & ASSOCIATES
No.10, 2nd Floor, Malan Plaza,
Besides Durga Mata Temple,
Javahar colony road, Vishnu Nagar,
Aurangabad-431001, MH IN
Email: deo.sagar@rediffmail.com

COST AUDITOR

Cheena & Associates
WZ-H-28, Street No.9, New Mahavir Nagar
Near Janakpuri East Metro Station
New Delhi – 110018
Email: cheenaassociates20@gmail.com

INTERNAL AUDITORS

Agrawal Kucheriya & Company
Chartered Accountant
Shop No. 06, Above Dominos, Shakun Plaza
Yadav Nagar, Jalna – 431203 MH IN
Email: piyushragrawal@gmail.com

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENTS

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

NAME OF THE STOCK EXCHANGE

National Stock Exchange on India Limited

BANKERS

HDFC Bank Limited,

BOARD COMMITTEES:

- **Audit Committee:**

Mr. Pranit Bangad	: Chairman
Mr. Deepam Shah	: Member
Mr. Rajesh Bhatwal	: Member

- **Nomination and Remuneration Committee:**

Mr. Deepam Shah	: Chairman
Mr. Pranit Bangad	: Member
Mr. Pradeep Shah	: Member

- **Stakeholders Relationship Committee:**

Mr. Pradeep Shah	: Chairman
Mr. Gajendra Deshmukh	: Member
Mrs. Shakuntala Bhatwal	: Member

- **Corporate Social Responsibility Committee:**

Mr. Pranit Bangad	: Chairman
Mr. Deepam Shah	: Member
Mr. Rajesh Bhatwal	: Member

- **Sextual Harassment Committee:**

Mr. Deepam Shah	: Chairman
Mr. Anil Bangad	: Member
Mr. Rajesh Bhatwal	: Member
Mrs. Shakuntala Bhatwal	: Member

- **Internal Complaints Committee:**

Mr. Pranit Bangad	: Chairman
Mr. Anil Bangad	: Member
Mr. Rajesh Bhatwal	: Member
Mr. Shakuntala Bhatwal	: Member

NOTICE OF THE 27TH ANNUAL GENERAL MEETING

Dear Members,

Notice is hereby given that the 27th Annual General Meeting of NITIRAJ ENGINEERS LIMITED will be held on Monday, 28th September 2026 at 1.00 PM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business: -

ORDINARY BUSINESS:

1. ***To Receive, Consider and adopt the Standalone Audited Financial statements of the company for the financial year ended 31st March, 2026 along with Directors Report and Audited Report of the Company.***

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

"**RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors' and Auditors' thereon as circulated to the members, be and are hereby received, considered and adopted."

2. ***To appoint director in place of Mr. Yi Hung Sin (DIN: 01953871), who retires by rotation at this Annual General meeting and being eligible offers himself for re- appointment.***

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

"**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 Mr. Yi Hung Sin (DIN: 01953871) who retires by rotation and being eligible offers himself for re- appointment, be and is hereby re-appointed as a director of the company.

SPECIAL BUSINESS:

3. ***Ratification of Remuneration of Cost Auditors for the Financial Year 2026-27: -***

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the payment of the remuneration at Rs. 65,000/- plus applicable taxes and reimbursement of out-of-pocket expenses, as mutually decided by board and cost auditor, to M/s. Cheena and Associates., Cost Accountants (Firm Reg. No. 000397) who were appointed by the Board of Directors of the Company as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for financial year ending 31st March, 2027, be and is hereby ratified and approved.

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

By order of the Board of Directors,
NITIRAJ ENGINEERS LIMITED

Sd/-
(Soni Shailesh Karwa)
Company Secretary & Compliance Officer

Place: Mumbai, Maharashtra
Date: 04/09/2026

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 27th AGM of the Company is being held through VC/OAVM on Monday, 28th September, 2026 at 1.00 p.m. The deemed venue for the 27th AGM will be the Registered Office of the Company.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Corporate Members/Trusts/Societies, etc., intending to send their authorised representatives to attend and vote at the Meeting through VC/OAVM are requested to send a duly certified copy of the Board/Managing Committee Resolution (PDF/JPG Format), together with the specimen signature(s) of the representative(s) authorised under the said Resolution to attend and vote on their behalf at the Meeting, to the Scrutinizer by e-mail to cayashhgoyal@gmail.com with a copy marked to evoting@nsdl.co.in. and investor@nitiraj.net.

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

4. Pursuant to Section 102 of the Companies Act, 2013, as amended, Secretarial Standard on General Meetings and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations"), an explanatory statement setting out the material facts concerning the special businesses as set out in Notice forms part of this notice. The said Statement also contains the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. In line with the MCA General Circulars and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October, 2023 issued by SEBI, this Notice of the AGM and the Annual Report 2025-26 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 27th AGM and the Annual Report 2025-26 have been uploaded on the website of the

Company at https://nitiraj.net/ and on the websites of the Stock Exchange, National Stock Exchange of India Limited at www.nseindia.com. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

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

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. Since the physical attendance of Members has been dispensed with in terms of Applicable Circulars, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members under Section 105 of the Act is not available for this 27th AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS- 2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

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

I. the change in the residential status on return to India for permanent settlement; and

II. the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier.

12. Members are requested to

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

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

13. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd September, 2026 to Monday, 28th September, 2026 (both days inclusive) for the purpose of AGM.

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

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

16. The company has set Monday, 21st September, 2026 as the Cutoff date for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuring AGM for both E–Voting.

17. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. Further, SEBI had fixed March 31, 2021, as the cut- off date for the re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transmission/transposition of securities shall be processed in the dematerialized form. In order to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent.

18. The remote e-voting period will commence on Friday, 25th September, 2026 at 9:00 A.M.and ends on Sunday, 27th September, 2026 at 5:00 P.M.

19. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 21st September, 2026, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Oncethe vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

20. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, 21st September, 2026.

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

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

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

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

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

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

27. Members desiring any information relating to the Accounts are requested to write to the Company onor before 24th September, 2026 so as to enable management to keep the information ready.

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

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

30. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011, and April 29, 2011, respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with their shareholders through electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

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

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

33. Electronic copy of Notice of the AGM along with Annual Report 2025-26 including remote
E Voting Instruction, is being sent by electronic mode to those members who is registered asa member as on 28th August, 2026 on their registered E mail ID. For those shareholders whose name stands registered in the register of member as on Friday 28th August, 2026 and who want a physical copy of the same kindly request to the company on investor@nitiraj.net

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

35. Shareholders also informed that if you want to registered as speaker in AGM, you have to mail to the company on or before 24th September, 2026.

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

The remote e-voting period begins on Friday, 25th September, 2026 at 9:00 A.M. and ends on Sunday, 27th September, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st September, 2026 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 21st September, 2026.

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

Step 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1.For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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.

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

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

5. 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	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cayashhgoyal@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@nitiraj.net

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@nitiraj.net . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **<u>Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode</u>**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

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

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

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

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@nitiraj.net . The same will be replied by the company suitably.

6. Shareholders also informed that if you want to registered as speaker in AGM, you have to mail to the company on or before 24th September, 2026.

ANNEXTURE I

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

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the "Companies Act"), the following explanatory statements sets out all material facts relating to the businesses mentioned under Item no. 2 to 3 of the accompanying Notice.

Item No 2

Information as required under SS-2 and Regulation 30 and Regulation 36(3) of the SEBI Listing Regulations, a statement containing details of the concerned Directors as on date of the AGM Notice is given here under:

Name of Director	Mr. Yi Hung Sin
Director Identification No	01953871
Age	61 Years
Date of Birth	15-11-1964
Date of First Appointment on the Board	01/07/2003
Qualifications	B.E. Computer
Brief Profile & Expertise in specific functional areas	Mr. YI Hung Sin is the Whole Time Director of our Company. Having 30 years of experience in business management. He is well-known for his planning skills with respect to production and Marketing and also liaison with the government agencies. He has been a strong relationship developer for the company with various agencies over the time.
Date of first appointment on the Board and term	YI Hung Sin was appointed as Director w.e.f. July 01, 2003 till cessation, liable to retire by rotation
Relationship with Directors and KMPs	NIL
Terms and conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person)	Yi Hung Sin is proposed to be appointed as Executive Director liable to retire by rotation. **Remuneration last drawn**- 17.25Lac and Bonus + Professional Fees 12.05lac. **Remuneration to be paid-** 18 lac and Bonus + Professional Fees 12.05lac.
Director in other companies	0
Chairman/Member of the Committee of the Board of Directors as on 31st March, 2026	Member in Stakeholders Relationship Committee.
Memberships/ Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholder Grievances Committee)	Chairmanship in other Companies: NIL Membership in Other Companies: NIL
Number of Meetings of the Board attended during the year	11
Listed entities from which Person	NIL

has resigned in the past three years	
Number of shares held in the Company as on 31st March, 2026	8,18,000

Item No 3

Under Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have audit of its cost records conducted by a Cost Accountant in practice. The Board of Directors of the Company, in its meeting held on 13th August, 2026 on the recommendation of Audit Committee, has approved the re-appointment of M/s. Cheena and Associates., Cost Accountants (Firm Reg. No. 000397) as Cost Auditors of the Company to audit the cost accounting records of the Company for the financial year 2026-27 at a remuneration of Rs. 65,000/- p.a. (Rupees Sixty-Five Thousand Only) plus applicable tax and reimbursement of out-of-pocket expenses as may be incurred by them for the purpose of audit.

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

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

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

Chairman's Letter:

Dear Shareholders,

It gives me immense pride to share with you the progress, achievements and future vision of Nitiraj Engineers Limited. The past year has been a period of continued development, during which we strengthened our product portfolio, expanded our technical capabilities and laid the foundation for new business opportunities. I sincerely thank you for your trust and continued support, which continue to inspire us to move forward with confidence.

The financial year **FY26** was challenging from a business perspective. During the year, a number of government tenders were either cancelled, remained under process, or could not be converted into orders within the financial year. This affected our overall revenue and profitability. As a result, revenue for FY26 stood at **₹4,789.32 lakhs**, compared to **₹7,651.71 lakhs in FY25**, while Profit After Tax stood at **₹106.06 lakhs**, compared to **₹483.10 lakhs in FY25**.

Despite the lower financial performance, we continued to focus on strengthening the Company's fundamentals and preparing ourselves for future growth. I am pleased to highlight the following important developments:

- **Strong Financial Position:** Nitiraj continues to maintain a **net-debt-free balance sheet**, providing financial stability and flexibility to pursue future growth opportunities. Despite the lower profitability during the year, the Company maintained healthy cash flows and invested approximately **₹5.37 crore in capital expenditure** during FY26. This investment reflects our continued focus on strengthening our manufacturing and operational capabilities.

- **Positive Start to FY27:** While government tender business remained subdued during FY26, the situation has shown encouraging improvement. In **March 2026 and April 2026, the Company received three tender orders aggregating approximately ₹15 crore**. This provides a positive beginning to the new financial year. In addition, several other tenders are at various stages of the process. We remain cautiously optimistic about future business opportunities, subject to the outcome of the respective tender processes.

- **Agricultural Drone – Regulatory Milestone:** A major milestone for the Company was achieved on **9 June 2026**, when Nitiraj Engineers Limited received the **Type Certificate from the Directorate General of Civil Aviation (DGCA)** for its Unmanned Aircraft System, **"NADR10"**, an agricultural spraying drone. The drone has a **10-litre tank capacity** and incorporates indigenous components. The successful completion of the certification process marks an important step towards the commercialisation of our agricultural drone manufacturing business.

- **Drone Manufacturing and Market Development:** Following receipt of the Type Certificate, we have commenced work towards the **marketing and commercialisation of the NADR10 agricultural drone**. Our focus will be on building market awareness, engaging with prospective customers and channel partners, and developing the required sales and service support. We believe our technical capabilities and growing presence in the drone ecosystem will support the development of this new business vertical.

- **Strengthening Market Reach:** We continue to expand our market reach for both existing and new products. Additional sales resources are being deployed to address new geographical markets, while our established branch and dealer network continues to support customer reach and service. We are also working towards increasing our presence among corporate customers, financial institutions and other institutional clients.

- **Government Approved Test Centre (GATC):** Another important milestone was the approval received from the **Government of India, Ministry of Consumer Affairs, Department of Consumer Affairs, Legal Metrology Division**, for our facility as a **Government Approved Test Centre (GATC)** under Section 24 of the Legal Metrology Act, 2009. This approval authorises the Company to undertake verification of non-automatic weighing instruments of **Accuracy Class III up to 150 kg**, with an approved capacity of **2,600 instruments per month**. This development will strengthen our in-house verification capabilities, improve operational efficiency and reduce dependence on external verification facilities.

The developments during the year demonstrate that our focus has remained on building a stronger and more diversified business platform rather than being driven only by short-term financial performance. Our investments in manufacturing, R&D, new products and the drone division are intended to create additional opportunities for sustainable growth in the coming years.

Looking ahead, we remain focused on improving our core electronic weighing scale business, expanding our security and automation offerings, strengthening our institutional and government business, and developing our newly established drone manufacturing and training activities. We will continue to respond to changing customer requirements through regular product development, improved technology and stronger market and service capabilities.

The receipt of the DGCA Type Certificate for our agricultural drone is an important milestone in our journey of diversification. We now look forward to taking the product to the market and gradually building this business through appropriate sales, service and distribution channels.

We remain confident about the Company's long-term prospects. With a strong balance sheet, established customer and dealer network, in-house R&D capabilities, expanding product portfolio and new opportunities in the drone sector, Nitiraj Engineers is well positioned to participate in the growth opportunities emerging across our businesses.

I would like to express my sincere appreciation to our customers, dealers, business partners, employees and the entire management team for their continued contribution and support. Above all, I thank our shareholders for their continued faith and confidence in Nitiraj Engineers Limited.

Together, we look forward to building a stronger, more innovative and sustainable Company and creating long-term value for all our stakeholders.

With warm regards,
Yours sincerely,

Sd/-
Rajesh Bhatwal
Chairman & Managing Director
Nitiraj Engineers Limited

DIRECTOR'S REPORT

Dear Members,

Your directors are pleased to present the **27th Annual Report** on the business and operation of the Company together with the Audited Financial Accounts for the year ended **31st March, 2026.**

1. Financial Highlights

Financial results of your Company for the year ended 31st March 2026 are summarized below. (Standalone)

(Amount in Lac's)

Particulars	Financial Statement	
	2025-26	**2024-25**
Income from Operations	4,641.07	7,651.72
Other Income	148.25	90.82
Total revenue	4,789.32	7,742.54
Operating Costs	4,293.66	6,728.74
Profit before depreciation	495.66	1,013.80
Depreciation	354.43	351.38
Profit before exceptional item and tax	141.23	662.42
Exceptional Item	0.00	0.00
Profit before Tax (PBT)	141.23	662.42
Tax expense	35.18	179.31
Profit for the year (PAT)	106.06	483.11
Basic EPS	1.03	4.71

2. Highlights Of Performance: -

Total Revenue for the year 2025-26 is Rs. 4,789.32 lacs as compared to Rs. 7,742.54 lacs in the previous year. Profit before Tax for the year was Rs. 141.23 lacs as compared to profit of Rs. 662.42 lacs in the previous year. Profit after Tax for the year was Rs. 106.06 Lacs as compared to Profit of Rs. 483.11 lacs in the previous year.

3. Change In the Nature of Business, If Any

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

4. Share Capital

Capital Structure of the Company as on 31.03.2026 is as follows: -

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

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

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

5. **Transfer To Reserves**

The Board of the Company has decided to transfer profit of Rs. 106.06 Lacs to the Reserves of the Company as on 31st March 2026.

6. **Capital Structure**

The capital structure of the company as on 31.03.2026 is as follows:

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

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

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

7. **Dividend**

In order to plough back the profits for the activities of the company and strategy of growth in the business through enhancing manufacturing capacity, your directors do not recommend any dividend for the financial year.

8. **Change In Name**

The company has not changed its name during financial year 2025-26.

9. **The board and KMP:**

(a) Composition of the Board of Directors:

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

The Company has following composition of the Board:

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

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

(b) Director Retiring by Rotation

Pursuant to Section 152 of the Companies Act, 2013 and in accordance with the Article of Association of the Company, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Yi Hung Sin (DIN No- 01953871), Whole Time Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board of Directors recommends to re-appointment him. he information regarding his re-appointment, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as 'Listing Regulations') and secretarial standards, has been provided in the Notice convening the ensuing Annual General Meeting.

(c) Company Secretary & Compliance Officer:

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

After the end of the financial year 2025-26, Mrs. Deepika Dalmiya resigned from the position of Company Secretary and Compliance Officer of the Company with effect from 01st June 2026, due to personal reasons and other professional commitments. Consequently, a casual vacancy arose in the office of the Company Secretary and Compliance Officer.

To fill the said casual vacancy, the Company appointed Mrs. Soni S. Karwa as the Company Secretary and Compliance Officer of the Company with effect from 10 June 2026.

(d) Chief Financial Officer:

There was no change in the post of Chief Financial Officer (CFO) and Key Managerial Person (KMP).

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

Mrs. Deepika Dalmiya, has resigned due to her personal reason & other commitments from the office of the Company Secretary (CS) and Compliance officer of the company, w.e.f 01st June 2026 due to which casual vacancy arose and to fill such casual vacancy the Company has appointed Mrs. Soni S. Karwa, as Company Secretary (CS) and Compliance officer of the Company w.e.f. 10th June, 2026

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

11. Meetings Of Board of Director

The Board meets at regular intervals to discuss and decide on company/business policy and strategy apart from other Board business. The notice of Board meeting is given well in advance to all the Directors. The company has convened Twelve (12) meetings of Board of Directors meetings during the financial year ended March 31, 2026

Sr. No.	Meeting Date's
1	17/04/2025
2	29/05/2025
3	31/05/2025
4	08/07/2025
5	14/08/2025

6	30/08/2025
7	26/09/2025
8	17/10/2025
9	14/11/2025
10	21/11/2025
11	06/02/2026
12	13/02/2026

The maximum interval between any two meetings did not exceed 120 days. Details of the Board meetings and attendance at such meetings are given in the Corporate Governance Report annexed herewith for the financial year ended March 31, 2026.

12. Board Evaluation

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

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

13. Company Policy On Director's Appointment and Remuneration

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

14. Details Of Remuneration to Directors: -

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

15. Declaration By Independent Directors:

All the Independent Directors have given their declaration of Independence stating that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act 2013. Further that the Board is of the opinion that all the independent directors fulfill the criteria as laid down under the Companies Act 2013 and the SEBI (LODR) Regulations 2015 during the year 2025-26, same is enclosed herewith as Annexure.

