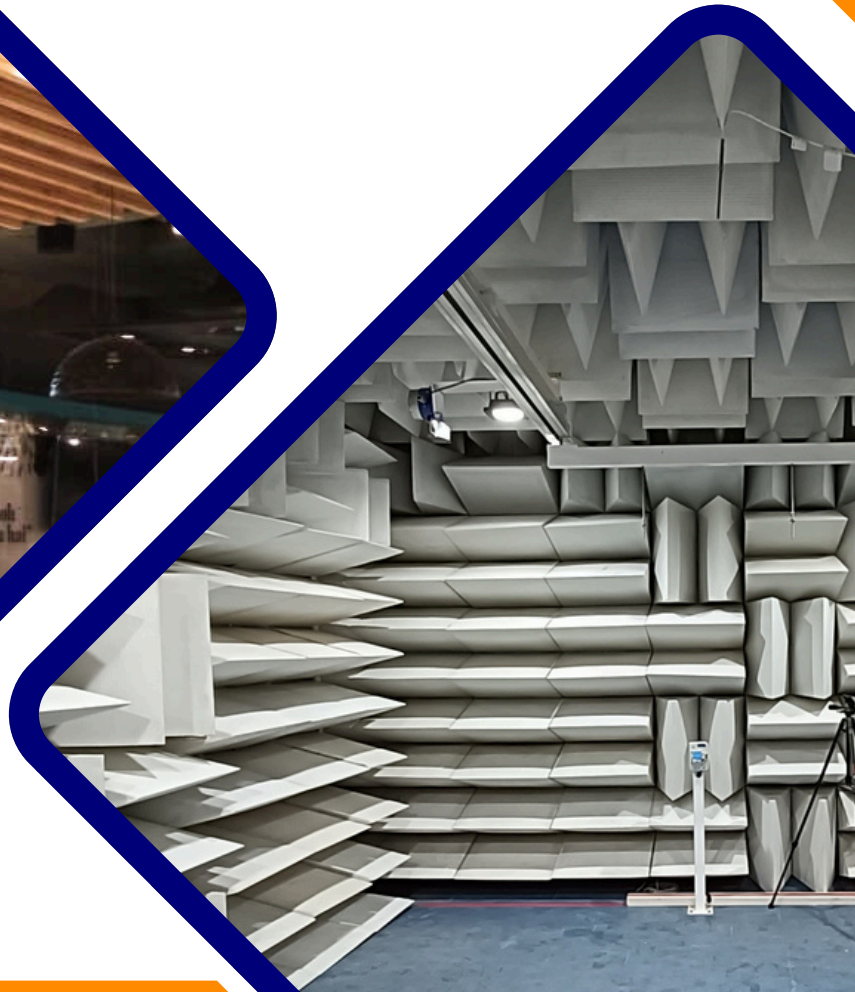
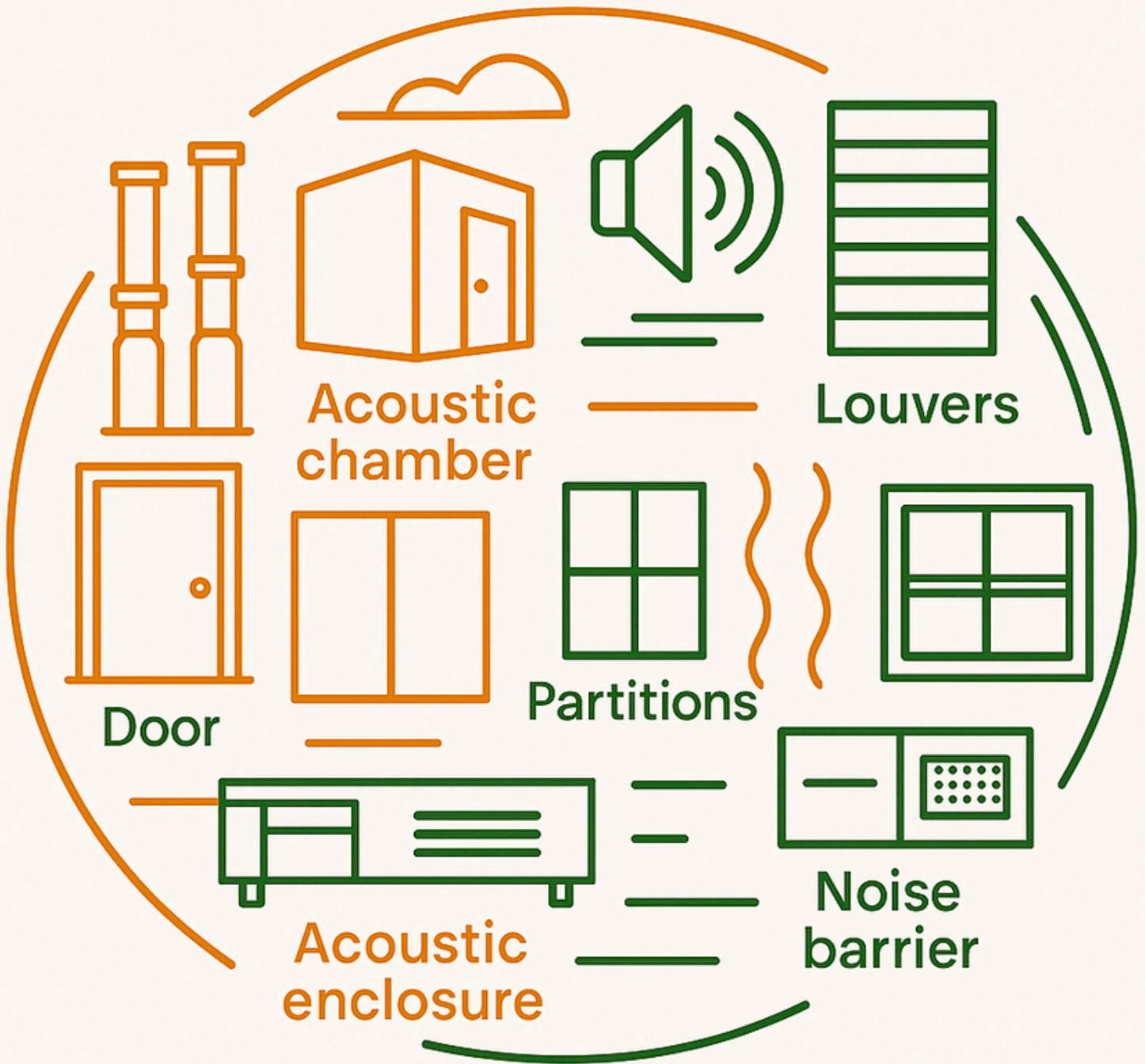




# ENVIROTECH<sup>®</sup> SYSTEMS LIMITED

Annual Report 2024-25





# Complete Noise Control



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# Managing Director's Message to Investors & Stakeholders



## Mr. Manoj Kumar Gupta

Promoter & Managing Director

Dear Valued Investors and Stakeholders,

It is with great enthusiasm that I present the key milestones and strategic initiatives undertaken by our company, reinforcing our commitment to growth, innovation, and long-term value creation. The acoustics engineering sector is experiencing unprecedented demand, and we are well-positioned to capitalize on this momentum. Below are the highlights of our progress and future roadmap:

### Industry Growth & Market Opportunity

The acoustics engineering industry is witnessing robust expansion due to:

- Rapid infrastructure development and urbanization.
- Increasing regulatory focus on noise pollution control.
- Growing awareness of the health and productivity impacts of excessive noise.

We are strategically enhancing our product offerings to align with these market trends.

### Expansion of Manufacturing Capacity

To meet rising demand, we have acquired a new 100,000 sq ft manufacturing facility, which became partially operational in July 2025.

The facility is equipped with state-of-the-art machinery, including:

- Laser cutting & CNC machines for precision manufacturing.
- Automated conveyor systems for efficient production flow.
- Advanced molding technologies for high-quality acoustic solutions.

This expansion will significantly boost production capacity, reduce lead times, and improve scalability.

# Innovation & Strategic Collaborations

## Partnership with IIT-Delhi:

- Focused on developing sustainable acoustic products from recycled waste materials.
- Expected to yield commercially viable solutions by next fiscal year.

## Upcoming Tie-ups with Industry Leaders:

- In advanced discussions with leading Indian & global firms to co-develop next-generation acoustic innovations.
- These collaborations will enhance our R&D capabilities and open new revenue streams.

## Diversification into B2C Segment – "Envirotech Mute"

- Launched a new line of soundproof doors & windows under the brand Envirotech Mute.
- Building a pan-India distribution network to capture the growing demand for residential & commercial noise control solutions.
- This segment is expected to become a key revenue driver in the medium to long term.

## Operational Excellence & Digital Transformation

Implemented an integrated ERP system to:

- Enhance cross-departmental coordination.
- Improve supply chain efficiency & inventory management.
- Enable real-time data-driven decision-making.

This digital transformation will support scalability and operational agility as we grow.

## Gratitude & Commitment to Stakeholders

We deeply appreciate the trust and support of our investors, partners, and employees. Our focus remains on sustainable growth, innovation, and superior stakeholder returns. We are confident that our strategic initiatives will unlock significant value in the coming years.

As we move forward, we remain committed to transparency, excellence, and delivering on our promises. Thank you for being an integral part of our journey.

## Best Regards,

Sd/-

**Manoj Kumar Gupta**

Managing Director

Envirotech Systems Limited

# Chief Financial Officer's Message



**Mr. Ashok Kumar Shekhawat**  
Chief Financial Officer

*Building a Strong Financial Foundation for Sustainable Growth*

Dear Valued Investors and Shareholders,

As we reflect on our financial performance and strategic priorities, I am pleased to present a detailed overview of our fiscal health, key achievements, and forward-looking initiatives designed to drive long-term value creation.

## Strong Financial Performance & Growth Drivers

The acoustics engineering sector continues to demonstrate strong growth potential, supported by:

- Rising infrastructure investments and urbanization
- Increasing regulatory emphasis on noise control standards
- Expansion into high-margin segments like customized solutions and B2C products (Envirotech Mute)

Our revenue pipeline remains robust, with a healthy balance of Defence and industrial contracts

## Strategic Capital Allocation & Capacity Expansion

The acquisition of our new 100,000 sq. ft. manufacturing facility (partially operational from July 2025) represents a prudent capital investment to support future growth. Key financial benefits of this expansion include:

- Higher production capacity to meet growing demand
- Operational efficiencies through advanced automation (CNC, laser cutting, molding machines)
- Expected higher ticket orders

We have maintained a disciplined approach to capex, ensuring optimal utilization of resources.

## Strengthening R&D & Innovation for Future Growth

Our collaboration with IIT-Delhi (focusing on sustainable acoustic materials from waste) is a strategic investment in eco-friendly solutions. Additional industry partnerships in development will further enhance our product portfolio and revenue diversification. R&D spend is carefully calibrated to balance innovation with profitability.

## Diversification into B2C – Envirotech Mute

The launch of our soundproof doors & windows line marks our entry into the B2C segment. Initial response has been encouraging, and we are building a pan-India distribution network to scale this business. This segment is expected to contribute meaningfully to top-line growth with healthy margins in the medium term.

## Financial Discipline & Operational Efficiency

Implementation of an ERP system has significantly improved:

- Cost control through real-time monitoring
- Working capital optimization via better inventory and receivables management
- Seamless financial reporting & compliance

We remain focused on maintaining healthy liquidity, reducing debt, and improving return ratios.

## Commitment to Shareholder Value

Our financial strategy prioritizes:

- Sustainable, profitable growth over unchecked expansion
- Prudent risk management amid market fluctuations
- Transparent communication with investors

We are confident that our strong fundamentals and strategic investments will deliver consistent value appreciation for shareholders.

## Looking Ahead

The coming years will be transformative as we scale operations, enhance product offerings, and enter new markets. With a solid balance sheet, disciplined financial management, and clear growth levers, we are well-positioned to capitalize on emerging opportunities.

“Thank you for your continued trust. We are committed to delivering excellence and maximizing stakeholder returns.”

**Sincerely,**

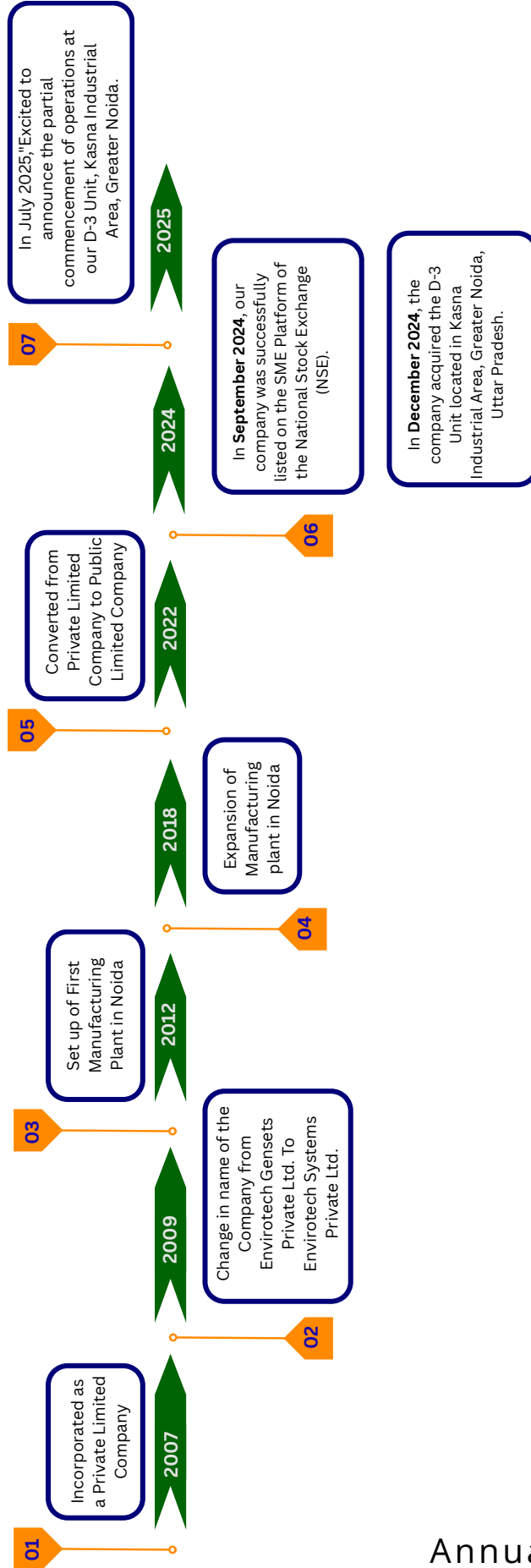
Sd/-

**Ashok Kumar Shekhawat**

Chief Financial Officer

Envirotech Systems Limited

# Our Milestones





## Company Overview

Envirotech Systems Limited is a leading acoustic products manufacturing organization specializing in noise measurement and control for industrial and commercial applications. Incorporated in 2007, we have expanded our capabilities to include innovative acoustical product design and manufacturing. With over 139 employees and a network of technical experts, we offer cost-effective solutions for various acoustical challenges in industrial, commercial, architectural, and environmental markets.



### Vision

To be India's most trusted and innovative provider of noise-proof living and working solutions – empowering people to enjoy healthier, quieter, and more peaceful environments.

### Mission

To lead India's fight against noise pollution by offering innovative, eco-conscious, and affordable soundproofing products that improve quality of life.

## Core values



#### Integrity

At the heart of everything we do is Integrity. We believe in honesty, transparency, and doing what's right—always. It's the foundation of trust with our clients, partners, and team.



#### Innovation

We embrace Innovation to drive progress and deliver smarter solutions. By thinking creatively and staying ahead of trends, we bring fresh ideas that add value and inspire growth.



#### Customer-Centricity

Our customers are at the center of everything we do. We listen, understand their needs, and strive to exceed expectations with personalized, value-driven solutions.



# Product Matrix

## Industrial Segment

- Anechoic Chambers
- Acoustic Enclosures
- Engine Test Cells
- Online Test Chambers
- Noise Barriers
- Wall Panels
- Ceiling Panels
- Acoustic Seals
- Acoustic Doors
- Fire Doors
- Acoustic Partitions
- Acoustic Underlay
- Acoustic Consultancy
- Enclosures
- Noise Barriers
- Anechoic Chambers
- Online Test Cells
- Engine Test Cells
- Acoustic Lining
- Fire Rated Letter Box
- Acoustic Louvers
- Sand Trap Louvers
- Fire Glass
- Portable Noise Barriers
- Acoustic Septum





# Product Matrix

## Commercial Segment

- Ceiling Panels
- Wall Panels
- Acoustic Doors
- Fire Doors
- Sliding Folding Partitions
- Verticle Fold Partitons
- Micro Perforated Panels
- Clouds And Baffles
- Pu Foam Panels
- Acoustical Consultancy
- Underdeck Insulation
- Sound Masking
- Office Acoustics
- Medical Field Acoustics
- Studio Acoustics
- Home theatre Acoustics
- Auditorium Acoustics
- Cinema Sound Proofing
- Nightclub Soundproofing
- Hospitality Acoustic Treatment
- Educational Soundproofing
- Stadium Acoustic Treatment
- Worship Center Soundproofing





# Product Range of Enclosure

For the reduction of noise made by machines and mechanical units, as a leading supplier of industrial noise control we offer enclosures for all kind of noise sources:

- Machine Enclosure
- DG Set Enclosure
- Power Plant Enclosure
- Turbine Enclosure
- Blower Enclosure
- Compressor Enclosure
- Steam Turbines
- Pumps Enclosure
- Conveyor Enclosure
- Fin Press Machine
- Air Compressor
- Forging Machine
- CNC Machine
- Scarfing Machine
- Other Noise Generating
- Industrial Machines





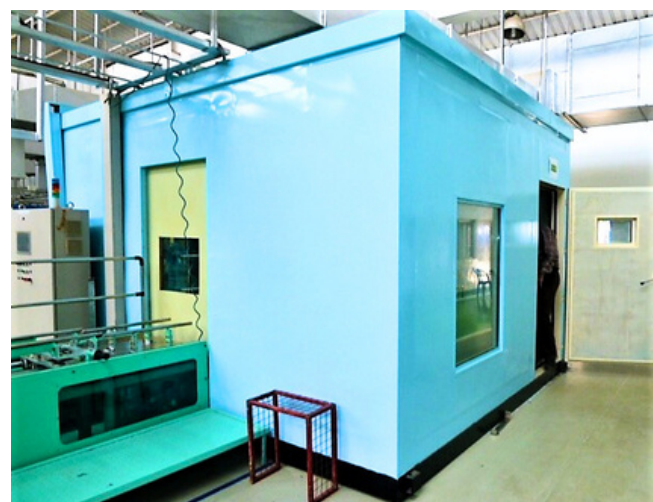
# Noise Test Booth

The noise test booth is a quite room used for check the noise level. The main functionality of a noise control booth is to eliminate the shop floor noise. We offer online & offline noise testing booth to test each & every piece of product.

- NVH Test Chamber
- Audiometric Chammmber
- Semi Anechoic Chamber
- Metallic Anechoic Wedges
- Mini/portable Anechoic Chamber
- Engine Test Cell Acoustic Treatment
- Room Acoustic Treatment

## Area of Application

- Automotive sector
- Air conditioner manufacturing units
- Refrigeration units
- Fan, motor & Compressors manufacturing units
- Speaker and sound purity testing etc.



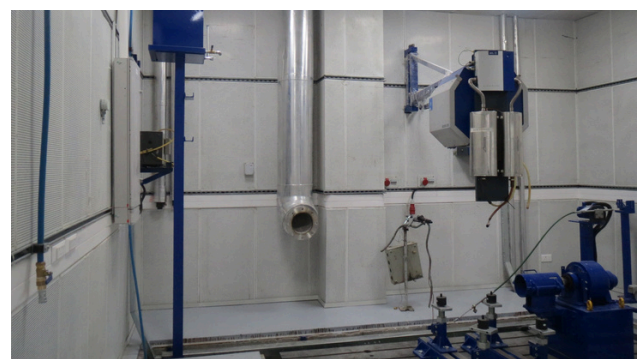


# Engine Test Room Acoustic

To perform accurate and repeatable testing of the cell product, that manufacturers use Engine test provide for controlled acoustical environment product testing and development.

Generally Acoustic Treatment to engine test cell prevents the flow of excessive noise from engine test chamber to nearby areas in automobile industry.

For accurate designing of Engine Test Cell Acoustics module our Acousticians & engineers review the acoustic profile of engines.



