

# 58<sup>th</sup> ANNUAL REPORT



**ROLCON**  
ENGINEERING CO. LTD.  
Engineered for Excellence

**2024-25**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Shri Suresh H. Amin	Chairman & Whole Time Director
Shri Ashish S. Amin	Managing Director
Shri Wolfgang Fuchs	Director
Shri Kiran M. Patel	Director
Shri Kailashchandra K. Seksaria	Director (up to September 27, 2024)
Shri Mahesh H. Joshi	Director (up to September 27, 2024)
Dr. Arpita A. Amin	Director
Smt. Harshila H. Patel	Director
Shri Nilesh D. Shelat	Director (Since August 28, 2024)
Shri Chandrakant A. Patel	Director (Since August 28, 2024)

### KMPs

Shri Vinubhai K. Shah	Chief Financial Officer
Smt. Birva Patel	Company Secretary & Compliance Officer

### AUDITOR

M/s. HTA AND ASSOCIATES  
Chartered Accountants

### SECRETARIAL AUDITOR

M/s. KIRAN VAGHELA & ASSOCIATES  
Practicing Company Secretaries

### BANKERS

State Bank of India  
ICICI Bank  
Bank of Maharashtra  
Axis Bank

### REGISTRAR & SHARE TRANSFER AGENT

MUFG Intime India Pvt. Ltd.

### REGISTERED OFFICE

Anand – Sojitra Road,  
Vallabh vidyanagar - 388120,  
Anand, Gujarat, India.

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## NOTICE

Notice is hereby given that the **58<sup>th</sup>** Annual General Meeting of the Shareholders of ROLCON ENGINEERING COMPANY LIMITED (CIN:L29259GJ1961PLC001439)('the company') will be held on **Monday, September 29, 2025, at 3:00 p.m. IST** at the Registered office of the Company at Vallabh Vidyanagar-388120, Gujarat, India, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To Declare Dividend of Rs. 2.5/- (25%) per equity share, for the financial year 2024-25.
3. To Appoint a Director in place of Dr. Arpita A. Amin (DIN: 01927591), who retires by rotation and, being eligible, offer herself for re-appointment.

### SPECIAL BUSINESS:

4. To Approve the Appointment of Smt. Harshila H. Patel (DIN: 08690119) as an Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force) and subject to such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee, the board has re-appointed Smt. Harshila H Patel (DIN: 08690119), as an additional independent Director w.e.f August 7, 2025, subject to the approval of members in this Annual General Meeting and being eligible for re-appointment and who has submitted a declaration confirming the criteria of independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, be and is hereby appointed as an independent Director of the Company, not liable to retire by rotation and to hold office for a term of

five (5) consecutive years effective from August 7, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized and also authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things as may be necessary or expedient to give effect to the resolutions."

5. To appoint the Secretarial Auditor and fix their remuneration.

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

**"RESOLVED THAT** pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as per the recommendation of the Board of Directors of the Company, consent of the Members, be and is, hereby accorded for the appointment of M/s. Kiran Vaghela & Associates, Practicing Company Secretaries having Firm Registration No.: S2018GJ640400 as the Secretarial Auditor of the company for conducting Secretarial Audit for a term of 5 (five) consecutive years from conclusion of the said 58<sup>th</sup> AGM, until the conclusion of 63<sup>rd</sup> AGM i.e. for the financial year 2025-26 till the financial year 2029-30 on such remuneration as may be determined by the Audit Committee/Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized and also authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company to do all acts, deeds and things as may be necessary or expedient to give effect to the resolutions."

### NOTES:

1. Since the AGM will be held at Registered Office of the company, the route map of the venue of the Meeting is annexed hereto.
2. 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. The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the meeting.
3. An Explanatory Statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, under item No. 4 and 5 and information pursuant to Regulations 36(3) and 36(5) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the institute of Company Secretaries of India is enclosed herewith and forms part of this Notice.
  4. In accordance with Sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Circulars issued by MCA and SEBI, the notice of the 58<sup>th</sup> AGM along with the Annual Report for the FY 2024-25 are being sent only in electronic mode to shareholders whose e-mail address are registered with the Company or the Depository Participant(s). The soft copy of the Notice of the 58<sup>th</sup> AGM and Annual Report for the Financial Year, 2024-25 are available on the Company's website: [www.rolconengineering.com](http://www.rolconengineering.com) on, stock exchange: [www.bseindia.com](http://www.bseindia.com) and on website of Registrar and Share Transfer Agent (RTA) of the Company MUFG Intime India Pvt. Ltd. <https://instavote.linkintime.co.in>.
  5. As per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the Shareholders who have not registered their Email IDs with the Company or Depository Participants or Registrar & Transfer Agent (RTA) of the Company.
  6. Shareholders desirous of receiving communication from the Company in electronic form, may register their email address with their respective depository participant. Further, shareholders are also requested to approach their depository participant to register their e-mail address in their demat account details as per the process defined by the respective depository participant. In case any shareholder is desirous of obtaining hard copy/soft copy of the Annual Report for the Financial Year, 2024-25 and notice of the 58<sup>th</sup> AGM of the Company, may send request to the Company's email address at [cs\\_compliance@rolconengineering.com](mailto:cs_compliance@rolconengineering.com) mentioning Folio No. /DP ID and Client ID.)
  7. The Securities and Exchange Board of India ("SEBI") has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details, signature) and nomination details by holders of securities in prescribed Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. Effective from January 1, 2022, any service requests or complaints received from the member will not be processed by RTA till the aforesaid details/documents are provided to RTA.
  8. Pursuant to SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, the securities will be issued in dematerialized form only against any request by investor, hence it is advisable to convert your share in demat form for ease of dealing in securities markets.
  9. Procedure for inspection of Documents: (a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.
  10. **DIVIDEND:**
    - (a) As mandated by the Listing Regulations, Company will remit dividend electronically by RTGS/NECS/NACH etc. to the bank account of the shareholder whose bank details are registered with the Company. Shareholders holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant ("DP") only. In the event if Company is unable to pay the dividend to any shareholder directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers cheque/ demand draft to such shareholder. The Company shall send the e-mail in this regard to all the Shareholders whose e-mail id is registered with RTA or Depository Participant.
    - (b) Members may note that the Income Tax Act,

1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020, shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

**For resident shareholders,** taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN 10% or as notified by the Government of India
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Members not having PAN/valid PAN 20% or as by the Government of India
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\*i) As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under Section 206AB of the Finance Act, 2021.

ii) As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2025-26 does not exceed Rs. 5,000/- and in cases where members provide Form 15G/15H subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

**For non-resident shareholders,** taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus

applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign institutional investors/Foreign Portfolio investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess)

\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to Email: [cs\\_compliance@rolconengineering.com](mailto:cs_compliance@rolconengineering.com) on or before September 22, 2025.

11. The Company has fixed **Monday, September 22, 2025** as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
12. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven



years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

13. The Register of Members and Share Transfer Books of the Company will remain closed from **September 23, 2025 to September 29, 2025 (Both days inclusive).**

14. **Remote E-voting:** The Company is pleased to provide Remote E-Voting facility through InstaVote as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolution mentioned in the notice of 58<sup>th</sup> Annual General Meeting of the Company.

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

#### **Remote e-Voting Date and Time**

The e-voting period begins on **September 26, 2025** at 9:00 a.m. and ends on **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 September 22, 2025, may cast their vote electronically.

#### **Remote e-Voting Instructions for shareholders:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

#### **Login method for Individual shareholders holding securities in demat mode:**

1) Individual Shareholders holding securities in demat mode with **NSDL**

#### **METHOD 1 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".

- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



#### **METHOD 2 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen
- d) Post successful authentication, you will be redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 3 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/mobile number and click on login.
- d) Post successful authentication, you will be re-

directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to instaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders registered with CDSL Easi/ Easiest facility

#### METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

#### METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account  
Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to instaVote

website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

### Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

#### STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
  1. User ID: Enter User ID
  2. Password: Enter existing Password
  3. Enter image Verification (CAPTCHA) Code
  4. Click “Submit”.
 (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
  1. User ID: Enter User ID
  2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not

updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - Shareholders holding shares in NSDL form, shall provide 'D' above
  - Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

## STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.  
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**NOTE:** Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting

process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

## Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organization ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

### STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
  - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
  - 3) 'Investor PAN' - Enter your 10-digit PAN.
  - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

### STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

## METHOD 1 - VOTES ENTRY

- Visit **URL: <https://instavote.linkintime.co.in>** and login with InstaVote Login credentials.
- Click on “Votes Entry” tab under the Menu section.
- Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “16-digit Demat Account No.”.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### Helpdesk:

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### **Individual Shareholders holding securities in**

### **demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### **Forgot Password:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:

<https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail*



address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

### **General Instructions - Shareholders**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### **OTHER INSTRUCTIONS:**

1. Shri Kiran Vaghela, Practicing Company Secretary, Proprietor of M/s. Kiran Vaghela & Associate, Anand (C.P.No:18617) has been appointed as the Scrutinizer to Scrutinize the e-Voting process (InstaVote) including the Poll at the 58<sup>th</sup> Annual general Meeting, in a fair and transparent manner.
2. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, after conclusion of 58<sup>th</sup> Annual general Meeting, unblock the votes in the presence of at least two witnesses (not in the Employment of the Company) and make out a scrutinizer's Report of the votes cast in the favor or against, if any, forthwith to the chairman of the Company.
3. Member who have not voted earlier and present at 58<sup>th</sup> Annual General Meeting, shall be provided voting facility by poll Paper. Members have the option to request for a physical copy of the Poll Paper by sending an E-mail to [cs\\_compliance@rolconengineering.com](mailto:cs_compliance@rolconengineering.com) by

mentioning their Folio No./DP ID and Client ID No. Poll Paper received after specified date will be treated as invalid.