16. Separate meeting of independent directors:

As stipulated by the Code of Independent Directors under the Companies Act 2013 a separate meeting of the Independent Directors of the Company was held on Thursday, 27th November, 2025 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

17. Board Independence

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

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

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

18. Familiarization Program For Independent Directors

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

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

19. Committees Of the Board

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

(a) Audit Committee

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

(b) Nomination and Remuneration Committee

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

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

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

(c) Stakeholder Relationship Committee: -

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

(d) Corporate Social Responsibility Committee

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

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

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

(e) Investor Grievance Redressal Policy

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

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

(f) Prevention of Sexual Harassment Committee

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

Name of the Member	Designation
Mr. Deepam Shah (ID)	Chairman

Mr. Anil Nandkishor Bangad (ID)	Member
Mr. Rajesh Raghunath Bhatwal (ED)	Member
Mrs. Shakuntala Rajesh Bhatwal (ED)	Member

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

During the year ended 31st March, 2026, the company has not received any complaint pertaining to sexual harassment.

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

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

20. Vigil Mechanism For Directors And Employees :

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

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

21. Risk Management Policy

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

22. Policy On Preservation of The Documents

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

23. Policy On Criteria for Determining Materiality of Events

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

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

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

24. Auditors:

a. Statutory Auditors: -

M/s. Sharp Aarth & Co, LLP, Chartered Accountants, Jalgaon (Firm Registration No. 132748W), were appointed as Statutory Auditors to hold office from Financial Year 2023-24 to 2026-27. Accordingly, they have conducted Statutory Audit for the F.Y. 2025-26.

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

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

b. Secretarial Auditors:

The Board of Directors, on the recommendation of Audit Committee of the company has appointed **M/s. D. Sagar & Associates**, Aurangabad, Peer Reviewed Firm of Practicing Company Secretaries, having Membership No. F9518 and Certificate Practice No. 11547 as Secretarial Auditors of the Company as per provisions of Section 204 of the Companies Act, 2013 and Rules made there underfor the Financial Year 2025-26.

The Secretarial Audit Report in Form No.MR-3 submitted by the said Secretarial auditor The Secretarial Audit Report in form No MR-3 for the Financial Year 2025-26 form part of the AnnualReport, as Annexure to the Board Report.

c. Cost Auditor:

M/s. Cheena and Associates. Cost Accountants (Firm Reg. No. 000397) were appointed as the Cost Auditor to conduct the cost audit for the financial year ended March 31, 2026.

Further, pursuant to the provisions of section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended and as per the recommendation of the Audit Committee, the Board at their meeting held on August 13, 2026 re-appointed M/s. Cheena and Associates, Cost Accountants (Firm Reg. No. 000397) as Cost Auditors of the Company for the financial year 2025-2026 to audit the cost records of the Company. A resolution for ratification of the remuneration payable for such cost audit services forms part of the Notice of ensuing 27th Annual General Meeting.

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

d. Internal Auditor

Pursuant to Section 138 of the Companies Act 2013 read with the Companies (Accounts) Rules 2014 (as amended) the Board of Directors on the recommendations of the Audit Committee of the Company has appointed **M/s Agrawal Kucheriya & Company**, Chartered Accountants, as an Internal Auditor of the company for FY 2025-26.

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

25. Auditors' Report

Statutory Audit Report: -

M/s. SHARP AARTH & CO, LLP Chartered Accountants, Jalgaon (FRN: 132748W), have issued their Report for the Financial Year ended 31st March 2026. Statutory Auditors not mentioned any Qualification, reservation, adverse remark or disclaimer in their report.

Reply to Adverse Remark Made by Statutory Auditor:

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

Secretarial Audit Report: -

M/s. D. Sagar & Associates, Aurangabad, Peer Reviewed Firm of Practicing Company Secretaries, having Membership No. F9518 and Certificate Practice No. 11547 have issued their Report for the Financial Year ended 31st March 2026. Secretarial Auditor has mentioned following comments in their report and reply to same has been given by management.

1. At the Board Meeting held on 29 May 2025, the Company recommended final dividend of ₹1.50 per equity share. However, prior intimation of the proposed dividend recommendation was not given to the Stock Exchange at least two days prior to the meeting as required under Regulation 29(1)(e) of SEBI (LODR) Regulations. NSE imposed a fine of ₹11,800 vide letter dated 13 June 2025.

   Management Reply: The delay/omission in providing the requisite prior intimation was inadvertent. The Company has taken note of the observation and has strengthened its internal compliance mechanism to ensure that all requisite prior intimations to the Stock Exchanges are made within the prescribed timelines. The Company shall exercise greater diligence in ensuring timely compliance with SEBI (LODR) requirements going forward.

2. Scrutinizer's Reports submitted to NSE on 10 May 2025, 24 September 2025 and 10 March 2026 were not countersigned by the Chairperson or authorized person, as required under Secretarial Standard–2.

   Management Reply: The omission was procedural in nature and inadvertent. The Company has taken note of the observation and has instructed the concerned officials and scrutinizer to ensure that the e-voting results and Scrutinizer's Reports are duly countersigned by the Chairperson or authorized person before submission to the Stock Exchanges in future.

3. The AGM notice dated 30 August 2025, relating to revision of remuneration of Mr. Rajesh Bhatwal, Mrs. Shakuntala Bhatwal, Mr. Yi Hung Sin and Mr. Gajanan Deshmukh, did not disclose the last remuneration paid and other necessary details prescribed under SS-2.

   Management Reply: The Company acknowledges the observation. The omission was inadvertent and procedural in nature. The Company has strengthened its review mechanism for notices of General Meetings and shall ensure that all disclosures prescribed under the Companies Act, 2013 and Secretarial Standards are appropriately incorporated in future notices.

4. The Company did not disclose the penalties imposed by NSE vide letters dated 28 June 2024 and 14 October 2024 in Form MGT-7 for FY 2024-25.

   Management Reply: The non-disclosure was inadvertent. The Company has taken note of the observation and has strengthened the process for compilation and verification of statutory disclosures before filing of the Annual Return. The Company shall ensure that all applicable penalties, fines and other prescribed particulars are appropriately disclosed in future statutory filings.

26. Related Party Transactions:

All transactions entered into with the related parties, as defined under the Companies Act, 2013, during the financial year, were in the ordinary course of business and on arm's length pricing basis, as per the management representation certificate provided to auditor of the company and do not attract the provisions of Section 188 of the Companies Act, 2013. There are no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company and hence, enclosing of form AOC- 2 is required, Suitable disclosure as required by the Accounting Standards (AS 18) has been made in the notes to the Financial Statements.

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

27. Prevention of Insider Trading:

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

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

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

28. Credit & Guarantee Facilities:

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

29. Investors Education and Protection Fund:

During the financial year 2025-26 ended 31st March 2026 under review there were no amount/s which is required to be transferred to the Investor Education and Protection Fund by the Company. As such no specific details are required to be given or provided.

30. Internal Audit Controls and Their Adequacy:

The Company has a proper and adequate system of internal controls, commensurate with the size scale and complexity of its operations. This ensures that, all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.

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

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

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

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

31. Corporate Governance Report

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

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

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

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

32. Board Diversity

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

33. Details of Associates

Companies don't have any associate company.

34. Cost records

The provisions pertaining to maintenance of cost records as per Section 148 of the Act, are applicable to the Company. Therefore, the Company has maintained accounts and records.

35. Disclosures under Insolvency and Bankruptcy Code, 2016

a. Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016

During the year, the Company has not filed any application nor any such proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

b. Details of one-time settlement under Insolvency and Bankruptcy Code, 2016

The requirement of disclosing details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions is not applicable, as the Company has not filed any application for settlement under the Insolvency and Bankruptcy Code, 2016 during FY2025-26.

36. Prevention, prohibition and redressal of sexual harassment at workplace

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

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

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

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

37. Significant And Material Orders Passed By The Regulators Or courts Or Tribunals Impacting The

Going Concern Status And Company's Operations In Future:

During the year under review there has been no such significant and material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations infuture.

38. Deposits From Public

During the year under review, your Company has neither accepted nor renewed any deposits from the public in terms of provisions of Chapter V of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014.

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

The particulars of Loans, Guarantees or Investments, covered under the provisions of section 186 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 are given in the Financial Statements of the Company for the financial year ended March 31, 2026. Please refer to the Standalone Financial Statements for the financial year ended March 31, 2026, for further details. Please also note that such loans/ guarantees/ investments are provided for general investment/ corporate purposes.

40. Insurance:

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

41. Employee relations:

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

42. Status of Utilization of Proceeds Raised From IPO :

During the year under review, the Company had unutilized issue proceeds amounting to ₹22.92 Lakhs, arising on account of the actual issue expenses incurred being lower than the amount estimated in the Offer Document. Against the issue expenses of ₹100.80 Lakhs provided in the Offer Document, the Company incurred actual issue expenses of ₹77.88 Lakhs, resulting in unutilized issue proceeds of ₹22.92 Lakhs.

The Board of Directors, at its meeting held on 30 August 2025, approved the proposal for utilization of the aforesaid unutilized amount of ₹22.92 Lakhs towards Expansion of Marketing Network and Brand Building, which was one of the original objects of the Public Issue.

The proposed variation in utilization of the issue proceeds was placed before the Members of the Company for their approval and the same was approved by the Members by way of Special Resolution through Postal Ballot on 9 March 2026.

Accordingly, the Company has will utilise the unutilised issue proceeds of ₹22.92 Lakhs towards Expansion of Marketing Network and Brand Building, in accordance with the approval accorded by the Members.

The Company confirms that the aforesaid variation does not adversely impact the financial position of the Company and is expected to enhance operational efficiency and contribute towards long-term value creation.

43. Certification:

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

44. Particulars of Employees:

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

45. Corporate Social Responsibility:

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

In view of the profits of the company, your Company was not required to undertake CSR projects during the year 2025- 26 under the provisions of section 135 of the Companies Act, 2013 and the rules made their under.

46. Weblink of the Annual Return:

Pursuant to Section 134(3)(a) of the Act, the annual return of the Company prepared as per Section 92(3) of the Act for FY2025-26 will be placed on the website of the Company once the return is filed with the Registrar of Companies, within the prescribed timelines.

The annual return can be accessed on the website of the Company at https://www.nitiraj.net/annual-returns/

47. Registrar And Share Transfer Agent:

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

48. Enhancing shareholders value:

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

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

49. Our Vision :

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

50. Our mission :

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

51. Extract of Annual Return

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

52. Directors' Responsibility Statement

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

(a) In preparation of the Annual Accounts for the financial year ended 31st March 2026, the applicable Accounting Standards have been followed along with proper explanation to material departures.
(b) The Directors have selected Accounting Policies, consulted the Statutory Auditors and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at end of the financial year and of the profit or loss of the Company, for that period.
(c) The Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
(d) The Directors have prepared the Annual Accounts of the company on a going concern basis;
(e) The Directors, had laid down internal financial controls to be followed by the Company and thatsuch internal financial controls are adequate and were operating effectively; and
(f) There is a proper system to ensure compliance with the provisions of all applicable laws and thatsuch systems are adequate and operating effectively.

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

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

A. Conservation of Energy:

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

The Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
A comparative Statement showing consumption of electricity per kg of yarn manufactured during the current and previous year is appended here with as Annexure.

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

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

(i) Continuous research to upgrade existing products and to develop new products and services.

(ii) To enhance its capability and customer service the Company continues to carry out R & D activities in house.

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

(i) Introduction of new and qualitative products.

(ii) Upgrade of existing products.

3. **Future plan of action:**

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

C. Foreign Exchange Earnings and Outgo

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

Particulars	2025-26	2024-25
Foreign Exchange Earnings	35.22	19.08
Foreign Exchange Outgo	400.28	317.09

54. Dematerialization of securities:

The Company equity shares are admitted in the system of Dematerialization by both the Depositories namely NSDL and CDSL. As on 31st March, 2026, all 1,02,51,000 equity share dematerialized viz. National Securities Depository Limited and Central Depository Services (India) Limited which represents whole 100 % of the total issued subscribed and paid-up capital of the company as on that date. The ISIN allotted to your Company is INE439T01012. Status of the securities as on 31st March, 2026 hereunder:

	CDSL	NSDL	TOTAL
Share in DEMAT	17,30,370	85,20,630	1,02,51,000
Physical Shares	NIL	NIL	NIL

55. Management Discussion Analysis: -

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

56. Compliances of Secretarial Standards:

The Secretarial Auditor has observed that the Company did not comply with the provisions of **Secretarial Standard – 2 (SS-2)** on **General Meetings** relating to the requirement of the **Chairperson countersigning the Scrutinizer's Report**.

The omission was procedural in nature and inadvertent. The Company has taken note of the observation and has instructed the concerned officials and scrutinizer to ensure that the e-voting results and Scrutinizer's Reports are duly countersigned by the Chairperson or authorized person before submission to the Stock Exchanges in future.

The Board of Directors confirm that the Company has duly complied and is in compliance, with the applicable secretarial Standard/s, namely Secretarial Standard-1 (SS-1) on Meeting of the Board of Directors and Secretarial Standard-2 (SS-2) on General Meetings, during the financial year 2025 - 2026.

57. Compliance statement on the Maternity benefit act, 1961

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

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

58. Suspension of Trading:

There was no occasion wherein the equity shares of the Company have been suspended for tradingduring the FY 2025-2026.

59. Details of Penalty Paid if any:

A non-compliance of Regulation 29 (2)/29(3) of SEBI (LODR) Regulations, 2015 (Listing Regulations) has been observed during the reporting period and therefore a monetary penalty of Rs. 11,800 (Rupees Eleven Thousand Eight Hundred only) has been imposed on the company vide letter NSE/LIST-SOP/COMB/FINES/0661 dated 13th June, 2025.

60. Acknowledgments

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

For Nitiraj Engineers Limited

Sd/-	**Sd/-**
Rajesh Bhatwal	**Shakuntala Bhatwal**
Managing Director	**Director**
Din: 00547575	**Din: 01953906**

Place – Mumbai
Date – 04/09/2026

ANNEXURE - II

FORM NO. AOC -2

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

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

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

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

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

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

1. Name of related party: -Applicable

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

b) Nature of contracts/arrangements/transactions:

Name of the related Party	Transection	Amount (In lakhs)
Mr. Rajesh Raghunath Bhatwal	Remuneration	57.00
	Bonus	0.05
	Professional fees	19.00
Mrs. Shakuntala Rajesh Bhatwal	Remuneration	11.40
	Bonus	0.05
	Professional fees	19.00
Mr Hung Sin Chung Huan Yi	Remuneration	17.25
	Bonus	0.05

	Professional fees	12.00
Mr. Gajendra Sharadrao Deshmukh	Remuneration	11.74
	Bonus	0.05
	Professional fees	50.02
Mr. Prachi Rajesh Bhatwal	Remuneration	9.94
	Bonus	0.05
Mr. Ashishkumar G Sharma	Remuneration	7.17
	Bonus	0.05
Mrs. Deepika Amit Dalmiya	Remuneration	3.03
	Bonus	0.05

For Nitiraj Engineers Limited

Sd/-
Rajesh Bhatwal
Managing Director
Din: 00547575

Place – Mumbai
Date – 04/09/2026

1. **Factory Entrance**

2. **Hi-tech Machinery**

Workspace

Huge Storage

COMPANY JOURNEY

1987	1989	1992	1993	1996	1998
Began manufacturing electronic weighing scales and systems in Dhule.	Incorporation with Head office in Dhule, Maharashtra Registered office in Mumbai.	Got Best Entrepreneur Award. Started Branch office in Hyderabad.	Started Silvassa factory with expanding product range in weighing segment.	Started Export business.	Certified as ISO 9001 company.

2002	2003	2007	2017	2018	2020
Shifted manufacturing activities to Parwanoo, HP.	New unit with in-house tool room & molding shop set up in Parwanoo. Started dealer Network.	Launched currency counting range of products.	Listed on National Stock Exchange SME Platform.	Launched Security & Automation range of products.	Dhule factory set up equipped with pick-and - place and other modern machinery.

Our Products


Tabletop Weighing Scales
PW Series
Smart #Series
NPW Series
NEW Series
NE Series
NES Series


Price Computing Scales
NPC Series
NPC-N Series
NEP (PC) Series
NEP (PC-N) Series


Piece Counting Scales
NEC Series
NEP (C) Series


Platform Weighing Scales
NEP Series
NEP Series Wireless Platform
NBW Series
PBW Series
NEP Series (Four Loadcell)


Hanging Weighing Scales
PHS# Series
NHS ABS Series
NHS Series Crane
NHS Series


Industrial Weighing Scales
PPT Series
NMW Series
WB Series


Baby Weighing Scales
NBY Series
PBY Series
CGMS Series
EPGM Series


Health Weighing Scales
PAS-N Series
PAS Series
3-in-1 Series
PWCP Series
PBMI Series


Currency Counting Machines
PVC-101
PLNC-3
PLNC-4


Taxi & Rickshaw Fare Meter
PFM-01
PFM-02


TODAY'S SETUP
OUR OFFICE


TODAY'S SETUP
OUR TEAM

SOCIAL PRESENCE
TV Ads, Social Media

SOCIAL PRESENCE
Exhibitions

QUALITY ASSURANCE

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

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

ACCREDITATIONS AND COMPLIANCES

- ✓ NABL accredited laboratory for caliberation : ISO/IEC 17025:2017
- ✓ ISO 9001:2015 certified Quality Management System

NABL accredited laboratory

Standard weights

QMS procedure for calibration of testing equipment

Temperature & Humidity controlled chamber for testing

Calibration machine

ANNEXURE- III

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31st, 2026
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

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

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

Based on our verification of Company's books, papers, registers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31st, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31st, 2026 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii. The Depositories Act, 1996 and the Regulations and Bye-law framed there under;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;

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

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(No specific transactions were found during the reporting period, to which the above regulations shall be applicable.)*

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; *(Specific compliances with respect to the regulations were adhered to by the company during the reporting period.)*

c) The Securities and Exchange Board of India (Listing obligations and Disclosure requirements) Regulations, 2015; (*Specific compliances with respect to the regulations were adhered to by the company during the reporting period.)*

d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*Specific compliances with respect to the regulations were adhered to by the company during the reporting period.)*

e) The Securities and Exchange Board of India (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021; *(No specific transactions were found during the reporting period, to which the above regulations shall be applicable.)*

f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(No specific transactions were found during the reporting period, to which the above regulations shall be applicable.)*

g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client. *(No specific transactions were found during the reporting period, to which the above regulations shall be applicable.)*

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *(No specific transactions were found during the reporting period, to which the above regulations shall be applicable.)*

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. *(No specific transactions were found during the reporting period, to which the above regulations shall be applicable.)*

j) Other laws applicable to the Company as per the representations made by the Management.