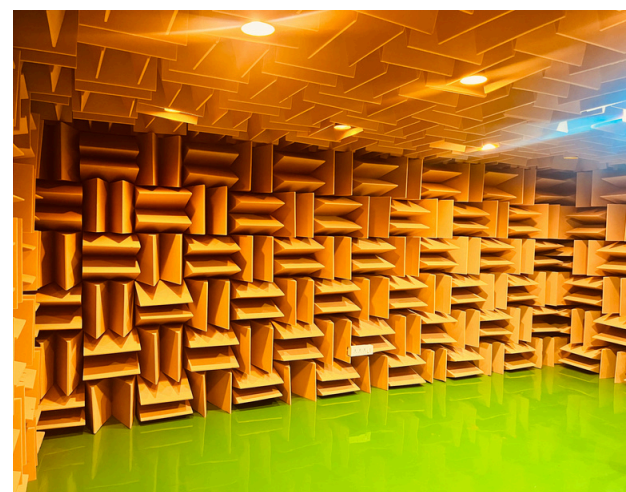


# Anechoic Chamber

An anechoic chamber (an-echoic or non-echoing) is a room designed to stop reflections of sound waves. They are also insulated from exterior sources of noise.

## Semi Anechoic Chamber

A room which create free field conditions but above a reflective plane. Above a certain frequency all sound waves that hit the walls or ceiling of the chamber will be absorbed. This type of chamber normally used in vehicle testing with a rolling round so that the vehicle may be driven.





# Noise Barriers

We offer a full design, delivery and installation service, which can also include all necessary structural steelwork. Barriers can be erected by our own, trained personnel or installed by other contractors, end users etc.

## Ares of Application

- Mechanical Plants
- Roads, Metro & Railways
- Airport Boundaries
- Construction
- Oil & Gas
- Refurbishments
- Maintenance Activities
- Outdoor & Indoor Events
- Other Areas like hospital, schools, airports, etc.







# Acoustic Louvers

Acoustic Louver has a sound baffle designed to allow airflow through ventilation openings while reducing the radiation of noise. Typical application for our acoustic louvers used in conjunction with machine and enclosures, sound barrier walls and sound control rooms to allow silenced airflow.

- Chillers
- Motors
- Compressors
- Pumps
- Roof top plant rooms





# Acoustic & Fire Doors

Envirotech **Acoustic Doors** are certified and tested in laboratories. They can produce acoustic doors according to customer specifications and operate throughout India.

We offer a range of Fire Retardant / Proof / Check Metal Doors Frames customized and accurate to customer specifications.

- Auditorium
- Cinema Hall
- Home Theater
- Banquet Hall
- Schools & Hospitals
- Offices Acoustic
- Test Room Acoustic
- Industrial & Commercial





# Auditorium Acoustics

Envirotech Provide **Auditorium Acoustics**, Soundproofing in Auditorium and Auditorium Acoustical Treatment, **auditorium acoustics wall panels** for the auditorium, and acoustic ceiling tiles for making the auditorium free from unwanted reverberation. Our acoustic solutions will make your auditorium a perfect space to hold conferences, lectures, and other events. We can also install Auditorium Acoustic Panels or ceiling tiles to reduce the echo effect caused by sound waves bouncing off the walls.

## Characteristics of a good Auditorium

- The initial sound should be of adequate intensity.
- The sound should be evenly distributed throughout the hall.
- The successive notes should be clear & distinct.
- Noise has to be taken care of.
- The size & the shape of the hall has also to be taken care of.





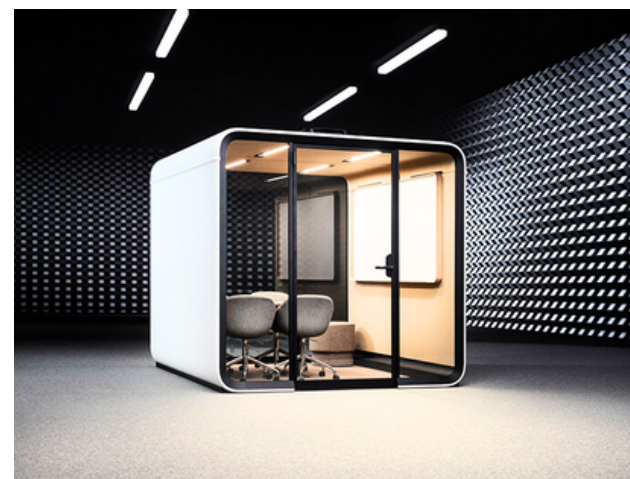
# Office Work Pods

Envirotech Systems Limited provides high-quality acoustic solutions with ergonomic designs that ensure comfort, ventilation, and a stylish aesthetic. Our customizable pods are available in different sizes and finishes, built with eco-friendly materials for long-term use. Transform your workspace with Envirotech Systems Limited's Office Work Pods, Acoustic Phone Booths, and Meeting Pods.



## Applications of Work Pods

- Corporate Offices
- Co-Working Spaces
- Home Offices
- Educational Institutions
- Healthcare Facilities
- Call Centers & Customer Support





# uPVC Windows & Doors

uPVC Sliding Window range are designed to provide the maximum flexibility for fabricators and clients alike. Based on a range of sections, it offers full flexibility offering from single sliding to multiple sliding openers, clip on or integrated sections for fly screen and a range of section sizes covering small and large openings.



## Applications:



Residential



Schools



Hospitals



Commercial Office





# Aluminium Windows & Doors

In Aluminium Windows, the shutters move horizontally within the frame using roller bearings. This design ensures smooth operation and enhanced ventilation. For wider openings that require increased airflow, 3-track frames can also be incorporated.

## Applications:



Residential



Schools



Hospitals



Commercial Office





# Envirotech Certifications

## Our ISO Certificates



**ISO 9001:2015**



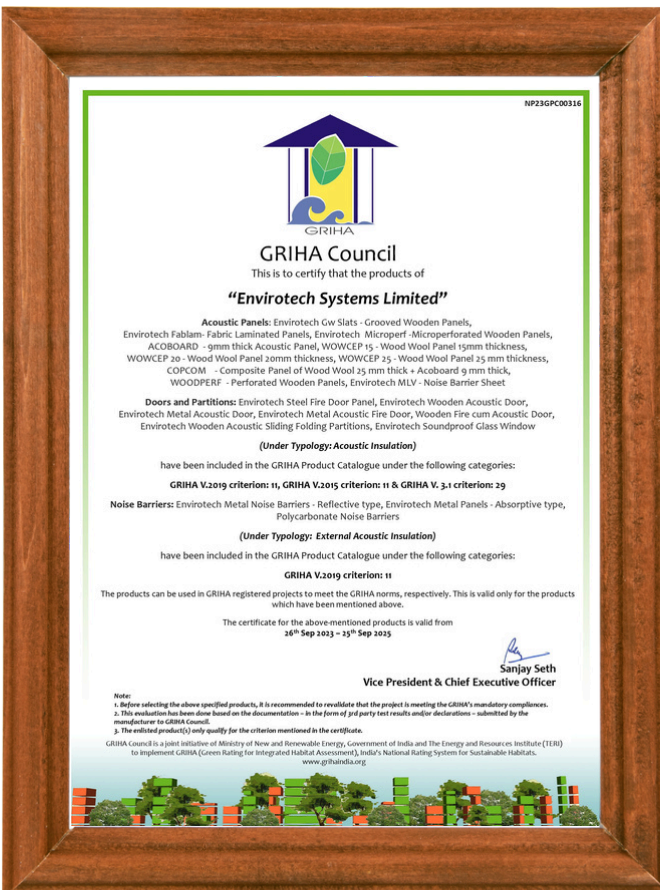
**ISO 14001:2015**



**ISO 45001:2018**



# Our Other Certificates



**GRIHA COUNCIL**



**ZED GOLD**





# Times Business Awards

## Mr. Manoj Kumar Gupta Honored with Times Business Award for Excellence in Eco-Friendly Innovation.

It is a matter of immense pride and honor for us that Mr. Manoj Kumar Gupta, Managing Director of Envirotech Systems Limited, and Mrs. Sindhu Gupta have been honored with the prestigious Times Business Award by The Times of India. This recognition has been awarded for their outstanding contribution to the development of eco-friendly products and promoting affordable innovation.

The grand award ceremony took place at the Sagun Banquet Hall of Hotel St. Regis in Mumbai, where numerous personalities from the film industry who have excelled in their respective fields were also felicitated. Mr. Gupta received this award for excellence from actress Shruti Haasan.

Mr. Manoj Kumar Gupta, who has been the Managing Director of Envirotech Systems Limited, has led the company to a leading position in the field of environmentally friendly products over the past 15 years through his experience and dedication.

श्री मनोज कुमार गुप्ता को  
पर्यावरण अनुकूल  
नवाचार में उत्कृष्टता के  
लिए टाइम्स बिजनेस अव-  
र्ड से नवाजा गया





# MoU Signing with IIT Delhi (FITT) for Sustainable Noise Barrier Development

New Delhi, India - 10-02-2025: Envirotech<sup>®</sup> Systems Ltd, a trusted name in noise control solutions, is proud to announce a Memorandum of Understanding (MoU) with the prestigious Indian Institute of Technology, Delhi (IIT-Delhi). This partnership aims to utilize the waste (agricultural, plastic, etc.) to revolutionize the acoustic solutions domain. This initiative not only aims to reduce environmental waste but also promotes sustainable manufacturing practices.

Speaking on the occasion, Mr. Manoj Gupta, Managing Director, said, “Our collaboration with IIT-Delhi marks a major milestone in our commitment to sustainability and innovation. Together, we aim to set a benchmark in the industry by producing acoustic solutions that are not only effective but also environment friendly”. Dr. Deepak Kumar, Professor & Head, Centre for Automotive Research and Tribology (CART), IIT-Delhi, shared their enthusiasm, stating, “At IIT-Delhi, we are always looking for ways to bridge the gap between research and real-world applications.

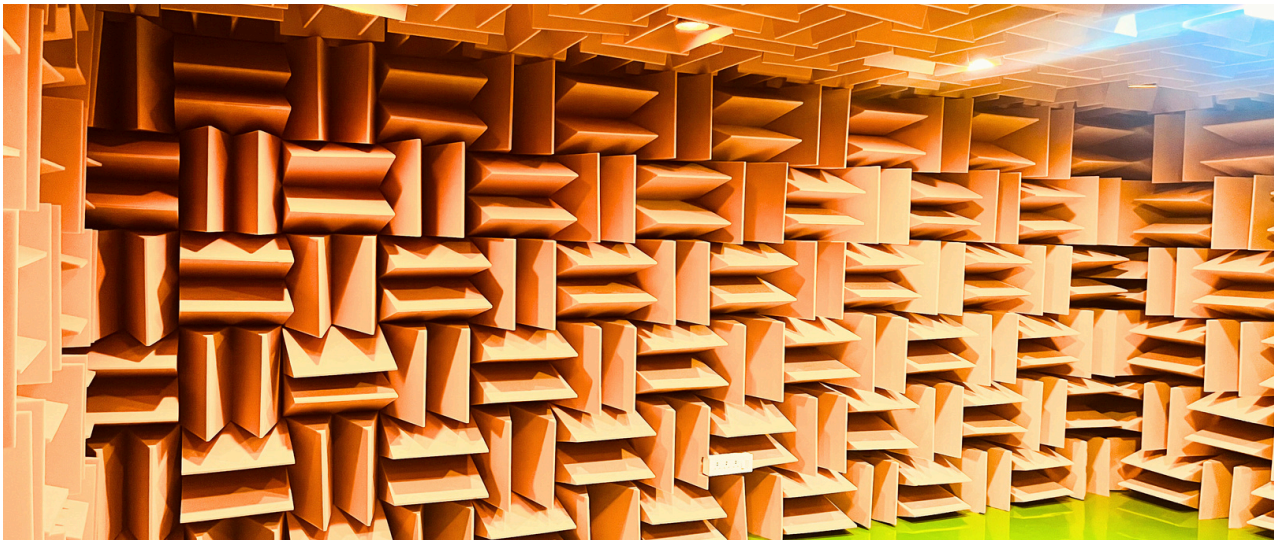
This partnership with Envirotech System Ltd aligns perfectly with our mission to promote sustainable technologies in Acoustic Industry. This valuable partnership has come together through the dedicated efforts of Dr. Nikhil Agarwal, Managing Director of the Foundation for Innovation & Technology Transfer (FITT). As an industry-academia interface, FITT’s support has played an important role in fostering this collaboration.





# Marquee Clients





# SOME OF OUR PRESTIGIOUS PROJECTS

**Central Vista (New Parliament Building, Acoustic Wall Panels**



**L&T – Yashobhumi (Iicc) – Dwarka – Tele Skirt**

**Char Dham Yatra Rail Tunnel (Rvnl)– Srinagar (Uk) Echo Barrier**



**Mamba Cooleries – Zambia (South Africa) - Enclosures**





# Defence Projects



**HAL- Koraput**



**HAL- Barrackpore**



**HAL- Bangalore**



**HAL- Bangalore**



**HAL- Koraput**



**ASL - DRDO**





# HVAC & Power Projects



**Havells**



**NTPC**



**NTPC - Chennai**



**Hitachi**



**G.E**



**Dakin**



# Corporate Information:

Board of Director & Key Managerial Persons:		
S.No	Designation	Name
1.	Whole-time director & Chairman of the Company	Mr. Manoj Kumar Gupta
2.	Managing Director	Mr. Manoj Kumar Gupta
3.	Director	Ms. Sindhu Gupta
4.	Non-Executive Director	Mr. Rakesh Gupta
5.	Independent Director	Mr. Rohit Kumar
6.	Independent Director (Additional Director)	Ms. Kiran
7.	Independent Director (Additional Director)	Ms. Rekha
8.	Chief Financial Officer (CFO)	Mr. Ashok Kumar Shekhawat
9.	Chief Executive Officer (CEO)	Mr. Vikas Khanna
10.	Company Secretary & Compliance Officer	Ms. Pallvi Sharma

Details of Auditors:		
S.No	Designation	Name
1.	<b>Statutory Auditor</b>	<p><b>M/s. HCO &amp; CO.</b> Chartered Accountants Firm Registration No. 001087C</p> <p><b>Regd. Address:</b> 5/32C, B.R. Complex, Patparganj Road, Mayur Vihar, Phase -1, Delhi 110091</p>
2.	<b>Secretarial Auditor</b>	<p><b>M/s. Preksha Dawet &amp; Associates</b> A Peer Reviewed Company Secretary Proprietary Firm COP No 22088 Membership No: 55366</p> <p><b>Address:</b> 2731, Huda Colony Sector 46, Gurugram -122022</p>
Bankers:		
1.	<b>HDFC Bank</b>	<p><b>Branch Address:</b> E-6, Local Shopping Centre, Masjid Moth, Greater Kailash -2, New Delhi- 110048</p>

<b>Company</b>	<p><b>ENVIROTECH SYSTEMS LIMITED</b>  <b>REGISTERED OFFICE:</b>  A-29,Block-A ,Shyam Vihar Phase-I,  New Delhi, India, 110043</p> <p><b>CORPORATE OFFICE:</b>  B1A 19 1st Floor, Sector 51, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301</p> <p>Tel No.: +91-120-4337633, 4337439  Email: <a href="mailto:sales@envirotechltd.com">sales@envirotechltd.com</a>  Web: <a href="http://www.envirotechltd.com">www.envirotechltd.com</a></p>
<b>Registrar and Transfer Agent</b>	<p><b>BIGSHARE SERVICES PRIVATE LIMITED</b>  Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre,Mahakali CavesRoad, Andheri (East)Mumbai- 400093, India.</p> <p>Tel No.: +91-22-6263 8200;  Email: <a href="mailto:harshada@bigshareonline.com">harshada@bigshareonline.com</a>;  Web: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a></p>
<b>E-Voting Agency</b>	<p><b>BIGSHARE SERVICES PRIVATE LIMITED</b>  Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre,Mahakali CavesRoad, Andheri (East)Mumbai- 400093, India.</p> <p>Tel No.: +91-22-6263 8200;  Email: <a href="mailto:harshada@bigshareonline.com">harshada@bigshareonline.com</a>;  Web: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a></p>
<b>Scrutinizer</b>	<p><b>CS PREKSHA DAWET</b>  Proprietor of M/s. Preksha Dawet and Associates  Practicing Company Secretaries  40, New Lahore Colony, Shastri Nagar, New Delhi-110032</p> <p>Email: <a href="mailto:pdwet@gmail.com">pdwet@gmail.com</a>;  Tel No.: 120-9654678146</p>



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 18<sup>th</sup> ANNUAL GENERAL MEETING (“THE AGM”) OF THE MEMBERS OF ENVIROTECH SYSTEMS LIMITED (“THE COMPANY”) WILL BE HELD ON MONDAY, SEPTEMBER 29<sup>TH</sup>, 2025, AT 02:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

**1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, including the Audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year ended on that date, and the reports of the Directors and Auditors thereon and in this regard.**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

“RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

**2. To appoint a director in place of Mrs. Sindhu Gupta (DIN: 01190580), who retires by rotation and is eligible to offer herself for re-appointment.**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee, Mrs. Sindhu Gupta (DIN: 01190580), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment, be and is hereby reappointed as a Director of the Company.”

**3. Appointment of M/s. HCO & CO., Chartered Accountants, Firm registration No: (FRN.: 001087C) as the Statutory Auditors of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. HCO & CO., Chartered Accountants, Firm registration No: (FRN.: 001087C) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of one year from the conclusion of the 18<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the next AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditor.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1**

**Appointment of M/s. Preksha Dawet and Associates, A Peer Reviewed Company Secretary Proprietary Firm holding Certificate of Practice No 22088, Membership No: 55366 as the Secretarial Auditors of the Company.**

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

“RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 24A(1A) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and based on the recommendation of Audit Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to appoint of M/s. Preksha Dawet and Associates, A Peer Reviewed Company Secretary Proprietary Firm holding Certificate of Practice No 22088, Membership No: 55366 as the Secretarial Auditors of the Company, to hold office for a term of one year from the conclusion of the 18<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the next AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**ITEM NO.2:**

**Appointment of Ms. Rekha (Din 11245533) As An Independent Director:**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1) read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the company and on the recommendation of the Nomination and Remuneration Committee approval of the members be and is hereby accorded Ms. Rekha (Din 11245533) who was appointed as an Additional Director, (Non- Executive & Independent Director), on Board of the company w.e.f. 21<sup>st</sup> August, 2025, is hereby appointed as Independent Director of the company for a period of 5 years, not liable to retire by rotation.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions including delegation of power(s) and give such directions as may be necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the members or otherwise to end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**ITEM NO.3:****Appointment of Ms. Kiran (Din: 11245681) As An Independent Director:**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1) read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the company and on the recommendation of the Nomination and Remuneration Committee approval of the members be and is hereby accorded Ms. Kiran (Din: 11245681) who was appointed as an Additional Director, (Non- Executive & Independent Director), on Board of the company w.e.f. 21<sup>st</sup> August, 2025, is hereby appointed as Independent Director of the company for a period of 5 years, not liable to retire by rotation.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions including delegation of power(s) and give such directions as may be necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the members or otherwise to end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For Envirotech Systems Limited  
(Formerly Known as Envirotech Systems Private Limited)**

Sd/-

**Pallvi Sharma**

**Company Secretary**

**Registered Office:**

A-29, Block-A, Shyam Vihar Phase-I,  
New Delhi, Delhi, India, 110043.

**Date:** 04<sup>TH</sup> September, 2025

**Place:** Delhi

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out the relevant information as required by Section 102 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder as may be amended, modified, replaced, substituted, restated and/or re-issued from time to time.:

### **Ordinary Business:**

#### **Item No. 2 - Re-Appointment Of Mrs. Sindhu Gupta (Din: 01190580).**

Though not statutorily required, the following is being provided as additional information to the Members.

Pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, not less than two-thirds of the total number of Directors of the Company shall be liable to retire by rotation.

One-third of these Directors must retire from office at each AGM, but each retiring Director is eligible for re-election at such a meeting. Independent Directors are not subject to retirement by rotation.

In July 2024, Mr. Rakesh Gupta (DIN: 01145603), was subject to retirement by rotation and was re-appointed by Members at the 17<sup>th</sup> AGM. Accordingly, Mrs. Sindhu Gupta (DIN: 01190580), is now required to retire by rotation at this AGM and, being eligible, has offered herself for re-appointment.

Keeping in view Mrs. Sindhu Gupta (DIN: 01190580) incredible richness of experience, a proven track record, a growth-oriented mindset and unwavering commitment to ensuring client satisfaction, the Board of Directors is of the opinion that it would be in the interest of the Company to reappoint him as a Director of the Company.

Additional information in respect of Mrs. Sindhu Gupta (DIN: 01190580), pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as part of Annexure A to this Notice. Brief profile of Mrs. Sindhu Gupta (DIN: 01190580) is given as Annexure A to this Notice. Except Mrs. Sindhu Gupta (DIN: 01190580) and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends the resolution in relation to the re-appointment of Mrs. Sindhu Gupta (DIN: 01190580) as set out in Item No. 2, for approval of the Members by way of an Ordinary Resolution.

#### **Item No 3: Appointment Of M/S. Hco & Co., Chartered Accountants, Firm Registration No: (Frn.: 001087c), As The Statutory Auditors Of The Company.**

In accordance with the provisions of Section 139(2) of the Companies Act, 2013 read with Rule of the Companies (Audit and Auditors) Rules, 2014, no listed company or a company falling within the specified class (excluding one-person companies and small companies) shall appoint or re-appoint: an individual as auditor for more than one term of five consecutive years; and an audit firm as auditor for more than two terms of five consecutive years.