4. Member can opt for only one mode of voting i.e. either through E-voting or in physical form. If a member cast his/her vote by both modes, than voting done through E-voting shall be prevail and the vote by Ballot shall be treated as invalid. The result declared along with scrutinizer's report shall be placed on the Company's websites: [www.rolconengineering.com](http://www.rolconengineering.com) and on the website of the: <https://instavote.linkintime.co.in> within 2 days of the passing of the resolutions at the 58<sup>th</sup> AGM of the Company and Communicated to the BSE Ltd where the Shares of the company are listed.

For and on Behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Ashish S. Amin**

Managing Director  
(DIN: 01130354)

Vallabh Vidyanagar  
August 29, 2025

## ANNEXURE TO THE NOTICE

### **A) The Explanatory Statement, as requires under the section 102 of the companies Act, 2013, set out all material fact relating to the special business (if any).**

#### **Item No. 4**

Smt. Harshila H Patel (DIN: 08690119) is an entrepreneur and having very good experience in the field of Finance and administration. On the basis of the recommendations of the Nomination and Remuneration Committee, in terms of Section 161 of the Act, the Board of Directors of the Company at its Meeting held on August 7, 2025, has approved the appointment of Smt. Harshila H Patel (DIN: 08690119), as a Non-Executive Independent Woman Director as per the terms and conditions of her letter of appointment for a period of five (5) years with effect from August 7, 2025 subject to approval of members. The Draft letter of appointment will be available for inspection by the members electronically, members seeking to inspect the same can send an email to: [cs\\_compliance@rolconengineering.com](mailto:cs_compliance@rolconengineering.com)

In compliance with the provisions of Section 149 of the Act read with Schedule IV thereto and Regulation 25 of the Listing Regulations, her re-appointment as a Non-Executive Independent Woman Director is now being placed before the Members for their approval. The terms and conditions of appointment of Independent Directors are available at the website of the Company. She does not hold more than 2% of share for herself or for any other person on a beneficial basis, in the Company.

Except Smt. Harshila H. Patel (DIN: 08690119), being an appointee and her relatives; none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice.

A brief profile of Smt. Harshila H. Patel (DIN: 08690119) along with other details is attached to the notice and is forming part of Explanatory Statement. The Board of Directors recommends the Special Resolution as set out at Item No. 4 of this Notice for Members' approval.

#### **Item No. 5:**

Pursuant to Regulation 24A(1) of the Listing Regulations, the Company may appoint an individual for not more than one term of five consecutive years and a Secretarial Audit Firm not

more than two terms of five consecutive years as Secretarial Auditors of the Company with the approval of its shareholders in its Annual General Meeting.

In view of the same, the Board of Directors, on the recommendation of the Audit Committee at its meeting held on August 7, 2025, recommends to the members of the Company for appointment of M/s. Kiran Vaghela & Associates, proprietorship firm of Practicing Company Secretary, Anand, having Firm Registration Number S2018GJ640400, as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Act and Regulation 24A of the Listing Regulations, for the term of five consecutive years to carry out the Secretarial Audit of the Company from the financial year 2025-26 up to the financial year 2029-30 and to fix their remuneration.

M/s. Kiran Vaghela & Associates is a proprietorship firm of Practicing Company Secretary in Anand specialising in corporate compliance and governance. Mr Kiran Vaghela, FCS: 12586 is having for more than 10 year of experience in the domain of corporate compliance, with a strong focus on SEBI Regulations and matters related to the Ministry of Corporate Affairs (MCA) and the Registrar of Companies (RoC).

The Firm holds Peer Review Certificate No. 1651/2022 issued by the Peer Review Board of the Institute of Company Secretaries of India. He has given his consent to act as Secretarial Auditors and confirmed that he is not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and Listing Regulations. The Board believes that his experience of conducting Secretarial Audit of listed company and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance Requirements under the applicable laws.

At the respective meetings held on August 7, 2025, on the recommendation of the Audit Committee, the Board also recommends the approval of the Members with respect to remuneration of Rs. 1,00,000/- plus applicable tax from time to time and actual out-of-pocket expenses to be payable to M/s. Kiran Vaghela & Associates, to examine and conduct the secretarial audit of the Company for the financial year 2025-26 and also to give the powers to the Audit Committee/Board of Directors of the Company to alter and vary the terms and conditions of appointment including revision in the remuneration during their tenure, in such manner and to such extent as may be mutually agreed with the Auditors.



Accordingly, the members' approval for appointment of M/s. Kiran Vaghela & Associates, Anand, Practicing Company Secretary, under Regulation 24A(1) of Listing Regulations has been sought. The Board of Directors recommends the Ordinary Resolution as set out at Item No. 5 of this Notice for Members' approval.

None of the Directors or Key Managerial Personnel

of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 5.

#### **Details of Director(s) Seeking appointment/Re-appointment at 58<sup>th</sup> Annual General Meeting**

(Pursuant to regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, and Secretarial Standards – 2)

<b>Particulars</b>	<b>Dr. Arpita Amin</b>	<b>Smt. Harshila H. Patel</b>
<b>DIN</b>	01927591	08690119
<b>Date of Birth</b>	April 22, 1974	August 8, 1968
<b>Date of Appointment (Initial Appointment )</b>	February 9, 2019	February 7, 2020
<b>Qualification</b>	M.B.B.S.	B.Sc. (Home Sci.,)
<b>Brief Resume &amp; Expertise in the Function area</b>	<p>She is having professional medical degree MBBS. She applied herself into business and got wide experience in the field of Corporate Administration, Planning, and management.</p> <p>She is good strategy maker for business promotion and marketing. She has been in the corporate for more than 15 years.</p>	<p>She is having business background and possess very good experience in the service sectors like finance and having experience of more than 20 years. She also runs a tourism business and serves as Director in her business and gained very good experience in these fields.</p> <p>She is very strong in marketing and business management, human resource management.</p>
<b>Skills and Capabilities required for the Role and the manner in which he/she meets such requirements</b>	<p>She is strong academic background and wide range of experience of multicultural environment. She has very good operational, personal and social networking, and engagement approach.</p> <p>She is familiar with all the requisite technology and believer herself as constant learner.</p>	<p>She is capable to understand the financials and business strategy as well as administration.</p> <p>She gives her input and review over human resource management.</p>
<b>Terms and conditions of Appointment / Re-appointment</b>	As per the resolution set out in the Notice.	As per the resolution set out in the Notice.
<b>Directorship in other Listed/ public company including Listed entities from which the director has resigned from directorship in the past three years</b>	Nil	Nil

<b>Memberships in board committees of other companies (includes membership details of all committees)</b>	Nil	Nil
<b>Details of remuneration sought to be paid</b>	Sitting Fees for attending meeting and re-imbursement of expenses as approved by the Board	Sitting Fees for attending meeting and re-imbursement of expenses as approved by the Board
<b>Number of shares held in the company</b>	2,432	100
<b>Relation with Director inter-se</b>	Shri A. S. Amin (Spouse) Shri S. H. Amin (Father In-law)	Not related to any of the Directors, Manager or Key Managerial Personnel of the Company.

Vallabh Vidyanagar  
August 29, 2025

For and on Behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Ashish S. Amin**  
Managing Director  
DIN:01130354

# BOARD'S REPORT

To,  
THE MEMBERS OF  
ROLCON ENGINEERING CO. LTD.