(1) The Secretarial Standards issued by the Institute of Company Secretaries of India.

(2) Listing agreement as entered into by the company with the National stock exchange to the extent of the listing of the equity securities of the company.

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

1. During the period under review, the board at its meeting held on 29th May 2025 recommended the final dividend of Rs.1.50 per equity share, however the company has failed to give the prior intimation about the proposed resolution for dividend recommendation to stock exchanges at least 2 days prior to the date of meeting as prescribed under Regulation 29(1)(e) of SEBI (LODR). The NSE vide its letter NSE/LIST-SOP/COMB/FINES/0661 dated 13th June, 2025 has imposed the file of Rs. 11,800 on company.

2. During the period under review, it was observed that the Scrutinizer's Reports submitted by the Company to NSE on 10th May 2025, 24th September 2025, 10th March 2026 were not countersigned by the Chairperson or any other authorized person. The Company is advised to ensure compliance with the procedural requirements prescribed under Secretarial Standard–2 (SS-2) relating to declaration of e-voting results.

3. During the period under review the company at its Annual General Meeting revised the remuneration of Mr. Rajesh Bhatwal, Mrs. Shakuntala Bhatwal, Mr. Yi Hung Sin, Mr, Gajanan Deshmukh. However, the notice of AGM dated 30th August, 2025 fails to disclose the details of last remuneration paid and other necessary details as prescribed in SS-2.

4. The company has not disclosed the details of the penalty imposed by NSE vide letter NSE/LIST-SOP/COMB/FINES/0720 dated 28th June, 2024 & NSE/LIST-SOP/FINES/1186 dated 14th October, 2024 in Annual Return (MGT 7) for the financial year 2024-25.

5. We also adhere the "remarks or observations" as pointed out by the statutory Auditor in his report and the company in financial statements as on date 31st March, 2026.

I further report that

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. There are changes in the composition of the Board of Directors that took place during the period under review.

The members of the company at their Extra Ordinary General Meeting dated held on 09th May 2025, regularized the appoint of MR. ANIL NANDKISHOR BANGAD (DIN: 07186755) as the executive director of the company.

The members of the company at their 26th Annual General Meeting held on September 23, 2025 considered and approved the re-appointment of Mr. GAJENDRA SHARADCHANDRA DESHMUKH (DIN- 10466748) as whole time director of the company. Further member approved the re-appointment of Mrs. SHAKUNTALA RAJESH BHATWAL (DIN- 01953906) & Mr. YI HUNG SIN as the whole-time directors of the company in the promotor category.

b) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or shorter notice with the consent of all the director or members as the case may be and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

c) During the period under review few procedural gaps have been observed in compliance with the Secretarial Standards. Majority decision is carried through while the dissenting members' views are not captured and recorded as part of the minutes. Minutes of board meetings is required proper articulation and detailed narration, scope, objective, information regarding particular item/agenda is also needed.

d) I further report that there is scope to improve the systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period following specific events / actions occurred, having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1) The members of the company at their Extra Ordinary General Meeting dated held on 09th May 2025, resolved to increase overall managerial remuneration payable from 11% of the net profits of the company for the financial year 2025-26 to 2027-28 up to Rs. 3 crore.

2) During the period under review the member approved the statement of deviation / variation for granting authorization to utilize of proceeds of public issue and approval of proposed deviation of unutilized issue expenses amounting to Rs. 22.92 Lakhs originally earmarked under the objects of the public issue, towards Expansion of Marketing Network and Brand building, as disclosed in the Offer Document, and as approved by the Board of Directors at its meeting held on 30th August, 2025.

FOR D. SAGAR & ASSOCIATES

SD/-
CS SAGAR RAMRAO DEO
(Practicing Company Secretary)
CP No: 11547; Mem No: F9518
Peer Review NO.: 7876/2026
UDIN: F009518H001328682

Place: Ch. Sambhajinagar
Date: 01/09/2026

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

ANNEXURE-I

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

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.

3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company and non-compliances reported shall not be conclude as complete and final.

FOR D. SAGAR & ASSOCIATES,

SD/-
CS SAGAR RAMRAO DEO
(Practicing Company Secretary)
CP No: 11547; Mem No: F9518
Peer Review NO.: 7876/2026
UDIN: F009518H001328682

Place: Ch. Sambhajinagar
Date: 01/09/2026

ANNEXURES- IV

REPORT ON CORPORATE GOVERNANCE ON 2025-26

1. INTRODUCTION

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

2. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

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

3. GOVERNANCE FRAMEWORK

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

The governance framework is structured to:

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

4. BOARD COMPOSITION AND PARTICULARS OF DIRECTORS:

i. Composition & Category of Directors [as on 31st March, 2026].
The Board comprises a balanced mix of executive, non-executive, and independent directors. As of 31st March, 2026 the Board consists of:

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

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

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

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

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

Sr no	Date
1	17/04/2025
2	29/05/2025
3	31/05/2025
4	08/07/2025
5	14/08/2025
6	30/08/2025
7	26/09/2025
8	17/10/2025
9	14/11/2025
10	21/11/2025
11	06/02/2026
12	13/02/2026

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

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

The previous Annual General Meeting (AGM) of the Company was held on Tuesday, 23rd September, 2025 at 01.00 P.M.

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

Name	Number of Board meeting attended	Attendance of each director for last AGM as on 23rd Sep, 2025	Directorship in other companies as on 31st March 2026	Member/Chairman of committees of other company(s) 31st March 2026
Rajesh Raghunath Bhatwal	12	Yes	0	0
Shakuntala Rajesh Bhatwal	10	Yes	0	0
Yi Hing Sin	11	Yes	0	0
Gajendra Sharadchandra Deshmukh	10	Yes	0	0
Deepam Pradeep Shah	09	Yes	0	0
Pranit Anil Bangad	10	Yes	0	0
Pradeep Chandrakant Shah	10	Yes	0	0
Anil Nandkishor Bangad	10	Yes	0	0

iii. None of the directors on the Board is a member of more than 10 board or Chairman of more than 5 Committees across all the Companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as of March 31, 2026 have been made by the Directors.

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

v. Number of shares and convertible instruments held by Directors of the Company.

Details of the equity shares of the Company held by the Directors of the Company as on March 31, 2026 are as under:

Sr. No	Name of Director	No. of Equity Shares held
1	Rajesh Raghunath Bhatwal	46,03,875
2	Shakuntala Rajesh Bhatwal	23,95,500
3	Yi Hing Sin	8,18,000
4	Gajendra Sharadchandra Deshmukh	7,500
5	Deepam Pradeep Shah	-----
6	Pranit Anil Bangad	-----
7	Pradeep Chandrakant Shah	-----
8	Anil Nandkishor Bangad	-----

vi. Relationship of Directors inter-se

Mr. Rajesh Raghunath Bhatwal, Managing Director & CEO, is the husband of Mrs. Shakuntala Rajesh Bhatwal, Woman Director. Mr. Anil Nandkishor Bangad, Non-Executive Independent Director, is the father of Mr. Pranit Anil Bangad, Non-Executive Independent Director. None of the other Directors have any inter-se relationship with each other.

vii. Familiarization Program for Independent Directors

Every Independent Director is briefed about the history of the Company, its policies, customers, Company's strategy, operations, organisation structure, human resources, technologies, facilities and risk management. Projects/Site visits are also arranged for the Directors who wish to familiarize themselves with the processes and operations of the Company. During FY2025-26, the Company conducted familiarisation programmes for Independent Directors

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

viii. Separate Meeting of Independent Directors

Separate Meeting of Independent Directors As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 27th November, 2025 to review the performance of Non independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

5. COMMITTEES OF BOARD

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

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

A. AUDIT COMMITTEE:

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

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

As on 31st March 2026, the Audit Committee comprised of the following:

S. R.	Name	Designation	No. Of meetings Attended
1	Pranit Anil Bangad (ID)	Chairman	5
2	Deepam Pradeep Shah (ID)	Member	5
3	Rajesh Raghunath Bhatwal (ED)	Member	5

Details of Audit Committee meeting held during the year under review

Sr.No	Date
1	25/05/2025
2	10/08/2025
3	27/08/2025
4	10/11/2025
5	09/02/2026

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

B. NOMINATION AND REMUNERATION COMMITTEE

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

i. Appointment, re-appointment, determination, fixation of the remuneration (including salaries and salary adjustments, incentives/benefits bonuses, stock options) and revision in the remuneration payable to the Managing Director of our Company from time to time.

ii. Compensation and performance targets.

iii. Other key issues / matters as may be referred by the Board or as may be necessary in view of theprovisions of the Listing Agreement or any statutory provisions.

As on 31stMarch, 2026, the Committee Comprises of the following Members:

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

Committee meeting held during the year under review.

Sr. No	Date
1	31/05/2025
2	28/08/2025

Directors' Appointment Criteria / Policy

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

The criteria for Appointment to the Board includes:

1. Composition of the Board which is commensurate with the size of the Company, its portfolio,geographical spread and its status as a listed Company;
2. Desired age and diversity on the Board;
3. Size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with requirements of the law;
4. Professional qualifications, expertise and experience in specific area of business;
5. Balance of skills and expertise in view of the objectives and activities of the Company;
6. Avoidance of any present or potential conflict of interest;
7. Availability of time and other commitments for proper performance of duties; and
8. Personal characteristics being in line with the Company's values, such as integrity, honesty,transparency and pioneering mindset.

Remuneration Policy

1. The reward policy of the Company shall be to pay market competitive reward with a strong

linkage to performance, which ensures the effective recognition of performance and encourages afocus on achieving the operational results.

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

The Company does not have any Employee Stock Option Scheme.

i) Details of Remuneration paid to executive Director for the period from 1st April, 2025 to 31st March, 2026.

(Amount in Rs. Lakhs)

Sr. No.	Name	Category	Remuneration	Bonus + Professional Fees	Incentives	Total
1	Rajesh Raghunath Bhatwal	Executive Chairman & MD	57.00	19.05	0	76.05
2	Shakuntala Rajesh Bhatwal	Executive WTD	11.40	19.05	0	30.45
3	Yi Hing Sin	Executive WTD	17.25	12.05	0	29.30
4	Gajendra Sharadchandra Deshmukh	Executive WTD	11.74	0.05	50.02	61.81

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

ii. Non-Executive Directors' Compensation

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

The criteria for payment of remuneration to Non-Executive Directors is in consonance with the Remuneration Policy for Non-Executive Directors of the Company.

C.STAKEHOLDERS RELATIONSHIP COMMITTEE

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

The Stakeholders Relationship Committee comprised of

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

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

The Meeting of Stakeholders Relationship Committee was held on 02nd September, 2026.

Name and Designation of Compliance Officer

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

After the end of Financial Year 2025-26 Mrs. Deepika Dalmiya has resigned from the office and company has appointed Mrs. Soni Karwa as Company Secretary and Compliance Officer of the Company w.e.f. 10-06-2026.

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

Investor Grievance Redressed:

During the Financial Year 2025-26, the Company has not received any complaints from the Shareholders. There were no complaints outstanding as on 31st March, 2026.

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

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

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

As on 31st March, 2026, the Committee Comprises of the following Members:

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

Committee meeting held during the year under review

Sr. No	Date
1	04/08/2025

E. Particulars of senior management including the changes therein since the close of the previous financial year.

As at March 31, 2026, the following officials were designated as Senior Management:

Sr. No	Name	Designation
1	Rajesh Raghunath Bhatwal	Managing Director & CEO (Executive)
2	Gajendra Deshmukh	Executive Director & Head – Government / Institutional Business (Sales)
3	Prachi Bhatwal	Executive president
4	Ashish Sharma	CFO
5	Swati Samant	Chief Operating Officer (COO)
6	Moeen Akhtar Shakeel Ahmad	Head-Research & Development (R&D)
7	Kamlesh Tayal	Head-Procurement
8	Deepika Dalmiya	Company Secretary & Compliance officer (upto 01/06/2026
9	Soni Karwa	Company Secretary & Compliance officer (from 10/06/2026)

6. GENERAL BODY MEETINGS

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

Financial Year	Date	Time	Venue
2022-23	25/09/2023	12.30 PM	306 A, Babha Building Marg, Near Police Station, Mumbai – 400011 (MH) IN Video Conferencing
2023-24	24/09/2024	12.30 PM	306 A, Babha Building Marg, Near Police Station, Mumbai – 400011 (MH) IN Video Conferencing
2024-25	23/09/2025	01.00 PM	306 A, Babha Building Marg, Near Police Station, Mumbai – 400011 (MH) IN Video Conferencing

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

The Company has passed one special resolutions through Postal Ballot during the Financial Year 2025-26 on 09th March, 2026. Details of the same as under:

Sr. No.	Particulars of Resolution	No. of Total Votes Polled	No. of Votes in favour	% of votes in favour	No. of votes in against	% of Votes against	No. of Invalid/ Abstained votes
1	Approval of statement of deviation / variation in utilization of proceeds of public issue and approval of proposed deviation of unutilized issue expenses.	7912761	7912760	99.99	1	0.00011	0

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

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

7. GENERAL SHAREHOLDER INFORMATION

AGM: Date, Time and Venue	28th September 2026, at 01.00 P.M.
Financial Year	2025-26
Date of Book Closure	22nd September 2026 to 28th September 2026
Listing on Stock Exchange	National Stock Exchange- Main Board NSE
Stock Code	Nitiraj
Registrar and Transfer Agent	Big share services Pvt ltd
Outstanding GDR/ADR /warrants or any convertible instruments conversion date andlikely impact on equity	Not issued
Registered Office	306A BabhaBldg N M Marg Near Police Station Mumbai 400011
Corporate Office	
Address for Correspondence	306A BabhaBldg N M Marg Near Police Station Mumbai 400011
Company Secretary and Compliance Officer as on the date of this report	CS Soni S. Karwa

A. Calendar for the financial year April- March, 2026-27

The Company follows April-March as the financial year. Tentative Financial Calendar for next Year for 2026-27:

Results for quarter ending June 30, 2026	13th August, 2026
Results for quarter ending September 30, 2026	First or Second week of November 2026
Results for quarter ending December 31, 2026	First or Second week of February 2027
Results for the year ending March 31, 2027	After 15th May 2027
AGM	August/September 2027

B. Bifurcation of shares held in physical and demat form as on March 31, 2026

	CDSL	NSDL	TOTAL
Share in DEMAT	1730370	8520630	10251000
Physical Shares	NIL	NIL	NIL

C. Share holding pattern of the Company as on March 31,2026

Sr. No.	Category	No. of Shares	% (Percentage)
1	Promoter and Promoter Group	7080000	69.07%
2	Public	3171000	30.93%
	Total	**1,02,51,000**	**100%**

D. Share Price Data

Month	NSE		Shares Volume
	High Price	Low Price	
April-25	290.00	247.05	1,94,424
May 25	270.00	234.45	1,12,169
June-25	224.77	196.01	2,09,697
July-25	222.20	191.12	1,03,282
August-25	218.00	189.00	97,029
September-25	236.98	186.00	3,84,752
October-25	210.00	188.00	57,301
November-25	224.95	177.35	73,465
December-25	204.79	179.00	47,810
January-26	204.00	171.00	1,14,972
February-26	216.93	169.99	1,38,699
March-26	231.00	191.21	1,05,288

8. OTHER DISCLOSURE

Detail of compliances:

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

Related Party Transactions:

All transactions entered into with the related parties, as defined under the Companies Act, 2013, Act, 2013 and regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arm's length pricing basis and do not have any potential conflict the interests of the Company at large. There were no materially significant transactions with related parties during the financial year. Suitable disclosure as required by the Ind AS 24 has been made in the notes to the Financial Statements. Pursuant to regulation 23 of the Listing Regulations, all the related party transactions are disclosed to Stock Exchanges on half yearly

basis. The Board has approved a policy for related party transactions which has been uploaded on the Company's website under the link https://nitiraj.net/wp-content/uploads/2024/05/Related-Party-Transactions-Policy.pdf
The company ensures timely and accurate disclosure of material information through financial statements, regulatory filings, and investor communications. The company's website serves as a key tool for disseminating relevant information to shareholders and stakeholders.

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

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

Risk Management Committee

Constituting Risk Management Committee is not applicable to our Company.

Vigil Mechanism/Whistle Blower Policy

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

There were no complaints received during the financial year 2025-2026.

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

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

The Company has obtained affirmation from the Board of Directors and senior managerial personnel, affirming compliance with the Company's Code of Conduct for the financial year 2025-2026.

The declaration by the Chief Executive Officer, under the Part D of Schedule V read with Regulation 34(3) of the Listing Regulations, affirming compliance of the Code of conduct by all the Board members and senior managerial personnel for financial year ended March 31, 2026, is attached with this Corporate Governance Report.

Code for Prevention of Insider Trading Practices

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

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

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

Prohibition of Sexual Harassment of Women

To prevent sexual harassment of women at work place, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified. The Company has zero tolerance for sexual harassment at workplace in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules there under for prevention and redressal of complaints of sexual harassment at workplace. No complaint was pending at the beginning and end of the year and no complaint of sexual harassment of women has been received during the financial year 2025-26.

Familiarization Programme for Independent Directors

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

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

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

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

Notice for noncompliance with Regulation 29(2)/29(3) of Listing Regulations - The stock exchange(s) had levied the fine for delay filing of intimation under Regulation 29(2)/29(3) of Listing Regulations and the same was paid to Stock Exchanges.

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

Compliance Confirmation

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

Quarterly Compliance Report

The Company has been submitting the Compliance Report on Corporate Governance on quarterly basis to the Stock Exchanges within 21/30 days from the close of the relevant quarter. It is also regularly uploaded on the website of the Company.

CEO / CFO Certificate

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

Compliance With Corporate Governance Requirements

The company has complied with all applicable corporate governance requirements under The Companies Act, 2013, which applies to all companies, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), during the financial year 2025-26. A compliance certificate from M/s. Sagar Deo and Associates, Practicing Company Secretary is attached as Annexure.