The term of 01 year of M/s. HCO & CO., Chartered Accountants, Firm registration No: (FRN.: 001087C), as Statutory Auditor of the Company, will conclude at the ensuing 18<sup>th</sup> Annual General Meeting (AGM).

The Board of Directors, based on the recommendation of the Audit Committee, has recommended the appointment of M/s. HCO & CO., Chartered Accountants, Firm registration No: (FRN.: 001087C) as the Statutory Auditor of the Company, to hold office for a term of one year from the conclusion of the 18<sup>th</sup> AGM until the conclusion of the next AGM, at such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditor.

M/s. HCO & CO., Chartered Accountants, Firm registration No: (FRN.: 001087C), have conveyed their written consent to act as Statutory Auditor of the Company along with a certificate confirming that their appointment, if made, will be in accordance with the provisions of the Companies Act, 2013 and the Rules framed thereunder. They have also confirmed that they satisfy the criteria prescribed under Section 141 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. The Board recommends the resolution for the appointment of M/s. HCO & CO., Chartered Accountants, Firm registration No: (FRN.: 001087C) as the Statutory Auditor of the Company as an Ordinary Resolution for the approval of the Members.

### **Special Business:**

#### **Item No. 4: To Appoint M/S. Preksha Dawet And Associates As The Secretarial Auditors Of The Company, A Peer-Reviewed Company Secretary Proprietary Firm Holding Certificate Of Practice No 22088, Membership No: 55366 As The Secretarial Auditors Of The Company.**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Rules made thereunder, every listed company is required to annex with its Board's Report a Secretarial Audit Report given by a Company Secretary in Practice.

Although Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is presently not applicable to the Company, the Company has decided to voluntarily continue the practice of appointing a Secretarial Auditor for a term of one year to hold office from the conclusion of 18<sup>th</sup> Annual General Meeting until the conclusion of the next Annual General Meeting to be held in the year 2026 as part of its commitment to good corporate governance practices.

M/s. Preksha Dawet and Associates as the Secretarial Auditors of the Company, A Peer-Reviewed Company Secretary Proprietary Firm Holding Certificate of Practice No 22088, Membership No: 55366, are presently the Secretarial Auditors of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. Preksha Dawet and Associates as the Secretarial Auditors of the Company for a term of One year commencing from the conclusion of the 18<sup>th</sup> Annual General Meeting until the conclusion of the next Annual General Meeting to be held in the year 2026.

M/s. Preksha Dawet and Associates have given their consent to act as Secretarial Auditors of the Company and have confirmed that their appointment, if made, will be within the limits prescribed under applicable provisions. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors and that they comply with the independence requirements under the Auditing Standards issued by the Institute of Company Secretaries of India and other relevant rules and regulations.

## **Item No: 5 Regularization And Appointment Of Ms. Rekha (DIN 11245533) As The Independent Director Of The Company:**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee (“NRC”), had appointed Ms. Rekha (DIN 11245533) as an Additional Director (Independent) of the Company with effect from 21<sup>st</sup> August 2025, in accordance with the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company.

Pursuant to Section 161 of the Act, Ms. Rekha (DIN 11245533) holds office as an Additional Director up to the date of the ensuing Annual General Meeting (“AGM”) and is eligible for appointment as an Independent Director.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Rekha (DIN 11245533) for appointment as an Independent Director of the Company.

Ms. Rekha (DIN 11245533) has given a declaration that he/she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”). She has also confirmed that he/she is not disqualified from being appointed as a Director under Section 164 of the Act.

In the opinion of the Board, Ms. Rekha (DIN 11245533) fulfills the conditions specified in the Act and SEBI LODR for her appointment as an Independent Director of the Company and is independent of the management.

The Board considers that the association of Ms. Rekha (DIN 11245533), given her expertise in finance and management etc., would be of immense benefit to the Company and it is desirable to avail her guidance and expertise. Accordingly, the Board, based on the recommendation of the NRC, recommends the resolution set out at Item No. 5 of this Notice for approval of the Members by way of an Ordinary Resolution.

Ms. Rekha (DIN 11245533) is not related to any Director or Key Managerial Personnel of the Company and none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The draft letter of appointment of Ms. Rekha (DIN 11245533) as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM and also at the meeting.

Additional information in respect of Ms. Rekha (DIN 11245533), pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as part of Annexure B to this Notice. Brief profile of Mrs. Sindhu Gupta (DIN: 01190580) is given as Annexure B to this Notice

The Board recommends the resolution for approval by the Members.

## **Item No: 6 Regularization And Appointment Of Ms. Kiran (DIN: 11245681) As The Independent Director Of The Company:**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee (“NRC”), had appointed Ms. Kiran (DIN: 11245681) as an Additional Director (Independent) of the Company with effect from 21<sup>st</sup> August 2025, in accordance with the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company.

Pursuant to Section 161 of the Act, Ms. Kiran (DIN: 11245681) holds office as an Additional Director up to the date of the ensuing Annual General Meeting (“AGM”) and is eligible for appointment as an Independent Director.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Kiran (DIN: 11245681) for appointment as an Independent Director of the Company.

Ms. Kiran (DIN: 11245681) has given a declaration that he/she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”). She has also confirmed that he/she is not disqualified from being appointed as a Director under Section 164 of the Act.

In the opinion of the Board, Ms. Kiran (DIN: 11245681) fulfills the conditions specified in the Act and SEBI LODR for her appointment as an Independent Director of the Company and is independent of the management.

The Board considers that the association of Ms. Kiran (DIN: 11245681), given her expertise in finance and management etc., would be of immense benefit to the Company and it is desirable to avail her guidance and expertise. Accordingly, the Board, based on the recommendation of the NRC, recommends the resolution set out at Item No. 6 of this Notice for approval of the Members by way of an Ordinary Resolution.

Ms. Kiran (DIN: 11245681) is not related to any Director or Key Managerial Personnel of the Company and none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The draft letter of appointment of Ms. Kiran (DIN: 11245681) as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM and also at the meeting.

Additional information in respect of Ms. Kiran (DIN: 11245681), pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given as part of Annexure C to this Notice. Brief profile of Mrs. Sindhu Gupta (DIN: 01190580) is given as Annexure C to this Notice.

The Board recommends the resolution for approval by the Members.

For & On Behalf of The Board Of Directors

### **For, Envirotech Systems Limited**

(Formerly Known as Envirotech Systems Private Limited)

**Sd/-**

**Manoj Kumar Gupta**

(Managing Director)

DIN: 01187138

Date: 04-09-2025

Place: Delhi

**Annexure A to the Notice dated Thursday, 04<sup>TH</sup> September, 2025**

**Details Of Director Seeking Re-Appointment At The 18th Annual General Meeting To Be Held On Monday, 29th September 2025 (Pursuant To Regulation 36(3) Of The Listing Regulations And Secretarial Standard-2 On General Meetings)**

Name	Sindhu Gupta
Date of Birth	10/08/1976
DIN:	01190580
Age	49 Years
Relationship with Directors and Key Managerial Personnel	She is Spouse of Mr. Manoj Kumar Gupta and categorized in promoter group
Qualifications	Graduate
Date of proposed Appointment on the Current Designation	29 <sup>th</sup> August 2025
Remuneration last drawn as Director (including sitting fees)	N.A
Experience (Skills & Capabilities)	<b>Experience:</b> 15 Years Qualifications: She has completed Masters in Political Science from Chhatrapati Shahu ji Maharaj University, Kanpur in 1999. She has also completed Bachelors in Arts Originally, from Shri Shahu ji Maharaj University, Kanpur in 1997
Date of first appointment on the Board	Originally, She was appointed as First Director upon incorporation of the Company i.e. February 09, 2007.
Shareholding in the Company as on March 31, 2025	37,70,000 Equity Shares
Number of Meetings of the Board attended during the year	33
List of Other Companies in which Directorship held	NIL
Membership/Chairmanship of Committees in other Indian listed companies as on March 31, 2025	NIL
Listed companies from which the Director has resigned in the past three years	NIL



**Annexure B to the Notice dated Monday, 29<sup>th</sup> September, 2025**

**Details Of Director Seeking Re-Appointment At The 17th Annual General Meeting To Be Held On Monday, 29th September, 2025 (Pursuant To Regulation 36(3) Of The Listing Regulations And Secretarial Standard-2 On General Meetings)**

<b>Name</b>	Ms. Rekha
<b>Date of Birth</b>	06/05/1990
<b>DIN:</b>	11245533
<b>Age</b>	35 Years
<b>Relationship with Directors and Key Managerial Personnel</b>	Non Executive & Independent Director
<b>Qualifications</b>	Ms. Rekha aged 35 years holds a Bachelor of Graduation in Arts Stream (B.A.) degree and possesses extensive knowledge in Business Strategy, General Management, Management.
<b>Date of proposed Appointment on the Current Designation</b>	Ms. Rekha is appointed as Independent Director for a period of 5 years from 29 <sup>th</sup> September, 2025 to 28 <sup>th</sup> September, 2029, not liable to retire by rotation.
<b>Remuneration last drawn as Director (including sitting fees)</b>	N.A.
<b>Experience (Skills &amp; Capabilities)</b>	<b>Experience:</b> 10 Years Qualifications: Ms. Rekha aged 35 years holds a Bachelor of Graduation in Arts Stream (B.A.) degree and possesses extensive knowledge in Business Strategy, General Management, Management.
<b>Date of first appointment on the Board</b>	Originally, She was appointed as has been appointed as Additional Independent Director w.e.f. 21/08/2025 of the Company subject to approval of the Shareholder.
<b>Shareholding in the Company as on March 31, 2025</b>	NIL
<b>Number of Meetings of the Board attended during the year</b>	NIL
<b>List of Other Companies in which Directorship held</b>	NIL
<b>Membership/Chairmanship of Committees in other Indian listed companies as on March 31, 2025</b>	NIL
<b>Listed companies from which the Director has resigned in the past three years</b>	NIL

**Annexure C to the Notice dated Thursday, 04<sup>th</sup> September, 2025**

**Details Of Director Seeking Re-Appointment At The 17th Annual General Meeting To Be Held On Monday, 29th September, 2025 (Pursuant To Regulation 36(3) Of The Listing Regulations And Secretarial Standard-2 On General Meetings)**

Name	Ms. Kiran
Date of Birth	14/07/1991
DIN:	11245681
Age	34 Years
Relationship with Directors and Key Managerial Personnel	Non Executive & Independent Director
Qualifications	Ms. Kiran aged 34 years holds a Post Graduate MBA in Human Resource degree and possesses extensive knowledge in Business Strategy, General Management, Management
Date of proposed Appointment on the Current Designation	Ms. Kiran is appointed as Independent Director for a period of 5 years from 29 <sup>th</sup> September, 2025 to 28 <sup>th</sup> September, 2029, not liable to retire by rotation.
Remuneration last drawn as Director (including sitting fees)	N.A.
Experience (Skills & Capabilities)	<b>Experience:</b> 06 Years Qualifications: Ms. Rekha aged 34 years holds a 34 years holds a Post Graduate MBA in Human Resource degree and possesses extensive knowledge in Business Strategy, General Management, Management.
Date of first appointment on the Board	Originally, She was appointed as has been appointed as Additional Independent Director w.e.f. 21/08/2025 of the Company subject to approval of the Shareholder.
Shareholding in the Company as on March 31, 2025	NIL
Number of Meetings of the Board attended during the year	NIL
List of Other Companies in which Directorship held	NIL
Membership/Chairmanship of Committees in other Indian listed companies as on March 31, 2025	NIL
Listed companies from which the Director has resigned in the past three years	NIL

### Notes:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed herewith and forms part of the Notice.
2. The Ministry of Corporate Affairs ('MCA'), General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, General Circular No. 02/2022 dated 05<sup>th</sup> May, 2022, MCA General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022, MCA General Circular No 09/2023 dated 25<sup>th</sup> September, 2023 and General Circular No. 09/2024 dated September 19, 2024 and other circulars issued by Ministry of Corporate Affairs from time to time, as applicable, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI without the physical presence of the Members at a common venue, has allowed the Companies to conduct the AGM through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') till September 30, 2025. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
3. As per the Circulars mentioned above, the Members may also note that the Company would not be sending AGM notice by post to the members whose email address is not registered with the Company or depository participants/depository.
4. The Company is providing a facility to the members as on the cut-off date, being Monday September 22, 2025 ("the cut-off date") to exercise their right to vote on the matters listed in the Notice by electronic voting systems (Remote e-voting). Additionally, the members can also exercise their right to vote by e-voting during the AGM. The process and manner of remote e-voting with necessary User ID and password is given below. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM. Any person who acquires shares of the company and becomes a member of the company after the dispatch of the Notice, and holding shares as on the Cut-Off Date, may obtain the User ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [cs@envirotechltd.com](mailto:cs@envirotechltd.com) or contact at toll free no. 1800 21 09911 or or +91-120-4337633, 4337439. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the member's participation in the decision-making process.
5. The Members who have cast their vote prior to the meeting by remote e-voting may also attend the AGM but shall not be entitled to vote again. Once a vote is cast by a member, he / she shall not be allowed to alter it subsequently. In case a Member casts his / her vote, both by Remote e-Voting and e-voting at the AGM mode, then the voting done by Remote e-Voting shall prevail and the e-voting at the AGM shall be invalid.
6. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. The members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum of the meeting under Section 103 of the Companies Act, 2013.
8. The Company has appointed "M/s. Preksha Dawet and Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
9. Institutional / Corporate Members intending to participate in the AGM through their authorized representatives are required to access the link <https://www.evotingindia.com> and upload duly certified copy of their Board Resolution / Governing Body resolution / Authorisation letter, etc. and may send a copy to the Scrutinizer through email at [pdawetassociates@gmail.com](mailto:pdawetassociates@gmail.com) authorising their representatives to attend and vote through remote e-voting on their behalf at the said Meeting.

**10.** In case of joint holders, the Member whose name appears as the first holder in the order of names in the Register of Members of the Company will be entitled to vote.

**11.** All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 29, 2025. Members seeking to inspect such documents can send an email to E-mail: [cs@envirotechltd.com](mailto:cs@envirotechltd.com).

**12.** As the AGM will be held through VC, the Route Map is not annexed in this Notice.

**13.** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

**14.** Non-resident Indian members are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as the case may be:

**(a)** the change in the residential status on return to India for permanent settlement; and

**(b)** the particulars of the NRE account with a Bank in India, if not furnished earlier.

**15.** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to CDSL in case the shares are held by them in physical form.

**16.** In terms of SEBI circular dated March 16, 2023 and related circulars, Members holding shares in physical form are requested to register / update their PAN, e-mail address, bank details, nomination and other KYC details in the form and manner provided in the said circular to avoid freezing of such folios by the RTA.

**17.** The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company at <https://www.envirotechltd.com> and on Service Provider's website at <https://www.evotingindia.com> not later than 2 working days from the conclusion of the AGM and shall also be communicated to the Stock Exchanges i.e. the National Stock Exchange of India Limited.

## **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

- 1.** As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2.** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 3.** The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4.** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5.** Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- 6.** In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.envirotechltd.com](http://www.envirotechltd.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing
- 7.** the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com).
- 8.** The 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

## **The Instructions Of Shareholders For E-Voting And Joining Virtual Meetings Are As Under:**

**(i)** The voting period begins on Friday, September 26, 2025 at 9:00 A.M and ends on Sunday, September 28, 2025 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 22<sup>th</sup>, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**(ii)** Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**(iii)** Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

### **Step 1:**

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**(iv)** In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with  <b>CDSL Depository</b>	<p><b>1)</b> 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 to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</p> <p><b>2)</b> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p><b>3)</b> If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p><b>4)</b> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with  <b>NSDL Depository</b>	<p><b>1)</b> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>2)</b> If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or clickat <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

	<p><b>3)</b> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their</p> <p><b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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



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

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

### Step 2:

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**(v)** Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com). Click on “Shareholders” module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

**1)** Next enter the Image Verification as displayed and Click on Login.

**2)** If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

**3)** If you are a first-time user follow the steps given below:

Login Type	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

**(vi)** After entering these details appropriately, click on “SUBMIT” tab.

**(vii)** Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**(viii)** For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

**(ix)** Click on the EVSN 241221002 - ENVIROTECH SYSTEMS LIMITED#FORMERLY ENVIROTECH SYSTEMS PRIVATE LIMITED to vote.

**(x)** On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

**(xi)** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

**(xii)** After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

**(xiii)** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

**(xiv)** You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

**(xv)** If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xvi)** There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii)** Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@envirotechltd.com](mailto:cs@envirotechltd.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **Instructions For Shareholders Attending The Agm Through Vc/Oavm & E-Voting During Meeting Are As Under:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **Process For Those Shareholders Whose Email/Mobile No. Are Not Registered With The Company/Depositories.**

**1.** For Physical shareholders- please provide necessary details like 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 Company/RTA email id.

**2.** For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

**3.** For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 0991.

To  
**The Members,**  
**Envirotech Systems Limited**

Your directors are pleased to present the Eighteenth 18<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March 2025

## FINANCIAL RESULTS

The financial results of your Company for the Financial Year ended 31<sup>st</sup> March 2025 are summarized below:

(Amount Rs. in Lakhs)

Particulars	Standalone	
	2024-25	2023-24
Revenue from Operations	4761.17	4623.98
Other Income	459.94	63.97
<b>Total Income</b>	<b>5221.11</b>	<b>4687.95</b>
<b>Total expenses</b>	<b>3381.20</b>	<b>3127.77</b>
<b>Profit / (Loss) before Exceptional and Extraordinary items and Tax</b>	<b>1839.91</b>	<b>1560.18</b>
<b>Provision for Tax</b>		
(1) Current Tax	431.17	414.33
(2) Deferred tax (income)/expenses	2.96	2.97
(3) Taxes of Earlier Years	-	-
<b>Profit after Tax (PAT)</b>	<b>1405.78</b>	<b>1142.88</b>

## State Of Company's Affairs

Standalone Basis: During the Financial Year under review, the Company generated revenue from operations of Rs. 4761.17 lakhs, compared to Rs. 4623.98 lakhs in the previous Financial Year, with an increase of 2.97 %. The profit before tax for FY 2024-25 was 1839.91 lakhs, compared to Rs. 1560.18 lakhs in the previous Financial Year, marking an increase of 279.73 lakhs from the previous year. The profit after tax stood at Rs. 1405.78 lakhs, from Rs. 1142.88 lakhs in the previous Financial Year.

## Business Overview

Envirotech Systems Limited is a leading acoustic products manufacturing organization specializing in noise measurement and control for industrial and commercial applications. Incorporated in 2007, we have expanded our capabilities to include innovative acoustical product design and manufacturing. With over 139 employees and a network of technical experts, we offer cost-effective solutions for various acoustical challenges in industrial, commercial, architectural, and environmental markets.

Our comprehensive services encompass research, cost-benefit analysis, and engineering solutions to provide you with the most efficient noise abatement solutions.

## **Manufacturing Facility & Infrastructure**

- We have state-of-the-art manufacturing facilities capable of working with carbon steel, stainless steel, and alloy steel, using materials like rock wool, multiple sound dampening & absorbing materials.
- Our facilities include welding, painting, and fabrication areas for large structures and equipment.
- Our skilled workforce and qualified welders ensure sustained production.
- We have technical personnel proficient in various NDT levels.

Envirotech Systems Limited offers its services across India, catering to a diverse range of industrial and commercial clients. While we also export some products, the revenue generated from these exports is not a significant portion of our overall revenue.

Envirotech Systems Limited specializes in manufacturing products tailored to meet customer demands, offering customized solutions for various noise control requirements. Our products are designed and fabricated according to the specific needs of our clients, ensuring optimal performance and efficiency. While we provide our services PAN India, our focus remains on delivering bespoke solutions that align with individual customer requirements. This customer-centric approach has enabled us to establish long-term relationships with our clients, who trust us to deliver high-quality, customized products that meet their unique needs.

We are committed to excellence and customer satisfaction through the use of the latest technology and continuous quality improvement. With a track record of over various successful projects in industries such as Oil & Gas, Manufacturing, Power Generation, Cement & Steel, Automobile, and Construction, ESL continues to expand both domestically and internationally.

To drive innovation and cost-effectiveness, our well-established R&D department employs computer-aided tools and efficient personnel. Our research activities focus on market research, continual product development, and improved product and production technologies.

## **Dividend**

For the year under review, your director does not recommend any dividend on the equity shares of the Company to conserve the funds for the company's future expansion.

## **Quality Initiative**

The Company continues to sustain its commitment to the highest levels of quality, superior service management, and mature business continuity management. Our customer-centricity, process rigor, and focus on delivery excellence have resulted in consistent improvements in customer satisfaction levels.

## **Change In The Nature Of Business**

During the Financial Year under review, there was no change in the nature of business of the Company. We are pleased to inform you that our company is expanding its business operations with the addition of a new facility located at D-3, Industrial Area, Greater Noida, Uttar Pradesh. Partial operations at this factory commenced on July 21, 2025, and the facility is expected to become fully operational by December 2025.