Your Directors takes pleasure in presenting the **58<sup>th</sup> Annual Report** together with the Audited Financial Statements (consolidated & standalone) and Auditors' Report for the financial year ended **March 31, 2025**. The financial highlights for the year under review are given below:

(Amt. in Lakh except EPS)

Particulars	Standalone		Consolidated	
	F. Y. 2024-25	F. Y. 2023-24	F. Y. 2024-25	F. Y. 2023-24
Revenue	5828.77	5149.88	5828.77	5149.88
Other Income	80.81	306.56	80.81	306.56
<b>Total Income</b>	<b>5909.58</b>	<b>5456.44</b>	<b>5909.58</b>	<b>5456.44</b>
<b>Expenses</b>				
Operating Expenditure	5325.14	4814.11	5325.14	4814.11
Depreciation and amortisation Expenses	144.19	123.32	144.19	123.32
<b>Total Expenses</b>	<b>5469.33</b>	<b>4937.43</b>	<b>5469.33</b>	<b>4937.43</b>
Profit Before Finance Cost and Tax	440.25	519.01	440.25	519.01
Finance Cost	14.24	7.54	14.24	7.54
Share of Profit/Loss of Associates	0	0	10.00	21.24
<b>Profit Before Tax (PBT)</b>	<b>426.01</b>	<b>511.47</b>	<b>436.01</b>	<b>532.71</b>
Tax Expenses	25.30	241.83	25.30	241.83
<b>Profit After Tax (PAT)</b>	<b>400.71</b>	<b>269.64</b>	<b>410.71</b>	<b>290.88</b>
<b>Other Comprehensive Income</b>				
-Re-measurements of the defined benefit plans	3.08	(13.54)	3.08	(13.54)
-Equity instruments through other comprehensive income	67.16	35.75	67.16	35.75
-Fair value Changes on Investment of Associates Company	0	0	0.52	2.24
-Fair Value Changes in Investment	3.32	(53.04)	3.32	(53.04)
Profit For the year	474.26	238.81	484.78	262.29
Attributable to:				
Shareholders of the Company	474.26	238.81	484.78	262.29
Opening Balance of retained Earning	1286.77	1085.30	1306.29	1083.29
Closing Balance of retained Earing	1675.68	1286.77	1706.92	1306.01
Equity share capital	75.60	75.60	75.60	75.60
Reserve	2478.47	2019.34	2512.48	2040.58
EPS (in Rs.)	53.00	35.67	54.33	38.88

## PERFORMANCE

During the year, your Company has achieved considerable performance. Your Company's performance in detail has been discussed in detail in the 'Management Discussion and Analysis Report'. Management had no extraordinary impact and least adjustment requisite in the financial results of F.Y. 2024-25.

There are no material changes and commitments affecting the financial position of your Company, which have occurred between the end of the year and date of this report. Further, there has been no change in the nature of business of the Company.

## DIVIDEND

The Board of Directors of your Company has Recommend dividend @ 25% i.e. Rs. 2.5/- per equity share of Rs. 10/- for F.Y 2024-25. Dividend is subject to approval of members at the ensuing AGM and payable to those shareholders whose names appear in the Register of Members as on the Book Closure/Record Date

## TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserves for the financial year ended March 31, 2025.

## SHARE CAPITAL

During the year under review, the Company has not altered/modified its authorized share capital and has not issued any shares including equity shares with differential rights as to dividend, voting or otherwise. The Company's paid-up equity share capital stood at Rs. 75.60 lakh as on March 31, 2025.

## PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS

Detail of the loan, Guarantees and investments covered under provision of section 186 of the company Act, 2013.

Particular	Amount (Rs. in Lakh)
Investment in mutual fund	335.15
Investment in Equity Instruments of Associates	235.99
Investment in Equity Instruments	0.08
<b>Total Investment</b>	<b>571.22</b>

## DEPOSIT

Your Company has not accepted any Deposits under Chapter V of the Act during the year and as such, no amount of principal or Interest on Deposit from public is outstanding as on March 31, 2025.

## IEPF

As per the Section 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend of a Company which remain unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF").

In terms of the foregoing provisions of the Act, during the year your company has not transferred any amount of Dividend including Share to IEPF.

## ASSOCIATE COMPANY

As on March 31, 2025, M/s. Sudeep Rub-Chem Private Limited is an Associate Company of the Company and Pursuant to the Section 129(3) of the Companies Act, 2013 read with rule 5 of the Companies (Accounts) Rules, 2014, a statement containing silent features of the Financial Statements of the Company's Associate Company in form No. AOC-1 is attached in the **Annexure-A**. The Company does not have any other subsidiaries companies as defined in the companies Act 2013.

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to Regulation 34(2) of Securities and Exchange Board of India (LODR), Regulation, 2015, a Management and Discussion and Analysis report is given in the **Annexure-B**.

## DIRECTORS and KMPs

- Mr Mahesh H. Joshi, end his tenure as Independent Director on September 27, 2024.
- Mr K K Seksaria, end his tenure as Independent Director on September 27, 2024.
- Mr Nilesh D. Shelat, appointed as Independent Director as on August 28, 2024.
- Mr Chandrakant Patel, appointed as Independent Director as on August 28, 2024.
- The Board of the Company is duly constituted and none of the Directors of your company is disqualified as per section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required under various provisions of Companies Act, 2013 and SEBI (LODR) Regulation, 2015.
- All the Independent Directors have given Declarations that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations.
- All Independent Directors of the Company have affirmed compliance with the Schedule IV of the Act and Company's Code of Conduct for Directors

and Employees for the FY 2024-25.

- All the Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs ('IICA') towards the inclusion of their names in the data bank and they meet the requirements of proficiency self-assessment test.
- Pursuant to Section 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, qualified Key Managerial Personnel have been appointed.

## BOARD EVALUATION

In Compliance with the provisions of the Companies Act, 2013, and Regulation 25(4)(a) of the SEBI Regulation, and Nomination and remuneration policy of the company, Annual Performance evaluation of the Board and its Directors was carried out on based of selected parameters. All the Board Members have evaluated the Performance of Board as whole, Individual Performance of each Board member and the Chairman, Managing Director and Board Committees of the Company, considering the views of executive directors and non-executive directors.

In a separate meeting of the independent directors, performance of the independent and the non-independent directors was evaluated.

There are no such material observations which are carried by the Directors on evaluation of the Board. Further, in the view of previous year's observation company has taken steps as suggested by the Directors.

## MEETINGS OF BOARD AND COMMITTEES

The Board met 5(Five) times during the year, and the intervening gap between the meetings was within the period prescribed under the Act and the SEBI Listing Regulations and as per the Circulars issued by the Ministry of Corporate Affairs and SEBI. The Details of the meetings of Board of Directors, Audit Committee and Nomination & Remuneration Committee held for the F.Y. 2024-25 are given in **Annexure-C**.

### i) AUDIT COMMITTEE

The Audit Committee helps Board monitor the management's financial reporting process and ensures that disclosures are accurate, timely and at highest level. It also oversees the Work of internal and independent Auditors. During the year under review, all recommendations made by the Audit

Committee were accepted by the Board.

Audit Committee is formulated by the Company with the following Composition;

1. Shri Kiran M. Patel  
Chairman of the Audit Committee
2. Shri Ashish S. Amin  
Member of the Audit Committee
3. \*Shri Wolfgang Fuchs  
Member of the Audit Committee
4. \*\*Shri Mahesh H. Joshi  
Member of the Audit Committee

*\*Shri Wolfgang Fuchs, Independent Director, has been included in the audit committee on August 28, 2024.*

*\*\*Shri Mahesh H. Joshi, end his tenure as Independent Director on September 27, 2024.*

## ii) NOMINATION & REMUNERATION COMMITTEE AND POLICY

Our Nomination & Remuneration Committee is formulated by the Company with the following Composition;

1. Shri Kiran M. Patel  
Chairman of the N & R Committee
2. Dr Arpita A. Amin  
Member of the N & R Committee
3. \*Smt. Harshila H. Patel  
Member of the N & R Committee
4. \*\*Shri Mahesh H. Joshi  
Member of the N & R Committee

*\*Smt. Harshila H. Patel, Independent Director, has been included in the N & R Committee on August 28, 2024.*

*\*\*Shri Mahesh H. Joshi, end his tenure as Independent Director on September 27, 2024.*

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The detailed remuneration policy is available on the company's website:

<http://rolconengineering.com/Images/Policies-pdf/Nomination-Remuneration.pdf>

## MEETING OF INDEPENDENT DIRECTORS

In terms of requirements under Schedule IV of the Companies Act, 2013, and Regulation 25 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, a separate meeting of the Independent Directors was held on February 9,

2024.

The Independent Directors at the meeting, inter alia, reviewed the following:-

- Performance of Non-Independent Directors and Board as a whole.
- Performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

To the best of their knowledge, belief and according to the information and explanations obtained by them, your directors make the following statements in the terms of the section 134(3)C and 134(5) of the Company Act, 2013:

- a) That in the preparation of the Annual financial statements for the year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) That such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2025 and of the profit of the Company for the year ended on that date;
- c) That Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013, and for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- d) That the Annual Accounts have been prepared on a going concern basis;
- e) That the proper internal financial controls were in place and that the financial control were adequate and were operating effectively;
- f) That proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **RELATED PARTY TRANSACTIONS**

Your Company has adopted a Related Party Transactions Policy. The Audit Committee reviews this policy from time to time and also reviews and approves all related party transactions, to ensure that the same are in line with the provisions of

applicable law and the Related Party Transactions Policy. The policy was amended by the Board of Directors on March 31, 2025, to incorporate the new requirements introduced under the SEBI Listing Regulations.

All related party transactions that were entered into during the financial year were on at arm's length basis and were in the ordinary course of business. The Company has not entered into material contracts or arrangements or transactions with related parties in accordance with Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014. There were no materially significant Related Party Transactions made by the Company during the year that would have required shareholders' approval under the Listing Regulations.

All the related party transactions were placed before the Audit Committee for prior approval or omnibus approval, as case may be. Approval and consideration of the Audit Committee and board were obtained on a quarterly basis for the transactions which were of a foreseen and repetitive nature, if any.

Hence, No such contract or arrangement with Related Parties referred to in Section 188 (1) of the Act entered by the Company during the year which required to be disclosed in Form AOC-2.