Management Discussion and Analysis Report

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

Reconciliation of Share Capital Audit

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

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

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

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

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

Disclosure of commodity price risks and commodity hedging activities:

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

Share Transfer System

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

Non mandatory Requirements

a. Shareholders Right – Re; Quarterly Result

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

b. Audit Qualification –

The financial statements of the company are unqualified.

c. Evaluation of the board performance

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

Shareholder Rights And Engagement

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

Means Of Communication

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

For and on Behalf of the Board of Directors
NITIRAJ ENGINEERS LIMITED

Sd/-
Rajesh Bhatwal
Managing Director
DIN: 00547575

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

[Regulation 34(3) read with Schedule V (Part E) of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015]

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

We have examined the compliance of conditions of Corporate Governance by NITIRAJ ENGINEERS LIMITED ('the Company'), for the financial year ended on 31st March, 2026 as stipulated in Regulation 17 to 27 and Regulation 46 and Para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Management & subject to Annual Secretarial Compliance Report issued dated 28th May, 2026 & Secretarial Audit Report dated 01st September, 2026, for the financial year ended 31st March, 2026, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations.

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

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

FOR D. SAGAR & ASSOCIATES

SD/-
CS SAGAR RAMRAO DEO
(Practicing Company Secretary)
CP No: 11547; Mem No: F9518
Peer Review NO.: 7876/2026
UDIN: F009518H001328473

Date: 01/09/2026
Place: Chhatrapati Sambhajinagar

CERTIFICATE ON NON-DISQULIFICATION OF DIRECTORS

[Regulation 34(3) read with Schedule V Para C Clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015]

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of NITIRAJ ENGINEERS LIMITED [CIN: L31909MH1999PLC119231] having Registered Office at 306 A Babha Bldgn M Marg Near Police Station Mumbai MH 400011 IN (hereinafter referred to as 'the Company'), produced before us by the Company, whether electronically or otherwise, for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sl.	DIN	NAME OF DIRECTOR	DATE OF ORIGINAL APPOINTMENT
1	09448410	PRANIT ANIL BANGAD	06/01/2022
2	09448356	DEEPAM PRADEEP SHAH	06/01/2022
3	00547575	RAJESH RAGHUNATH BHATWAL	27/04/1999
4	01953906	SHAKUNTALA RAJESH BHATWAL	27/04/1999
5	01953871	YI HUNG SIN	01/07/2003
6	07186755	ANIL NANDKISHOR BANGAD	12/02/2025
7	07186761	PRADEEP CHANDRAKANT SHAH	05/02/2024
8	10466748	GAJENDRA SHARADCHANDRA DESHMUKH	05/02/2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR D. SAGAR & ASSOCIATES

SD/-
CS SAGAR RAMRAO DEO
(Practicing Company Secretary)
CP No: 11547; Mem No: F9518
Peer Review NO.: 7876/2026
UDIN: F009518H001328539

Date: 01/09/2026
Place: Chhatrapati Sambhajinagar

CEO AND CFO CERTIFICATION

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

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

Dear Members of the Board,

a) We have reviewed the Financial Statements and the cash flow statement of Nitiraj Engineers Limited for theyear ended 31st March, 2026 and to the best of our knowledge and belief:

i. These statements do not contain any materially untrue statement or omit any material fact or containstatements that might be misleading.
ii. These statements together present a true and fair view of the Company's affairs and are in compliance withexisting accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the Company's internal control systems pertaining to financial reportingand we have not come across any reportable deficiencies in the design or operation of such internal controls.

d) We have indicated to the Auditors and the Audit Committee:

(a) that there are no significant changes in internal control over financial reporting during the year;
(b) that there are no significant changes in accounting policies during the year; and
(c) that there are no instances of significant fraud of which we have become aware and that the involvement therein, if any, of the management or an employee having a significant role in the company's internal controlsystem over financial reporting.

FOR NITIRAJ ENGINEERS LIMITED

Place :-Mumbai
Date :-04/09/2026

Sd/-
Mr. Rajesh Bhatwal
Managing Director

Sd/-
Mr. Ashish Sharma
Chief Financial Officer

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

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

FOR NITIRAJ ENGINEERS LIMITED

Place: -Mumbai
Date: -04/09/2026

Sd/-
Mr. Rajesh Bhatwal
Managing Director

Management Discussion and Analysis (MD&A)

1. Forward-Looking Statement

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

Actual results may differ materially from those expressed or implied in such forward-looking statements due to various factors, including changes in government policies and regulations, taxation and fiscal policies, economic conditions, technological developments, market demand, competition, availability and cost of raw materials, and other factors beyond the Company's control.

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

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

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

2. Financial Statement Preparation and Accounting Standards

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

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

Management ensures that the financial statements provide a **true and fair view** of the Company's financial condition, operating performance, and cash flows. This MD&A should be read in conjunction with the **audited consolidated financial statements** and the notes contained in the Annual Report.

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

3. Economic Overview

3.1 Global Economic Landscape

The global economy during FY 2025-26 continued to face a mixed business environment. Geopolitical developments, changes in global trade policies, inflationary pressures and supply chain disruptions continued to influence economic activity across various regions.

At the same time, technological developments in automation, artificial intelligence, electronics and digital systems continued to create new opportunities for businesses. The increasing focus on localisation, supply-chain diversification and domestic manufacturing is also influencing investment and sourcing decisions across industries.

The manufacturing, electronics and automation sectors continue to benefit from increasing demand for efficiency, precision and technology-based solutions.

The global economy in FY 25–26 continued to experience a mixed trajectory of growth and challenges. Key global themes influencing the business environment included:

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

3.2 Indian Economic Landscape

India continues to remain one of the major growth economies, supported by domestic consumption, infrastructure development, manufacturing activity and increasing adoption of technology.

Government initiatives such as **Make in India, Atmanirbhar Bharat, Digital India and Production Linked Incentive (PLI) schemes** continue to support domestic manufacturing and technology development.

The increasing focus on electronics, automation, precision engineering, healthcare, agriculture and digital infrastructure provides a favourable environment for businesses operating in these sectors.

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

4.1 Definition and Applications

4. Industry Overview – Electronic Weighing Scale Industry

Electronic weighing scales are used across a wide range of applications, including retail, jewellery, healthcare, industrial manufacturing, logistics, agriculture, laboratories and other commercial activities.

The increasing requirement for accuracy, automation and digital integration is contributing to the development of the industry. Modern weighing solutions are increasingly being integrated with software, inventory systems, point-of-sale systems and other digital platforms.

Key applications include:

- Retail and commercial establishments;
- Jewellery and precision measurement;
- Healthcare and patient monitoring;
- Industrial and manufacturing operations;
- Logistics and warehousing;
- Agriculture and food processing; and
- Research and laboratory applications.

The Company's established presence across commercial, healthcare, jewellery and industrial applications enables it to participate in these opportunities.

4.2 Global Market Outlook

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

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

Growth drivers globally include:

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

4.3 Indian Market Outlook

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

Key factors shaping the Indian market include:

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

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

5. Key Growth Drivers, Restraints and Opportunities

5.1 Key Growth Drivers

The key factors supporting demand for electronic weighing and related products include:

Industrial Automation: Increasing automation in manufacturing and logistics requires accurate and reliable measurement systems.

Technology Development: IoT-enabled products, wireless connectivity, rechargeable systems and software integration are creating opportunities for new-generation products.

Retail and Jewellery Sector: The requirement for reliable and accurate weighing equipment continues to support demand in these sectors.

Healthcare Applications: Government and institutional healthcare programmes continue to create opportunities for specialised weighing and measurement products.

Government and Institutional Business: Various government programmes and institutional requirements provide opportunities for specialised weighing systems.

New Product Development: Continuous product development enables the Company to address changing customer requirements and enter new application areas.

5.2 Key Challenges and Restraints

The industry also faces certain challenges, including:

- Competition from organised and unorganised manufacturers;
- Availability of low-cost and non-compliant products;
- Changes in raw material and component prices;
- Requirement for regular servicing and calibration in certain product categories;
- Rapid changes in technology and customer requirements; and
- Timing and outcome of government and institutional tenders.

5.3 Opportunities

The Company sees opportunities in:

- Government healthcare and nutrition-related programmes;
- Retail and commercial applications;
- Industrial and institutional customers;
- New security and automation products;
- Expansion into additional geographical markets;
- Development of technology-based and customised solutions; and
- Emerging opportunities in the drone technology sector.

5. Drivers, Restraints, and Opportunities

5.1 Key Growth Drivers

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

5.2 Restraints

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

5.3 Opportunities

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

6. Technology Trends

Technology is increasingly becoming an important differentiating factor in the electronic weighing and automation industry.

Important developments include:

- Integration of weighing equipment with software and ERP systems;
- Wireless and IoT connectivity;
- Portable and battery-operated products;
- Integration with point-of-sale and inventory systems;
- Improved automation and data management; and
- Development of specialised products for specific customer applications.

The Company continues to focus on product development through its in-house R&D capabilities and by developing products based on changing market requirements.

7. Regional Market Dynamics

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

8. Indian Manufacturing Sector

India's continued focus on domestic manufacturing, electronics and technology development provides opportunities for companies with established manufacturing and product development capabilities.

Government initiatives promoting domestic production and indigenous technology are expected to support the development of the manufacturing ecosystem.

For Nitiraj Engineers Limited, these developments provide opportunities to strengthen its existing product portfolio while also developing new technology-based businesses, including security, automation and agricultural drone manufacturing.

Drone Division – A New Growth Frontier

Building on its capabilities in precision electronics, product development and indigenous technology, Nitiraj Engineers Limited has entered the emerging drone technology sector as part of its strategy to develop new avenues for growth. This initiative is aligned with the Government of India's vision of **"Atmanirbhar Bharat"** and the Company's continued focus on innovation and technology-based solutions.

The Company was approved by the **Directorate General of Civil Aviation (DGCA)** as a **Remote Pilot Training Organisation (RPTO)** in December 2023. The Company commenced drone pilot training activities in March 2025 and has since conducted training programmes for aspiring remote pilots. Through this initiative, the Company is developing its presence in the growing drone ecosystem and strengthening its technical and operational capabilities in this sector.

A significant milestone was achieved on **9 June 2026**, when the Company received the **Type Certificate from the DGCA** for its Unmanned Aircraft System, **"NADR10"**, a **10-litre agricultural spraying drone**. The receipt of the Type Certificate is an important regulatory milestone and enables the Company to manufacture the certified drone in accordance with the applicable DGCA requirements.

The NADR10 has been developed for agricultural applications and incorporates indigenous components. The successful development and certification of the drone demonstrate the Company's capabilities in research, product development and technology integration.

Following receipt of the Type Certificate, the Company has commenced work towards the **marketing and commercialisation of the NADR10 agricultural drone**. The initial focus is on creating market awareness, engaging with prospective customers and developing suitable sales and service arrangements.

The Company also expects to create synergies between its drone pilot training activities, drone manufacturing, product sales and related support services.

The increasing adoption of technology in agriculture and the continued development of India's drone ecosystem provide opportunities for the Company to develop this new business vertical. While the drone manufacturing business is at an early stage of commercialisation, the receipt of the DGCA Type Certificate provides an important foundation for pursuing future growth opportunities.

9 – Company Overview / Manufacturing Capabilities

Government Approved Test Centre (GATC)

During the year, the Company achieved an important operational milestone by receiving approval from the Government of India, Ministry of Consumer Affairs, Department of Consumer Affairs, Legal Metrology Division, as a **Government Approved Test Centre (GATC)** under Section 24 of the Legal Metrology Act, 2009.

The approval authorises the Company to undertake verification of **Non-Automatic Weighing Instruments of Accuracy Class III up to 150 kg** manufactured by the Company, with an approved verification capacity of **2,600 instruments per month**. The approval is valid up to **5 May 2027**.

This approval strengthens the Company's in-house verification capabilities and is expected to improve operational efficiency and reduce dependence on external verification facilities.

Nitiraj Engineers Ltd. – Company Overview and Management Discussion

About the Company

Nitiraj Engineers Limited, established in 1989, is engaged in the manufacturing and marketing of electronic weighing scales and related products. Over the years, the Company has expanded its product portfolio to include:

- Electronic Weighing Scales and Systems;
- Currency Counting Machines;
- Security and Automation Products;
- Electronic Fare Meters; and
- Other specialised weighing and measurement products.

The Company's products cater to customers across industrial, commercial, jewellery, healthcare and household segments.

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

Specializations and Government Initiatives

NEL has been a preferred supplier for various **state government programs**, particularly in the domain of **Child Growth Monitoring Systems (CGMS).** The Company's weighing machines designed for these initiatives integrate advanced technology, supporting **data collection,**

plotting, management information systems (MIS), and information dissemination. By aligning with government health and welfare schemes, NEL has been contributing to the larger national goal of improving child and maternal healthcare outcomes.

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

Manufacturing Capabilities

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

Distribution and Brand Identity

Under the flagship brand **"PHOENIX"**, Nitiraj Engineers Ltd. has established a strong distribution network. The Company operates through branches and complemented by a network of **over 400 dealers across India and overseas.**

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

Quality, Certifications and R&D

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

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

Drone Division – Chairman's Vision

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

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

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

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

Financial Overview – FY 2026

The financial performance of Nitiraj Engineers Ltd. for the year ended **March 31, 2026** is summarized as follows:

Revenue

The Company reported **total revenue from operations of ₹47.89 crore,** compared to ₹77.42 crore in the previous year, representing a decline of **38.14 %.** During FY26, several government and institutional tender opportunities were either cancelled, remained under process, or could not be converted into orders during the financial year.

EBIDTA

The Company's **EBIDTA stood at ₹ 3.54 crore,** compared to ₹9.43 crore in FY 2025.

Net Profit

Net Profit for FY 2026 was **₹1.06 crore,** against ₹4.83 crore in the previous year. Despite the year-on-year decline, the Company has maintained profitability even in a challenging operating environment.

Earnings Per Share (EPS)

EPS for FY 2026 was **₹1.03,** reflecting the Company's ability to sustain shareholder value creation.

Resources & Liquidity

As of March 31, 2026, the Company's **net worth stood at ₹82.33 crore,** supported by **cash and cash equivalents of ₹3.31 crore.** The balance sheet remains healthy, enabling continued investment in growth initiatives.

Segment-Wise Performance

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

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

Revenue distribution across product segments in FY 2026 was as follows:

Segment	% Share of Turnover
Commercial Weighing Scales	56.82 %
Mechanical Range Scales	1.81 %
EMFR & Jewellery Range	7.76 %
Health Range Scales	29.00 %
Currency Counting & Home Automation	3.54 %

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

Risks and Concerns

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

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

Opportunities

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

Threats

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

- Rapid technological disruption in core industries.

Internal Controls

The Company has internal control systems designed to safeguard its assets, ensure proper authorisation of transactions, support compliance with applicable laws and regulations, and provide reliable financial information.

The internal control framework is supported by defined policies and procedures. The Internal Auditor periodically reviews various processes and systems, and significant observations, if any, are placed before the Audit Committee and management for appropriate action.

The Company believes that its internal financial controls are commensurate with the size and nature of its operations.

Human Resources

As of March 31, 2026, the Company employed **262 permanent staff** and **70 contractual employees.** Guided by a philosophy of nurturing a **high-performance organization,** NEL emphasizes skill development, employee engagement, and industrial harmony. Relations with employees remained cordial during the year.

Outlook

The Company continues to see opportunities in its core electronic weighing scale business, supported by demand from retail, healthcare, jewellery, industrial and institutional customers.

The Company is also focusing on new products, security and automation solutions and expansion into new customer segments and geographical markets.

While FY 2025-26 was affected by the timing and outcome of government and institutional tenders, there has been a positive development towards the end of the year and the beginning of the new financial year. During **March 2026 and April 2026, the Company received three tender orders aggregating approximately ₹15 crore**.

In addition, the Company has participated in other tenders that are at various stages of the process, including some that are at an advanced stage. The outcome and timing of these tenders will depend on the respective tendering authorities and processes.

The Company will continue to focus on strengthening its core business through its established branch and dealer network, product development capabilities and customer service.

The receipt of the DGCA Type Certificate for the **NADR10 agricultural drone** is another important development. The Company is now working towards marketing and commercialization of the product and developing appropriate sales and service arrangements.

The Company will continue to develop its drone business in a phased manner, with emphasis on product quality, regulatory compliance, customer support and building a sustainable business model.

Concluding Note

FY 2025-26 was a year of challenges as well as important progress for Nitiraj Engineers Limited. While revenue and profitability were affected by lower business volumes and the timing of government and institutional orders, the Company continued to invest in its manufacturing capabilities, product development and new business opportunities.

The Company maintained its **net-debt-free position** and incurred capital expenditure of approximately **₹5.37 crore** during the year.

The receipt of tender orders aggregating approximately **₹15 crore during March and April 2026** provides a positive beginning for the new financial year. The receipt of the **DGCA Type Certificate for the NADR10 agricultural drone on 9 June 2026** is another significant milestone and opens a new avenue for the Company's future growth.

With its established brand, branch and dealer network, in-house R&D capabilities, diversified product portfolio and new opportunities in drone technology, Nitiraj Engineers Limited will continue to focus on strengthening its business and creating sustainable long-term value for its stakeholders.

For Nitiraj Engineers Limited

Sd/-
Rajesh Bhatwal
Managing Director
Din: 00547575

Place – Mumbai
Date – 04/09/2026

ANNEXURES- VI

DECLARATION OF INDEPENDENCE

To,
The Board of Directors, NITIRAJ ENGINEERS LIMITED,

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

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

I certify that:

1. I possess relevant expertise and experience to be an independent director in the Company;

2. I am/was not a promoter of the company or its holding, subsidiary or associate company;

3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;

4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or 50 Lac's or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

6. Neither me nor any of my relatives:
   - holds or has held the position of key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
   - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
   - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiaryor associate company; or
   - any legal or a consulting firm that has or had any transaction with the company, its

holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

- holds together with my relatives 2% or more of the total voting power of the company; or
- Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associatecompany or that holds 2% or more of the total voting power of the company; or

7. I am not a material supplier, service provider or customer or a lessor or lessee of the company;

8. I am not less than 21 years of age.

Declaration

I undertake that, I shall seek prior approval of the Board, if and when, I have any such relationship/ transactions, whether material or non-material. If I fail to do so, I shall cease to be an independent director from the date of entering in to such relationship / transactions.
Further, I do hereby declare and confirm that, the above said information are true and correct to the best ofmy knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any, imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company forupdating of the same.

Thanking You,
Yours faithfully,

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

Date: 04/09/2026
Place: Dhule

DECLARATION OF INDEPENDENCE

To,
The Board of Directors, NITIRAJ ENGINEERS LIMITED,

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

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

I certify that:

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company;
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or 50 Lac's or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

6. Neither me nor any of my relatives:

   - holds or has held the position of key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
   - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
   - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiaryor associate company; or
   - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross

turnover of such firm;

- holds together with my relatives 2% or more of the total voting power of the company; or
- Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associatecompany or that holds 2% or more of the total voting power of the company; or

7. I am not a material supplier, service provider or customer or a lessor or lessee of the company;

8. I am not less than 21 years of age.

Declaration

I undertake that, I shall seek prior approval of the Board, if and when, I have any such relationship/ transactions, whether material or non-material. If I fail to do so, I shall cease to be an independent director from the date of entering in to such relationship / transactions.
Further, I do hereby declare and confirm that, the above said information are true and correct to the best ofmy knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company forupdating of the same.