## **Capital Structure**

There was no change in the authorised share capital of the Company during the Financial Year. The Authorised Capital of the Company as on 31<sup>st</sup> March 2025 was Rs. 20,00,00,000/- divided into 2,00,00,000/- Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Share Capital at the end of the current Financial Year stood at Rs. 18,79,00,000 comprising 1,87,90,000 Equity Shares of Rs. 10/- Each, compared to Rs.13,39,00,000/- comprising 1,33,90,000 equity shares of Rs. 10/- Each in the previous Financial Year. During the year, the Company has issued further shares via Allotment of Securities Under Initial Public Offer. The Company has only one class of equity shares with face value of Rs. 10/- each. All the equity shares issued rank pari passu with the existing equity shares of the Company.

## **Initial Public Offer Of Equity Shares**

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The share capital was issued by way of offer, issue and allot 54,00,000 (Fifty-Four Lakh) fully paid-up Equity Shares having face value of Rs.10/- (Rupees Ten Only) per share each at a price of Rs.56/- (Rupees Fifty-Six only) which includes premium of Rs. 46/- (Rupees Forty-Six only) per share bearing distinctive number from 13390001-18790000 (both inclusive in dematerialized mode) at a price of Rs. 56/- per Equity Share (including a share premium of Rs. 46/- per Equity Share) be and are hereby allotted to the respective applicants in the various categories as approved in consultation with the authorized representative of the Designated Stock Exchange viz. National Stock Exchange of India Limited, where such allottees shall receive credit for the Equity Shares directly into their depository account on private placement basis., following an Extraordinary General Meeting (EGM) conducted on September 20, 2024.

Share India Capital Services Private Limited was the book-running lead manager of the company, while Bigshare Services Private Limited is the registrar for the issue. The market maker for Envirotech Systems Limited IPO is Share India Securities Limited.

## **Listing Of Equity Shares**

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The equity shares are listed on National Stock Exchange of India Limited (“NSE”) on 24<sup>TH</sup> September 2024. The annual listing fee for the Financial Year 2025-26 has been paid to National Stock Exchange of India Limited (“NSE”) the stock exchanges.

## **Transfer Of Unclaimed Dividend To Investor Education And Protection Fund**

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In accordance with the applicable provisions of Companies Act, 2013 (hereinafter referred to as “the Act”) read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as the “IEPF Rules”), all unclaimed dividends are required to be transferred by the Company to the IEPF, after completion of seven (7) years.

Further, according to IEPF Rules, the shares on which the dividend has not been claimed by the shareholders for seven (7) consecutive years or more shall be transferred to the demat account of the IEPF Authority. Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

## **Deposit From Public**

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The Company has neither accepted nor renewed any deposits covered under section 73 to 76 of the Companies Act, 2013 during the year under review.

During the year under review, the Company has accepted unsecured loans from Directors, which have been duly disclosed in the Audit Report and are in compliance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

## **Subsidiary / Associate / Joint Venture Companies**

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Your company does not have any subsidiary company, associate company or joint venture company. During the year, no company became or ceased to be subsidiary, joint venture or associates of your company.

## **Material Changes And Commitments Affecting The Financial Position Of The Company**

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During the financial year 2024-25, the Company successfully completed its Initial Public Offering (IPO) and got listed on the NSE EMERGE platform. The IPO was opened on 13 September, 2024, and closed on 19 September, 2024, followed by the allotment of shares on 20<sup>th</sup> September, 2024. The Company issued 54,00,000 equity shares of ₹10 each at a price of Rs.56/- per Equity Share (including a share premium of Rs. 46/- per Equity Share), raising a total capital of approximately ₹30.24 crore. The listing of the shares took place on 24<sup>th</sup> September, 2024.

Besides above there have been no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

## **Details Of Significant And Material Orders Passed By The Regulators, Courts And Tribunals**

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The Company has been complied with all regulatory requirements of central government and state government and there were no significant and material orders passed by the Regulators or Courts or Tribunals during the year impacting the going concern status and the Company's operations in future.

## **Internal Control And Their Adequacy**

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The Company has a well-established internal control system. The Company strives to maintain a dynamic system of internal controls over financial reporting to ensure reliable financial record-keeping, transparent financial reporting and disclosure and protection of physical and intellectual property.

## **Conservation Of Energy, Technology Absorption And Foreign Exchange Earning And Outgo**

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Information in accordance with the provisions of Section 134(3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, regarding Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo, are enclosed as Annexure - I to the Board's report.



## Details Of Directors And Key Managerial Personnel;

Following are the Directors and Key Managerial Personnel of the Company:

Sr.No	DIN	Name	Designation	Date of Appointment	Date of Cessation
1.	01187138	Manoj Kumar Gupta	Managing Director	09/02/2007	-
2.	01190580	Sindhu Gupta	Director	09/02/2007	-
3.	01145603	Rakesh Gupta	Non- Ex. Director	18/12/2023	-
4.	NA	Vikas Khanna	CEO	12/01/2024	-
5.	NA	Ashok Kumar Shekhawat	CFO	12/01/2024	-
6.	NA	Pallvi Sharma	Company Secretary	12/01/2024	-
7.	02291802	Gaurav Bajpai	Independent Director	23/03/2024	21/08/2025
8.	10515418	Rohit Kumar	Independent Director	23/03/2024	-
9.	09233592	Sachin Kumar	Independent Director	23/03/2024	21/08/2025
10.	11245681	Kiran	Additional Director	21/08/2025	-
11.	11245533	Rekha	Additional Director	21/08/2025	-

### Further following changes occurred during the period under review in the Board of Directors of the company:

As per the provisions of the Companies Act, 2013, Ms. Sindhu Gupta (DIN: 01190580), retires by rotation at the ensuing AGM and being eligible, offers herself for re-appointment. The resolutions seeking shareholders' approval for their re-appointments form part of the Notice. Mr. Kiran (DIN: 11245681) was appointed as an Additional Director, and Ms. Rekha (DIN: 11245533) was appointed as an Additional Director in the capacity of Independent and Non-Executive Director w.e.f. 21<sup>st</sup> August 2025. Further, Mr. Gaurav Bajpai (DIN: 02291802), Independent Director of the Company, has passed away on 21-Jun-2025 after a prolonged illness. Due to the sensitive nature of the circumstances and the time taken by the family in completing the necessary formalities, the Company could obtain the formal confirmation of the unfortunate event along with the Death Certificate only late last night. Hence, there has been a delay in intimating the Stock Exchange and ROC., and Mr. Sachin Kumar (DIN: 09233592) has tendered his resignation from the position of Independent and Non-Executive Director w.e.f. 21/08/2025.

### Declaration By Independent Directors

All Independent Directors have given their declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Listing Regulations. In the opinion of the Board, all the Independent Directors are well-experienced business leaders. Their vast experience shall greatly benefit the Company. Further, they possess integrity and relevant proficiency, which will bring tremendous value to the Board and to the Company.

## Board & General Meetings And Participation Of Directors Thereat

During the financial year 2024-25, 33 (Thirty-Three) Board Meetings were held. The interval between any two meetings was well within the maximum allowed gap of 120 days.

The attendance of each of the Directors at the meeting of the Board during the year under review is as under:

Name of the Directors	Designation	Number of Board meetings during the year 2024-25	
		Held & Eligible to Attend	Attended
Mr. Manoj Kumar Gupta	Managing Director	33	33
Mrs. Sindhu Gupta	Whole Time Director	33	33
Mr. Rakesh Gupta	Executive Director	33	33
Mr. Gaurav Bajpai	Independent Director	33	3
Mr. Rohit Kumar	Independent Director	33	20
Mr. Sachin Kumar	Independent Director	33	18

Further, the Company, as on 31st March, 2025, had four committees namely the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Internal Compliance Committee.

The details of composition, meetings and attendance are as under:

### 1. Audit Committee

#### Constitution Of Audit Committee

The Company has constituted Audit Committee vide Board Resolution dated March, 29, 2024 in compliance with Section 177 of the Companies Act, 2013 read with rule 6 of the Companies (Meeting of Board and its power) Rules, 2014 and Regulation 18 of SEBI Listing Regulations.

As on 31st March, 2025 the Company's Audit Committee comprised of:

Name of the Directors	Status in the Committee	Nature of Directorship
Mr. Rohit Kumar (DIN: 10515418)	Chairperson	Non-Executive Independent Director
Mr. Sachin Kumar (DIN: 09233592)	Member	Non-Executive Independent Director
Mr. Gaurav Bajpai (DIN: 02291802)	Member	Non-Executive Independent Director

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

During the financial year 2024-25 5 (Five) Audit Committee Meeting was held. The details of the Audit Committee meetings attended by its members during FY 2024-25 are given below:

Name of the Directors	Designation	Number of Board meetings during the year 2024-25	
		Held & Eligible to Attend	Attended
Mr. Rohit Kumar (DIN: 10515418)	Chairperson	5	5
Mr. Sachin Kumar (DIN: 09233592)	Member	5	5
Mr. Gaurav Bajpai (DIN: 02291802)	Member	5	1

## 2. Nomination & Remuneration Committee

### Constitution Of Nomination & Remuneration Committee

The Company has formed Nomination and Remuneration Committee vide Board Resolution dated 29<sup>th</sup> March, 2024 as per applicable provisions of the Schedule V and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its power) Rules, 2014 and Regulation 19 of SEBI Listing Regulations.

**As on 31st March, 2025 the Company's Nomination and Remuneration Committee comprised of:**

Name of the Directors	Status in the Committee	Nature of Directorship
Mr. Rohit Kumar (DIN: 10515418)	Chairperson	Non-Executive Independent Director
Mr. Sachin Kumar (DIN: 09233592)	Member	Non-Executive Independent Director
Mr. Gaurav Bajpai (DIN: 02291802)	Member	Non-Executive Independent Director

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

During the financial year 2024-25 1 (One) Nomination and Remuneration Committee Meeting was held.

**The details of the Nomination & Remuneration Committee attended by its members during FY 2024-25 are given below:**

Name of the Directors	Designation	Number of Board meetings during the year 2024-25	
		Held & Eligible to Attend	Attended
Mr. Rohit Kumar (DIN: 10515418)	Chairperson	1	1
Mr. Sachin Kumar (DIN: 09233592)	Member	1	1
Mr. Gaurav Bajpai (DIN: 02291802)	Member	1	1

### 3. Stakeholders Relationship Committee

#### Constitution Of Stakeholders Relationship Committee

The Company has formed Stakeholders Relationship Committee vide Board Resolution dated 29th March, 2024 as per the applicable provisions of Section 178(5) of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its power) Rules, 2014 and Regulation 20 of SEBI Listing Regulations.

As on 31st March, 2025 the Company's Stakeholders Relationship Committee comprised of:

Name of the Directors	Status in the Committee	Nature of Directorship
Mr. Rohit Kumar (DIN: 10515418)	Chairperson	Non-Executive Independent Director
Mr. Sachin Kumar (DIN: 09233592)	Member	Non-Executive Independent Director
Mr. Gaurav Bajpai (DIN: 02291802)	Member	Non-Executive Independent Director

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

During the financial year 2024-25 1 (One) Stakeholders Relationship Committee Meeting was held.

Name of the Directors	Designation	Number of Board meetings during the year 2024-25	
		Held & Eligible to Attend	Attended
Mr. Rohit Kumar (DIN: 10515418)	Chairperson	1	1
Mr. Sachin Kumar (DIN: 09233592)	Member	1	1
Mr. Gaurav Bajpai (DIN: 02291802)	Member	1	1

During the financial year 2024-25, 3 (Three) Internal Compliance Committee. Meeting was held.

#### General Meetings & Extra-Ordinary General Meeting

During the Year Under review 17<sup>th</sup> Annual General Meeting was held on 15 July, 2024 and Extraordinary General Meeting were held on 20<sup>th</sup> September 2024 and 15<sup>th</sup> January 2025.

#### Corporate Governance

Your company provides utmost importance at best Governance Practices and are designated to act in the best interest of its stakeholders. Better governance practice enables the company to introduce more effective internal controls suitable to the changing nature of business operations, improve performance and also provide an opportunity to increase stakeholders' understanding of the key activities and policies of the organization

In line with Regulation 15(2) of the Listing Regulations, the provisions of Corporate Governance shall not apply in respect of the following class of the Companies.\

a.) Listed entity having paid up equity share capital not exceeding Rs. 10 Crore and Net worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year;

b.) Listed entity which has listed its specified securities on the SME Exchange.

Since, our Company falls in the ambit of aforesaid exemption (b); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it does not form the part of the Annual Report for the financial year 2024-25.

## **Industrial Relations**

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The Company has adequate skilled & trained workforce for its various areas of operations and the skills up gradation of which is being done on a continuous basis for improving the plant operations and quality process. The Company has taken sufficient measures to maintain Industrial Health and Safety at its workplace for employees as laid in the Uttar Pradesh Factories Rules, 1950. The Company is also complying and maintaining all applicable Industrial and Labour laws/ rules.

## **Annual Evaluation Of Board Performance And Performance Of Its Committees And Of Individual Directors**

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Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Stakeholders Relationship, Nomination & Remuneration Committees from time to time.

## **Policy Relating To Directors' Appointment And Remuneration**

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The Company has made disclosure Policy for appointment and remuneration of directors and other matters referred to in Section 178(3) of the Act with Rule 6 of the Companies Meeting of Board and its power), Rules, 2014 and the details of the same as provided in company's website

## **Director Remuneration**

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During the year, the Company has paid remuneration to its Directors as more particularly described in notes to accounts of Audited Financial Statement & No Sitting fees have been paid to the directors.

## **Directors Responsibility Statement**

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To the best of the knowledge and belief of the Directors of the Company and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3) (c) and 134(5) of the Companies Act, 2013.

(a) In the preparation of the annual accounts for the year ended 31st March, 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.

(b) The Directors have selected such accounting policies, applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2025 and of the profit of the Company for the year ended on that date.

(c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) The Directors have prepared the annual accounts on a going concern basis.

(e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **Related Party Transactions**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the company with related parties which may have potential conflict with the interest of the company at large. However, as part of good corporate governance, Prior omnibus approval of the Board as well as Audit Committee is obtained on annual basis for the transactions which are of a foreseen and repetitive nature. Your Directors draw your attention to notes to the financial statements for detailed related party transactions entered during the year. Since all the related party transactions were entered by the Company in ordinary course of business and were on an arm's length basis, Form AOC- 2 is attached as Annexure V applicable to the Company.

## **Statutory Auditor**

M/s. HCO & CO., Chartered Accountants, Firm registration No: (FRN.: 001087C), have been acting as the Statutory Auditors of the Company since 14<sup>th</sup> October 2024 and were last appointed at the Extra-Ordinary General Meeting held on 15<sup>th</sup> January, 2025, to hold office until the conclusion of the 18th Annual General Meeting to be held in the year 2025.

In accordance with the provisions of Section 139(2) of the Companies Act, 2013 and the rules framed thereunder, a listed company shall not appoint or re-appoint an audit firm as Statutory Auditor for more than one term of five consecutive years in the case of an individual or firm, or two terms of five consecutive years in the case of an audit firm. As M/s. HCO & CO., Chartered Accountants, Firm registration No: (FRN.: 001087C), have been the Statutory Auditors of the Company since since 14th October 2024 and were last appointed at the Extra-Ordinary General Meeting held on 15th January, 2025, to hold office until the conclusion of the 18th Annual General Meeting to be held in the year 2025.

Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, proposes to appoint M/s. HCO & CO., Chartered Accountants, Firm registration No: (FRN.: 001087C),) as the Statutory Auditors of the Company, to hold office for a term of one year from the conclusion of the 18th Annual General Meeting until the conclusion of the next Annual General Meeting, subject to approval of members at the upcoming AGM, at such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors from time to time.

## **Internal Auditor**

Your Directors are pleased to inform you that, pursuant to the provisions of Section 138 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, as amended from time to time, Mr. Arun Kumar, were appointed as the Internal Auditors of the Company for the Financial Year 2024-25.

## **Secretarial Auditors**

M/s. Preksha Dawet and Associates, A Peer Reviewed Company Secretary Proprietary Firm holding Certificate of Practice No 22088, Membership No: 55366 was appointed as Secretarial Auditor of the Company for FY 2024-25. Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and amended Regulation 24A of the SEBI Listing Regulations, the Board has, based on the recommendation of the Audit Committee, approved the appointment of M/s. Preksha Dawet and Associates, A Peer Reviewed Company Secretary Proprietary Firm holding Certificate of Practice No 22088, Membership No: 55366 as Secretarial Auditors of the Company for a period of one year, i.e., from April 1, 2025 to March 31, 2026, subject to approval of the Shareholders. The Secretarial Audit Report for the financial year 2024-25, does not contain any qualification, reservation, or adverse remark. During the year under review, the Secretarial Auditors have not reported any instances of fraud under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(ca) of the Act is not applicable.

The secretarial Report has been annexed as 'Annexure III' to the Directors' Report.

## Annual Return

Pursuant to the requirement under section 134(3)(a) and 92(3) of the Companies Act, 2013 ('the Act'), it is hereby reported that the Company is maintaining a website <https://www.envirotechltd.com/investors> the copy of form MGT-7 Annual Return for the year ended 31 March, 2024 is also placed on it.

## Business Risk Management

The Risk Management process that is followed to identify, assess and prioritize risks that need to be minimized, monitored and mitigated is quite elaborate. These measures help in reducing and controlling the impact of adverse events and maximize the realization of opportunities.

## Particulars Of Employees

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate "Annexure II" forming part of this report. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of your Company. Any member interested in obtaining a copy of the same may write to the Company Secretary.

## Corporate Social Responsibility (CSR)

The Company meet the criteria of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is requirement to constitution of Corporate Social Responsibility Committee.

## Corporate Social Responsibility Committee

### Constitution Of Corporate Social Responsibility Committee

The Company has formed Corporate Social Responsibility Committee vide Board Resolution dated 27<sup>th</sup> March, 2025 as per the applicable provisions of as per Section 135(1) of Companies Act, 2013 are required to constitute a CSR Committee to undertake and monitor CSR activities.

**As on 31st March, 2025 the Company's Corporate Social Responsibility Committee comprised of:**

Name of the Directors	Status in the Committee	Nature of Directorship
Mr. Rohit Kumar	Chairperson	Non-Executive Independent Director
Mr. Manoj Kumar Gupta	Member	Managing Director
Mrs. Sindhu Gupta	Member	Executive Director

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee. During the financial year 2024-25 1 (One) Corporate Social Responsibility Committee was held.

Name of the Directors	Designation	Number of Board meetings during the year 2024-25	
		Held & Eligible to Attend	Attended
Mr. Rohit Kumar	Chairperson	1	1
Mr. Manoj Kumar Gupta	Member	1	1
Mrs. Sindhu Gupta	Member	1	1

During the year, the Board of Directors approved a contribution of Rs. 13,75,000/- (Rupees Thirteen Lakhs Seventy-Five Thousand only) by way of donation to M/s. Om Sarvodayam Sansthanam (Registration No. CSR00017405), having its registered office at G-57, F/F, Shakarpur, Delhi – 110092. The said entity is a registered charitable organization, working independently and having experience in implementing similar activities. The contribution has been made in compliance with the provisions of the Companies Act, 2013.

### **Cost Audit Report & Cost Records**

Maintenance of cost records and the requirement of cost Audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable to the business activities carried out by the Company.

### **Reporting Of Frauds By Auditors**

During the year under review, the statutory auditor has not reported to the board, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board’s report.

### **Vigil Mechanism/Whistle Blower Policy**

The Company has established a Vigil Mechanism for the Directors and Employees of the Company by adopting the Whistle Blower Policy to report about the genuine concerns, unethical behavior, fraud, or violation of Company’s Code of Conduct. The Company has in place a confidential reporting mechanism for any whistleblower to report a matter.

### **Code Of Conduct**

The Board of Directors has a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day-to-day business operations of the company. The Code has been posted on the Company’s website at <https://www.envirotechltd.com/investors> .The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business and in particular on matters relating to integrity in the workplace, in business practices, and in dealing with stakeholders.

The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management Personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

### **Disclosure Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013.**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Internal Complaints Committee (‘ICC’) is in place for all works and offices of the Company to redress complaints received regarding sexual harassment.

During FY 2024-25, the Company has Not received any complaints on sexual harassment.

Particulars	Status
(a) Number of complaints of sexual harassment received in the year	Nil
(b) Number of complaints disposed of during the year;	Nil
(c) Number of cases pending for more than ninety days	Nil

The Secretarial Audit Report for the financial year 2024-25, does not contain any qualification, reservation, or adverse remark.



## **Disclosure Under The Maternity Benefit Act 1961:**

Pursuant to the provisions of Rule 8(5)(xiii) of the Companies (Accounts) Rules, 2014, the Board of Directors hereby states that the Company has duly complied with all applicable provisions of the Maternity Benefit Act, 1961, including but not limited to grant of maternity leave, nursing breaks, protection from dismissal during maternity leave, and provision of creche facilities wherever applicable. The Company remains committed to providing a safe, supportive, and inclusive work environment for all women employees.