The policy on Related Party Transactions is hosted on the company's website:

<http://rolconengineering.com/Images/Policies-pdf/Related-Party-Transaction.pdf>

#### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a Vigil Mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if any in line with the provisions of Section 177(9) and 177(10) of the Act and Regulation 22 of the Listing Regulations to enable the stakeholders, including directors, individual employees to freely communicate their concerns about illegal or unethical practices and to report genuine concerns to the Audit Committee of the Company. The mechanism provides adequate safeguards against victimization of directors or employees who avail of the mechanism. The Details of the Policy are available on the company's website:

<http://rolconengineering.com/Images/Policies-pdf/Whistle-Blower-Policy-NEW.pdf>

#### **CODE OF CONDUCT**

The Board has framed and approved code of conduct for Board of Directors and senior



management of the company in Compliance with Regulation 17(5) of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. Details of the Policy are available on the company's website:

<https://rolconengineering.com/Images/Policies-pdf/Code-Conduct.pdf>

## **RISK MANAGEMENT**

Pursuant to Section 134(3)(n) of the Act and Regulation 17(9) of the Listing Regulations, The Company has been consciously following risk management. The Company operates in a competitive environment and is generally exposed to various risks at different times such as technological risks, business risks, operational risks, financial risks etc. The Company has been consciously following a policy of risk mitigation by diversifying its products, services, markets and customers. The Company has a system based approach to business risk management backed by strong internal control systems. A range of responsibilities from strategy to the operations is specified. A strong independent internal audit function at the corporate level carries out risk focused audits across all businesses enabling identification of areas where risk managements processes may need to be improved. The Management has reviewed the risk identified by the Audit Committee and the Board of the Company periodically. As already mentioned the Company adopts the policy of risk diversification by broadening its market and customer base. Risk Management policy can be accessed on the Company's website at the link:

<http://rolconengineering.com/Images/Policies-pdf/RISK-MANAGEMENT-POLICY.pdf>

## **INTERNAL FINANCIAL CONTROLS**

Adequate internal financial controls are in place which ensures the reliability of financial and operational information. The regulatory and statutory compliances are ensured to enables the business processes and also ensures financial discipline and fosters accountability.

## **INTERNAL AUDITOR**

Shri Kanchanlal M. Parikh (M.No. 008539), Chartered Accountant, who is our internal auditors have carried out internal audit for the FY 2024-25. Their reports were reviewed and Considered by the Audit Committee.

## **AUDITORS**

At the 52<sup>nd</sup> AGM held on July 16, 2019, the Members had appointed M/s JHS & Associates-LLP, Chartered

Accountants (133288W/W100099), as Statutory Auditors of the Company to hold office for a period of five (5) years from the conclusion of that AGM until the conclusion of the 57<sup>th</sup> AGM (F.Y. 2023-24). The Second term of the M/s JHS & Associates-LLP concluded at the 57<sup>th</sup> AGM held on September 27, 2024.

Pursuant to Section 139 of the Companies Act, 2013, and on the recommendation of the Audit Committee and the Board of Directors, shareholders' at their meeting held on September 27, 2024, the Members had appointed M/s HTA AND ASSOCIATES, Chartered Accountants (FRN: 120457W), as Statutory Auditors of the Company to hold office for a period of five (5) years from the conclusion of that AGM until the conclusion of the 62<sup>nd</sup> AGM (F.Y. 2028-29).

There are no qualifications, reservations or adverse remarks made by Statutory Auditors, in their report for the F.Y. 2024-25.

## **COST AUDIT & RECORDS**

As per Companies (Cost Records and Audit) Rules, 2014, accordingly, cost records have been maintained by the Company. However, applicability of cost records audit do not apply to the company as per rule 3(B) of the said rule.

## **SECRETARIAL AUDIT**

In accordance with Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and in terms of regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has appointed M/s. Kiran Vaghela & Associates, practicing Company Secretaries as the Secretarial Auditors of the Company.

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

The Secretarial Audit Report, provided M/s. Kiran Vaghela & Associates, Practicing Company Secretaries, in Form No. MR-3, is annexed to this Report as **Annexure - D**.

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

In terms of amended Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company proposes to appoint M/s. Kiran Vaghela & Associates, a peer reviewed firm of Company Secretaries in Practice as the Secretarial Auditors of the Company to hold office for a period of five consecutive years commencing from financial year 2025-26 till

financial year 2029-30, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company.

Your directors recommend that the proposed resolution relating to the appointment of Secretarial Auditors to be passed by requisite majority in ensuing AGM.

The Company has complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

#### **ANNUAL SECRETARIAL COMPLIANCE REPORT**

As per BSE circular LIST/COMP/12/2019-20 dated May 14, 2019, the company is claiming exemption under Regulation 15(2) of SEBI (LODR) Regulations, 2015, accordingly, company is not required to submit Annual Secretarial Compliance Report to the stock exchange.

#### **CORPORATE GOVERNANCE**

The Company as per SEBI circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, did not fall under the criteria specified under SEBI Circulate CIR/CFD/POLICYCELL/7/2014, and Regulation 15(2) contained in Chapter IV to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 dated 2 nd September, 2015.

As, Paid-up Equity Share Capital and Net Worth of previous three financial years was also below specified limits as mentioned above, except immediately preceding Financial Year, net worth was above 25 crore, although the conditions specified in Regulation 15(2)(a) contained in Chapter IV to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 do not fulfilled.

#### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.**

The information on Conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure-E**.

#### **DETAILS OF ORDER PASSED BY THE REGULATORS**

There were no significant and/or material orders passed by the regulators or courts or Tribunals during FY 2024-25, impacting the Going Concern Status and Company's Operation in the future.

#### **MAJOR EVENTS/MATERIAL CHANGES OCCURRED DURING THE YEAR AND TILL THE DATE OF THIS REPORT**

There are no Material Changes and Commitments affecting financial position of the Company occurring after end of financial year till the date of Board's Report.

#### **PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

There was no application made or proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review.

#### **DIFFERENCE IN VALUATION**

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence 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 is not applicable.

#### **MATERIAL CHANGES AND COMMITMENTS**

There have been no material changes or commitments occurred between the end of the financial year to which the financial statements relate and the date of this report that affect the financial position of the company.

#### **ANNUAL RETURN**

Pursuant to Section 92(3) and 134(3)(a) of the Act the Annual Return of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 (as amended), is placed on the website of the Company and is accessible at the weblink:

<http://rolconengineering.com/Annual-Return.aspx>

#### **PARTICULARS OF EMPLOYEES**

There is no employee whose details is required to be disclosed pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.**

The Company has safe and healthy work environment that enables its employees to work

without fear, prejudices, gender bias and Sexual harassment and also set up guideline in line with the requirement of the Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Further, Your Company has in place a Sexual Harassment Prevention and Grievance Handling Policy in line with the requirement of the provision of the Act. Company has not received any complaint during the financial year.

Detailed Reporting on Sexual Harassment Complaints:

The number of sexual harassment complaints pending on April 1, 2024	0
The number of sexual harassment complaints received during the year	0
The number of such complaints disposed of during the year.	0
The number of cases pending for a period exceeding ninety days.	0

Web link:

<http://rolconengineering.com/Images/Policies-pdf/SEXUAL-HARASSMENT-POLICY.pdf>

## **MATERNITY BENEFIT COMPLIANCE**

During the year Company has complied with the provisions of the Maternity Benefit Act, 1961

## **ACKNOWLEDGEMENT**

Your Directors place on record their sincere appreciation for overwhelming co-operation and assistance received from investors, customers, business associates, bankers, as well as regulatory and governmental authorities. Your Directors also thank the employees at all levels, who, through their dedication, co-operation, support and smart work, have enabled the Company to achieve growth.

For and on behalf of Board of Directors of  
**Rolcon Engineering Company Limited**  
Sd/-

**Suresh H. Amin**  
Chairman & WTD  
DIN: 00494016

Vallabh Vidyanagar  
May 16, 2025.

## Annexure - 'A' To BOARD'S REPORT

### Form AOC - 1

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

Statement containing salient features of the financial statement of Subsidiaries/Associate companies/Joint ventures

#### Part "A": Subsidiaries

-NA-

#### Part "B": Associates and Joint Ventures

(Amt. in Lakh )

Sr. No.	Particular	1
1	<b>Name of Associates</b>	Sudeep Rub-Chem Private Limited
2	<b>Latest audited Balance Sheet Date</b>	March 31, 2025
3	<b>Shares of Associate/Joint Ventures held by the company on the year end</b>	
	No.	1450
	Amount of Investment in Associates/Joint Ventures	79.49
	Extend of Holding %	48.34%
4	<b>Description of how there is significant influence</b>	Directors are Members and having control on decision making
5	<b>Reason why the associate/Joint Ventures is not consolidated</b>	Not Applicable (MCA Notification dtd. 14-10-2014)
6	<b>Net worth attributable to Shareholding as per latest audited Balance Sheet</b>	235.99
7	<b>Profit / Loss for the year</b>	
	i. Considered in Consolidation	10.00
	i. Not Considered in Consolidation	-

For and on behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Suresh H. Amin**

Chairman & WTD

DIN: 00494016

Vallabh Vidyanagar  
May 16, 2025

## **ANNEXURE – ‘B’ To BOARD’S REPORT**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report covering business performance and outlook (within limits set by Company’s competitive position) is given below:

#### **A. INDUSTRY STRUCTURE AND DEVELOPMENT**

##### **Global Economy**

Global growth is expected to hold steady at 2.7 percent in 2025-26, however, the global economy appears to be settling at a low growth rate that will be insufficient to foster sustained economic development, while IMF said Global growth is projected at 3.3 percent both in 2025 and 2026. Growth in emerging markets and developing economies is projected to slow, with a 3.7% growth rate forecast for 2025, though still above the global average. It has added Managing these risks requires a keen policy focus on balancing trade-offs between inflation and real activity, rebuilding buffers, and lifting medium-term growth prospects through stepped-up structural reforms as well as stronger multilateral rules and cooperation. Forecasts for global growth have been revised markedly down compared with the January 2025 World Economic Outlook (WEO) Update, reflecting effective tariff rates at levels not seen in a century and a highly unpredictable environment. Global headline inflation is expected to decline at a slightly slower pace than what was expected in January-2025. The world's largest economy, the US, is projected to grow by just 1.8%, significantly lower than last year’s expectations due to policy uncertainty and trade tensions.