Thanking You,
Yours faithfully,

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

Date: 04/09/2026
Place: Dhule

DECLARATION OF INDEPENDENCE

To,
The Board of Directors,
NITIRAJ ENGINEERS LIMITED,

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

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

I certify that:

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

- Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

7. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
8. I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship/ transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.
Further, I do hereby declare and confirm that the above said information are true and correct to the best ofmy knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company forupdating of the same.

Thanking You,
Yours faithfully,

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

Date: 04/09/2026
Place: Dhule

DECLARATION OF INDEPENDENCE

To,
The Board of Directors,
NITIRAJ ENGINEERS LIMITED,

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

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

I certify that:

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

- holds or has held the position of key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
- is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
- a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiaryor associate company; or
- any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- holds together with my relatives 2% or more of the total voting power of the company; or

•Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associatecompany or that holds 2% or more of the total voting power of the company; or

7. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
8. I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship/ transactions,whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.
Further, I do hereby declare and confirm that the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company forupdating of the same.

Thanking You,
Yours faithfully,

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

Date:04/09/2026
Place: Dhule

ANNEXURE -E

STATEMENT OF PARTICULARS OF EMPLOYEES

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

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

Sr. No.	Name	Ratio
1.	Mr. Rajesh Bhatwal (Managing Director)	43.05
2.	Mrs. Shakuntala Bhatwal (Whole time Director)	8.64
3.	Mr. Yi Hung Sin (Whole Time Director)	13.05
4.	Mr. Gajendra Deshmukh (Whole Time Director)	8.89
5.	Mr. Pranit Bangad (Non - Executive Independent Director)	NA
6.	Mr. Deepam Shah (Non - Executive Independent Director)	NA
7.	Mr. Anil Bangad (Non - Executive Independent Director)	NA
8.	Mr. Pradeep Shah (Non - Executive Independent Director)	NA

Notes;

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

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

Sr. No.	Name	% in Increase
1.	Mr. Rajesh Bhatwal (Managing Director)	76.70 %
2.	Mrs. ShakuntalaBhatwal (Whole time Director)	27.70 %
3.	Mr. Yi Hung Sin (Whole Time Director)	134.40 %
4.	Mr. Gajendra Deshmukh (Whole Time Director)	236.90 %
5.	Mr. Pranit Bangad (Non - Executive Independent Director)	N.A
6.	Mr. Deepam Shah (Non - Executive Independent Director)	N.A
7.	Mr. Anil Bangad (Non - Executive Independent Director)	N.A

8.	Mr. Pradeep Shah (Non - Executive Independent Director)	N.A
9.	Mr. Ashishkumar Sharma (Chief Financial officer)	29.68 %
10.	Mrs. Deepika Dalmiya (Company Secretary)	No Change

(c) the percentage increase in the median remuneration of employees in the financial year: -18.68 %

(d) The number of permanent employees on the rolls of company: 262

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

Average % increase in the salary of employees other than Managerial Personnel: - 22.47%

Average % increase/(Decrease) in the Salary of the Managerial Personnel: - 106.58%

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

For Nitiraj Engineers Limited

Sd/-
Rajesh Bhatwal
Managing Director
Din: 00547575

Place – Mumbai
Date – 04/09/2026

Independent Auditor's Report

To
The Members,
Nitiraj Engineers Limited,
Mumbai

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Nitiraj Engineers Limited ("the Company") which comprises the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key audit matters

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

1) Revenue Recognition (as described in Note 23 of the Financial Statements)

Key audit matter	How the matter was addressed in our audit
Revenue from contracts with customers is recognised, on the basis of approved contracts, when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services.	Our audit procedures included, but were not limited to the following: • We evaluated the Company's accounting policies pertaining to revenue recognition and assessed compliance with the policies in terms of Ind AS 115 - Revenue from Contracts with Customers. • Tested the design and implementation of key internal financial controls with respect to revenue recognition and tested operating effectiveness of such controls. • Performed substantive testing on a sample basis of revenue transactions recorded during the year by checking the underlying documents such as invoice, sales contracts and shipping documents to test evidence for satisfaction of the criteria for recognition of revenue during the year. • Test checked significant manual journals posted to revenue to identify any unusual items and sought explanations from Management. • Test checked sales transactions near to year-end, post year-end and credit notes issued post year end to determine whether the revenue recognition during the year is appropriate. • We assessed the adequacy of relevant disclosures made within the Financial Statements.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the Board's Report including Annexures to the Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give (in the Annexure A) a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 33 of Financial Statements.

ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in notes to the financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in notes to the financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v. Dividend declared and paid during the year by the company is in compliance with section 123 of the Companies Act, 2013.

(h) Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

(i) In our opinion, the managerial remuneration for the year ended March 31, 2026, has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

For and on behalf of
M/s Sharp Aarth & Co. LLP
Chartered Accountants
Firm Registration No.132748W / W100823

CA Harshal Jethale
Partner
Membership No.141162
UDIN: 26141162TXMQIV4566

Mumbai
29th May 2026

Annexure A to the Independent Auditors Report

The Annexure referred to in our Independent Auditors' Report to the members of Nitiraj Engineers Limited on the financial statements for the year ended 31st March, 2026, we report that:

i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:

a. (A) According to the information and explanation given to us and the records produced to us for our verification, the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Right to Use of Assets ('ROU').

(B) According to the information and explanation given to us and the records produced to us for our verification the company is maintaining proper records showing full particulars of the Intangible assets.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c. According to the information and explanations given to us the title deeds of the Immovable properties (other than Immovable properties where the company is the lessee and the lease agreement are duly executed in favor of the lessee) are held in the name of the company.

d. According to the information and explanations given to us and on the basis of our examination of the records of the Company. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii) In respect of the Company's Inventories:

a. As explained to us the inventory has been physically verified by the management during the year at reasonable intervals. In our opinion the frequency of such verification is reasonable. No material discrepancies noticed on physical verification of inventories as compared to the book record that were more than 10% in the aggregate of each class of inventory.

b. According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of 5 crore rupees, from bank on the basis of security of current assets and on verification of copies of quarterly returns and statements filed by the company with such bank we found that generally they are in agreement with the books of account of the company.

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

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

Particulars	**Amount (in Rs. lacs)**
Aggregate amount during the year	
- Loans to Employees	36.56
Balance outstanding as at balance sheet date	
- Loans to Employees	17.35

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

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

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

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

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

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

v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable to the Company.

vi) We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

vii) In respect of the Statutory dues:

a. According to the information and explanations given to us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues, including Provident Fund, Income-tax, Goods and Services Tax, Duty of Customs, Duty of Excise and other statutory dues applicable to it. There were no undisputed amounts payable in respect of the aforesaid statutory dues outstanding at the year-end for a period of more than six months from the date they became payable

b. According to the information and explanations given to us, there are no dues except as mentioned below of GST, Provident fund, Income-tax, Duty of Customs, Cess or other statutory dues which have not been deposited by the Company on account of disputes

Name of Statute	Nature of Dues	Year	Amount (in Lakhs)	Forum where dispute is pending
GST Act 2017	IGST, CGST & SGCT	2021-2022 & 2022-2023	17.79	Commissioner (Appeals)

viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions which had been surrendered or disclosed as income during the previous year in the tax assessments under the Income-tax Act, 1961 which had not been recorded in the books of accounts.

ix)

a. According to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

b. According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c. According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

e. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

x)

a. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.

b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

xi)

a. Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

b. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c. As represented to us by the management, there are no whistle blower complaints received by the company during the year.

xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

xiv)

a. Based on information and explanations provided to us, in our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi)

a. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

b. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

d. According to the information and explanations provided to us during the course of audit, the company does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) In our opinion and according to the information and explanations given to us, Section 135 of the Act is not applicable. Accordingly, clause 3(xx) of the Order is not applicable.

For and on behalf of
M/s Sharp Aarth & Co. LLP
Chartered Accountants
Firm Registration No.132748W / W100823

CA Harshal Jethale
Partner
Membership No.141162
UDIN: 26141162TXMQIV4566

Mumbai
29th May 2026

Annexure "B" to the Independent Auditors Report

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

Opinion

We have audited the internal financial controls over financial reporting of Nitiraj Engineers Limited ("the Company") as of 31st March, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Financial Statements and such internal financial controls over financial reporting with reference to these Financial Statements were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls with reference to Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls with reference to Financial Reporting

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

For and on behalf of
M/s Sharp Aarth & Co. LLP
Chartered Accountants
Firm Registration No.132748W / W100823

CA Harshal Jethale
Partner
Membership No.141162
UDIN: 26141162TXMQIV4566
Mumbai
29th May 2026

NITIRAJ ENGINEERS LIMITED
BALANCE SHEET AS AT MARCH 31, 2026

(Amount in INR Lakhs)

Particulars	Note	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	3,382.32	3,192.64
(b) Investment property	5	8.09	8.98
(c) Right-of-use assets	4	2.16	2.27
(d) Intangible assets	6	296.52	311.75
(e) Intangible assets under development	6	212.97	185.56
(f) Financial assets			
(i) Investments	7	72.55	77.73
(ii) Other financial assets	7	41.04	31.86
(g) Other non-current assets	12	642.98	640.20
		4,658.62	**4,451.00**
Current assets			
(a) Inventories	8	2,252.08	1,643.09
(b) Financial assets			
(i) Investments	7	752.89	1,794.40
(ii) Trade receivables	9	470.69	675.56
(iii) Cash and cash equivalents	10	331.54	204.99
(iv) Bank balances other than (iii) above	11	53.88	85.20
(v) Loans	7	17.35	18.38
(vi) Other financial assets	7	257.56	52.72
(c) Current tax assets (Net)	21	46.86	11.27
(d) Other current assets	12	474.78	318.81
		4,657.63	**4,804.41**
TOTAL		**9,316.25**	**9,255.41**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	1,025.10	1,025.10
(b) Other equity	15	7,208.42	7,255.98
		8,233.52	**8,281.08**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	**16**	2.33	2.12
(b) Provisions	20	101.66	71.29
(c) Deferred tax liabilities (Net)	13	65.58	46.17
(d) Other non-current liabilities	19	206.20	133.52
		375.76	**253.10**
Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	16	-	0.18
(ii) Trade payables	18		
- Due to micro and small enterprises		21.72	10.84
- Due to others		199.64	195.06
(iii) Other financial liabilities	17	140.05	168.33
(b) Provisions	20	21.68	50.87
(c) Other current liabilities	19	323.87	295.94
		706.96	**721.24**
TOTAL		**9,316.25**	**9,255.41**

Material accounting policies and notes forming part of the 1 to 48

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

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

Harshal Jethale
Partner
Membership No.: 141162
UDIN : 26141162TXMQIV4566

Rajesh R. Bhatwal
Managing Director
Din No.: 00547575

Shakuntala R. Bhatwal
Director
Din No.: 01953906

Ashishkumar G. Sharma
Chief Financial Officer

Deepika A. Dalmiya
Company Secretary
Membership No. A58029

Mumbai
Date: May 29, 2026

NITIRAJ ENGINEERS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in INR Lakhs)

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
REVENUE			
Revenue from operations (net)	23	4,641.07	7,651.72
Other income	24	148.25	90.82
Total revenue (I)		**4,789.32**	**7,742.54**
EXPENSES			
Cost of materials consumed	25	2,005.94	3,764.22
Changes in inventories of work-in-progress and finished goods	26	(70.57)	(51.38)
Employee benefits expense	27	728.79	655.46
Finance costs	28	6.20	20.04
Depreciation and amortisation expenses	29	354.43	351.38
Other expenses	30	1,623.30	2,340.40
Total expenses (II)		**4,648.09**	**7,080.12**
Profit before tax and exceptional items(I-II)		**141.23**	**662.42**
Exceptional items		-	-
Profit/(loss) before tax		**141.23**	**662.42**
Tax expense:			
Current tax	13	15.82	155.79
Adjustment of tax relating to earlier periods	13	-	5.84
Deferred tax	13	19.36	17.68
Profit/(loss) for the period		**106.06**	**483.10**

OTHER COMPREHENSIVE INCOME			
A. Other comprehensive income not to be reclassified to profit and loss in subsequent periods:			
Remeasurement of gains (losses) on defined benefit plans		5.39	(0.12)
Income tax effect		(1.36)	0.03
Fair value of equity instruments through other comprehensive		(5.18)	(19.06)
Income tax effect		1.30	4.80
B. Other comprehensive income to be reclassified to profit and loss in subsequent periods:		-	-
Other comprehensive income for the year, net of tax		0.15	(14.35)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		**106.21**	**468.75**
Earnings per share for profit attributable to equity shareholders	31		
Basic and Diluted EPS		1.03	4.71

Material accounting policies and notes forming part of the 1 to 48

As per our report of even date

For SHARP AARTH & CO. LLP
Chartered Accountants
F.R.No. 132748W

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

Harshal Jethale
Partner
Membership No.: 141162
UDIN : 26141162TXMQIV4566

Rajesh R. Bhatwal
Managing Director
Din No.: 00547575

Shakuntala R. Bhatwal
Director
Din No.: 01953906

Ashishkumar G. Sharma
Chief Financial Officer

Deepika A. Dalmiya
Company Secretary
Membership No. A58029

Mumbai
Date: May 29, 2026

NITIRAJ ENGINEERS LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net profit before tax as per statement of profit and loss:	141.23	662.42
Adjustments for:		
Depreciation and amortisation expenses	354.43	351.38
Net (gain)/loss on disposal of property, plant and equipment	(0.00)	0.06
Net (gain)/loss on sale of investment	(50.75)	(35.09)
Finance costs	6.20	20.04
Interest income	(7.40)	(6.55)
Net (gain)/loss on financial instruments	(52.74)	(21.22)
Provision for gratuity and leave encashment	1.17	10.88
Reversal of allowance on doubtful debts	(4.41)	(12.33)
Sundry balances written off	16.10	5.28
Change in operating assets and liabilities:		
(Increase)/decrease in trade receivables	193.19	610.73
(Increase)/decrease in inventories	(608.98)	155.93
Increase/(decrease) in trade payables	15.45	(56.93)
(Increase)/decrease in other financial assets	(214.03)	(7.23)
(Increase)/decrease in other assets	(158.75)	(72.31)
Increase/(decrease) in provisions	5.39	(0.12)
Increase/(decrease) in other liabilities	72.33	(95.69)
Cash generated from operations	(291.58)	1,509.26
Less: Income taxes paid	(51.40)	(89.45)
Net cash inflow from operating activities	(342.98)	1,419.81
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for property, plant and equipment	(550.13)	(627.11)
Payments for purchase of investments	(225.00)	(3,255.00)
Proceeds from sale of investments	1,370.00	2,650.06
Payments for intangible asset under development	(12.17)	(10.17)
Loans (given) / recovered (net) - employees	1.02	(1.57)
Proceeds from sale of property, plant and equipment	7.03	3.19
Movement in other bank balances	31.32	(9.82)
Interest received	7.40	6.55
Net cash outflow from investing activities	629.47	(1,243.86)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds / (outflow) from borrowings	-	-
Principal elements of lease payments	-	(9.67)
Interest paid	(6.17)	(20.04)
Dividends paid	(153.77)	(153.77)
Net cash inflow (outflow) from financing activities	**(159.93)**	**(183.47)**
Net increase / (decrease) in cash and cash equivalents	126.56	(7.53)
Cash and cash equivalents at the beginning of the financial year	204.99	212.51
Cash and cash equivalents at end of the year	**331.54**	**204.99**
Reconciliation of cash and cash equivalents as per the cash flow		
Cash and cash equivalents as per above comprise of the		
Balances with banks on current accounts	311.28	184.19
Cash on hand	20.27	20.80
Balances per statement of cash flows	**331.54**	**204.99**

Note :

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

(b) Changes in liability arising from financing activities **(Amount in INR Lakhs)**

	Liabilities from financing activities	
	Lease liabilities	**Borrowings**
Net debt as at April 1, 2024	**23.25**	**-**
Cash outflows	(11.15)	(624.55)
Cash inflows	-	624.55
Interest expense	1.48	20.04
Interest paid	-	(20.04)
Additions	2.29	-
Other adjustments	(13.58)	-
Net debt as at March 31, 2025	**2.30**	**-**
Cash outflows	(0.20)	-
Cash inflows	-	-
Interest expense	0.23	-
Interest paid	-	-
Additions	-	-
Other adjustments	-	-
Net debt as at March 31, 2026	**2.33**	**-**

Material accounting policies and notes forming part of the 1 to 48

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Chief Financial Officer

Deepika A. Dalmiya
Company Secretary
Membership No. A58029

Mumbai
Date: May 29, 2026

NITIRAJ ENGINEERS LIMITED
STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2026

A Equity share capital

Particulars	Balance at the beginning of the Year	Changes in equity share capital during the year	Balance at the end of the year
March 31, 2025			
Number of shares	1,02,51,000	-	**1,02,51,000**
Amount (in lakhs)	1,025.10	-	**1,025.10**
March 31, 2026			
Number of Shares	1,02,51,000	-	**1,02,51,000**
Amount (in lakhs)	1,025.10	-	**1,025.10**

B Other equity

(Amount in INR Lakhs)

	Reserves and surplus		Equity Instruments through other comprehensive income	Total
Particulars	Securities premium	Retained earnings		
As at April 1, 2024	**1,775.70**	**5,194.00**	**(28.71)**	**6,940.99**
Profit for the year	-	483.10	-	483.10
Other Comprehensive Income				
- Remeasurement of defined benefit liability (net of tax)	-	(0.09)	-	(0.09)
- Fair value changes on equity instruments through other cc	-	-	(14.26)	(14.26)
Total Comprehensive Income for the year	**-**	**483.01**	**(14.26)**	**468.75**
Dividend paid during the year	-	(153.77)	-	(153.77)
As at March 31, 2025	**1,775.70**	**5,523.24**	**(42.97)**	**7,255.98**
Profit for the year	-	106.06	-	106.06
Other Comprehensive Income				
- Remeasurement of defined benefit liability (net of tax)	-	4.03	-	4.03
- Fair value changes on equity instruments through other cc	-	-	(3.88)	(3.88)
Total Comprehensive Income for the year	**-**	**110.09**	**(3.88)**	**106.21**
Dividend paid during the year	-	(153.77)	-	(153.77)
As at March 31, 2026	**1,775.70**	**5,479.57**	**(46.85)**	**7,208.42**

Note:

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

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

(iii) Equity instruments through other comprehensive income: This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.