## **Appointment Of RTA:**

M/s. Bigshare Services Private Limited is Company's Registrar and Share Transfer Agent (RTA) in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has taken all necessary steps to facilitate complete dematerialization of its equity shares. As on 31st March, 2025, all equity shareholders of the Company have dematerialized their shareholdings, and there are no shares held in physical form. This ensures ease of trading for shareholders and enhances transparency and compliance with applicable regulations.

## **Details Of Significant And Material Orders Passed By The Regulators, Courts And Tribunals**

In pursuance to Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, no significant or material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## **Status Of Cases Filed Under Insolvency And Bankruptcy Code, 2016**

The company has not made any application during the financial year 2024-25.

## **Compliances Of Applicable Secretarial Standards**

The Board of Directors affirms that the company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India SS-1 and SS-2 respectively relating to Meetings of the Board, its Committees and the General Meetings.

## **The 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 Along With The Reasons Thereof.**

Not Applicable

## **Shareholders' Dispute Resolution Mechanism**

SEBI vide circular 31 July, 2023 and subsequent circular dated 20 December, 2023, read with Master Circular dated August 11, 2023, has specified that a shareholder shall first take up his/her/their grievance with the listed entity/RTA by lodging a complaint directly with the concerned listed entity/RTA and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

## **Management Discussion & Analysis**

Management's Discussion and Analysis Report for the year under review is presented in a separate section forming part of the Annual Report and is annexed herewith as "Annexure V" to the Board's report.

## **Listing With Stock Exchange**

The Company confirms that it has not defaulted in paying the Annual Listing Fees for the financial year 2024-25 to the NSE Limited where the shares of the Company are listed.

## **Prevention Of Insider Trading**

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The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price-sensitive information in relation to the Company and during the period when the Trading Window is closed. 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 Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

## **Acknowledgement And Appreciation**

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The Directors take this opportunity to express their deep sense of gratitude to the Banks, Central and State Governments and their Departments and the Local Authorities for their continued guidance and support. Your Directors would also like to record its appreciation for the support and cooperation your Company has been receiving from its suppliers, dealers, business partners and others associated with the Company. Your Directors place on record their sincere appreciation to the employees at all levels for their hard work, dedication and commitment. And to you, our shareholders, we are deeply grateful for the confidence and faith that you have always reposed in us.

**By order of the Board of Directors.**

**For ENVIROTECH SYSTEMS LIMITED**

**(Formerly known as Envirotech Systems Private Limited)**

**Sd/-**

**MANOJ KUMAR GUPTA  
(MANAGING DIRECTOR)  
DIN- 01187138**

**Sd/-**

**SINDHU GUPTA  
(DIRECTOR)  
DIN-01190580**

**Place:** DELHI

**Date:** 04<sup>th</sup> September, 2025

**Annexure - I**

**Conservation of energy, technology absorption and foreign exchange earnings and outgo**

*[Pursuant to clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rule, 2014]*

Sr. No	Particulars	Comments	
<b>(A) Conservation of energy</b>			
(i)	The steps taken or impact on conservation of energy;	Energy conservation is very important for the company and therefore, energy conservation measures are undertaken wherever practicable in its offices and attached facilities. The Company is making every effort to ensure the optimal use of energy, avoid waste and conserve energy by using energy efficient equipment's with latest technologies. Impact on conservation of energy was that the electricity load expenses reduced.	
(ii)	The steps taken by the Company for utilizing alternate sources of energy;	NIL	
(iii)	The capital investment on energy conservation equipments	NIL	
<b>(B) Technology absorption</b>			
(i)	The efforts made towards technology Absorption	The Company continuous to use the latest technologies for improving the productivity and quality of its services and products.	
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution;	Nil	
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year:	Nil	
	(a) the details of technology imported	N.A.	
	(b) the year of import	N.A.	
	(c) whether the technology been fully Absorbed	N.A.	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.	
(iv)	The expenditure incurred on Research and Development.	Nil	
<b>(B)</b>	<b>Foreign exchange earnings and Outgo (In Lakhs)</b>	<b>Inflow</b>	<b>Out Flow</b>
(i)	The efforts made the Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows towards technology absorption	Nil	Nil

**Annexure – II**

**Particulars Pursuant to Section 197(12) Of The Companies Act, 2013 Read With Rule 5 Of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:**

I. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year and 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 of Director/KMP and Designation	Remuneration of Director/ KMP for F.Y. 2024-25 (in Rs. lakhs)	% increase in Remuneration in the F.Y. 2024-25	Ratio of Remuneration of Each Director/to Median remuneration Of employees
1.	Manoj Kumar Gupta Managing Director	30.00	Nil	8.80:1
2.	Sindhu Gupta Executive Director	24.00	Nil	7.04:1
3.	Rakesh Gupta Non-Executive Director	Nil	Nil	N/A
4.	Vikas Khanna Chief Executive Officer	13.20	Nil	3.87:1
5.	Ashok Kumar Shekhawat Chief Financial Officer	15.60	2.40	4.58:1
6.	Pallvi Sharma Company Secretary & Compliance Officers	4.50	Nil	1.32:1
7.	Gaurav Bajpai Independent Director	Nil	Nil	N/A
8.	Rohit Kumar Independent Director	Nil	Nil	N/A
9.	Sachin Kumar Independent Director	Nil	Nil	N/A

II. The percentage increase in the median remuneration of employees in the financial year:

Particular	2024-25 (Rs in lakhs)	2023-24 (Rs in lakhs)	Increase (%)
The median remuneration of all employee per annum	3.41	2.96	15.26%

III. Number of permanent employees on the role of the Company as on 31st March, 2025: 139 Nos.

IV. Average percentage increase made in the salaries of employees other than the managerial personnel in comparison of the last financial year is 24.43%. There is an average increase of 0.48% in the remuneration of Key Managerial personnel in comparison to the last financial year.

V. The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.

VI. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid director during the year: There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

**Annexure – III**  
**Secretarial Audit Report**  
**(For the Financial Year ended on 31.03.2025)**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

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To,  
**The Members,**  
**ENVIROTECH SYSTEMS LIMITED**  
A-29, Block-A, Shyam Vihar Phase-I,  
New Delhi, Delhi, India, 110043

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ENVIROTECH SYSTEMS LIMITED (CIN: L31101DL2007PLC159075) (hereinafter called “the Company”) for the financial year 01<sup>st</sup> April 2024 to 31<sup>st</sup> March 2025 (audit period). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed thereunder; - To the extent applicable;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;- To the extent applicable;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ( “SEBI Act”):
  - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; - To the extent applicable;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:- Not Applicable to the Company during the Audit period;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;

- e)** The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:- Not Applicable to the Company during the Audit period;
- f)** The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:- Not Applicable to the Company during the Audit period;
- g)** The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;- Not Applicable to the Company during the Audit period;
- h)** The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not Applicable to the Company during the Audit period;
- i)** The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018-Not Applicable to the Company during the Audit period;
- j)** Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 - To the extent applicable.

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

- (i)** Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii)** The Listing Agreement entered into by the Company with the National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iii)** Compliances as per applicable SEBI Regulations.

During the period under review, the Company got listed on 24<sup>th</sup> September 2024 and has complied with provisions of the Act, Rules, applicable Regulations, Guidelines, Standards, etc. mentioned above.

**Observations as per Companies Act, 2013:**

- 1.** There was slight delay in submission of e-form MGT-14 for approval of Financial Statements and Board Report for the meeting held on 15th July 2024. As per the management, the delay was due to technical reasons (MCA website not working or showing errors while making submission).
- 2.** There was slight delay in submission of e-form AOC-4 XBRL for the financial year 2023-2024. As per the management, the delay was due to technical reasons (MCA website not working or showing errors while making submission).

**Observations as per SEBI Regulations:**

- 1.** Delay in submission of Trading window closure for half year ended September 2024 i.e. PDF on 21st October 2024 and XBRL on 1st October 2024. As per the management, the submission of XBRL was on time. However, the pdf could not be submitted due to technical reasons which were resolved with the help of Stock Exchange.
- 2.** For the quarter ended September 2024, the Company submitted the SDD Certificate on 21st October 2024, as the Company got listed on 24th September 2024 and implemented the Structured Digital Database Software on 19th October 2024. However, the Company has captured all the relevant events in a timely manner. For the quarter ended December 2024, the Company continued to maintain the SDD software in compliance with applicable regulations but the intimation regarding the same was inadvertently not submitted to the Stock Exchange. As per the management, the same has been duly rectified by the Company.

## I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board/Committee Meetings. Agenda were sent in advance except in case where meetings were convened at shorter notice and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board and Committee Meetings were carried out through requisite majority as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board.

I further report that based on the information provided and the representation made by the Company and also on the review of the compliance certificates, in our opinion, there are adequate systems and processes in the company, commensurate with the size and operations of the company, to monitor and ensure compliance with labor laws and other applicable laws, rules, regulations and guidelines, etc.

This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part of this report.

**For, Preksha Dawet & Associates**

**Sd/-**

**Preksha Dawet**

**(Company Secretary in Practice)**

**Membership No.: A55366**

**CP No.: 22088**

**ICSI Unique Code: S2019DE695500**

**Peer Review: 5487/2024**

**UDIN: A055366G001102863**

**Date: 28<sup>th</sup> August 2025**

**Place: Gurugram**

## “ANNEXURE A”

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To,  
**The Members,**  
**ENVIROTECH SYSTEMS LIMITED**  
A-29, Block-A, Shyam Vihar Phase-I,  
New Delhi, Delhi, India, 110043

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Preksha Dawet & Associates**

**Sd/-**

**Preksha Dawet**  
**(Company Secretary in Practice)**  
**Membership No.: A55366**  
**CP No.: 22088**  
**ICSI Unique Code: S2019DE695500**  
**Peer Review: 5487/2024**  
**UDIN: A055366G001102863**

**Date: 28<sup>th</sup> August 2025**

**Place: Gurugram**



## Annexure-1

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS (Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
ENVIROTECH SYSTEMS LIMITED  
A-29, Block-A, Shyam Vihar Phase-I,  
New Delhi, Delhi, India, 110043

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ENVIROTECH SYSTEMS LIMITED having CIN: L31101DL2007PLC159075 and having its registered office at A-29,BLOCK-A ,Shyam Vihar Phase-I, New Delhi, Delhi, India, 110043 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2025 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.

#### List of Directors of Envirotech Systems Limited as on 31<sup>st</sup> March 2025

S. No.	Name of Director	DIN	Designation	Date of appointment	DIN Active Status
1.	Mr. Manoj Kumar Gupta	01187138	Managing Director	09/02/2007	Approved
2.	Mrs. Sindhu Gupta	01190580	Director	09/02/2007	Approved
3.	Mr. Rakesh Gupta	01145603	Non-Executive Director	18/12/2023	Approved
4.	Mr. Rohit Kumar	10515418	Non-Executive - Independent Director	23/03/2024	Approved
5.	Mr. Gaurav Bajpai	02291802	Non-Executive - Independent Director	23/03/2024	Approved
6.	Mr. Sachin Kumar	09233592	Non-Executive - Independent Director	23/03/2024	Approved

Ensuring the eligibility of 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.

#### Preksha Dawet & Associates

Preksha Dawet

Company Secretaries in  
Practice

Membership No.: A55366

CP No.: 22088

ICSI Unique Code:

S2019DE695500

Peer Review: 5487/2024

UDIN: A055366G001160571

Date: 03.09.2025

Place: Delhi

## Annexure – V

### Management Discussion and Analysis Report

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#### **1. INDUSTRY STRUCTURE AND DEVELOPMENT**

Envirotech Systems Limited is a leading acoustic products manufacturing organization specializing in noise measurement and control for industrial and commercial applications. Incorporated in 2007, we have expanded our capabilities to include innovative acoustical product design and manufacturing. With over 98 employees and a network of technical experts, we offer cost-effective solutions for various acoustical challenges in industrial, commercial, architectural, and environmental markets.

Our comprehensive services encompass research, cost-benefit analysis, and engineering solutions to provide you with the most efficient noise abatement solutions.

#### **Manufacturing Facility & Infrastructure**

- We have state-of-the-art manufacturing facilities capable of working with carbon steel, stainless steel, and alloy steel, using materials like rock wool, multiple sound dampening & absorbing materials.
- Our facilities include welding, painting, and fabrication areas for large structures and equipment.
- Our skilled workforce and qualified welders ensure sustained production.
- We have technical personnel proficient in various NDT levels.

Envirotech Systems Limited offers its services across India, catering to a diverse range of industrial and commercial clients. While we also export some products, the revenue generated from these exports is not a significant portion of our overall revenue.

Envirotech Systems Limited specializes in manufacturing products tailored to meet customer demands, offering customized solutions for various noise control requirements. Our products are designed and fabricated according to the specific needs of our clients, ensuring optimal performance and efficiency. While we provide our services PAN India, our focus remains on delivering bespoke solutions that align with individual customer requirements. This customer-centric approach has enabled us to establish long-term relationships with our clients, who trust us to deliver high-quality, customized products that meet their unique needs.

We are committed to excellence and customer satisfaction through the use of the latest technology and continuous quality improvement. With a track record of over various successful projects in industries such as Oil & Gas, Manufacturing, Power Generation, Cement & Steel, Automobile, and Construction, ESL continues to expand both domestically and internationally.

To drive innovation and cost-effectiveness, our well-established R&D department employs computer-aided tools and efficient personnel. Our research activities focus on market research, continual product development, and improved product and production technologies.

#### **2. BUSINESS OPERATIONS**

With almost 2 decades of experience to back us we have come a long way since our inception in 2007. Founded with a dream to provide sound control products, Envirotech Systems has progressed much subsequently. Over time we have scaled up our manufacturing unit to include many new products and new solutions for sound attenuation. We have increased our product range to cater to new areas that need noise reduction solutions. We have ramped up our technical expertise and the size of our team to be able to handle a greater number of projects for more clients.

## • RESEARCH AND DEVELOPMENT

Our core belief at Envirotech Systems Limited has been to deliver the best product to the client. In order to do this, we ensure that we continue to improve on our products with the passage of time and incorporate new technologies and methods of working. We do our best to keep ahead of the technology and continue to lead the market.

**Latest technology:** Staying up to date with the latest break throughs and new inventions around the world is a part of what our research and development team does. We want to provide our clients with the latest technology products.

**Innovative concepts:** Our inventive team of R&D engineers take challenges seriously and work on them to come up with an innovative solution. At Envirotech Systems we feel compelled to find a way around every problem. This has led to some great inventions by our team.

**Improving existing products:** Integrate new concepts into our existing products to better their performance is something we constantly strive for.

**Variations of products:** There are times when certain products need a few adjustments to suit different situations. Instead of altering the same product to suit the situation we have created multiple products that are readily available for each different situation. We are constantly looking for ways to improve up on our line of products to gives our clients the advantage of a better option. Our research and development team also work at finding new ways to devise cost effective acoustic products and solutions.

## • MANUFACTURING FACILITY

We have a state-of-the-art manufacturing facility. We employ the latest techniques and all our equipment is hi-tech. Our factory work space area covers over 1,21,520 sq. ft. and comprises of a range of equipment for different purposes. Our factory sustains itself on the motivation of our workforce that work in a dedicated manner providing noise control measures to clients. Amongst our infrastructure we have the facility to manufacture different variations of steel. Steel is one of the core components we use for our noise reduction products. The different types of steel we make are stainless steel, carbon steel and alloy steel. This is done with the aid of a number of insulation materials such as rock wool, wool and others. We have a large section of our work space dedicated for welding and painting, including galvanizing. This area is also used for fabrication of large structures like acoustic containers and various acoustic panels. Our welders are adept at putting together a combination of different material to achieve the perfect sound reduction level. We have a full manufacturing setup and a huge list of machinery in our factory. Our manufacturing unit also comprises of a sound measuring and testing facility. Our products are tested at each stage of manufacture and also upon completion. This is to ensure that we supply our clients with the high-performance acoustic products.

## 3. Summary Of Key Financial Indicators (₹ Lakhs)

Particular	FY 2024-25	FY 2023-24	Variance (%)
Revenue from Operations	4,761.17	4,623.98	2.97
Other Income	459.94	63.97	619.04
Total Income	5,221.11	4,687.95	11.37
Total Expenses	3,381.20	3,127.77	8.10
Profit/(Loss) Before Tax	1,839.91	1,560.18	17.92
Profit/(Loss) After Tax	1,405.78	1,142.88	23.00
<b>EPS (₹)</b>	7.48	8.54*	(12.39)

\* The number of equity shares for FY 2025 increased due to the public issue. For a fair comparison, if the number of shares were kept at the same level, the EPS for FY 2024 would be 6.08. The % increase would be 23.05%

The Company posted a total income of ₹5,221.14 lakhs for FY 2024-25, representing a incline of approximately 11.37 % over the previous year. Revenue from operations contracted mainly due to reduced processing volumes and price pressures, while other income increased, backed by interest income from IPO proceeds.

Operating expenses and employee costs increased, reflecting inflationary wage hikes and provisions, notably a substantial provision for gratuity in alignment with actuarial valuation standards

### Financial Position & Liquidity

- Net Worth: Stood at ₹6,390.39 lakhs as of 31st March 2025.
- Reserves and Surplus: Increased due to receipt of securities premium from IPO and Profits from Business.
- Cash and Bank Balances: Significant increase to ₹376.56 lakhs as of year-end, mainly due to unutilized IPO proceeds placed in fixed deposits
- Current Ratio: Improved to 2.49 (previous year: 2.31), reflecting higher liquidity from IPO proceeds.
- Debt-Equity Ratio: Improved to 0.13 (previous year: 0.46), on account of significant repayment of debt using IPO funds.

The Company continues to uphold its reputation for ethical and transparent practices, thereby maintaining its status as a trusted service provider in this sector.

### 4. Capital Expenditure and Assets

Capital Work-in-Progress Ageing:

(Amount Rs.in '000)

As at 31st March, 2025

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years -	More than 3 years	
Projects in Progress	2,93,684.75	-	-	-	2,93,684.75
Projects Temporarily Suspended	-	-	-	-	-
<b>Total</b>	<b>2,93,684.75</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,93,684.75</b>

Intangible Assets under Development Ageing:

As at 31st March, 2025

Intangible Assets under Development	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	902.98	-	-	-	902.98
Projects Temporarily Suspended	-	-	-	-	-
<b>Total</b>	<b>902.98</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>902.98</b>

## 5. Key Financial Ratios

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance (if more than 25%)
Current Ratio	Current Assets	Current liabilities	2.49	2.31	7.60%	-
Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.13	0.46	-72.09%	There has been Fresh Equity fund raising through IPO resulting in sharp decrease in ratio.
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	1.54	30.88	-95.00%	There has been substantial reduction due to full repayment of long term debt out of IPO proceeds.
Return on Equity Ratio	Net profit after taxes- Preference dividend(if any)	Average Shareholder's Equity	22.00%	58.29%	-62.26%	There has been Fresh Equity fund raising through IPO resulting in sharp decrease in ratio.
Inventory turnover ratio	Revenue from operations	Average Inventory	16.69	39.96	-58.24%	The company has orders in hand & anticipates growth in sales due to operationalisation of its new factory, hence there is increase in average inventory, resulting in sharp decrease in ratio.
Trade Receivables turnover ratio	Revenue from operations	Average Accounts Receivable	2.08	3.09	-32.67%	The company has undertaken various orders with higher credit period, hence there is increase in average trade receivables, resulting in decrease in ratio.
Trade payables turnover ratio	Purchases	Average Trade Payables	10.23	6.27	63.20%	The company has bought materials in cash to take advantage of the cash discounts, hence there is increase in average trade payables, resulting in decrease in ratio.
Net Capital Turnover Ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	2.30	4.72	-51.31%	There has been increase in Inventory & Trade Receivables as mentioned above, hence there is increase in average trade payables, resulting in decrease in ratio.
Net Profit Ratio	Profit for the year	Revenue from operations	29.53%	24.72%	19.46%	-
Return on Capital Employed	Earnings before Interest and Taxes	Capital Employed	30.80%	62.43%	-50.67%	There has been Fresh Equity fund raising through IPO resulting in sharp decrease in ratio.

Detailed working of ratios is as per the financial statements and applicable regulatory requirements.

## **6. Opportunities And Threats**

### **Opportunities:**

- Expansion of the office network in India from IPO proceeds.
- New service models and digital transformation (software projects under development).
- Ability to leverage brand post-listing and enhance market presence.

### **Threats:**

- Adverse changes in global immigration regimes and policies.
- Heightened regulatory scrutiny and compliance requirements for listed entities.
- Exposure to macroeconomic volatility, foreign exchange movements, and geopolitical risks

## **7. Area Of Activities**

The Company is operating under a single segment:

### **Activities:**

Envirotech Systems Limited is one of the most renowned companies for its acoustic solutions. We lead the market with our large range of products and solutions that can cater to almost every acoustic need. Our capability to provide noise control solutions is spread over a number of domains.