##### **Indian Economy**

India is poised to lead the global economy once again, with the International Monetary Fund (IMF) projecting it to remain the fastest growing major economy over the next two years. According to the April 2025 edition of the IMF’s World Economic Outlook, India’s economy is expected to grow by 6.2 percent in 2025 and 6.3 percent in 2026, maintaining a solid lead over global and regional peers.

The April 2025 edition of the WEO shows a downward revision in the 2025 forecast compared to the January 2025 update, reflecting the impact of

heightened global trade tensions and growing uncertainty despite this slight moderation, the overall outlook remains strong. This consistency signals not only the strength of India’s macroeconomic fundamentals but also its capacity to sustain momentum in a complex international environment. As the IMF reaffirms India’s economic resilience, the country’s role as a key driver of global growth continues to gain prominence.

India is set to maintain its leadership in global economic growth. Supported by strong fundamentals and strategic government initiatives, the country is well-positioned to navigate the challenges ahead. With reforms in infrastructure, innovation, and financial inclusion, India continues to enhance its role as a key driver of global economic activity.

##### **Industrial & Engineering Market**

De-licensed engineering sector; 100% FDI permitted. Ministry of Heavy Industries has notified the Scheme on Enhancement of Competitiveness in the Indian Capital Goods Sector- Phase-II for providing assistance to Common Technology Development and Services Infrastructure. The scheme has a financial outlay of Rs. 1207 crores (US\$ 145.1 million) with budgetary support of Rs. 975 crore (US\$ 117.2 million) and industry contribution of Rs. 232 crore (US\$ 27.9 million)

Engineering accounts for about 25% of India’s total global exports in the goods sector and is one of the largest foreign exchange earners. In FY24, exports of engineering goods stood at US\$ 109.32 billion, reflecting a marginal growth of 2.1% of YoY growth. In June 2024, exports of engineering goods reached at US\$ 27.78 billion. India's engineering goods are exported to key markets such as the US, Europe, and UAE. The value of shipments to the US, the top market for India's engineering goods, stood at US\$ 17.63 billion in FY24. Export of engineering goods is expected to reach US\$ 200 billion by 2030. In FY25 (until December), exports of engineering goods reached at Rs. 7,61,343 crore (US\$ 87.22 billion).

Manufacturing is emerging as an integral pillar in the country’s economic growth, thanks to the performance of key sectors like automotive, engineering, chemicals, pharmaceuticals, and consumer durables. The Indian manufacturing industry generated 16-17% of India’s GDP pre-pandemic and is projected to be one of the fastest growing sectors. The Indian manufacturing sector is steadily moving toward more automated and process-driven manufacturing, which is projected to improve efficiency and enhance productivity.

India now has the physical and digital infrastructure



to raise the share of the manufacturing sector in the economy and make a realistic bid to be an important player in global supply chains.

## B. OPPORTUNITIES AND THREATS

### Opportunities

- Infrastructure, Road & Transport growth and continuous focus by the government will be rise robust demand for Cement and steel where our product's demand will increase.
- Indian cement demand is projected to grow by 6-7% in FY25, following a strong 7-8% YoY growth in the last quarter of FY24.
- India's top four cement companies—Ultra Tech, ACC-Ambuja, Shree Cement, and Dalmia Cement—are set to add over 42 million tonnes of capacity in FY25, increasing their market share from 48% in FY23 to an expected 54% by FY26.
- UltraTech Cement projects a 7-8% growth in cement demand for FY25, driven by increased construction activities, leading to a rise in industry capacity utilization to 72% and the addition of 35-40 million tonnes of capacity, primarily in eastern and southern India.
- As per the Union Budget 2025-26, the government approved for the Ministry of Road Transport and Highways i.e., 3% higher as compared to the previous budget.
- India's domestic steel demand is estimated to grow by 9-10% in FY25 as per ICRA.
- In the Budget for 2024, the government's power sector initiatives have been allocated funds that are 50% higher. Increased funds have been allocated to green hydrogen, solar power, and green-energy corridors in line with the renewable energy target for 2030.

### Threats

- Slower Growth: Global GDP growth is projected to slow down to around 2.9% in both 2025 and 2026, down from 3.3% in 2024.
- Trade Tensions: The imposition of tariffs and trade barriers is expected to negatively impact global trade and economic activity.
- Geopolitical Risk: Geopolitical tensions and potential conflicts, particularly in regions like Ukraine and the Middle East, pose significant risks to global stability and economic prospects.
- Developing countries like India are particularly

vulnerable due to their reliance on global trade and exposure to commodity price fluctuations.

- The US economy is expected to slow down considerably, with lower GDP growth rate.
- Imposition of tariff from US

## C. OUTLOOK

Company has emphasis on improving mechanical process by investing more in machinery and equipment. The said process of modernisation will continue along with man power improvement for better customer satisfaction.

The Company has firm belief that to achieve and sustain the desired growth, constant focus on quality of the product is required and same can be transferred to shareholders. The following area are where company shall continue to focus:

- Quality Improvement.
- Atomisation of production process.
- To Sustain the EBITDA and Operating margin levels.
- Foray in new segment for the existing product.
- More Focus on Marketing all over the globe along with domestic footprint.
- Increase Export sales.

## D. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Highlights of the Company's performance is provided below:

- Turnover increased by 13.18% and stood at 5828.77 Lakh Show steady growth (YoY).
- PBT declined by 18.15% from 532.71 Lakh to 436.01 Lakh
- PAT Increased by 29.18 % from 290.88 Lakh to 410.71 Lakh
- EBITDA fall by 10.42 % from 663.57 Lakh to 594.44 Lakh
- Long term borrowing has down by 55.61 % from 11.76 Lakh to 5.22 Lakh
- Operating cash flow (Consolidated) now stands at 372.75 Lakh as against 193.80 Lakh in LY

Segment: The Company has identified its business of Manufacturing 'Engineering Goods' which is only 'operating Segment' as primary reportable segment.

## E. KEY FINANCIAL RATIOS

Ratios	Units	FY 2024-25	FY 2023-24	% Change
Current Ratio	Times	1.94	1.62	0.32
Debt Equity Ratio	Times	0.49	0.76	(0.27)



Ratios	Units	FY 2024-25	FY 2023-24	% Change
Return on Equity/Net worth	%	17.46	14.59	2.87
Inventory Turnover	Times	5.41	5.25	0.16
Return on Capital Employed	%	17.14	25.16	(8.02)
Net Profit Ratio	%	7.06	5.65	1.41

#### F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has tremendous requisite internal control system with its size and complexity. It also ensures that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles, along with the assets of the Company being adequately safeguarded against significant misuse or loss. In the opinion of the Management, the Company has adequate internal audit and control systems to ensure that all transactions are authorized, recorded and reported correctly. An independent internal audit function is an important element of the Company's internal control systems. This is supplemented through an extensive internal audit program and periodic review by the management and the Audit Committee. The Corporate Governance and compliance practices are well formed with internal and independent professional consultancy practice from time to time review and on periodical requisites amendments as and when require as per the Companies act 2013, and SEBI regulations.

#### G. RISKS AND CONCERNS

The Management maintains an active oversight of the risk and the effectiveness of the risk mitigation strategies and plans put in place by the Company specially, define and implement strategies to address uncertain or contingent risk as one of the key business risks facing the Company. The Company has appropriate mitigation plans to protect margins while continuing to grow and transform the business. While the Company's focus on long term strategic drivers and brand building continues.

Strategic and pricing interventions as well as cost and efficiency management programs were undertaken keeping in mind input costs, competitive positioning and product brand strategy. The Company has a robust risk mitigation plan to minimize identified risks through continuous monitoring and mitigating

actions as may be required.

#### H. HUMAN RESOURCE AND INDUSTRIAL RELATIONS

Company's Human Resource development continues to be our top focused area which will ensure intentions are converted to realities. The emphasis was on reskilling and up skilling to enable the teams in navigating change and remaining compliant with evolving processes. Industrial Relations with employees remained cordial throughout the year under review. The Company extensively invests in training programs and learning modules. The Company consciously works and maintains harmonious industrial relations at its offices and plants. It believes and nurtures a culture of complete transparency through open communication channels with easy access. The Company further refines its policies in alignment with its organizational interest, benefitting everyone at the same time.