Material accounting policies and notes forming part of the 1 to 48

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Membership No. A58029

Mumbai
Date: May 29, 2026

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

1 Corporate Information

The Financial Statements of the Company which comprises the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Cash Flows, the Statement of Changes in Equity for the year ended 31st March, 2026 and a summery of material accounting polices and other explamatatary information. The company is a public company domiciled in India and is incorporated on April 1, 1999 under the provisions of the Companies Act applicable in India. Its shares are listed on NSE in India. The registered office of the company is located at 306 A Babha Building, N. M Joshi Marg, near police station, Mumbai 400011.

The company is engaged in manufacturing and selling of a variety of Electronic Weighing Scales, Drone/UMA ,Currency Counting Machines, Taxi Fare Meters etc.

The financial statements were authorised for issue in accordance with a resolution of the directors on May 29, 2026.

2 Material Accounting Policies

Material accounting poilicies adopted by the company are as under:

2.1 Basis of preparation of Financial Statements

(a) Statement of Compliance

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

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

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

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

(b) Use of Estimates

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

2.2 Summary of material accounting policies

(a) Foreign Currency Translation

(i) Functional and Presentation Currency

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

(ii) Transactions and Balances

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

(b) Revenue Recognition

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

Recognising Revenue from major business activities

(i) Revenue from contracts with customers:

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

(ii) Sale of Services

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

(iii) Interest Income

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

(c) Government Grants

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

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

(d) Taxes

(i) Current Income Tax

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

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

(ii) Deferred Tax

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

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

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

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

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

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

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

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

(e) Leases

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

(i) As a Lessee

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

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

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

(ii) As a Lessor

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

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

(f) Impairment of Non Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

(g) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(h) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw Materials: Raw materials and components, stores and spares and loose tools are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Costs are determined on weighted average basis.

Work in progress and Finished goods: Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of work-in-progress and finished goods are determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(i) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

(1) Debt Instruments at Amortised Cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

(2) Debt Instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

(a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

(b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(3) Debt Instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(4) Equity Investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument by- instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Interest in associate is carried at cost.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Impairment of Financial Assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 38 details how the company determines whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(ii) Financial Liabilties

Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

(1) Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

(2) Loans and Borrowings

This is the category most relevant to the company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(iii) Reclassification of Financial Assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

(iv) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(j) Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any). Internally manufactured property, plant and equipment are capitalised atcost, including GST for which credit is not available, wherever applicable. All significant costs relating to the acquisition and installation of property, plant and equipment are capitalised. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2020 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation Methods, estimated useful lives and Residual Value

Depreciation is calculated using the written down value method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

Freehold buildings	25-40 years
Machinery	10-20 years
Furniture, fittings and equipment	10-30 years

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term.

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

(k) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment properties are depreciated using the written down value method over their estimated useful lives. Investment properties generally have a useful life of 25-40 years. The useful life has been determined based on technical evaluation performed by the management's expert.

(l) Intangible Assets

Computer Software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

Research and Development

Research costs are expensed as incurred. Development expenditures on an individual project are recognized
as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less
any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when
development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

Revenue expenditure is charged to the Statement of Profit and Loss and Capital Expenditure is added to the cost of Property, Plant and Equipment in the year in which it is incurred. The company is pursuing development of new technologies and has capitalised the expenditure incurred on the Research and Development. Research expenditure and development expenditure that do not meet the criteria specified above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Amortisation Methods and periods

The Company amortises intangible assets with a finite useful life using the written down value method over the following periods:

Computer software	10 years
Capitalised development expenditure	30 years

(m) Trade and other Payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 45 - 60 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(n) Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(o) Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(p) Employee Benefits

(i) Short-term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other Long-Term Employee Benefit Obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-Employment Obligations

The company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity, pension, post-

(b) defined contribution plans such as provident fund.

Gratuity Obligations

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Post-Employment Medical Obligations

Company provide post-retirement healthcare benefits to their retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit plans. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited in other comprehensive income in the period in which they arise.

Defined Contribution Plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(vi) Termination Benefits

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The company recognises termination benefits at the earlier of the following dates: (a) when the company can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(q) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(r) Earnings per share

Basic Earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

Diluted Earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(s) Current/non Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

(t) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of Nitiraj Engineers Limited has appointed a strategic steering committee which assesses the financial performance and position of the company, and makes strategic decisions. The steering committee, which has been identified as being the chief operating decision maker, consists of the chief executive officer, the chief financial officer and the manager for corporate planning.

(u) Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

3 Significant Accounting Judgements, Estimates and Assumptions

In the application of the Company's accounting policies, which are described in Note 2, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgements in Applying Accounting Policies

The following are the critical judgements, apart from those involving estimations, that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

(i) Useful lives of Property, Plant and Equipment

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management.

(ii) Impairment of non Financial Assets

Determining whether the asset is impaired requires an estimation of the value in use of the cash-generating units to which asset/goodwill has been allocated. The value in use calculation requires the Company to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

(iii) Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates.

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

4. PROPERTY, PLANT AND EQUIPMENT

(Amount in INR Lakhs)

Particulars	Land	Buildings (Refer (i) below)	Plant and equipments	Furniture and fixtures	Vehicles	Office equipments	Computer	Solar system	Electric installations	Total
GROSS CARRYING VALUE										
As at April 1, 2024	414.33	2,078.71	1,004.27	150.75	83.97	61.25	76.07	34.03	194.20	**4,097.58**
Additions	-	451.43	107.70	13.48	17.39	5.75	11.85	-	17.83	**625.45**
Disposals / adjustments during the year	(3.11)	(38.33)	-	(0.15)	-	-	-	-	-	**(41.59)**
As at March 31, 2025	**411.22**	**2,491.82**	**1,111.98**	**164.08**	**101.36**	**67.00**	**87.92**	**34.03**	**212.04**	**4,681.45**
Additions	-	406.73	44.96	11.23	57.99	7.73	8.64	-	0.19	**537.47**
Disposals / adjustments during the year	(4.99)	-	-	(2.16)	(7.12)	-	(2.29)	-	-	**(16.56)**
As at March 31, 2026	**406.23**	**2,898.55**	**1,156.94**	**173.15**	**152.23**	**74.73**	**94.27**	**34.03**	**212.23**	**5,202.36**
ACCUMULATED DEPRECIATION/IMPAIRMENT										
As at April 1, 2024	-	601.57	363.78	37.66	21.42	20.43	53.85	22.10	55.34	**1,176.15**
Depreciation for the year	-	173.88	100.25	12.16	11.48	6.57	11.12	4.75	14.94	**335.14**
Disposals / adjustments during the year	-	(24.74)	-	(0.01)	-	-	-	-	-	(24.76)
As at March 31, 2025	**-**	**750.70**	**464.03**	**49.80**	**32.90**	**27.00**	**64.97**	**26.85**	**70.28**	**1,486.54**
Depreciation for the year	-	177.46	98.46	12.10	16.44	6.75	10.15	2.75	14.19	**338.29**
Disposals / adjustments during the year	-	-	-	(0.44)	(4.40)	-	(2.13)	-	-	**(6.96)**
As at March 31, 2026	**-**	**928.16**	**562.49**	**61.46**	**44.94**	**33.75**	**72.99**	**29.61**	**84.47**	**1,817.87**
Net carrying value as at March 31, 2026	**406.23**	**1,970.39**	**594.45**	**111.69**	**107.29**	**40.98**	**21.28**	**4.42**	**127.77**	**3,384.49**
Net carrying value as at March 31, 2025	**411.22**	**1,741.12**	**647.95**	**114.28**	**68.46**	**40.00**	**22.95**	**7.17**	**141.76**	**3,194.91**

i. The above includes the right of use asset recognised under Ind AS 116 Leases* as under:

(Amount in INR Lakhs)

Particulars	Gross Carrying Amount				Accumulated Depreciation / Amortisation				Net Carrying Amount	
	Balance As on 1-Apr-2025	Additions/ Adjustments during the year	Deduction / Adjustment during the year	Balance As on 31-Mar-2026	Balance As on 01-04-2025	Additions/ Adjustments during the year	Deduction / Adjustment during the year	Balance As on 31-Mar-2026	Balance As on 31-Mar-2026	Balance As on 31-Mar-2025
ROU - Building	2.29	-	-	2.29	0.03	0.10	-	0.13	2.16	2.27
Total	**2.29**	**-**	**-**	**2.29**	**0.03**	**0.10**	**-**	**0.13**	**2.16**	**2.27**

Particulars	Gross Carrying Amount				Accumulated Depreciation / Amortisation				Net Carrying Amount	
	Balance As on 1-Apr-2024	Additions/ Adjustments during the year	Deduction / Adjustment during the year	Balance As on 31-Mar-2025	Balance As on 01-Apr-2024	Additions/ Adjustments during the year	Deduction / Adjustment during the year	Balance As on 31-Mar-2025	Balance As on 31-Mar-2025	Balance As on 31-Mar-2024
ROU - Building	38.33	2.29	(38.33)	2.29	15.87	8.89	(24.74)	0.03	2.27	22.45
Total	**38.33**	**2.29**	**(38.33)**	**2.29**	**15.87**	**8.89**	**(24.74)**	**0.03**	**2.27**	**22.45**

* Refer Note 34 for disclosures pertaining to leases.

ii. Contractual Obligations

Refer to Note 33 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

5. INVESTMENT PROPERTY

(Amount in INR Lakhs)

Particulars	Buildings
GROSS CARRYING VALUE	
As at April 1, 2024	14.57
Additions	-
Deletions	-
As at March 31, 2025	14.57
Additions	-
Deletions	-
As at March 31, 2026	**14.57**
ACCUMULATED DEPRECIATION AND IMPAIRMENT	
As at April 1, 2024	4.59
Depreciation for the year	1.00
Deductions\Adjustments during the year	-
As at March 31, 2025	5.59
Depreciation for the year	0.90
Deductions\Adjustments during the year	-
As at March 31, 2026	**6.48**
Net Carrying value as at March 31, 2026	**8.09**
Net Carrying value as at March 31, 2025	**8.98**

Notes :

i. Amount recognised in the Statement of Profit and Loss for Investment Properties

(Amount in INR Lakhs)

Particulars	March 31, 2026	March 31, 2025
Rental Income	14.80	11.06
Direct Operating expenses from property that generated rental	(4.54)	(0.71)
Direct Operating expenses from property that did not generate	-	-
Profit from investment properties before depreciation	10.25	10.35
Depreciation	0.90	1.00
Profit from investment properties	9.36	9.35

ii. Leasing Arrangements

Investment properties are leased to tenants under long term operating leases with rentals payable monthly.

(Amount in INR Lakhs)

Particulars	March 31, 2026	March 31, 2025
Within one year	10.21	8.91
Later than one year but not later than 5 years	22.00	13.28
Later than 5 years	-	2.00
Total	**32.21**	**24.19**

iii. Fair Value

Reconciliation of Fair Value:

Particulars	**(Amount in INR Lakhs)**
Opening Balance as at April 1, 2024	293.00
Fair Value Difference	-
Purchases	-
Balance as at March 31, 2025	293.00
Fair Value Difference	-
Purchases	-
Closing balance as at March 31, 2026	293.00

The Company has not obtained independent valuations for its investment properties during the year. The best evidence of fair value is current prices in an active market for similar properties.

The main inputs used are the rental growth rates, expected vacancy rates, terminal yields and discount rates based on comparable transactions and industry data.

Generally, a change in the assumption made for the estimated rental value is accompanied by:

- A directionally similar change in the rent growth per annum and discount rate (and exit yield)

- An opposite change in the long term vacancy rate

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

6. INTANGIBLE ASSETS

(Amount in INR Lakhs)

Particulars	Software	Capitalised development expenditure	Intangible assets under development	Total
GROSS CARRYING VALUE				
As at April 1, 2024	49.96	307.50	160.16	517.62
Additions	-	-	25.40	25.40
Deletions	-	-	-	-
As at March 31, 2025	**49.96**	**307.50**	**185.56**	**543.02**
Additions	-	-	27.40	27.40
Deletions	-	-	-	-
As at March 31, 2026	**49.96**	**307.50**	**212.97**	**570.42**
ACCUMULATED AMORTISATION				
As at April 1, 2024	9.98	20.49	-	30.47
Amortisation for the year	4.99	10.24	-	15.23
Deductions\Adjustments during the period	-	-	-	-
As at March 31, 2025	**14.97**	**30.73**	**-**	**45.70**
Amortisation for the year	4.99	10.24	-	15.23
Deductions\Adjustments during the period	-	-	-	-
As at March 31, 2026	**19.97**	**40.97**	**-**	**60.94**
Net Carrying value as at March 31, 2026	**29.99**	**266.53**	**212.97**	**509.48**
Net Carrying value as at March 31, 2025	**34.98**	**276.77**	**185.56**	**497.32**

I) Intangible Assets under Development Ageing Schedule

March 31, 2026

Particulars	Amount in Intangible Assets Under Development for a Period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	27.40	25.40	146.73	13.43	212.96
Projects Temporarily Suspended	-	-	-	-	-
Total	27.40	25.40	146.73	13.43	212.96

March 31, 2025

Particulars	Amount in Intangible Assets Under Development for a Period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	25.40	146.73	13.43	-	185.56
Projects Temporarily Suspended	-	-	-	-	-
Total	25.40	146.73	13.43	-	185.56

The company does not have any intangible asset under development whose completion is overdue or whose costs have exceeded its original plan.

NITIRAJ ENGINEERS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

7. FINANCIAL ASSETS

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
(A) INVESTMENTS		
(1) Non Current		
Investments carried at fair value through profit and loss		
Unquoted		
Investments in Equity Instruments		
690 Equity Shares of INR 10 each in Merchant Co-op. Bank Limited (Number of shares; March 31, 2025 : 690)	0.07	0.07
Investments carried at fair value through Other Comprehensive Income		
Unquoted		
Investments in Equity Instruments		
2,234 Equity Shares of INR 10 each at a premium of INR 5,990 per share in Hyper Drive Information Technologies Private Limited (Number of shares; March 31, 2025 : 2234)	71.44	76.62
Investment carried at amortised cost		
Unquoted		
Investments in Government securities		
National Savings Certificate	1.04	1.04
Total	**72.55**	**77.73**
Aggregate amount of quoted investments	-	-
Market value of quoted investments	-	-
Aggregate amount of unquoted investments	72.55	77.73
Investments carried at amortised cost	1.04	1.04
Investments carried at fair value through profit and loss	0.07	0.07
Investments carried at fair value through Other Comprehensive Income	71.44	76.62
(2) Current		
Investments carried at fair value through Profit and Loss		
Quoted		
Investment in Mutual Fund		
HDFC Overnight Fund	611.66	1,717.17
ICICI Prudential Equity Arbitrage Fund Regular Growth	10.12	-
Unquoted		
Investment in Gold	131.11	77.23
Total	**752.89**	**1,794.40**
Aggregate amount of quoted investments	621.77	1,717.17
Market value of quoted investments	621.77	1,717.17
Aggregate amount of unquoted investments	131.11	77.23
(B) LOANS		
Current		
Unsecured, considered good unless otherwise stated		
Loans to Employees	17.35	18.38
Total	**17.35**	**18.38**

Particulars	As at March 31, 2026	As at March 31, 2025
(C) OTHER FINANCIAL ASSETS		
Non Current		
Financial assets carried at amortised cost		
Bank Deposits with more than 12 months maturity *	30.51	16.83
Lease Deposits	10.54	15.03
Total	**41.04**	**31.86**
Current		
Financial assets carried at amortised cost		
Bank Deposits with less than 12 months maturity	-	0.52
Lease Deposits	9.45	7.07
Tender Deposits	247.55	44.38
Interest Accrued but not due	0.57	0.75
Total	**257.56**	**52.72**

*Lien marked with banks

8. INVENTORIES

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
(Valued at lower of Cost and Net Realisable value)		
Raw materials	1,733.00	1,194.58
Work-in-progress	285.10	207.48
Finished goods	233.97	241.03
Total	**2,252.08**	**1,643.09**

9. TRADE RECEIVABLES

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Trade Receivables from customers	470.69	675.56
	470.69	**675.56**
Breakup of Security details		
Secured, considered good		
Unsecured, considered good	470.69	675.56
Significant increase in credit risk	9.37	13.78
	480.06	**689.34**
Less: Allowance for bad and doubtful debts		
Significant increase in credit risk	9.37	13.78
	9.37	**13.78**
	470.69	**675.56**

Trade or Other Receivable due from directors or other officers of the company either severally or jointly with any other person amounted to INR Nil (Previous year INR Nil)

Trade or Other Receivable due from firms or private companies respectively in which any director is a partner, a director or a member amounted to INR Nil (Previous year INR Nil)

NITIRAJ ENGINEERS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

TRADE RECEIVABLES AGEING SCHEDULE

As at March 31, 2026 (Amount in INR Lakhs)

Particulars	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables								
(i) Considered good	-	-	385.63	2.68	13.82	1.65	76.28	480.06
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit Impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables								
(i) Considered good	-	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit Impaired	-	-	-	-	-	-	-	-
	-	**-**	**385.63**	**2.68**	**13.82**	**1.65**	**76.28**	**480.06**
Less: Allowance for bad and doubtful debts	-	-	-	-	-	-	-	9.37
Total	**-**	**-**	**385.63**	**2.68**	**13.82**	**1.65**	**76.28**	**470.69**

As at March 31, 2025 (Amount in INR Lakhs)

Particulars	Unbilled	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables								
(i) Considered good	-	-	516.86	51.97	34.50	3.96	82.06	689.34
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit Impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivables								
(i) Considered good	-	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit Impaired	-	-	-	-	-	-	-	-
	-	**-**	**516.86**	**51.97**	**34.50**	**3.96**	**82.06**	**689.34**
Less: Allowance for bad and doubtful debts	-	-	-	-	-	-	-	13.78
Total	**-**	**-**	**516.86**	**51.97**	**34.50**	**3.96**	**82.06**	**675.56**

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

10. CASH AND CASH EQUIVALENTS

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks on current accounts	311.28	164.19
Deposits with original maturity of less than three months	-	20.00
Cash on hand	20.27	20.80
Total	**331.54**	**204.99**

11. OTHER BANK BALANCES

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Deposits with banks to the extent held as margin money	53.88	85.20
Total	**53.88**	**85.20**

Bank deposits earn interest at fixed rates. Short term deposits are generally made for varying periods between seven days to twelve months, depending on the cash requirements of the Company, and earn interest at the respective deposit rates

12. OTHER ASSETS

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Non Current		
Capital Advances	132.66	147.66
Security Deposits	8.51	8.37
Others		
Prepaid expenses	1.01	1.01
Balances with Statutory, Government Authorities	319.81	298.28
Other non current assets	180.99	184.88
Total	**642.98**	**640.20**
Current		
Advances other than Capital advances		
- Advances to Suppliers	389.88	227.51
- Advances to employees	17.65	18.61
Others		
Prepaid expenses	8.00	72.68
Balances with Statutory, Government Authorities	59.26	-
Total	**474.78**	**318.81**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

13. INCOME TAX

Deferred Tax (Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax relates to the following:		
Accelerated depreciation for tax purposes	(105.51)	(79.02)
Financial instruments at fair value through profit or loss	(31.14)	(3.46)
Financial instruments at fair value through OCI	15.76	-
Leases	0.05	
Provision for gratuity	30.21	26.39
Provision for leave encashment	0.83	0.35
Provision for bonus	3.14	-
Allowance for credit loss on financial assets	2.36	3.47
Government Grants	18.72	-
Other temporary differences	-	6.10
Net Deferred Tax Assets / (Liabilities)	**(65.58)**	**(46.17)**

Movement in deferred tax liabilities/assets

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance as of April 1	(46.17)	(33.31)
Tax income/(expense) during the period recognised in profit or loss	(19.36)	(17.68)
Tax income/(expense) during the period recognised in OCI	(0.05)	4.83
Closing balance as at March 31	**(65.58)**	**(46.17)**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liablities relate to income taxes levied by the same tax authority.