Activities have contributed positively to the revenue streams during the period under review

## **8. Future Outlook**

- The Company plans to deploy unutilized IPO funds judiciously to achieve objected expansion, software capabilities, and working capital optimization.
- Management initiatives focus on improving operational efficiencies, cost controls, leveraging digital infrastructure, and adapting to sector trends.
- The Board, based on comprehensive going concern assessments, remains committed to restoring profitability and shareholder value in subsequent periods, contingent on improvements in market conditions.

## **9. Risks And Concerns**

The principal risks facing the Company are inherent to the nature of its business, including but not limited to:

- Unanticipated modifications in immigration rules and policy frameworks by the host countries;
- Any resurgence of global health crises or unforeseen emergencies;
- Dependency on third-party associates and vendors for certain ancillary services.

The Company has instituted an adequate risk management policy to monitor and mitigate identified risks on a continuous basis.

## **10. Internal Control Systems And Their Adequacy**

The Company has in place adequate internal financial controls commensurate with its size and scale of operations. These controls ensure that all assets are safeguarded and transactions are authorized, recorded, and reported correctly. The internal control systems are reviewed at regular intervals by the Internal Auditor and the Audit Committee to ensure operating effectiveness.

## **11. Human Resources And Industrial Relations**

The Company considers its human resources as a valuable asset and remains focused on training, upskilling, and retaining a competent workforce. The relations between the management and employees continued to be cordial and harmonious during the year under review.

## **12. Cautionary Statement**

Statements in this report describing the Company's objectives, projections, estimates, expectations, or predictions may constitute "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied due to economic, regulatory, market risks and future events beyond the Company's control. The above Management Discussion and Analysis should be read in conjunction with the Company's audited financial statements for the year ended 31st March, 2025 and notes thereon, and is prepared in compliance with applicable regulatory requirements, including Listing Regulations.

**Annexure - VI****Non-Applicability Of Regulation 27(2) Of Sebi (LODR) Regulations, 2015 Regarding Corporate Governance**

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This is to certify that in order to comply with Regulation 27(2) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Regulation 15 of Chapter IV SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, As “ENVIROTECH SYSTEMS LIMITED”, which has listed its securities on the SME Exchange. Therefore it is not required to submit the Corporate Governance Report for the Year ended on March 31st, 2025.

**By order of the Board of Directors.**  
**For ENVIROTECH SYSTEMS LIMITED**  
**(Formerly known as Envirotech Systems Private Limited)**

**Sd/-**  
**MANOJ KUMAR GUPTA**  
**(MANAGING DIRECTOR)**  
**DIN- 01187138**

**Sd/-**  
**SINDHU GUPTA**  
**(DIRECTOR)**  
**DIN-01190580**

**Place:** DELHI

**Date:** 04<sup>th</sup> September, 2025

**Annexure - V**

**Form No. AOC-2**

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

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

**1. Details of contracts or arrangements or transactions not at Arm's Length basis**

There were no contracts or arrangements or transactions entered in to during the year ended 31st March, 2025, which were not arm's length basis

Particular	FY 2024-25
(a) Name(s) of the related party and nature of relationship	NA
(b) Nature of contracts/arrangements/transactions	
(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(s) of approval by the Board	
(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 to section 188	NA

**2. Details of contracts or arrangements or transactions at Arm's Length basis**

There were no contracts or arrangements or transactions entered in to during the year ended 31st March, 2025, which were not arm's length basis.

**a) List of Related Parties and Relationships**

**A. Key Management Personnel**

<b>1. Sh. Manoj Kumar Gupta</b>	<b>Managing Director</b>
<b>2. Smt. Sindhu Gupta</b>	<b>Director</b>
<b>3. Mr Rakesh Gupta</b>	<b>Non- Executive Director</b>
<b>4. Ashok Kumar Shekhawat</b>	<b>Chief Financial Officer</b>
<b>5. Vikas Khanna</b>	<b>Chief Executive Officer</b>
<b>6. Pallvi Sharma</b>	<b>Company Secretary &amp; Compliance Officer</b>



## b) Related Party Transactions

There were no contracts or arrangements or transactions entered in to during the year ended 31st March, 2025, which were not arm's length basis

(Amount in Rs. Lakhs.)

Sr. No.	Nature of Transactions	Figures As At 31st March 2025	Figures As At 31st March 2024
<b>1.</b>	<b>Managerial Remuneration</b>		
	Mr. Manoj Kumar Gupta	30.00	30.00
	Ms. Sindhu Gupta	24.00	24.00
	Mr. Yash Gupta	-	4.50
	Mr. Ashok Kumar Shekhawat	15.60	3.30*
	Mr. Vikas Khanna	13.20	3.94*
	Ms. Pallvi Sharma	4.50	0.90*
<b>2.</b>	<b>LOAN TAKEN</b>		
	Sh. Manoj Kumar Gupta	265.74	107.92
	Ms. Sindhu Gupta	91.41	31.92
	Sh. Rakesh Gupta	11.00	45.00
<b>3.</b>	<b>LOAN REPAID</b>		
	Mr. Manoj Kumar Gupta	267.32	109.50
	Ms. Sindhu Gupta	94.77	35.29
	Mr. Rakesh Gupta	56.00	35.29
<b>4.</b>	<b>Outstanding Loan</b>		
	Mr. Manoj Kumar Gupta	-	158.18
	Ms. Sindhu Gupta	-	336.57
	Mr. Rakesh Gupta	-	4,500.00

\* Mr. Ashok Kumar Shekhawat, Mr. Vikas Khanna & Ms. Pallvi Sharma were appointed on their designation with effect from January 2024.

By order of the Board of Directors.

For ENVIROTECH SYSTEMS LIMITED

(Formerly known as Envirotech Systems Private Limited)

Sd/-  
**MANOJ KUMAR GUPTA**  
 (MANAGING DIRECTOR)  
 DIN- 01187138

Sd/-  
**SINDHU GUPTA**  
 (DIRECTOR)  
 DIN-01190580

Place: DELHI

Date: 04<sup>th</sup> September, 2025

# Independent Auditors' Report

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To

**The Members of Envirotech Systems Limited**  
**Report on the Audit of the Financial Statements**

## Opinion

We have audited the accompanying Financial Statements of Envirotech Systems Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss of Cash Flow Statement for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and Other Explanatory Notes for the year ended on that date (hereinafter referred to as “Financial Statements”). In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit and its cash flows for the year ended on that date.

## Basis for Opinion

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

## 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. We have determined that there are no key audit matters to communicate in our report.

## Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Financial statements and our auditors' report thereon. The other information as stated above is expected to be made available to us after the date of this auditors' report.

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 identified above when it becomes available, and, in doing so, consider whether the other information is materially inconsistent with the Financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

---

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial statements that give a true and fair view of the state of affairs (financial position), Profit or Loss (financial performance), and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## **Auditors' Responsibilities for the Audit of the Financial Statements**

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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 auditors' 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 Standard on Auditing (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 scepticism 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 Act, we are also responsible for expressing our opinion on whether the Company has 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 management;
- 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.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors’ 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 auditors’ report. However, future events or conditions may cause the Company to cease to continue as a going concern; and.

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 auditors’ 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**

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

ii. Further to our comments in the annexure referred to in the paragraph above, as required by Section 143(3) of the Act, we report that:

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

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

**c)** The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

**d)** In our opinion, the aforesaid Financial statements comply with the Accounting Standards specified under Section 133 of the Act

**e)** On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.;

**f)** With respect to the adequacy of the internal financial controls with reference to financial statements 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 control; and

**g)** With respect to the matter to be included in the Auditor’s Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.

**h)** With respect to the other matters to be included in the Auditors’ 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 does not have any pending litigations which would impact its financial position.;

**ii.** The Company did not have any material foreseeable losses against long-term contracts including derivative contracts and thereby requirement for making provision in this respect is not applicable to the Company;

**iii.** There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**IV a.** The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

**b.** The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
- Provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

**c.** Based on such audit procedures as 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.** The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

**Vi.** Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

**For, HCO & CO.**  
**Chartered Accountants**  
**Firm Registration No.: 001087C**

**Sd/-**  
**CA Neeraj Bansal**  
**Partner**  
**Membership No.: 400248**  
**UDIN: 25400248BMJPLU6117**  
**Place: New Delhi**  
**Date: 21-04-2025**

## ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

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**(Referred to in paragraph (i) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)**

**(i)**

**(a) (A)** The Company has maintained proper records showing full particulars, including quantitative details and situations of Property, Plant and Equipment.

**(B)** The Company has maintained proper records showing full particulars of Intangible assets under development.

**(b)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

**(c)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements 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 its Property, plant and equipment or Intangible assets under development or both 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 have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**(ii)**

**(a)** As explained to us & on the basis of the records examined by us, in our opinion, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

**(b)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks 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 made investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Accordingly, provisions of clause 3(iii)(a), 3(iii)(b), 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order are not applicable to the Company.

**(iv)** In our opinion, and according to the information and explanations given to us, the Company has no loan, investment, guarantees and security covered under Section 185 and 186 of the Companies Act 2013. Accordingly, the provision of clause 3(iv) of the order is not applicable.

**(v)** According to the information and explanations given to us, the company has not accepted deposits or amounts which are deemed to be deposits during the year. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.

**(vi)** As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.

**(vii)** (a) According to the information and explanations given to us, during the year, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Custom Duty, and other material statutory dues as applicable to it. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March 2025 for a period of more than six months from the date they became payable.

**(b)** According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.

**(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 relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

**(ix)** According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

**(a)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

**(b)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, term loans were applied for the purpose for which the loans were obtained.

**(c)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.

**(d)** The Company does not hold any investment in any subsidiary, associate or joint venture during the year ended 31 March 2025. Accordingly, clause 3(ix)(e) & 3(ix)(f) are not applicable.

**(x) (a)** Based on our audit procedures and according to the information given by the management, the company has raised money by way of initial public offer during the year and the same is applied for the purposes for which those are raised.

**(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 convertible debentures (fully, partially or optionally convertible) 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, no fraud by the company or any fraud on the company has been noticed or reported during the course of audit.

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

**(c)** According to the information and explanations given to us, no whistle blower complaints have been received by the company during the year.

**(xii)** The Company is not a Nidhi Company. Hence, reporting under clauses 3(xii) (a), (b) and (c) of the Order is not applicable to the Company.

**(xiii)** According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.

**(xiv)** (a) Based on information and explanations provided to us and our audit procedures, the company has an internal audit system commensurate with the size and nature of its business.

**(b)** We have considered the internal audit reports of the Company issued till date for the period under audit.

**(xv)** According to the information and explanations given to us and as represented to us by the management and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clauses 3(xv) of the Order is not applicable.

**(xvi)** According to the information and explanations given to us and based on our examination of the records of the Company:

**(a)** The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**(b)** The company has not conducted any Non- Banking Financial or Housing Finance activities during the year.

**(c)** The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

**(d)** The Group does not have any CIC.

Accordingly, clauses 3(xvi) (a), (b), (c) and (d) of the Order are not applicable.

**(xvii)** Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

**(xviii)** There has been resignation of the statutory auditors during the year as they were ineligible to proceed on account of not being a peer reviewed firm and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.

**(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, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For, HCO & CO.**  
**Chartered Accountants**  
**Firm Registration No.: 001087C**

**Sd/-**  
**CA Neeraj Bansal**  
**Partner**  
**Membership No.: 400248**  
**UDIN: 25400248BMJPLU6117**  
**Place: New Delhi**  
**Date: 21-04-2025**

## ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

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**(Referred to in paragraph (ii)(f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)**

### **Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

We have audited the internal financial controls with reference to financial statements of Envirotech Systems Limited (“the Company”) as at March 31, 2025 in conjunction with our audit of the Financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditors’ Responsibility**

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Our responsibility is to express an opinion on the Company’s internal financial controls 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 control with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

## Meaning of Internal Financial Controls with reference to financial statements

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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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial statements.

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

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

## Opinion

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In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements 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.

### For HCO & CO.

Chartered Accountants

Firm Registration No.: 001087C

Sd/-

**CA Neeraj Bansal**

Partner

Membership No.: 400248

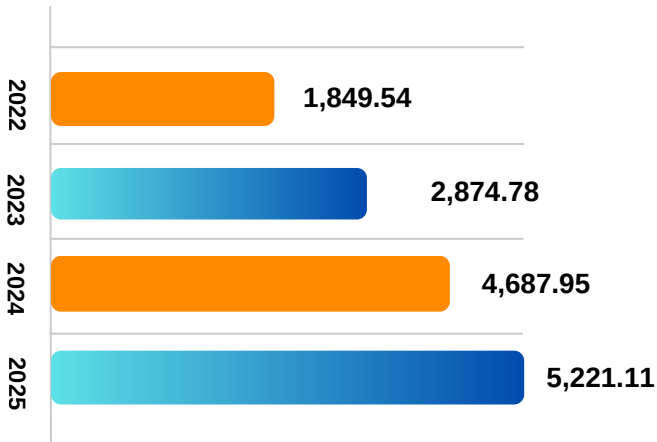
UDIN: 25400248BMJPLU6117

Place: New Delhi

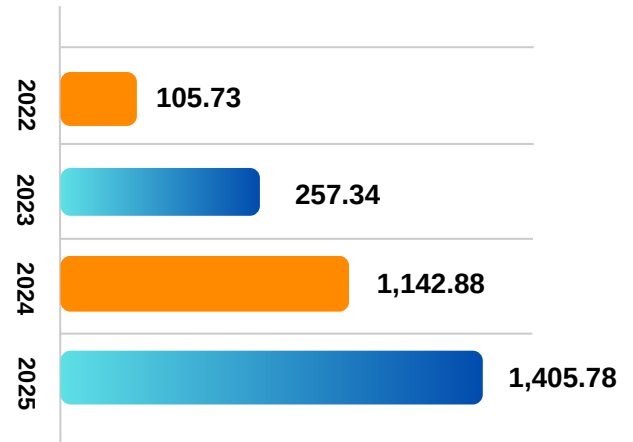
Date: 21-04-2025

# Financial Summary

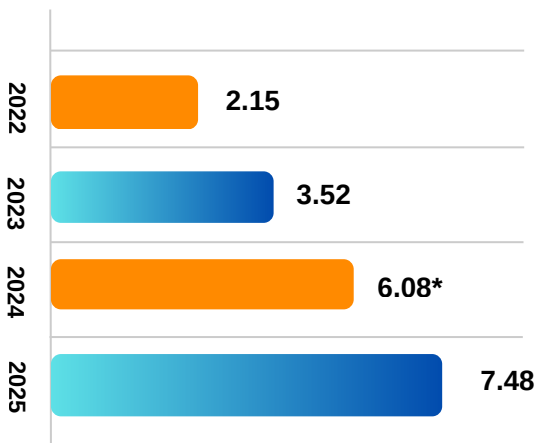
## Total Revenues(Rs. Lakhs)



## PAT (Rs Lakhs)

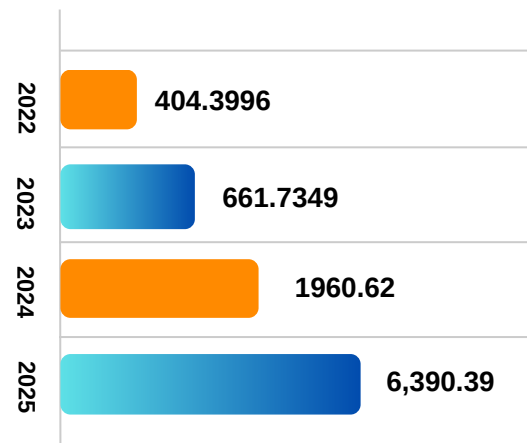


## Adjusted EPS\*

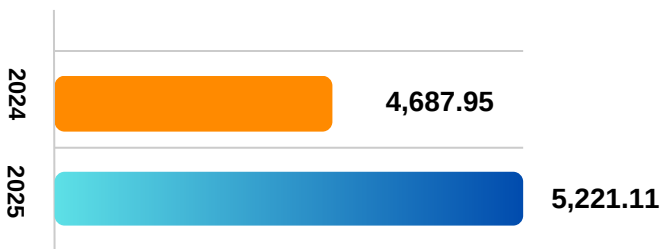


\*for fair comparison EPS calculated on present issued Share Capital

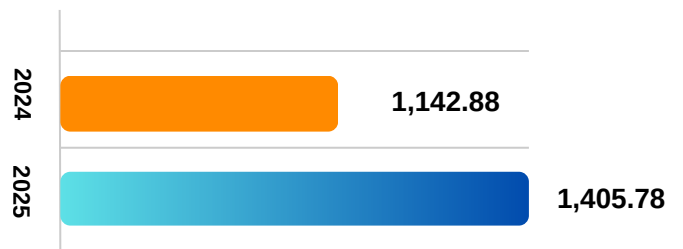
## Net Worth (Rs Lakhs)



## Total Revenues (Rs. Lakhs)



## PAT (Rs Lakhs)



(Formerly known as Envirotech Systems Pvt Ltd)

CIN: L31101DL2007PLC159075

**Balance Sheet As on 31<sup>st</sup> March ,2025**

(Amount Rs.in '000)

	Particulars	Notes	Figures As At 31st March 2025	Figures As At 31st March 2024
I	<b>EQUITY &amp; LIABILITIES</b>			
	<b>1) Shareholders' Fund</b>			
	(a) Share Capital	2	1,87,900.00	1,33,900.00
	(b) Reserves and Surplus	3	4,51,139.49	62,161.83
	(c) Money received against Share Warrants		-	-
	<b>(2) Share Application Money pending Allotment</b>		-	-
	<b>(3) Non-Current Liabilities</b>			
	(a) Long-Term Borrowings	4	-	65,712.87
	(b) Deferred Tax Liabilities (Net)		1,100.87	804.68
	(c) Other Long Term Liabilities		-	-
	(d) Long Term Provisions		-	-
	<b>(4) Current Liabilities</b>			
	(a) Short-Term Borrowings	5	81,660.12	24,049.74
	(b) Trade Payables			
	(A) Total outstanding dues of Micro Enterprises and Small Enterprises; and	6	2,585.84	339.03
	(B) Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	7	13,195.48	27,922.89
	(c) Other Current Liabilities	8	28,732.59	30,423.07
	(d) Short-Term Provisions	9	43,117.00	41,433.06
	<b>TOTAL (A)</b>		<b>8,09,431.39</b>	<b>3,86,747.17</b>
II	<b>ASSETS</b>			
	<b>(1) Non-Current Assets</b>			
	(a) Property, Plant & Equipments and Intangible Assets	10	90,061.70	99,521.92
	(i) Property, Plant and Equipments			
	(ii) Intangible Assets		2,93,684.75	-
	(iii) Capital Work-in-Progress		902.98	-
	(iv) Intangible Assets under Development		-	-
	(b) Non-Current Investments		-	-
	(c) Deferred Tax Assets (Net)		-	-
	(d) Long Term Loans and Advances	11	3,930.16	352.30
	(e) Other Non-Current Assets		-	-
	<b>(2) Current assets</b>			
	(a) Current Investments		-	-
	(b) Inventories	12	36,414.45	20,654.22
	(c) Trade Receivables	13	2,75,348.54	1,82,248.83
	(d) Cash and Cash Equivalents	14	37,656.54	2,214.85
	(e) Short-Term Loans and Advances	15	7,872.36	65,216.85
	(f) Other Current Assets	16	63,559.91	16,538.20
	<b>TOTAL (B)</b>		<b>8,09,431.39</b>	<b>3,86,747.17</b>

Significant Accounting Policies.

Notes forming part of Financial Statements.

Note No. 1 to 16 and 26 annexed hereto form integral part of the Balance Sheet.

**As per our report of even date.**

For HCO & CO.