#### CAUTIONARY STATEMENT

The statement forming a part of this Report may contain certain forward-looking remarks with the meaning of applicable Securities Law and Regulations. Many factors could cause the actual results, performances, or achievements of the Company to be materially different from any future results, performances, or achievements. Significant factors that could make a difference to the Company's operations include domestic and international economic conditions, changes in government regulations, tax regime and other statutes.

For and on behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Suresh H. Amin**

Chairman & WTD

DIN: 00494016

Vallabh Vidyanagar

May 16, 2025.

## ANNEXURE – ‘C’ TO BOARD’S REPORT

Type of Meetings	Date
Board of Director’s Meetings	May 24, 2024 August 09, 2024 August 28, 2024 November 8, 2024 January 30, 2025
Audit Committee Meetings	May 24, 2024 August 09, 2024 November 8, 2024 January 30, 2025
Nomination & Remuneration Committee Meetings	August 9, 2024 August 28, 2024

For and on behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Suresh H. Amin**

Chairman & WTD

DIN: 00494016

Vallabh Vidyanagar  
May 16, 2025.

## ANNEXURE – ‘D’ TO BOARD’S REPORT

### Form No. MR-3

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 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 and Regulation 24A of SEBI (LODR) Regulation, 2015]

To,  
The Members,  
**Rolcon Engineering Company Limited**  
Anand Sojitra Road,  
Vallabh Vidyanagar-388120, Gujarat, India.

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ROLCON ENGINEERING COMPANY LIMITED (CIN: L29259GJ1961PLC001439) (hereinafter called ‘the company’). Secretarial Audit was conducted in accordance with the Guidance Notes issued by the Institute of Company Secretaries of India and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and the 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 there under;
2. The Securities Contracts (Regulation) Act, 1956(‘SCRA’) and the rules made there under;

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. As informed to us, there were no FDI transactions in the Company during the year under review.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client-Company has appointed SEBI registered Category-I Registrar and Share Transfer Agent.

During period under report, no specific law is applicable to the Company.

We have also examined compliance with the applicable clauses/regulations of the following to the extent applicable to the company during the period of the Audit:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange i.e. BSE Limited.
- (iii) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

**We report that** During the Period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above:

**We further report that** there were no actions/events in pursuance of the following regulations requiring compliance thereof by the Company during the period of this report:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time;
- d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013, as amended from time to time;
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, and
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by auditor/other designated professionals.

**We further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at, least seven days in advance, 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. However, there were no any dissenting views.

**We further report that** there are adequate systems and processes on the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit, there was no other specific event/activities having a major bearing on the company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For, KIRAN VAGHELA & ASSOCIATES**

Company Secretaries

**Kiran Vaghela**

(Proprietor)

FCS: 12586/C.P.No.:18617

Peer Review : 1651/2022

UDIN: F012586F000335865

Anand

May 10, 2025

Note: This report is to be read with our letter of even date which is annexed as **ANNEXURE-1** and forms an integral part of this report.

## **ANNEXURE-1** of secretarial Audit Report

To,  
The Members,  
**Rolcon Engineering Company Limited**  
Anand Sojitra Road,  
Vallabh Vidyanagar-388120, Gujarat, India.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. We Conducted our Audit in the manner specified under section 204 of the Company's Act, 2013 and rules made there under, which seeks an opinion and reasonable assurance about the compliance status of various applicable acts and rules of the Company.

**For, KIRAN VAGHELA & ASSOCIATES**

Company Secretaries

**Kiran Vaghela**

(Proprietor)

FCS: 12586/C.P.No.:18617

Peer Review : 1651/2022

UDIN: F012586F000335865

Anand  
May 10, 2025

## **ANNEXURE – ‘E’ TO BOARD’S REPORT**

### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

(Pursuant to the section 134(3)(m) of the Companies Act, 2013 read with Rules 8(3) of the Companies (Accounts) Rules, 2014)

#### **A. CONSERVATION OF ENERGY**

Energy conservation measures taken:

1. Monitoring closely high energy consuming equipment.
2. Usage of more LED lights for future requirements has been planned.
3. Installation of capacitors bank for achieving optimum power factor.
4. Use of Stabilizers on entire factory lighting thereby achieving overall reduction in energy consumption.
5. Optimum uses of compressors & monitoring air losses.
6. For heat treatment rotary furnace, using electric furnace instead fuel – fired (fire) furnace.
7. Use of generator and Servo motors instead induction motors.
8. Impact of the measures above mentioned for reduction of energy consumption and consequent impact on the cost of production of goods. Saving in fuel cost was achieved.

#### **B. TECHNOLOGY ABSORPTION**

1. The Company is using Latest technology for manufacture of Chains and Sprockets which has been implemented as per International Standard in Consultation with our technical collaborator M/s. KOBO GmbH & Co. KG. GERMANY and same has been fully absorbed.
2. Company has obtained ISO 9001-2015 certificate for industrial Chain and Sprocket separately from TUV (RWTUV SYSTEMS GmbH) GERMANY.
3. The Company is continuously improving its quality and installed Latest equipment, machineries and technology like laser machine, VMC machine and CNC Turning machine during the year.

#### **C. FOREIGN EXCHANGE EARNING AND OUTGOING**

Total Foreign exchange used and earned:

USED :- 85,88,073.5

EARNED :- 3,18,11,159.79

For and on behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Suresh H. Amin**

Chairman & WTD

DIN: 00494016

Vallabh Vidyanagar

May 16, 2025



## **INDEPENDENT AUDITOR'S REPORT**

**To**  
**The Members of**  
**ROLCON ENGINEERING COMPANY LIMITED**

**Report on the Audit of Standalone Ind AS Financial Statements**

### **Opinion**

We have audited the accompanying standalone Ind AS financial statements of ROLCON ENGINEERING COMPANY LIMITED, which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by 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 including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the rules made 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 standalone Ind AS financial statements of the current period. These matters

were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

### **Management's Responsibility for the Standalone Ind AS Financial Statements**

The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were

operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS 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.

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

### **Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the

Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in –

- (i) planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

independence, and where applicable, related safeguards.

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

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act dated 25.02.2020, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, based on our audit, we further report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(l) below on reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - c. The standalone Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the standalone Ind AS financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015 as amended;
  - e. On the basis of written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as

- a director in terms of section 164(2) of the Act;
- f. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(l) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- i. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
  - (a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
  - (b) As informed to us, the Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise;
  - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- j. The respective Managements of the Company and its associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other

sources or kind of funds) by the Company or any of such associates to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Company and its associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in note to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its associates which are companies incorporated in India whose financial statements have been audited under the Act, 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.

k. As stated in Notes to the standalone financial statements

(a) The final dividend proposed in the previous year, declared and paid by the Company during the year, is in accordance with Section 123 of the Act, as applicable.

(b) The Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with

section 123 of the Act, as applicable.

- l. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

**For HTA & Associates**

Chartered Accountants  
Registration No. 120457W

**CA Raj Dolarbhai Kakkad**

Partner  
Membership No: 155597  
UDIN:25155597BNQLZN1690

Vallabh Vidyanagar  
May 16, 2025.

## **ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT**

### **ANNEXURE REFERRED TO PARAGRAPH 1 UNDER "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED ON March 31, 2025 OF ROLCON ENGINEERING COMPANY LIMITED.**

I. In respect of its property, plant and equipment:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) The Company does not have any intangible assets and hence reporting under clause 3(i)(a)(B) of the Order is not applicable.

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

(c) Based on our examination of the property tax receipts for land on which building is constructed, registered sale deed / transfer deed / conveyance deed and other relevant records provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year and hence reporting under clause 3(i)(d) of the Order is not applicable.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder and hence reporting under clause 3(i)(e) of the Order is not applicable.

ii.(a) As explained to us, the inventories have been physically verified by the management during the year at reasonable intervals. In our opinion, having regard to the nature and location of stocks, the frequency of verification is reasonable. Further according to the information and explanations given to us, no material discrepancies were noticed on physical verification of inventory as compared to the book records.

(b) The Company has not been sanctioned working capital limits in excess of 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. During the year under review, the Company has not made any investments in, nor provided any guarantee or securities or granted any loans or advances in the nature of loans secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties. The Company has granted interest-free unsecured loans to an employee during the year.

According to the information and explanations given to us and based on the audit procedures conducted by us,

a. A. The Company has not granted any loan or advances in the nature of loan to any of its subsidiaries and it does not have any joint venture or associate. Accordingly, reporting under clause 3(iii)(a)(A) of the Order is not applicable to the Company.