Major Components of income tax expense for the years ended March 31, 2026 and March 31, 2025 are as follows:

i. Income tax recognised in profit or loss (Amount in INR Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Current income tax charge	15.82	155.79
Adjustment in respect of current income tax of previous year	-	5.84
Deferred tax		
Relating to origination and reversal of temporary differences	19.36	17.68
Income tax expense recognised in profit or loss	**35.18**	**179.32**

ii. Income tax recognised in OCI

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Unrealised (gain)/loss on FVTOCI equity securities	1.30	4.80
Net loss/(gain) on remeasurements of defined benefit plans	(1.36)	0.03
Income tax expense recognised in OCI	**(0.05)**	**4.83**

Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2026 and March 31, 2025

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Accounting profit before income tax	**141.23**	**662.42**
Enacted tax rate in India	25.17%	25.17%
Income tax on accounting profits	**35.55**	**166.72**
Effect of		
Adjustment in respect of current income tax of previous year	-	5.84
Expenses not allowed	0.28	2.61
Other	(0.65)	4.15
Tax at effective income tax rate	**35.18**	**179.32**

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

14. SHARE CAPITAL

i. Authorised Share Capital

Particulars	Equity Share of INR 10 each	
	Number of Shares	Amount in INR Lakhs
At April 1, 2024	1,10,00,000	1,100.00
Increase/(decrease) during the year	-	-
At March 31, 2025	1,10,00,000	1,100.00
Increase/(decrease) during the year	-	-
At March 31, 2026	1,10,00,000	1,100.00

Terms/rights attached to equity shares

The Company has one class of Equity shares having a par value of INR 10 each. Each holder of Equity shares is entitled to one vote per share and are subject to the preferential rights as prescribed under law or those of preference shareholders,if any. The Equity share holders are also subject to restrictions as presribed under the Companies Act, 2013. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in the case of Interim Dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

ii. Issued Capital

Particulars	Number of Shares	Amount in INR Lakhs
Equity shares of INR 10 each issued, subscribed and		
At April 1, 2024	1,02,51,000	**1,025.10**
Issued during the period	-	-
At March 31, 2025	1,02,51,000	**1,025.10**
Issued during the period	-	-
At March 31, 2026	**1,02,51,000**	**1,025.10**

iii. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of Shares	% holding	Number of Shares	% holding
Rajesh Raghunath Bhatwal	46,03,875	44.91%	46,03,875	44.91%
Shakuntala Rajesh Bhatwal	23,95,500	23.37%	23,95,500	23.37%
Yi Hung Sin	8,18,000	7.98%	8,32,500	8.12%

iv. Shares held by Promoters at the end of the year

Shares held by promoter at the end of the year	As on 31.03.2026		As on 31.03.2025		% Change during the year
Promoter's Name	Number of Shares	% of total shares	Number of Shares	% of total shares	
Rajesh Raghunath Bhatwal	46,03,875	44.91%	46,03,875	44.91%	-
Shakuntala Rajesh Bhatwal	23,95,500	23.37%	23,95,500	23.37%	-
Meerabai Raghunath Bhatwal	62,375	0.61%	62,375	0.61%	-
Prachi Rajesh Bhatwal	15,125	0.15%	15,125	0.15%	-
Deepa Khatri	3,125	0.03%	3,125	0.03%	-

v. None of the above shares are reserved for issue under options/ contract/ commitments for sale of shares or disinvestment.

15. OTHER EQUITY

i. Reserves and Surplus **(Amount in INR Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Securities Premium Reserve	1,775.70	1,775.70
Retained Earnings	5,479.57	5,523.24
Equity Instruments through other comprehensive	(46.85)	(42.97)
Total	**7,208.42**	**7,255.98**

(a) Securities Premium Reserve **(Amount in INR Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	1,775.70	1,775.70
Add/(Less): Changes during the period	-	-
Closing balance	**1,775.70**	**1,775.70**

(b) Retained Earnings **(Amount in INR Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	5,523.24	5,194.00
Net Profit/(Loss) for the period	106.06	483.10
Dividends Paid	(153.77)	(153.77)
Add/(Less):		
Items of Other Comprehensive Income directly		
Remeasurement of post employment benefit obligation,	4.03	(0.09)
Fair Value of Equity Instruments through Other		
Closing balance	**5,479.57**	**5,523.24**

(c) Equity Instruments through other comprehensive income **(Amount in INR Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	(42.97)	(28.71)
Fair value gain / (loss) of Equity Instruments through othe	(3.88)	(14.26)
Closing balance	**(46.85)**	**(42.97)**

NITIRAJ ENGINEERS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

16. LEASE LIABILITIES

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Non Current		
Lease Liabilities (Refer Note 34)	2.33	2.12
Total	**2.33**	**2.12**
Current		
Lease Liabilities (Refer Note 34)	-	0.18
Total	**-**	**0.18**

17. OTHER FINANCIAL LIABILITIES

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Financial Liabilities at amortised cost		
Dues to employees	123.41	126.52
Deposits Payable	8.61	8.06
Unclaimed Dividend	0.71	0.43
Others	7.33	33.32
Total	**140.05**	**168.33**

18. TRADE PAYABLES

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Trade Payables to Micro, Small and Medium Enterprises	21.72	10.84
Trade Payables to Others	199.64	195.06
Total	**221.36**	**205.91**

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

TRADE PAYABLES AGEING SCHEDULE

As at As at March 31, 2026 **(Amount in INR Lakhs)**

Particulars	Unbilled	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	21.72	-	-	-	21.72
(ii) Others	-	-	188.36	0.85	0.76	9.67	199.64
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-	-
Total	**-**	**-**	**210.08**	**0.85**	**0.76**	**9.67**	**221.36**

As at As at March 31, 2025 **(Amount in INR Lakhs)**

Particulars	Unbilled	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	10.84	-	-	-	10.84
(ii) Others	-	-	152.81	31.42	-	10.84	195.06
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-	-
Total	**-**	**-**	**163.65**	**31.42**	**-**	**10.84**	**205.91**

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

19. OTHER LIABILITIES

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Non Current		
Government Grants	206.20	133.52
Total	**206.20**	**133.52**
Current		
Revenue Received in advances	40.42	84.48
Advance received from Customers	233.99	101.59
Government Grants	18.83	18.83
Others		
Other Payable	22.03	30.04
Statutory dues payable	8.60	61.01
Total	**323.87**	**295.94**

20. PROVISIONS

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Non Current		
Provision for employee benefits		
Gratuity (Refer Note 32)	98.57	70.06
Leave encashment	3.09	1.23
Total	**101.66**	**71.29**
Current		
Provision for employee benefits		
Gratuity (Refer Note 32)	21.47	50.72
Leave encashment	0.21	0.15
Total	**21.68**	**50.87**

21. CURRENT TAX LIABILITY/(Asset) (NET)

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	(11.27)	45.97
Add: Current tax payable for the year	15.82	109.83
Less: Taxes paid	(51.40)	(167.06)
Closing Balance	**(46.86)**	**(11.27)**

22. GOVERNMENT GRANT

(Amount in INR Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	152.35	123.42
Grants sanctioned during the year	99.98	48.95
Grants apportioned to land during the year	(4.99)	(3.11)
Realised to statement of profit and loss	(22.31)	(16.90)
Closing Balance	**225.03**	**152.35**

NITIRAJ ENGINEERS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

23. REVENUE FROM OPERATIONS

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. Revenue from contracts with customers		
Sale of products		
Machines	3,990.26	6,835.21
Spares	304.37	671.06
Sale of services	342.56	137.84
Other Operating Revenues	3.88	7.62
Total	**4,641.07**	**7,651.72**

B. Disaggregated revenue information

The table below presents disaggregated revenue from contact with customers for the year ended March 2026 and March 2025. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors.

(Amount in INR Lakhs)

	Year ended March 31, 2026	Year ended March 31, 2025
Revenue from contracts with customers disaggregated based on geography		
a. Domestic	4,605.85	7,632.63
b. Exports	35.22	19.09
Total Revenue from Operation	**4,641.07**	**7,651.72**

C. Reconciliation of Gross Revenue from Contracts With Customers (Amount in INR Lakhs)

	Year ended March 31, 2026	Year ended March 31, 2025
Gross Revenue	4,662.36	7,675.30
Less : Discount	(21.29)	(23.58)
Net Revenue recognised from Contracts with Customers	**4,641.07**	**7,651.72**

24. OTHER INCOME

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest income on Bank fixed deposits	7.38	6.21
Interest income on others	0.02	0.34
Rental income	14.80	11.06
Other Non Operating Income (Net of expenses directly attibutable to such income)		
Government grants income	22.31	16.90
Fair value gain on financial instruments at FVTPL	52.74	21.22
Net gain on sale of Investments	50.75	35.09
Miscellaneous Income	0.25	-
Total	**148.25**	**90.82**

25. COST OF MATERIALS CONSUMED

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Opening stock raw material	1,194.58	1,401.89
Add : Purchases during the year	2,544.36	3,556.91
Less : Closing stock of raw material	1,733.00	1,194.58
Total	**2,005.94**	**3,764.22**

26. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Inventories as at the beginning of the year		
Work-in-progress	207.48	228.20
Finished goods	241.03	168.93
Total	**448.51**	**397.13**
Less : Inventories as at the end of the year		
Work-in-progress	285.10	207.48
Finished goods	233.97	241.03
Total	**519.08**	**448.51**
Net decrease / (increase) in inventories	**(70.57)**	**(51.38)**

27. EMPLOYEE BENEFITS EXPENSE

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Salaries, wages and bonus	688.31	615.34
Contribution to provident and other funds	40.48	40.12
Total	**728.79**	**655.46**

28. FINANCE COST

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Interest expense on borrowings and lease liabilties	0.23	8.61
Other borrowing costs	5.97	11.44
Total	**6.20**	**20.04**

29. DEPRECIATION AND AMORTISATION EXPENSE

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation on tangible assets	338.29	335.14
Amortisation on intangible assets	15.23	15.23
Depreciation on investment properties	0.90	1.00
Total	**354.43**	**351.38**

30. OTHER EXPENSES

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Manufacturing Expenses		
Power & Fuel	16.56	13.38
Labour and Processing Charges	338.09	447.67
Total (A)	**354.66**	**461.05**
Selling, Administration and Other Expenses		
Commission to Selling Agents	124.37	410.13
Stamping Fees	234.10	404.92
Other Selling Expenses	246.37	378.62
Advertisement and Promotions	56.01	60.37
Transportation and Handling Charges	135.10	181.58
Tender Expenses	2.15	0.81
Rent	31.65	23.97
Repairs and Maintenance		
Building	4.57	2.34
Plant and Machinery	15.48	11.74
Others	13.42	10.46
Rates and Taxes	33.76	33.32
Insurance Expenses	19.56	15.85
Telephone Expenses	8.07	6.90
Corporate social responsibility expenditure (Refer note below)	-	8.71
Software and Computer Expenses	26.46	25.82
Legal and Professional Fees	88.74	97.69
Payments to Auditors (Refer note below)	2.50	2.50
Travelling and Conveyance Expenses	157.11	150.91
Housekeeping Expenses	8.90	9.03
Electricity Charges	2.58	3.76
Net loss on Disposal of Property, Plant and Equipment	-	0.06
Allowance for Doubtful Debts and Advances	(4.41)	(12.33)
Donation	1.13	1.68
Sundry Balance Written off	16.10	5.28
Miscellaneous Expenses	44.93	45.23
Total (B)	**1,268.64**	**1,879.35**
Total (A+B)	**1,623.30**	**2,340.40**

(a) Details of Payments to auditors (Amount in INR Lakhs)

	Year ended March 31, 2026	Year ended March 31, 2025
As auditor		
Audit Fee	2.00	2.00
Tax Audit Fee	0.50	0.50
Total	**2.50**	**2.50**

(b) Corporate social responsibility expenditure

(Amount in INR Lakhs)

Particulars	**Year ended March 31, 2026**	**Year ended March 31, 2025**
Gross amount required to be spent by the company during the year.	NA	8.71
Amount approved by the Board to be spent during the year	NA	8.71
Amount spent during the year on*: (i) Construction/acquisition of any asset (ii) On purposes other than (i) above	NA	8.71
Total amount spent during the year	NA	8.71
Amount transferred to CSR Unspent A/C	NA	-
The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year	NA	-
The total of previous years' shortfall amounts	NA	NA
The reason for above shortfalls	NA	NA
Details of related party transactions	NA	NA
Provision for CSR Expenses		
Opening Balance	-	-
Add: Provision created during the period	-	8.71
Less: Provision utilised during the period	-	8.71
Closing Balance	-	-

The Company contributed ₹8.71 lakhs during the year ended March 31, 2025, under its Corporate Social Responsibility obligations. The amount was spent on supporting the Samarpan Multi Disability Rehabilitation Center at Kasturba Hospital, Dhule.
The project focuses on therapy, rehabilitation, and vocational training for children with multiple disabilities.

CSR provisions are not applicable to the company for the year ended March 31, 2026.

NITIRAJ ENGINEERS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

31. EARNINGS PER SHARE

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(a) Basic earnings per share	1.03	4.71
(b) Diluted earnings per share	1.03	4.71
(c) Reconciliations of earnings used in calculating earnings per share		
Basic earnings per share		
per share	106.06	483.10
Diluted earnings per share		
Profit from continuing operations attributable to the equity holders of the company	106.06	483.10
Adjustments for calculation of dilluted earnings per share:	-	-
earnings per share	**106.06**	**483.10**
(d) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	1,02,51,000	1,02,51,000
Adjustments for calculation of dilluted earnings per share:	-	-
earnings per share	**1,02,51,000**	**1,02,51,000**

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

32. EMPLOYEE BENEFIT OBLIGATIONS

(Amount in INR Lakhs)

	As at March 31, 2026			As at March 31, 2025		
	Current	Non Current	Total	Current	Non Current	Total
Leave obligations	0.21	3.09	**3.30**	0.15	1.23	**1.38**
Gratuity	21.47	98.57	**120.03**	50.72	70.06	**120.78**
Total Employee Benefit Obligation	**21.68**	**101.66**	**123.34**	**50.87**	**71.29**	**122.16**

(i) Leave Obligations

The leave obligations cover the company's liability for sick and earned leave.

(ii) Post Employement obligations

a) Gratuity

The company provides for gratuity for employees in india as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

The gratuity plan is an unfunded plan.

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows

(Amount in INR Lakhs)

	Present value of obligation	Fair value of plan assets	Net amount
As at April 1, 2024	109.94	-	109.94
Current service cost	10.81	-	10.81
Interest expense/(income)	7.97	-	7.97
Total amount recognised in profit or loss	**18.78**	**-**	**18.78**
Remeasurements			
Retrun of plan assets, excluding amount included in interest (income)			-
(Gain)/Loss from change in demographic assumptions	-	-	-
(Gain)/Loss from change in financial assumptions	2.75	-	2.75
Experience (gains)/losses	(4.72)	-	(4.72)
Total amount recognised in other comprehensive income	**(1.97)**	**-**	**(1.97)**
Employer contributions			-
Benefit payments	(5.97)	-	(5.97)
As at March 31, 2025	**120.78**	**-**	**120.78**

	Present value of obligation	Fair value of plan assets	Net amount
Current service cost	11.64	-	11.64
Interest expense/(income)	8.15	-	8.15
Total amount recognised in profit or loss	**19.79**	**-**	**19.79**
Remeasurements			
Retrun of plan assets, excluding amount included in interest			-
(Gain)/Loss from change in demographic assumptions	-	-	-
(Gain)/Loss from change in financial assumptions	(1.88)	-	(1.88)
Experience (gains)/losses	(3.50)	-	(3.50)
Total amount recognised in other comprehensive income	**(5.39)**	**-**	**(5.39)**
Employer contributions			-
Benefit payments	(15.15)	-	(15.15)
As at March 31, 2026	**120.03**	**-**	**120.03**

The significant actuarial assumptions were as follows:

	As at March 31, 2026	As at March 31, 2025
Discount rate	7.00%	6.75%
Expected return on plan assets	-	-
Salary growth rate	5.00%	5.00%
Normal retirement age	58 Years	58 Years

A quantitative sensitivity analysis for significant assumption is shown below:

Assumptions	**Discount rate**		**Withdrawal rate**		**Salary growth rate**	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	1% increase	1% decrease
March 31, 2026						
Impact on defined benefit	(8.07)	9.28	0.97	(1.14)	9.38	(8.29)
% Impact	-6.72%	7.74%	0.81%	-0.95%	7.81%	-6.91%
March 31, 2025						
Impact on defined benefit	(6.27)	7.31	0.71	(0.84)	7.36	(6.43)
% Impact	-5.19%	6.05%	0.59%	-0.70%	6.10%	-5.32%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occuring at the end of the reporting period.