CHARTERED ACCOUNTANTS

FRN 001087C

Sd/-

CA.NEERAJ BANSAL

(PARTNER)

(M. No. 400248)

UDIN: 25400248BMJPLU6117

Date: 21/04/2025

Place: Delhi

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

Sd/-

Mr. Manoj Kumar Gupta

(Managing Director )

(DIN-01187138)

Sd/-

Mr.Ashok Kumar Shekhawat

(Chief Financial Officer)

Sd/-

Ms. Sindhu Gupta

(Director )

(DIN-01190580)

Sd/-

Ms. Pallvi Sharma

(Company Secretary &  
Compliance Officer )

# M/s ENVIROTECH SYSTEMS LIMITED

(Formerly known as Envirotech Systems Pvt Ltd)

CIN: L31101DL2007PLC159075

## Statement of Profit & Loss for the year ended 31st March 2025

(Amount Rs.in '000)

	Particulars	Notes	Figures As At 31st March 2025	Figures As At 31st March 2024
I.	Revenue from Operations	17	4,76,116.74	4,62,397.94
II.	Other Income	18	45,994.42	6,397.04
III.	<b>TOTAL INCOME</b>		<b>5,22,111.16</b>	<b>4,68,794.99</b>
IV.	<b>Expenses:</b>			
	Cost of Materials Consumed	19	2,14,098.02	2,25,000.77
	Purchase of Stock-in-Trade		-	-
	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	20	(4,523.48)	(13,295.27)
	Employee Benefit Expense	21	57,776.60	41,265.38
	Financial Costs	22	13,155.05	7,900.08
	Depreciation and Amortization Expense	23	2,151.15	2,090.47
	Other Expenses	24	55,463.15	49,815.24
	<b>TOTAL EXPENSES</b>		<b>3,38,120.49</b>	<b>3,12,776.68</b>
V.	Profit before Exceptional and Extraordinary Items and Tax (III-IV)		1,83,990.68	1,56,018.31
VI.	Exceptional Items		-	-
VII.	Profit before Extraordinary Items and Tax (V-VI)		1,83,990.68	1,56,018.31
VIII.	Extraordinary Items		-	-
IX.	Profit before Tax (VII-VIII)		1,83,990.68	1,56,018.31
X.	Tax Expense:			
	(1) Current Tax		43,117.00	41,433.06
	(2) Deferred Tax		296.02	296.92
XI.	Profit(Loss) from the period from Continuing Operations		1,40,577.66	1,14,288.33
XII.	Profit/(Loss) from Discontinuing Operations		-	-
XIII.	Tax Expense of Discounting Operations		-	-
XIV.	Profit/(Loss) from Discontinuing Operations (XII- XIII)		-	-
XV.	Profit/(Loss) for the period (XI+XIV)		1,40,577.66	1,14,288.33
XVI.	<b>Earning per Equity Share:</b>	25		
	(1) Basic		7.48	8.54*
	(2) Diluted		7.48	8.54*

\*The number of equity shares for FY 2025 increased due to the public issue. For a fair comparison, if the number of shares were kept at the same level, the EPS for FY 2024 would be 6.08.

As per report of even date.  
For HCO & CO.  
CHARTERED ACCOUNTANTS  
FRN 001087C

Sd/-  
CA.NEERAJ BANSAL  
(PARTNER)  
(M. No. 400248)  
UDIN: 25400248BMJPLU6117  
Date: 21/04/2025  
Place: Delhi

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
Mr. Manoj Kumar Gupta  
(Managing Director )  
(DIN-01187138)

Sd/-  
Mr.Ashok Kumar Shekhawat  
(Chief Financial Officer)

Sd/-  
Ms. Sindhu Gupta  
(Director )  
(DIN-01190580)

Sd/-  
Ms. Pallvi Sharma  
(Company Secretary &  
Compliance Officer )

# M/s ENVIROTECH SYSTEMS LIMITED



(Formerly known as Envirotech Systems Pvt Ltd)

CIN: L31101DL2007PLC159075

Cash Flow Statements for the year ended 31st March 2025

(Amount Rs.in '000)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Cash Flows from Operating Activities</b>		
Net Profit Before Tax	1,83,990.68	1,56,018.31
Adjustments for Non Cash Expenses: Depreciation and Amortization Expense	2,151.15	2,090.47
<b>Working Capital Changes:</b>		
(Increase) / Decrease in Trade and Other Receivables	(93,099.71)	(65,275.51)
(Increase) / Decrease in Other Current Assets	(47,021.71)	(11,582.89)
Increase / (Decrease) in Other Current Liabilities	(1,690.48)	15,817.87
Increase / (Decrease) in Trade Payables	(12,480.60)	(16,802.91)
(Increase) / Decrease in Inventory	(15,760.23)	(18,165.60)
(Increase) / Decrease in Short Term Loans & Advances	57,344.48	(64,195.03)
Activities considered under Other Heads		
Interest Income	(2,219.50)	310.66
Income Tax Paid	(42,820.98)	(13,549.40)
Net Profit from Sale of Immovable Property	(38,758.08)	-
Loss on sale of Vehicle	208.86	-
<b>Net Cash Flow from/(Used in) Operating Activities (a)</b>	<b>(10,156.13)</b>	<b>(15,334.03)</b>
<b>Cash Flows from Investing Activities</b>		
Purchase of Fixed Assets	(2,85,890.55)	(1,711.90)
Other Income	2,219.50	3,628.78
Increase in Non Current Assets	(3,577.86)	19.85
Net Proceeds form Sale of Immovable Property	38,758.08	-
Loss on sale of Vehicle	(208.86)	-
<b>Net Cash Flow from/(Used in) Investing Activities (b)</b>	<b>(2,48,699.69)</b>	<b>1,936.73</b>
<b>Cash flows from Financing Activities</b>		
Proceeds from Long-Term Borrowings	(65,712.87)	(1,053.94)
Proceeds from Short-Term Borrowings	57,610.38	(795.35)
Equity Share Issued	54,000.00	3,900.00
Security Premium	2,48,400.00	11,700.00
<b>Net Cash Flow from/(Used in) Financing Activities (c)</b>	<b>2,94,297.51</b>	<b>13,750.72</b>
Net increase in Cash and Cash Equivalents (a)+(b)+(c)	35,441.69	353.42
Cash and Cash Equivalents at beginning of year	2,214.85	1,861.44
<b>Cash and Cash Equivalents at end of year</b>	<b>37,656.54</b>	<b>2,214.85</b>
<b>Components of Cash and Cash Equivalents:</b>		
Cash in hand	550.74	42.79
Cash at bank	-	157.83
Fixed Deposits	37,105.80	2,014.23
<b>Cash and Cash Equivalents as per Balance sheet at end of year</b>	<b>37,656.54</b>	<b>2,214.85</b>



**Note-**The above Cash Flow Statement is prepared in accordance with the “Indirect Method prescribed in AS 3 -Cash Flow Statements.

**As per report of even date  
For HCO & CO.  
CHARTERED ACCOUNTANTS  
FRN 001087C**

**Sd/-**

**CA.NEERAJ BANSAL  
(PARTNER)  
(M. No. 400248)  
UDIN: 25400248BMJPLU6117  
Date: 21/04/2025  
Place: Delhi**

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

**Sd/-**

**Mr. Manoj Kumar Gupta  
(Managing Director )  
(DIN-01187138)**

**Sd/-**

**Mr.Ashok Kumar Shekhawat  
(Chief Financial Officer)**

**Sd/-**

**Ms. Sindhu Gupta  
(Director )  
(DIN-01190580)**

**Sd/-**

**Ms. Pallvi Sharma  
(Company Secretary &  
Compliance Officer )**

## M/s ENVIROTECH SYSTEMS LIMITED

(Formerly known as Envirotech Systems Pvt Ltd)

CIN: L31101DL2007PLC159075

### NOTE-1 SIGNIFICANT ACCOUNTING POLICIES

#### 1.1 Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### 1.2 Presentation and Disclosure of Financial Statements

The Company has also reclassified/regrouped the previous year figures in accordance with the requirements applicable in the Current Year.

#### 1.3 Use of estimates

The preparation of Financial Statements requires the Management to make estimates and assumptions considered in the reported amounts of Assets and Liabilities (including Contingent Liabilities) as of the date of the Financial Statements and the reported Income and Expenses during the reporting period. Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. Future results could differ from these estimates.

#### 1.4 Property, Plant and Equipment (PPE):

Property, Plant and Equipment are stated at cost of acquisition/construction, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met, and directly attributable costs of bringing the asset to its working condition for the intended use. Subsequent expenditure related to PPE is capitalised 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.

#### Depreciation:

Depreciation on PPE is provided on the Straight Line Method (SLM) based on the useful lives prescribed under Schedule II of the Companies Act, 2013. The residual values, useful lives and method of depreciation are reviewed at each reporting date and adjusted prospectively, if required.

#### Capital Work-in-Progress (CWIP):

Expenditure incurred on assets which are not yet ready for their intended use at the Balance Sheet date is shown under Capital Work-in-Progress. Such costs are accumulated until the asset is ready for commercial use and are transferred to the appropriate category of PPE on completion.

#### Intangible Assets under Development:

Expenditure incurred on development of intangible assets not yet ready for their intended use is shown under Intangible Assets under Development. Such expenditure is accumulated until the development is complete and the asset is available for use, whereupon it is capitalised as an Intangible Asset in accordance with AS-26.

#### Intangible Assets:

Intangible assets are recognised when it is probable that the future economic benefits attributable to the assets will flow to the Company and the cost of the assets can be measured reliably. Intangible assets are stated at cost of acquisition/implementation less accumulated amortisation and impairment losses, if any. Amortisation is provided over the estimated useful life of the asset on a systematic basis consistent with the pattern of economic benefits expected to be derived from the asset.

### 1.5 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**Sale of Goods:** Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery, and no significant uncertainty exists regarding the amount of consideration and its ultimate collection.

**Interest Income:** Recognised on a time-proportion basis, taking into account the amount outstanding and the applicable interest rate.

**Other Income:** Recognised on accrual basis, except where ultimate collection is uncertain.

### 1.6 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined as follows:

Raw Materials, Stores & Spares: At cost, using Weighted Average method.

**Work-in-Progress:** At cost of materials, labour and a proportion of manufacturing overheads.

**Finished Goods:** At cost of materials, labour, related production overheads and excise duty, or net realisable value, whichever is lower.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and costs necessary to make the sale.

### 1.7 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of such assets.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

### 1.8 Employee Benefits

Short-term Employee Benefits: All employee benefits falling due wholly within twelve months of rendering the service are recognised in the period in which the employee renders the related service.

#### Post-employment Benefits:

Defined Contribution Plans: Contributions to provident fund and other defined contribution schemes are recognised as an expense when employees have rendered service entitling them to the contribution.

Defined Benefit Plans: The Company's liability towards gratuity is charged off in the books as and when the same are paid by the company.

Other Long-term Employee Benefits: Liabilities such as earned leave encashment are charged off in the books as and when the same are paid by the company.

### 1.9 Income Taxes:

Tax expense for the year comprises current tax and deferred tax.

#### Current Tax:

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of the Income-tax Act, 1961, and is based on the taxable profit for the year. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

#### Deferred Tax:

Deferred tax is recognised on timing differences between the accounting income and taxable income for the year, using the tax rates and laws that have been enacted or substantively enacted as at the reporting date. Deferred tax liabilities are generally recognised for all taxable timing differences. Deferred tax assets are recognised to the extent that there is reasonable certainty that sufficient future taxable income will be available to realise such assets. In the case of unabsorbed depreciation and carried forward tax losses, deferred tax assets are recognised only if there is virtual certainty, supported by convincing evidence, of realisation of such assets.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient taxable income will be available to allow all or part of the deferred tax asset to be realised.

Deferred tax assets and deferred tax liabilities are offset if there is a legally enforceable right to set off current tax assets against current tax liabilities, and the deferred tax assets and liabilities relate to income taxes levied by the same tax authority. The tax expense (current and deferred) is recognised in the Statement of Profit and Loss.

### **1.10 Provisions, Contingent Liabilities and Contingent Assets**

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. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or the amount cannot be reliably estimated.

Contingent assets are not recognised in the financial statements. However, they are disclosed when the inflow of economic benefits is probable.

### **1.11 Cash and Cash Equivalents**

Cash and cash equivalents comprise cash on hand, balances with banks, and short-term fixed deposits with original maturities of three months or less, which are subject to insignificant risk of changes in value and readily convertible into known amounts of cash.

### **1.12 Earnings per Share**

Basic Earnings per Share is computed by dividing the net profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted Earnings per Share is computed by adjusting the net profit or loss attributable to equity shareholders and the weighted average number of shares outstanding, for the effects of all dilutive potential equity shares.

The weighted average number of shares is computed based on the number of equity shares outstanding at the beginning of the year, adjusted by shares issued/bought back during the year multiplied by a time-weighting factor (number of days outstanding during the year as a proportion of total number of days in the year).

### **1.13 Extraordinary and Exceptional Items**

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company and are not expected to recur frequently or regularly are classified as Extraordinary Items and are disclosed separately in the Statement of Profit and Loss.

Income or expenses arising from ordinary activities of the Company which are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the period are disclosed as Exceptional Items in the Statement of Profit and Loss.

On certain occasions, the size, type or incidence of an item of Income or Expense, pertaining to the Ordinary activities of the Company, is such that its' disclosure improves an understanding of the performance of the Company. Such Income or Expense is classified as an exceptional Item and accordingly disclosed in the notes forming part of Financial Statements.

### **1.14 Foreign Currency Transactions**

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

Monetary Items: Foreign currency monetary assets and liabilities outstanding at the Balance Sheet date are translated at the exchange rate prevailing on that date. The resultant exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary Items: Non-monetary items carried at historical cost are reported using the exchange rate at the date of the transaction; non-monetary items carried at fair value are reported using the exchange rate at the date when the fair value was determined.

## NOTE-2 SHARE CAPITAL

### i) Share Capital Authorised, Issued and Subscribed

(Amount Rs.in '000)

Particulars		Figures As At 31st March 2025	Figures As At 31st March 2024
Authorised Share Capital 2,00,00,000 Equity Shares Of Rs. 10/- Each.		2,00,000.00	2,00,000.00
Issued, Paid-Up & Subscribed Share Capital 1,87,90,000 (Previous Year 1,33,90,000) Equity Shares Of Rs. 10/- Each		1,87,900.00	1,33,900.00
<b>Total Issued, Subscribed and Paid Up Capital</b>		<b>1,87,900.00</b>	<b>1,33,900.00</b>

### ii) Terms / Rights attached to Equity Capital

The Company has only one class of Equity Shares having par value of Rs. 10.00 per Share. Members of the Company holding Equity Shares therein have a right to vote, on every Resolution placed before the Company and right to receive the dividend. The voting rights on a poll is in proportion to the share of the paid up Equity Capital of the Company held by the Shareholders.

### iii) Reconciliation of the Equity Shares outstanding at the beginning and at the end of the year

(Amount Rs.in '000)

Particulars	Figures as at 31st March 2025		Figures as at 31st March 2024	
	No. of Shares	Total Face Value	No. of Shares	Total Face Value
Shares Outstanding at the beginning of the year	1,33,90,000	1,33,900.00	5,00,000	5,000.00
Shares Issued during the year	-	-	1,25,00,000	1,25,000.00
-Bonus Shares	-	-	3,90,000	3,900.00
-Private Placement	54,00,000	54,000.00	-	-
-IPO Proceeds (NSE SME IPO)				
<b>SHARES OUTSTANDING AT THE END OF THE YEAR</b>	<b>1,87,90,000</b>	<b>1,87,900.00</b>	<b>1,33,90,000</b>	<b>1,33,900.00</b>

### iv) The details of shareholders holding more than 5% shares in the Company

Name Of Share Holders	Figures as at 31st March 2025			Figures as at 31st March 2024		
	No. of Shares	% of Holding	Total Face Value	No. of Shares	% of Holding	Total Face Value
Sh. Manoj Kumar Gupta	91,47,650	48.68%	91,476.50	91,47,650	68.32%	91,476.50
Smt. Sindhu Gupta	37,70,000	20.06%	37,700.00	37,70,000	28.16%	37,700.00

iv) The Company has issued the following bonus shares during the last five financial years immediately preceding the reporting date:

Year of Issue	Ratio of Bonus Issue	No. of Equity Shares	Source of Bonus Issue
2023-24	25:1 (Twenty five for every one share held)	1,25,00,000	Free Reserves

Apart from the above, no bonus shares were issued in any other year during the preceding five years.

v) Details of promoters shareholdings

S.No.	Promoter Name	Shares held at end of the years		Shares held at beginning of the year		% change during the year
		No. of Equity shares	% of total shares	No. of Equity shares	% of total shares	
1.	Sh. Manoj Kumar Gupta	91,47,650	48.68%	91,47,650	68.32%	0.00%
2.	Smt. Sindhu Gupta	37,70,000	20.06%	37,70,000	28.16%	0.00%

Note: During FY 2024-25, the Company issued 54,00,000 equity shares through an NSE SME IPO, increasing the total paid-up equity share capital from 1,33,90,000 shares to 1,87,90,000 shares. No promoter shares were sold or allotted during the year; hence, the % change (on number of shares) = 0.00%, although each promoter's % of total shares decreased due to the enlarged base.

### NOTE-3 RESERVES & SURPLUS

(Amount Rs.in '000)

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2025
<b>A.</b>	<b>Security Premium</b>		
	Opening Balance	11,700.00	-
	(+) Current Year Transfer	2,48,400.00	11,700.00
	(-) Written Back in Current Year	-	-
	<b>Closing Balance</b>	<b>2,60,100.00</b>	<b>11,700.00</b>
	<b>Surplus</b>		
	Opening balance	50,461.83	61,173.50
	(+) Net Profit/(Net Loss) For the current year	1,40,577.66	1,14,288.33
	(+) Transfer from Reserves	-	-
	(-) Interim Dividends	-	-
	(-) Issue Bonus Shares	-	(1,25,000.00)
	<b>Closing Balance</b>	<b>1,91,039.49</b>	<b>50,461.83</b>
		<b>4,51,139.49</b>	<b>62,161.83</b>

**NOTE-4 LONG TERM BORROWINGS**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2025
A.	<b>Secured Loan :</b>		
	<b>Term Loans from bank</b>		
	Standard Chartered Bank A/C *****2056	-	29,120.82
	Standard Chartered Bank A/C*****3146	-	31,597.30
B.	<b>Unsecured Loan :</b>		
	<b>Loans and advances from related parties</b>		
	Sh. Manoj Kumar Gupta	-	158.18
	Smt. Sindhu Gupta	-	336.57
	Sh. Rakesh Gupta	-	4,500.00
		-	<b>65,712.87</b>

**Note-** The Company had outstanding at the beginning of the year certain secured term loans from banks (secured by mortgage of property) carrying variable interest at 8.80% & 9% respectively and repayable in instalments, as well as interest free unsecured loans from directors. All such borrowings were fully repaid during the year, and no long-term borrowings were outstanding as at the Balance Sheet date.

**NOTE-5 SHORT TERM BORROWINGS**

(Amount Rs.in '000)

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2025
A.	<b>Secured Loan :</b>		
	<b>Loans repayable on demand from banks</b>		
	Yes Bank Ltd CC A/c ****0857	-	4,116.79
	Yes Bank Ltd OD A/c ****0821	18,589.04	19,932.94
	HDFC Bank Limited CC A/c ***967	62,968.88	-
B.	<b>Unsecured Loan</b>		
	Loans from Others	102.19	0.01
		<b>81,660.12</b>	<b>24,049.74</b>

**NOTE-6 TRADE PAYABLES (DUES TO MICRO ENTERPRISES AND SMALL ENTERPRISES)**

(Amount Rs.in '000)

S.No.	Particulars	Outstanding Period from the due date of payment					Figures as at 31st March 2025
		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years due	
1.	Dues for MSME	1,221.64	1,364.20	-	-	-	2,585.85
2.	Disputed Dues-MSME	-	-	-	-	-	-
		<b>1,221.64</b>	<b>1,364.20</b>	-	-	-	<b>2,585.85</b>

S.No.	Particulars	Outstanding Period from the due date of payment					Figures as at 31st March 2024
		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years due	
1.	Dues for MSME	75.35	263.68	-	-	-	339.03
2.	Disputed Dues-MSME	-	-	-	-	-	-
		<b>75.35</b>	<b>263.68</b>	-	-	-	<b>339.03</b>

The disclosure pursuant to the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) for dues to micro enterprises and small enterprises as at March 31, 2025 and 2024 is as under:

(Amount Rs.in '000)

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Dues remaining unpaid to any supplier -Principal -Interest on the above	1,364.20	263.68
2.	Amount of interest paid in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
3.	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
4.	Amount of interest accrued and remaining unpaid.	-	-
5.	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006.	-	-

**Note-** The dues remaining unpaid to the creditors are either on account of non-adherence to specific regulation by the creditors or disagreement regarding quantity/quality of goods/services.