B. The aggregate amount granted during the year, and the balance outstanding as at the balance sheet date with respect to unsecured loan to an employee as specified below:

<b>Loans to employees</b>	<b>Amount (Rs. in Lakhs)</b>
Balance outstanding as on April 01, 2023	0.90
Aggregate amount granted during the year	7.87
Aggregate amount repaid during the year	3.99
Balance outstanding as on March 31, 2024	4.78

b. The terms and conditions of the grant of loans, as referred to a (B) above, are prima facie, not prejudicial to the interest of the Company.

c. In respect of the interest-free loan granted by the Company to an employee, the schedule of repayment of principal has been stipulated and the repayments are regular.

d. In respect of the interest-free loan granted by the Company to an employee, there are no amounts overdue for more than ninety days as



- at the balance sheet date.
- e. No loans or advances in the nature of loans granted by the Company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties,
  - f. During the year, the Company has not granted any loans or advances in the nature of loans, either repayable on demand or where no schedule for repayment of principal and interest has been stipulated. Accordingly, reporting under clause 3(iii)(f) is not applicable.
  - iv. During the year under review, the Company has not made any loans, investments, guarantees and securities where the provisions of section 185 and 186 of the Companies Act, 2013 are applicable to the Company and hence reporting under clause 3(iv) of the Order is not applicable.
  - v. In our opinion and according to the information and explanations given to us the Company has not accepted any deposits during the year under review, within the meaning of Section 73 to 76 of the Companies Act, 2013 and the rules made there under and the directives issued by the Reserve Bank of India, where applicable. Hence reporting under Clause 3(v) of the Order is not applicable.
  - vi. We have broadly reviewed the books of account and records maintained by the Company as specified by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 with respect to its manufacturing activities and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. The contents of these accounts and records have not been examined by us.
  - vii. According to the information and explanations given to us in respect of statutory and other dues:
    - (a) The Company has been regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident fund, Employees' state Insurance, Income Tax, Sales tax, Service Tax, duty of Customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of statutory dues which has remained outstanding as on March 31, ,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 the records produced before us by the Company, there are no undisputed dues pending for Payments in respect of Goods and Service Tax, Provident fund, Employees' state Insurance, Income Tax, Sales tax, Service Tax, duty of Customs, duty of excise, value added tax, cess and any other statutory dues.
  - viii. During the year under review, there were no transactions relating to previously unrecorded income in the books of accounts, 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. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon.
    - (b) The Company has not been declared willful defaulter by a bank or financial institution or government or any government authority.
    - (c) During the year under review, the Company has raised term loan from Bank and said was applied for the purpose for which the loans were obtained.
    - (d) On an overall examination of the financial statements 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.
    - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
    - (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
  - x. (a) The company has not raised moneys by way of initial public offer or further public offer including debt instruments during the year. Accordingly, the reporting of clause 3 (x)(a) of the Order is not applicable.
    - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.



- xi. (a) During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of fraud by the Company and no material fraud on the Company has been noticed or reported during the year, nor have we been informed of such case by the management.  
(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.  
(c) We have taken into consideration the whistle blower complaints, if any received by the Company during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence, the reporting of clause 3 (xii) of the Order is not applicable to the Company.
- xiii. According to information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, and details have been disclosed in the standalone Ind AS Financial Statements as required by applicable Accounting Standard.
- xiv. (a) In our opinion and based upon the audit procedures performed and the information and explanations given by the management the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and based upon the audit procedures performed and the information and explanations given by the management the Company has not entered into any non- cash transactions with its Directors or persons connected with its directors during the year under review and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45- IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3 (xvi)(a), (b) and (c) of the Order is not applicable.  
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. 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 and 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 indicating that 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. As per section 135(1) of the Company Act, 2013, Corporate Social Responsibility provisions are not applicable to the Company, during the year under review and hence reporting under clause 3 (xx)(a), and (b) of the Order is not applicable.

**For HTA & Associates**

Chartered Accountants  
Registration No. 120457W

**CA Raj Dolarbhai Kakkad**

Partner  
Membership No: 155597  
UDIN:25155597BNQLZN1690

Vallabh Vidyanagar  
May 16, 2025.

## **ANNEXURE - B TO THE AUDITORS' REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of ROLCON ENGINEERING COMPANY LIMITED as of 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**

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal

financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For HTA & Associates**  
Chartered Accountants  
Registration No. 120457W

**CA Raj Dolarbhai Kakkad**  
Partner  
Membership No: 155597  
UDIN:25155597BNQLZN1690

Vallabh Vidyanagar  
May 16, 2025.

**ROLCON ENGINEERING COMPANY LIMITED**  
**Standalone Balance Sheet as at March 31, 2025**

(INR. in Lakhs)

Sr. No	PARTICULARS	Note No	As at March 31, 2025	As at March 31, 2024
<b>A</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	a. Property, plant and equipment	2	804.25	667.46
	b. Intangible assets under development	2	1.40	1.40
	c. Financial assets			
	i. Investments	3	537.23	430.48
	ii. Others Financial Assets	4	17.42	17.42
	d. Deferred tax assets (Net)	5	11.75	4.95
	<b>Total Non Current Assets</b>		<b>1,372.05</b>	<b>1,121.71</b>
<b>2</b>	<b>Current assets</b>			
	a. Inventories	6	502.78	659.84
	b. Financial assets			
	i. Investments	7	9.12	-
	ii. Trade receivables	8	949.12	1,031.39
	iii. Cash and cash equivalents	9	157.84	124.50
	iv. Bank Balances other than Above	10	693.23	671.16
	v. Loans	11	0.54	4.78
	vi. Other Financial Assets	12	47.51	30.88
	c. Other current assets	13	85.97	63.30
	<b>Total Current Assets</b>		<b>2,446.11</b>	<b>2,585.85</b>
	<b>TOTAL ASSETS</b>		<b>3,818.16</b>	<b>3,707.56</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Equity</b>			
	a. Equity Share Capital	14	75.60	75.60
	b. Other Equity	15	2,478.48	2,019.33
	<b>Total Equity</b>		<b>2,554.08</b>	<b>2,094.93</b>
	<b>Liabilities</b>			
<b>2</b>	<b>Non-current liabilities</b>			
	a. Financial liabilities			
	i. Borrowings	16	5.22	11.76
	b. Provisions	17	-	-
	<b>Total Non Current Liabilities</b>		<b>5.22</b>	<b>11.76</b>
<b>3</b>	<b>Current liabilities</b>			
	a. Financial liabilities			
	i. Borrowings	18	78.49	66.08
	ii. Trade Payables	19		
	A. Total Outstanding Due of Micro and Small Enterprises		447.95	529.64
	B. Total Outstanding Due of Other than Micro and Small Enterprises		568.04	562.82
	iii. Other financial liabilities	20	56.40	46.62
	b. Other current liabilities	21	95.73	326.59
	c. Provisions	22	12.25	69.12
	<b>Total Current Liabilities</b>		<b>1,258.86</b>	<b>1,600.87</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,818.16</b>	<b>3,707.56</b>

See accompanying notes to the financial statements  
As per our report of even date attached

**FOR HTA & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 120457W

**Raj D. Kakkad**

Partner  
Membership No. 155597  
Rajkot  
May 16, 2025

1 to 43

**For ROLCON ENGINEERING COMPANY LIMITED**

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**A.S. Amin**  
M D  
(DIN: 01130354)

**N. D. Shelat**  
Director  
(DIN: 00045705)

**V.K. Shah**  
CFO

**B. H. Patel**  
Company Secretary

Vallabh Vidyanagar  
May 16, 2025

**ROLCON ENGINEERING COMPANY LIMITED**  
**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025**

(INR. in Lakhs)

Sr. No	PARTICULARS	Note No	For the year ended March 31	
			2025	2024
	<b>Income</b>			
i	- Revenue from Operations	23	5,828.77	5,149.88
ii	- Other Income	24	80.81	306.56
iii	<b>Total Income ( I+II)</b>		<b>5,909.58</b>	<b>5,456.44</b>
iv	<b>Expenses</b>			
	a. Cost of Materials Consumed	25	2,393.47	2,548.94
	b. Changes in inventories of finished goods, work in progress and stock-in-trade	26	147.56	(263.36)
	c. Employee Benefits Expenses	27	855.64	769.86
	d. Finance Costs	28	14.24	7.54
	e. Depreciation and Amortisation Expenses	2	144.19	123.32
	f. Other Expenses	29	1,928.47	1,758.67
	<b>Total expenses (iv)</b>		<b>5,483.57</b>	<b>4,944.97</b>
v	<b>Profit/ (loss) before exceptional items and Extraordinary Item and tax (iii-iv)</b>		<b>426.01</b>	<b>511.47</b>
vi	<b>Exceptional items</b>		-	-
vii	<b>Profit/ (loss) before Extraordinary Item and tax (v-vi)</b>		<b>426.01</b>	<b>511.47</b>
viii	<b>Profit/ (loss) before Tax (v-vi)</b>		<b>426.01</b>	<b>511.47</b>
ix	<b>Tax expense</b>			
	a) Current tax		43.95	242.85
	b) Deferred tax		(3.48)	(3.86)
	c) For Earlier Years		(15.17)	2.84
	<b>Total Tax Expense</b>		<b>25.30</b>	<b>241.83</b>
x	<b>Profit/ (loss) for the period from continuing operations (vii-viii)</b>		<b>400.71</b>	<b>269.64</b>
xi	<b>Profit/ (loss) for the period (xi+xiv)</b>		<b>400.71</b>	<b>269.64</b>
	<b>Other comprehensive income</b>			
	- Items that will not be reclassified to profit or loss			
	Remeasurement Gain/ (Loss) of the defined benefit plans		3.08	(13.54)
	Fair value changes on investments		67.16	35.75
	- Income tax relating to items that will be reclassified to profit or loss			
	Fair value changes on investments		3.32	(53.04)
	<b>Total comprehensive income for the period</b>		<b>474.27</b>	<b>238.81</b>
xii	<b>Earnings per equity share</b>			
	a) Basic	33	53.00	35.67
	b) Diluted		53.00	35.67