Maturity Profile of Defined Benefit Obligation: Maturity analysis of benefit obligations.:

(Amount in INR Lakhs)

	March 31, 2026	March 31, 2025
Within the next 12 months	21.46	50.72
Between 2 and 5 years	32.34	22.35
Beyond 5 years	66.23	47.71
Total expected payments	120.03	120.78

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

33. COMMITMENTS AND CONTINGENCIES

(Amount in INR Lakhs)

A. Commitments

The compnay does not have any commitments as at March 31, 2026, March 31, 2025.

(Amount in INR Lakhs)

B. Contingent Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Claims against the Company not acknowledged as debt		
Goods and Services Tax - Basic tax (Refer note (i) below)	17.79	-
Goods and Services Tax - Penalty (Refer note (i) below)	1.78	-
Guarantees excluding financial guarantee		
Bank Guarantee (Refer note (ii) below)	91.98	238.05
Total	**111.55**	**238.05**

(i) During the year, the Company received Order-in-Original No. 02/GST/AC/Dhule/Nitiraj/2025-26 dated 25 July 2025 passed by the Assistant Commissioner, CGST & Central Excise, Dhule Division, confirming a demand of GST of Rs.17,79,053, together with penalty of Rs.1,77,905 and applicable interest under Section 50(1) of the CGST Act, 2017, for the financial years 2021-22 and 2022-23. The demand arises on account of a difference in the rate of tax relating to the classification of the Company's product "Stadiometer" under Tariff Heading 9017 (taxable @18%) as against Heading 9018 (taxable @12%) adopted by the Company. The Company, based on its assessment of the merits of the case and legal advice, is contesting the demand before the appellate authority and does not expect any material liability to devolve on this account.

(ii) The Company has submitted Bank Guarantees in favour of various Government and Semi-Government authorities against specific performance obligations and due performance of contracts.

34. Leases

Nature of the lease transaction:

The Company has taken various office buildings on lease with lease term ranging from 11 Months to 6 years Some lease contract can be renewed with mutual consent and some lease contract also contains the termination options. Such options are appropriately considered in determination of the lease term based on the management's judgement.

Refer Note 4 for details relating to Right of Use Assets.

The following is the movement in lease liabilities during the year: **(Amount in INR Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	**2.30**	**23.25**
Add: Additions during the year	-	2.29
Add: Interest Expenses	0.23	1.48
Less: Payments	(0.20)	(11.15)
Less: Cancellation	-	(13.58)
Closing Balance	**2.33**	**2.30**
Non-current	2.33	2.12
Current	-	0.18

Amounts recognised in profit or loss **(Amount in INR Lakhs)**

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Expenses relating to short-term leases	31.65	23.97

Amounts recognised in statement of cash flows **(Amount in INR Lakhs)**

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Total cash outflow for leases	0.20	11.15

Maturity Analysis of lease liabilities (undiscounted cashflows)): **(Amount in INR Lakhs)**

Particulars	March 31, 2026	March 31, 2025
Less than 12 Months	0.20	0.20
More than 12 Months	6.05	6.25
Total	**6.25**	**6.44**

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in INR Lakhs)

35. RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Nature of Relationship	Name of Related Party	Country of Incorporation
List of related parties :		
Entities over which the Promoter or relatives of Key Managerial Personnel (KMP) have significant influence:	Hyper Drive Information Technologies Private Limited	India
Key Management Personnel	Rajesh Raghunath Bhatwal (Chairman & Managing Director)	
	Shakuntala Rajesh Bhatwal (Whole Time Director & Women Director)	
	Hung Sin Chung Huanyi (Whole Time Director)	
	Gajendra Sharadchandra Deshmukh (Whole Time Director)	
	Pranit Anil Bangad (Non Executive Independent Director)	
	Deepam Pradeep Shah (Non Executive Independent Director)	
	Pradeep Chandrakant Shah (Non Executive Independent Director)	
	Anil Bangad (Non Executive Independent Director)	
	Ashishkumar Gopalkrushna Sharma (Chief Financial Officer)	
	Deepika Amit Dalmiya (Company Secretary & Compliance Officer)	
Relatives of Key Management Personnel	Prachi Rajesh Bhatwal	

(ii) Transactions with related parties

The following transactions occurred with related parties

Name	Nature of Transaction	Year ended March 31, 2026	Year ended March 31, 2025
Rajesh Raghunath Bhatwal	Remuneration	57.00	24.00
	Bonus	0.05	0.05
	Professional fees	19.00	19.00
Shakuntala Rajesh Bhatwal	Remuneration	11.40	4.80
	Bonus	0.05	0.05
	Professional fees	19.00	19.00
Yi Hung Sin	Remuneration	17.25	8.70
	Bonus	0.05	0.05
	Professional fees	12.00	4.80
Gajendra Sharadchandra Deshmukh (from 5 Feb 2024)	Remuneration	11.74	8.84
	Bonus	0.05	0.05
	Incentives	50.02	21.78
Kailas Madanlal Agrawal (Up to 4 June 2024)	Remuneration	-	1.10
	Loan given	-	-
	Loan repayment received	-	0.95
	Bonus	-	0.01
Ashishkumar Gopalkrushna Sharma (from 18 June 2024)	Remuneration	7.17	5.53
	Bonus	0.04	0.04
Deepika Amit Dalmiya	Remuneration	3.03	3.03
	Bonus	0.05	0.05
Prachi Rajesh Bhatwal	Remuneration	9.94	9.33
	Bonus	0.05	6.70

(iii) Outstanding balances arising from sales/purchases of goods and services

Name	Nature of Transaction	d March 31, 2026	Year ended March 31, 2025
Trade Receivables			
Hyper Drive Information Technologies Private Limited	Rent income	-	0.06

(iv) Key management personnel compensation

	Year ended March 31, 2026	Year ended March 31, 2025
Post-employment benefits	29.60	4.99
Total	**29.60**	**4.99**

(v) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables and payables. For the year ended March 31, 2026 & March 31, 2025, the compnay has not recorded any impairment of receivables relating to amount owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

NITIRAJ ENGINEERS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

(Amount in INR Lakhs)

36. SEGMENT REPORTING

An operating segment is one whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance. The Company is engaged in manufacturing and selling of electronic equipments which constitute a single reportable segment in the context of Ind AS 108 on "Segment reporting".

A. Information about geographical areas

Revenue from external customers

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below:

	Year ended March 31, 2026	Year ended March 31, 2025
India	4,605.85	7,632.63
Outside India	35.22	19.09
Total	**4,641.07**	**7,651.72**

For the financial year 2025-26, revenue from one customer amounted to ₹616.94 lakhs, contributing more than 10% of the total revenue for the year.
In the financial year 2024-25, revenue from two customers amounted to ₹2,502.08 lakhs, with each contributing more than 10% of the total revenue for that period.

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

37. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category **(Amount in INR Lakhs)**

Particulars	Carrying Amount		Fair Value	
	As on March 31, 2026	As on March 31, 2025	As on March 31, 2026	As on March 31, 2025
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables	470.69	675.56	470.69	675.56
Loans	17.35	18.38	17.35	18.38
Cash and Cash Equivalents	331.54	204.99	331.54	204.99
Other Bank Balances	53.88	85.20	53.88	85.20
Other Financial Assets	298.60	84.58	298.60	84.58
Investment in Government Securities	1.04	1.04	1.04	1.04
FVTPL				
Investment in Equity Instruments	0.07	0.07	0.07	0.07
Investment in Mutual Fund	621.77	1,717.17	621.77	1,717.17
Investment in Gold	131.11	77.23	131.11	77.23
FVTOCI				
Investment in Equity Instruments	71.44	76.62	71.44	76.62
Total	**1,997.51**	**2,940.83**	**1,997.51**	**2,940.83**

FINANCIAL LIABILITIES				
Amortised cost				
Lease liabilities	2.33	2.30	2.33	2.30
Trade Payables	221.36	205.91	221.36	205.91
Other financial liabilities	140.05	168.33	140.05	168.33
Total	**363.75**	**376.54**	**363.75**	**376.54**

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, security deposit and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

ii. Fair Value Hierarchy

Assets and liabilities measured at fair value

Particulars	As at March 31, 2026			Total	As at March 31, 2025			Total
	Fair value measurement using				Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets								
Financial Investments at FVTPL								
Unquoted equity shares	-	-	0.07	0.07	-	-	0.07	0.07
Investment in Mutual Fund	621.77	-	-	621.77	1,717.17	-	-	1,717.17
Gold	131.11	-	-	131.11	77.23	-	-	77.23
Financial Investments at FVTOCI								
Unquoted equity shares	-	-	71.44	71.44	-	-	76.62	76.62
Total Financial Assets	**752.89**	**-**	**71.51**	**824.39**	**1,794.40**	**-**	**76.69**	**1,871.09**

There have been no transfers among Level 1, Level 2 and Level 3 during the period

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

38. FINANCIAL RISK MANAGEMENT

The Company has a well-defined risk management framework. The Board of Directors of the Company has adopted a Risk Management Policy. The Company has exposure to the following risks arising from financial instruments:

▪ Credit risk ;
▪ Liquidity risk ; and
▪ Market risk

(i) Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss to the company. The potential activities where credit risks may arise include from cash and cash equivalents, derivative financial instruments and security deposits or other deposits and principally from credit exposures to customers relating to outstanding receivables. The maximum credit exposure associated with financial assets is equal to the carrying amount. Details of the credit risk specific to the company along with relevant mitigation procedures adopted have been enumerated below:

Trade and other receivables

The Company's exposure to credit Risk is the exposure that Company has on account of services rendered to a contractual counterparty or counterparties, whether with collateral or otherwise for which the contracted consideration is yet to be received. The Company's customer base are Industrial and Commercial.

Services are generally subject to security deposit and/or bank guarantee clauses to ensure that in the event of non-payment the company's receivables are not affected. The Company provides for allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix.

Refer note 9 for ageing of trade receivables.

The above receivables which are past due but not impaired are assessed on case-to-case basis. The instances pertain to third party customers which have a proven creditworthiness record. Management is of the view that these financial assets are not impaired as there has not been any adverse change in credit quality and are envisaged as recoverable based on the historical payment behavior and extensive analysis of customer credit risk, including underlying customers' credit ratings, if they are available. Consequently, no additional provision has been created on account of expected credit loss on the receivables. There are no other classes of financial assets that are past due but not impaired. The provision for impairment of trade receivables, movement of which has been provided below, is not significant / material. The concentration of credit risk is limited due to fact that the customer base is large and unrelated.

Movements in Provision for Doubtful Allowance: **(Amount in INR Lakhs)**

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	13.78	12.25
Movements in allowance:		
Additional provision	(4.41)	1.53
Closing balance	**9.37**	**13.78**

Other financial assets

Other financial assets includes loan to employees, security deposits, investments, cash and cash equivalents, other bank balance, derivative asset, advances to employees etc.

• Cash and cash equivalents and Bank deposits are placed with banks having good reputation and past track record with adequate credit rating.

• Investments are made in credit worthy companies.

• Company has given security deposit to various purposes and management believes that the Company does not have exposure to any credit risk.

• Loan and advances to employees are majorly secured against the salary and hence the Company does not have exposure to any credit risk.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. The Company's financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company has practiced financial diligence and syndicated adequate liquidity in all business scenarios.

Further, the Company has also tied-up additional sources of liquidity to meet the liabilities during the respective annual years which has ensured that the Company has a clean track record with no adverse events pertaining to liquidity risk.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(Amount in INR Lakhs)

As at March 31, 2026	Carrying amount	Contractual maturities		
		Total	Less than 12 months	More than 12 months
Non-derivative financial liabilities				
Non current lease liabilities	2.33	2.33	-	2.33
Current financial liabilities	140.05	140.05	140.05	-
Trade payables	221.36	221.36	221.36	-
Total	**363.75**	**363.75**	**361.41**	**2.33**

As at March 31, 2025	Carrying amount	Contractual maturities		
		Total	Less than 12 months	More than 12 months
Non-derivative financial liabilities				
Non current lease liabilities	2.12	2.12	-	2.12
Current lease liabilities	0.18	0.18	0.18	-
Current financial liabilities	168.33	168.33	168.33	-
Trade payables	205.91	205.91	205.91	-
Total	**376.54**	**376.54**	**374.42**	**2.12**

(iv) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments.

Currency risk

The functional currency of the Company is Indian Rupees. The Company does not have derivative financial instruments. The Company is not exposed to foreign currency risk.

Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates. The company is not materially exposed to interest rate risk.

NITIRAJ ENGINEERS LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

39. CAPITAL MANAGEMENT

The Company defines capital as total equity including issued equity capital, share premium and all other equity reserves attributable to equity holders of the Company (which is the Company’s net asset value). The primary objective of the Company’s financial framework is to support the pursuit of value growth for shareholders, while ensuring a secure financial base.

The Company monitors capital using a ratio of ‘adjusted net debt’ to ‘adjusted equity’. For this purpose, adjusted net debt is defined as total interest-bearing loans and borrowings less cash and bank balances. Total equity comprises all components of equity.

Refer Note No. 46 for information on ratios

(Amount in INR Lakhs)

	As at March 31, 2026	As at March 31, 2025
Borrowings	-	-
Less: Cash and cash equivalents	(331.54)	(204.99)
Less: Other bank balance	(53.88)	(85.20)
Adjusted net debt	**(385.43)**	**(290.19)**
Equity	1,025.10	1,025.10
Other Equity	7,208.42	7,255.98
Total Equity	**8,233.52**	**8,281.08**
Adjusted net debt to adjusted equity ratio	**(0.05)**	**(0.04)**

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

40. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

(Amount in INR Lakhs)

Particulars	March 31, 2026	March 31, 2025
Principal amount due to suppliers under MSMED Act, 2006*	21.72	10.84
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest paid to suppliers under MSMED Act, (other than Section 16)	-	-
Interest paid to suppliers under MSMED Act, (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number/ Udyog Aadhar/ Udyam as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2026 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Micro, Small and Medium Enterprises Development Act,2006 ('The MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier.

41. OTHER REGULATORY DISCLOSURES

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

- The Company does not have any transactions with companies struck off.

- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b)provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

- The Company does not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017

- The Company does not have any Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

42 . As at the balance sheet date, the Company has reviewed the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss has been provided.

43. Amount due for credit to Investor Education and Protection Fund is NIL (Previous year NIL).

44. In the opinion of management, any of the assets other than property, plant and equipment and non-current investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

45. Utilization of money raised through Initial Public Offer

(Amount in INR Lakhs)

Particulars	Utilisation planned as per prospectus	Balance Amount to be utilized as on 31st March, 2025	Utilisation of IPO proceeds During the FY 2024-2025	Balance Amount to be utilized as on 31st March, 2026	Utilisation of IPO proceeds During the FY 2025-2026	Balance Amount to be utilized as on 31st March, 2026
Development of new products	525.00	-		-	-	-
Setting up manufacturing Unit for the existing and new range of products	575.00	-	-	-	-	-
Expansion of Marketing Network and Brand building	500.00	-	-	-		-
General Corporate Purposes	500.00	-	-	-	-	-
Issue Expenses	100.80	22.92	-	22.92	-	22.92
Total	**2,200.80**	**22.92**	**-**	**22.92**	**-**	**22.92**

NITIRAJ ENGINEERS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

46. RATIO ANALYSIS

Particulars	Numerator	Denominator	Current Period F.Y. 2025-26	Previous Period F.Y. 2024-25	% of variance	Explanation for change in the ratio by more than 25%
Current Ratio (times)	Current Assets	Current Liabilities	6.59	6.66	(1.10)	
Debt-Equity Ratio (times)	Debt consists of borrowings and lease liabilities	Total Equity	0.00	0.00	2.05	
Debt Service Coverage Ratio (times)	Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.	Interest + Lease Payments + Principal Repayments	67.78	27.59	145.65	Increase due to lower interest and principal repayment obligations during the year.
Net Profit Ratio (%)	Profit after tax	Revenue from operations	2.29	6.31	(63.81)	Decline in profit after tax was proportionately higher than the decline in revenue from operations.
Return on Equity Ratio (%)	Profit after tax	Average Total Equity	1.28	5.95	(78.40)	Decrease due to lower profit after tax during the year.
Return on Capital employed (%)	Profit before tax and finance cost	Total Equity + Debt consists of borrowings and lease liabilities + Deferred Tax Liabilities - Deferred tax assets	1.79	8.24	(78.27)	Decrease due to lower profit before tax and finance cost during the year.
Return on Investment (%) - Deposits	Income generated from deposits	Average invested funds in Intercorporate and other deposits	7.15	4.15	72.48	Increase due to higher income from deposits on a lower average deposit balance.
Trade Receivables turnover ratio	Revenue from operations	Average Trade Receivables	8.10	7.83	3.44	
Inventory turnover ratio (times)	Revenue from operations	Average Inventory	2.38	4.45	(46.40)	Decrease due to lower revenue from operations along with higher average inventory.
Trade payables turnover ratio (times)	Operating and other expenses	Average Trade Payables	17.97	28.30	(36.49)	Decrease due to lower purchases and other operating expenses during the year.
Net capital turnover ratio (times)	Revenue from operations	Working Capital = Current assets - current liabilities	1.17	1.87	(37.31)	Decrease due to lower revenue from operations.

NITIRAJ ENGINEERS LIMITED
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47. RECENT ACCOUNTING PRONOUNCEMENT

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 - The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date, and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments - Disclosures, applicable w.e.f April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3.Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively. The amendments also require companies to provide new disclosures to compensate for potential loss of information resulting from the relief. Such disclosures are to be provided for annual reporting periods beginning on or after April 1, 2025. The Company has determined that the rules are not applicable as of now.

Amendment issued but not effective (effective from April 01, 2026):

The Ministry of Corporate Affairs (MCA) through notification dated August 13, 2025, notified amendment to Ind AS 1, Presentation of Financial statements. This amendment removes the carve-outs in Ind AS 1 from IAS 1 when there is a breach of a material covenant that transforms the liability from non-current to current. The Company will evaluate the requirements and apply these amendments from the effective date. However, presently the Company does not see any material impact on the financial statements.

48. Previous year figures have been regrouped/ rearranged, wherever considered necessary to confirm to current year's classification

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

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

Harshal Jethale
Partner
Membership No.: 141162
UDIN : 26141162TXMQIV4566

Rajesh R. Bhatwal
Managing Director
Din No.: 00547575

Shakuntala R. Bhatwal
Director
Din No.: 01953906

Ashishkumar G. Sharma
Chief Financial Officer

Deepika A. Dalmiya
Company Secretary
Membership No. A58029

Mumbai
Date: May 29, 2026

Thank You

Because, we're here to help

Get in touch with us.

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