**NOTE-7 TRADE PAYABLES (DUES TO OTHERS)**

(Amount Rs.in '000)

S.No.	Particulars	Outstanding Period from the due date of payment					Figures as at 31st March 2025
		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years due	
1.	Others	-	12,285.39	-	910.09	-	13,195.48
2.	Disputed Dues-Others	-	-	-	-	-	-
		-	<b>12,285.39</b>	-	<b>910.09</b>	-	<b>13,195.48</b>

S.No.	Particulars	Outstanding Period from the due date of payment					Figures as at 31st March 2024
		Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years due	
1.	Others	-	23,812.34	4,110.55	-	-	27,922.89
2.	Disputed Dues-Others	-	-	-	-	-	-
			<b>23,812.34</b>	<b>4,110.55</b>	-	-	<b>27,922.89</b>



**NOTE-8 OTHER CURRENT LIABILITIES**

(Amount Rs.in '000)

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Advances from Customers	6,760.92	18,116.57
2.	Expenses Payable	4,387.96	2,854.79
3.	Directors Remuneration Payable	365.00	41.18
4.	Audit Fee Payable	120.60	125.00
5.	EPF Payable	318.08	223.94
6.	ESIC Payable	31.82	29.84
7.	TDS Payable	324.48	423.56
8.	GST Payable	14,802.53	6,587.23
9.	Security Deposit Payable	1,000.00	1,410.00
10.	Bonus Payable	621.21	610.99
		<b>28,732.59</b>	<b>30,423.07</b>

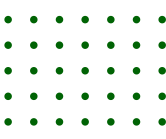
**NOTE-9 SHORT TERM PROVISIONS**

(Amount Rs.in '000)

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Provision for Income Tax	43,117.00	41,433.06
		<b>43,117.00</b>	<b>41,433.06</b>

**NOTE-10: PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS**

Assets	Gross Block			Accumulated Depreciation/ Amortisation				Net Block	
	Balance as at 1st April 2024	Additions during the year	Deletion during the year	Balance as at 31st March 2025	Balance as at 1st April 2024	Provided during the year	Deletion / adjustment during the year	Balance as at 31st March 2025	Balance as at 31st March 2024
<b>A. Tangible assets</b>									
<b>Own Assets</b>									
Building	54,295.28	-	5,635.00	48,660.28	24,871.75	893.73	3,150.73	22,614.75	29,423.53
Plant & Machinery	6,880.59	-	-	6,880.59	6,031.77	136.58	-	6,168.35	848.82
Furniture	149.18	398.68	-	547.86	139.85	11.62	-	151.47	9.33
Office Equipment	1,288.38	434.67	1,288.38	434.67	1,223.08	31.11	1,223.08	31.11	65.29
Computer	1,496.64	846.52	-	2,343.15	1,322.62	187.04	-	1,509.66	174.02
Vehicle	5,037.46	2,431.93	1,327.00	6,142.39	1,116.56	891.08	836.50	1,171.13	3,920.90
Land	65,080.02	4,935.10	13,315.89	56,699.23	-	-	-	-	65,080.02
<b>Total (A)</b>	<b>1,34,227.54</b>	<b>9,046.89</b>	<b>21,566.27</b>	<b>1,21,708.16</b>	<b>34,705.62</b>	<b>2,151.15</b>	<b>5,210.31</b>	<b>31,646.46</b>	<b>99,521.92</b>
<b>B. Capital work in progress</b>									
Factory	-	1,50,133.26	-	1,50,133.26	-	-	-	-	-
Plant & Machinery	-	53,544.48	-	53,544.48	-	-	-	-	-
Land	-	0,007.00	-	90,007.00	-	-	-	-	-
Total (B)	-	2,93,684.75	-	2,93,684.75	-	-	-	-	-
<b>C. Intangible assets under Development</b>									
SAP Software	-	902.98	-	902.98	-	-	-	-	-
Total (C)	-	902.98	-	902.98	-	-	-	-	-
<b>Current Year Total (A + B + C)</b>	<b>1,34,227.54</b>	<b>3,03,634.62</b>	<b>21,566.27</b>	<b>4,16,295.88</b>	<b>34,705.62</b>	<b>2,151.15</b>	<b>5,210.31</b>	<b>31,646.46</b>	<b>99,521.92</b>
Previous Year Total	1,32,515.64	1,711.90	-	1,34,227.54	32,615.15	2,090.47	-	34,705.62	99,521.92



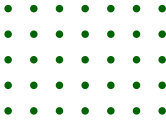
**Capital Work-in-Progress Ageing:  
As at 31st March, 2025**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years -	More than 3 years	
Projects in Progress	2,93,684.75	-	-	-	2,93,684.75
Projects Temporarily Suspended	-	-	-	-	-
<b>Total</b>	<b>2,93,684.75</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,93,684.75</b>

**Intangible Assets under Development Ageing:**

As at 31st March, 2025

Intangible Assets under Development	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	902.98	-	-	-	902.98
Projects Temporarily Suspended	-	-	-	-	-
<b>Total</b>	<b>902.98</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>902.98</b>



**NOTE-11 OTHER NON CURRENT ASSETS**

(Amount Rs.in '000)

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Security Deposit -Indraprasth Gas Ltd	640.96	42.07
2.	Electricity Board -Security Deposit	103.70	72.65
3.	Margin Money	190.42	217.58
4.	Security Deposit - CDSL & NSDL	20.00	20.00
5.	Security Receivable -Tenders & Other	875.08	0.00
6.	Advance to IIT for R&D & Testing	2,100.00	0.00
		<b>3,930.16</b>	<b>352.30</b>

**NOTE-12 INVENTORIES**

(Amount Rs.in '000)

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Raw Material	16,831.00	5,594.25
2.	Work in Progress	10,191.95	5,592.97
3.	Finished Goods	9,391.50	9,467.00
		<b>36,414.45</b>	<b>20,654.22</b>

**NOTE-13 TRADE RECEIVABLES (UNSECURED)**
**(Amount Rs.in '000)**

S.No.	Particulars	Outstanding for following periods from due date of payment					Figures as at 31st March 2025
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
1	Undisputed - Considered Good	1,90,313.62	17,504.06	54,891.92	10,364.06	-	2,73,073.66
2	Undisputed - Considered Doubtful	-	-	-	689.19	1,585.69	2,274.88
3	Disputed- Considered Good	-	-	-	-	-	-
4	Disputed- Considered Doubtful	-	-	-	-	-	-
		<b>1,90,313.62</b>	<b>17,504.06</b>	<b>54,891.92</b>	<b>11,053.25</b>	<b>1,585.69</b>	<b>2,75,348.54</b>

S.No.	Particulars	Outstanding for following periods from due date of payment					Figures as at 31st March 2024
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
1	Undisputed - Considered Good	1,38,473.85	31,475.25	11,404.19	-	-	1,81,353.29
2	Undisputed - Considered Doubtful	-	-	206.35	-	-	206.35
3	Disputed- Considered Good	-	-	689.19	-	-	689.19
4	Disputed- Considered Doubtful	-	-	-	-	-	-
		<b>1,38,473.85</b>	<b>31,475.25</b>	<b>12,299.73</b>	<b>-</b>	<b>-</b>	<b>1,82,248.83</b>

**NOTE-14 CASH & CASH EQUIVALENTS**
**(Amount Rs.in '000)**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Cash on Hand	550.74	42.79
2.	Balances with banks:		
	-In current accounts		
	a) PNB Bank	-	16.26
	b) HDFC**0990	-	0.65
	c) Yes Bank***1047	-	1.50
	-Debit balance in Cash Credit		
	a) HDFC****967	-	139.42
3.	Fixed Deposit:		
	With HDFC Bank	5,328.88	-
	With Yes Bank	31,776.92	2,014.23
		<b>37,656.54</b>	<b>2,214.85</b>

**NOTE-15 SHORT TERM LOANS & ADVANCES**
**(Amount Rs.in '000)**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
	<b>Unsecured (considered good)</b>		
1.	Advance to Suppliers	4,861.92	1,160.20
2.	Advance to Staff	3,010.44	406.64
3.	Advance against Properties	-	63,650.00
		<b>7,872.36</b>	<b>65,216.85</b>

**NOTE-16 OTHER CURRENT ASSETS**
**(Amount Rs.in '000)**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Advance Tax	33,200.00	11,000.00
2.	TDS Receivable	2,976.13	2,458.31
3.	TCS Receivable	33.69	91.09
4.	Duty Drawback	157.64	157.64
5.	GST Input Credit	-	194.94
6.	Unamortised IPO expenses	27,192.45	2,636.22
		<b>63,559.91</b>	<b>16,538.20</b>

**NOTE-17 REVENUE FROM OPERATIONS**
**(Amount Rs.in '000)**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Sales of products	4,67,749.15	4,50,197.60
2.	Other operating revenues- Installation Charges	8,367.59	12,200.34
		<b>4,76,116.74</b>	<b>4,62,397.94</b>

**NOTE-18 OTHER INCOME**
**(Amount Rs.in '000)**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Building Hire Charges	5,140.00	5,741.30
2.	Accrued Interest on FDR	2,219.50	310.66
3.	Dutydraw Back Exports	-	40.99
4.	Exchange Difference	(123.16)	277.34
5.	E-Commerce Commission & Others	-	26.75
6.	Profit on sale of Immovable Property	38,758.08	-
		<b>45,994.42</b>	<b>6,397.04</b>

**NOTE-19 COST OF MATERIAL CONSUMED**
**(Amount Rs.in '000)**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Raw Material	5,594.25	723.92
	Opening Stock	2,25,334.77	2,29,871.10
	Add: Purchases	2,30,929.02	2,30,595.02
	Less: Closing Stock	16,831.00	5,594.25
		<b>2,14,098.02</b>	<b>2,25,000.77</b>

**NOTE-20 CHANGES IN INVENTORIES**
**(Amount Rs.in '000)**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
	<b>Opening Stock</b>		
	Work in Progress	5,592.97	830.42
	Finished Goods	9,467.00	934.28
	<b>Less: Closing Stock</b>		
	Work in Progress	10,191.95	5,592.97
	Finished Goods	9,391.50	9,467.00
		<b>(4,523.48)</b>	<b>(13,295.27)</b>

**NOTE-21 EMPLOYEES BENEFIT EXPENSES**
**(Amount Rs.in '000)**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Director Remuneration	5,400.00	5,850.00
2.	Salary & Wages	47,681.08	31,310.59
3.	Bonus & Ex-Gratia Employee's Benefits	649.03	958.01
4.	Employer's contribution to ESIC	242.38	256.92
5.	Employer's contribution to EPF	1,719.82	1,302.89
6.	Employee Gratuity Expenses	350.31	-
7.	Leave encashment Expenses	53.32	-
8.	Worker Compensation Insurance	54.16	-
9.	Premium	530.50	542.29
10.	Staff Welfare	1,096.01	1,044.68
	Worker Welfare		
		<b>57,776.60</b>	<b>41,265.38</b>

**NOTE-22 FINANCE COST**
**(Amount Rs.in '000)**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Bank Charges & Documentation Charges	1,751.22	1,097.93
2.	Credit Card -Service Charges	66.86	21.47
3.	Interest on CC/OD Limit	6,642.66	2,270.17
4.	Interest on S/Loans	4,694.32	4,268.14
5.	Interest on Unsecured Loans	-	242.37
		<b>13,155.05</b>	<b>7,900.08</b>

**NOTE-23 DEPRECIATION AND AMORTISATION EXPENSES**
**(Amount Rs.in '000)**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Depreciation	2,151.15	2,090.47
		<b>2,151.15</b>	<b>2,090.47</b>

**NOTE-24 OTHER EXPENSES**
**(Amount Rs.in '000)**

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1	Auditors' Remuneration	160.00	125.00
2	Advertisement Expenses	198.27	160.50
3	Business Promotion Expenses	995.05	218.11
4	Cartage Expenses	6,619.87	11,886.50
5	Clearing, Loading, Unloading & Forwarding charges	1,080.18	654.12
6	Commission Expenses	-	270.00
7	Commission Paid on Sales	128.90	304.34
8	Communication Expenses	188.21	139.87
9	Courier & Cargo Charges	3,759.17	3,796.97
10	CSR Activity Expenses	1,375.00	-
11	Donation Expenses	11.00	-
12	Electricity Expenses	1,199.56	1,058.90
13	GST Paid on RCM	510.43	907.91
14	GST Penalty	-	298.80
15	Insurance Expenses	200.06	365.16
16	Interest on Income Tax	685.57	696.72
17	Interest on TDS & GST	22.29	48.60
18	IPO Expenses Expensed off	3,460.75	659.06
19	Job Work	436.97	653.79
20	Legal Charges	140.00	15.00
21	Loss on Assets written off	65.30	-
22	Loss on sale of Vehicle	205.86	-
23	Miscellaneous Expenses	18.40	1.40
24	Office & Factory Expenses	879.92	277.16
25	Packing Expenses	1,002.59	
26	Pooja & Festival Expenses	283.01	200.81
27	Post Listing Expenses	343.50	-
28	Power & Fuel, Diesel & Generator Charges	1,388.32	1,227.74
29	Printing & Stationery	210.28	247.91
30	Professional & Consultancy Charge	5,317.99	1,477.95
31	Rebate & Discounts	1,585.05	700.82
32	Rent	777.87	235.00
33	Repair & Maintenance Expenses	1,066.55	961.38
34	ROC Filing Fee	35.70	43.92
35	Service & Installation charges	7,847.51	8,840.88
36	Site Expenses	6,586.22	8,583.92
37	Stores & Consumables	401.23	228.74
38	Tendering Fees Expenses	510.37	-
39	Testing & Laboratory Charges	147.50	645.38
40	Travelling & Conveyance Expenses	4,037.95	2,828.15
41	Vehicle Runing & Maintainance	615.68	546.10
42	Web Site Developing & Subscription Renewal Charges	965.09	508.66
		<b>55,463.15</b>	<b>49,815.24</b>



## NOTE-25 EARNINGS PER SHARE

S.No.	Particulars	Figures as at 31st March 2025	Figures as at 31st March 2024
1.	Face Value per Equity Share (₹)	10.00	10.00
2.	Basic and Diluted Earnings per Share (₹)	7.48	8.54
3.	Profit/(Loss) for the year used as numerator for calculating EPS (₹ in '000')	1,40,577.66	1,14,288.33
4.	Weighted Average number of Equity Shares used as denominator for calculating EPS	1,87,90,000	1,33,90,000

## NOTE-26 NOTES ON FINANCIAL STATEMENTS

### 26.1 Disclosure pursuant to Accounting Standard (AS) 15 Revised "Employees Benefits"

#### i) Defined Contribution Plans

The Company makes contributions towards Provident Fund and Employee State Insurance Corporation (ESIC) which are defined contribution plans.

The Company has no further obligation beyond its monthly contributions, which are charged to the Statement of Profit and Loss.

Employer's Contribution to Provident Fund: ₹ 1719.82 ('000) (Previous Year: ₹ 1302.89 ('000))

Employer's Contribution to ESIC: ₹ 242.38 ('000) (Previous Year: ₹ 256.92 ('000))

#### ii) Defined Contribution Plans (Gratuity)

The Company's liability towards gratuity is charged off in the books as and when the same are paid by the company. The same amounts to ₹ 350.31 ('000') for the current year.

#### iii) Other Long-Term Employee Benefits

Liabilities such as earned leave encashment are charged off in the books as and when the same are paid by the company. The same amounts to ₹ 53.32 ('000') for the current year.

#### iv) Short-Term Employee Benefits

Short-term employee benefits such as salaries, wages, bonus, ex-gratia, performance incentives, and staff welfare are recognized as an expense in the Statement of Profit and Loss in the period in which the employee renders the related service.

### 26.2 Segment Reporting: Accounting Standard-17

The Company operates mainly in the business segment of manufacturing of Acoustic Enclosures, Acoustic Wooden Partion and Acoustic Chambers. Further, all activities are carried out within India. As such, there are no separate reportable segments as per the provisions of Accounting Standard (AS) 17 on 'Segment Reporting'.

**26.3** The Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded.

#### 26.4 Useful life of Assets for calculating depreciation is as follows:

Assets	Useful life in years
Building	30
Plant & Equipment	15
Furniture & Fixtures	10
Office & Equipment	5
Computers & Printers	3
Motor Vehicles	8

#### 26.5 Related Party Disclosures: Accounting Standard-18

a) List of Related Parties and Relationships	
<b>A.Key Management Personnel</b>	
1. Mr. Manoj Kumar Gupta	Managing Director
2. Ms. Sindhu Gupta	Director
3. Mr. Rakesh Gupta	Non- Executive Director
4. Mr. Ashok Kumar Shekhawat	Chief Financial Officer (CFO)
5. Mr. Vikas Khanna	Chief Executive Officer (CEO)
6. Ms. Pallvi Sharma	Company Secretary & Compliance Officer

#### b) Related Party Transactions

Sr. No.	Nature of Transactions	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>1. Managerial Remuneration</b>	Mr. Manoj Kumar Gupta	3,000.00	3,000.00
	Ms. Sindhu Gupta	2,400.00	2,400.00
	Mr. Yash Gupta	-	450.00
	Mr. Ashok Kumar Shekhawat	1,560.00	330.00*
	Mr. Vikas Khanna	1,320.00	393.60*
	Ms. Pallvi Sharma	450.00	90.00*
	<b>2. Loan Taken</b>		
Mr. Manoj Kumar Gupta	26,573.50	10,792.32	
Ms. Sindhu Gupta	9,140.43	3,192.43	
Mr. Rakesh Gupta	1,100.00	4,500.00	
<b>3. Loan Repaid</b>	Mr. Manoj Kumar Gupta	26,731.68	10,950.50
	Ms. Sindhu Gupta	9,477.00	3,529.00
	Mr. Rakesh Gupta	5,600.00	-
<b>4. Outstanding Loan</b>	Mr. Manoj Kumar Gupta	-	158.18
	Ms. Sindhu Gupta	-	336.57
	Mr. Rakesh Gupta	-	4,500.00

\*Mr. Ashok Kumar Shekhawat, Mr. Vikas Khanna & Ms. Pallvi Sharma were appointed on their designation with effect from January 2024.

#### 26.6 Contingent Liabilities and Commitments

- There are no claims against the Company which are not acknowledged as debts.
- The Company has no contracts remaining to be executed on capital account.

**26.7** Public Issue for the 54,00,000 Equity shares was made @ 56/- Per Share in which include Rs 46/- as premium by the Company during the Financial Year 2024-25

**26.8** Provision for Income Tax has been made in accordance with provisions of Income Tax Act, 1961.

## 26.9 Disclosure of Analytical Ratios

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance (if more than 25%)
Current Ratio	Current Assets	Current liabilities	2.49	2.31	7.60%	-
Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.13	0.46	-72.09%	There has been Fresh Equity fund raising through IPO resulting in sharp decrease in ratio.
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	1.54	30.88	-95.00%	There has been substantial reduction due to full repayment of long term debt out of IPO proceeds.
Return on Equity Ratio	Net profit after taxes- Preference dividend(if any)	Average Shareholder's Equity	22.00%	58.29%	-62.26%	There has been Fresh Equity fund raising through IPO resulting in sharp decrease in ratio.
Inventory turnover ratio	Revenue from operations	Average Inventory	16.69	39.96	-58.24%	The company has orders in hand & anticipates growth in sales due to operationalisation of its new factory, hence there is increase in average inventory, resulting in sharp decrease in ratio.
Trade Receivables turnover ratio	Revenue from operations	Average Accounts Receivable	2.08	3.09	-32.67%	The company has undertaken various orders with higher credit period, hence there is increase in average trade receivables, resulting in decrease in ratio.
Trade payables turnover ratio	Purchases	Average Trade Payables	10.23	6.27	63.20%	The company has bought materials in cash to take advantage of the cash discounts, hence there is increase in average trade payables, resulting in decrease in ratio.
Net Capital Turnover Ratio	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	2.30	4.72	-51.31%	There has been increase in Inventory & Trade Receivables as mentioned above, hence there is increase in average trade payables, resulting in decrease in ratio.
Net Profit Ratio	Profit for the year	Revenue from operations	29.53%	24.72%	19.46%	-
Return on Capital Employed	Earnings before Interest and Taxes	Capital Employed	30.80%	62.43%	-50.67%	There has been Fresh Equity fund raising through IPO resulting in sharp decrease in ratio.

### 26.10 Corporate Social Responsibility (CSR)

- a. CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is ₹ 1375.00 Lakh (Previous Year Nil)
- b. Expenditure incurred related to Corporate Social Responsibility is ₹ 1375.00 Lakh (Previous Year Nil), towards Promoting awareness programmers and initiatives focused on educating people in rural areas.

### 26.11 Foreign exchange earnings & outgo

(Amount Rs.in '000)

	For the year ended 31st March 2025	For the year ended 31st March 2024
a. Value of imports calculated on C.I.F basis i.e., for Raw materials .	32,006.37	12,721.39
b. Expenditure in foreign currency.	306.42	-
c. Earnings in foreign exchange i.e., Export of goods calculated on F.O.B. basis .	8,387.08	2,369.32
d. Value of imported raw materials, spare parts and components consumed	32,006.37	12,721.39
% of total consumption Value of indigenous raw materials, spare parts and components similarly consumed	14.95%	5.65%
% of total consumption Total consumption.	1,82,091.65	2,12,279.38
	85.05%	94.35%
	2,14,098.02	2,25,000.77

**26.12** The Company has been sanctioned working capital limits in excess of Rs. 5 crore in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. The quarterly returns filed by the company with such banks or financial institutions are in agreement with the Books of Account of the Company of the respective quarters.

**26.13** Previous year figures has been regrouped/reclassified wherever necessary.

As per information produced before us.  
For HCO & CO.  
CHARTERED ACCOUNTANTS  
FRN 001087C

Sd/-

CA.NEERAJ BANSAL  
(PARTNER)  
(M. No. 400248)  
UDIN: 25400248BMJPLU6117  
Date: 21/04/2025  
Place: Delhi

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-

Mr. Manoj Kumar Gupta  
(Managing Director )  
(DIN-01187138)

Sd/-

Mr.Ashok Kumar Shekhawat  
(Chief Financial Officer)

Sd/-

Mrs. Sindhu Gupta  
(Director )  
(DIN-01190580)

Sd/-

Mrs. Pallvi Sharma  
(Company Secretary &  
Compliance Officer )