1 to 43

See accompanying notes to the financial statements  
As per our report of even date attached

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR HTA & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 120457W

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**A.S. Amin**  
M D  
(DIN: 01130354)

**Raj D. Kakkad**  
Partner  
Membership No. 155597

**N. D. Shelat**  
Director  
(DIN: 00045705)

**V.K. Shah**  
CFO

**B. H. Patel**  
Company Secretary

Rajkot  
May 16, 2025

Vallabh Vidyanagar  
May 16, 2025

**ROLCON ENGINEERING COMPANY LIMITED**  
**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025**

(INR. in Lakhs)

PARTICULARS	For the Year ended March 31	
	2025	2024
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit before tax and extraordinary items	426.01	511.47
Adjustments for :		
Depreciation	144.19	123.32
Provision for Expected Credit Loss	57.59	1.80
Interest expenses	8.60	2.75
Interest income	(50.08)	(40.06)
Dividend Income	(0.01)	(0.01)
Profit on Sale of Assets	(2.04)	(208.57)
Profit on Sale of Mutual Fund	(0.01)	(12.71)
<b>Operating profit before working capital changes</b>	<b>584.25</b>	<b>377.99</b>
<b>Adjustments for (increase) / decrease in operating assets</b>		
Adjustments for Working Capital changes:		
Inventories	157.06	(255.71)
Trade Receivables	24.68	(284.44)
Short-term loans and advances	4.24	(3.88)
Other current assets	20.55	(10.95)
<b>Adjustmenfs for increase / (decrease) in oprating liabilities</b>		
Trade Payables	(76.47)	374.20
Short term Provision	0.02	(0.56)
Other current liabilities	(221.08)	158.95
<b>Cash generated from operations</b>	<b>493.25</b>	<b>355.60</b>
Direct taxes paid	(130.49)	(183.05)
<b>Net cash from operating activities (A)</b>	<b>362.76</b>	<b>172.55</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Acquisition of Property, Plant & Equipment (PPE)	(281.18)	(226.61)
Proceeds from sale of Property, Plant & Equipment (PPE)	2.25	215.79
Investment in Instrument	(48.71)	(90.27)
Proceeds from Disposal of Investments	0.02	27.55
Interest Received	38.13	17.74
Dividend Received	0.01	0.01
<b>Net cash from / (used) in investing activities (B)</b>	<b>(289.49)</b>	<b>(55.79)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds of long term borrowings	5.87	54.37
Interest paid	(8.60)	(2.75)
Dividend Paid	(15.12)	(15.12)
<b>Net Cash from / (used) in financing activities (C)</b>	<b>(17.85)</b>	<b>36.50</b>
<b>Net Increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>55.42</b>	<b>153.26</b>
<b>Cash and cash equivalent at beginning of the year the components being :</b>		
Cash on hand	0.27	0.31
Balance with banks on current, margin and deposit accounts	795.38	642.08
	<b>795.65</b>	<b>642.39</b>



<b>Cash and cash equivalents at end of the year the components being :</b>		
Cash on hand	0.10	0.27
Balances with scheduled banks on current, margin and deposit accounts	850.97	795.38
	<b>851.07</b>	<b>795.65</b>
<b>Net Increase / (Decrease) as disclosed above</b>	<b>55.42</b>	<b>153.26</b>

1. Statement of cash flows has been prepared under the indirect method as set out Ind AS 7 on "Statement of Cash Flows" specified u/s 133 of companies act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

2. Figures in the brackets are outflows /deductions.

As per our report of even date attached

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR HTA & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 120457W

**S.H. Amin**  
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CFO

**B. H. Patel**  
Company Secretary

Rajkot  
May 16, 2025

Vallabh Vidyanagar  
May 16, 2025

**ROLCON ENGINEERING COMPANY LIMITED**  
**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025**

**Attributable to the Equity Holders**

(INR. in Lakhs)

Particulars	Equity Share Capital	Other Equity			Other comprehensive income		Total Equity attributable to equity holder of the Company
		Capital Reserve	General Reserve	Retained Earning	Investments through other comprehensive income	Other item of other comprehensive income	
<b>Balance as at April 1, 2023</b>	<b>75.60</b>	<b>4.00</b>	<b>610.17</b>	<b>1,085.30</b>	<b>83.11</b>	<b>13.07</b>	<b>1,871.25</b>
<b>Changes in equity for the year ended March 31, 2024</b>							
Profit for the year	-	-	-	216.59	-	-	216.59
Remeasurement of the net defined benefit liability/assets	-	-	-	-	-	(13.54)	(13.54)
Equity instruments through other comprehensive income	-	-	-	-	35.75	-	35.75
Reversal of Mutual Fund	-	-	-	-	-	-	-
Fair value changes on investments	-	-	-	-	-	-	-
<b>Total Comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>35.75</b>	<b>(13.54)</b>	<b>22.21</b>
Transfer to general reserve	-	-	-	-	-	-	-
Dividend	-	-	-	(15.12)	-	-	(15.12)
Dividend distribution tax	-	-	-	-	-	-	-
<b>Balance as at March 31, 2024</b>	<b>75.60</b>	<b>4.00</b>	<b>610.17</b>	<b>1,286.77</b>	<b>119.86</b>	<b>(0.47)</b>	<b>2,095.93</b>
<b>Balance as at April 1, 2024</b>	<b>75.60</b>	<b>4.00</b>	<b>610.17</b>	<b>1,286.77</b>	<b>119.86</b>	<b>(0.47)</b>	<b>2,095.93</b>
<b>Changes in equity for the year ended March 31, 2025</b>							
Profit for the year	-	-	-	404.03	-	-	404.03
Remeasurement of the net defined benefit liability/assets	-	-	-	-	-	3.08	3.08
Equity instruments through other comprehensive income	-	-	-	-	67.16	-	67.16
Reversal of Mutual Fund	-	-	-	-	-	-	-
<b>Total Comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>67.16</b>	<b>3.08</b>	<b>70.24</b>
Transfer to general reserve	-	-	-	-	-	-	-
Dividend	-	-	-	(15.12)	-	-	(15.12)
Dividend distribution tax	-	-	-	-	-	-	-
<b>Balance as at March 31, 2025</b>	<b>75.60</b>	<b>4.00</b>	<b>610.17</b>	<b>1,675.68</b>	<b>186.02</b>	<b>2.61</b>	<b>2,554.08</b>

The accompanying notes are an integral part of the Financial statements.  
As per our report of even date attached

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR HTA & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 120457W

**S.H. Amin**  
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Rajkot  
May 16, 2025

Vallabh Vidyanagar  
May 16, 2025

# ROLCON ENGINEERING COMPANY LIMITED

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

### NOTE: 1. ACCOUNTING POLICIES

#### 1. CORPORATE INFORMATION

Rolcon Engineering Company Limited is a public company domiciled in India incorporated in 1967 under the provisions of the Companies Act applicable in India. Its shares are listed on one recognized stock exchanges in India. The registered office of the company is located at Vallabh Vidyanagar, Gujarat. The Company is principally engaged in the business of Manufacturing of Industrial Chain and Sprocket. The Standalone Financial statements for the year ended March 31, 2025 are approved by the company's Board of directors and authorized for issue in the meeting held on May 16, 2025.

#### 2. Material Accounting Policies

##### 2.1.1 BASIS OF PREPARATION

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The standalone financial statements have been prepared on a historical cost basis, except for the following assets which have been measured at fair value or revalued amount. Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), Defined benefit plans – plan assets measured at fair value.

The standalone financial statements are presented in ₹ which is the company's functional currency, and all values are rounded to the nearest ₹ in Lakh, except where otherwise indicated.

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### a. Current versus Non-current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Expected to be realised within twelve months after the reporting period; or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

**All other assets are classified as non current.**

**A liability is current when:**

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

##### Operating Cycle

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

##### b. Foreign Currencies

The Company's financial statements are presented in INR, which is also the company's functional currency.

##### Transactions and balances

Transactions in foreign currencies are initially recorded by the company's functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement of such transaction and on translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are recognised in statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation

of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

### **c. Fair Value Measurement**

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability OR
  - In the absence of a principal market, in the most advantageous market for the asset or liability.
- The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis,

the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. Management determines the policies and procedures for both recurring fair value measurement and non-recurring fair value measurement. External values are involved for valuation of significant assets, such as properties and involvement of external valuers is decided upon the Management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, Management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Significant accounting judgements, estimates and assumptions (Note No. 2.3)
- Investment properties (Note No. 2.2 (g))
- Financial instrument (Note No. 2.2 (n))

### **d. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The specific recognition criteria described below must also be met before revenue is recognized.

**Sale of goods**

Revenue from Sale of Goods are recognised when entity satisfy a performance obligation by transferring a promised goods. Sales are stated net of rebate and trade discount and exclude Goods and Service tax. With regard to sale of product, income is reported when significant control connected with the ownership have been transferred to the buyers. This usually occurs upon dispatch, after the price has been determined. The Company does not provide any extended warranties or maintenance contracts to its customers.

**Interest income**

For all debt instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. Interest income is included in other income in the statement of profit and loss.

**Dividend Income**

Income from dividend on investments is accrued in the year in which it is declared, whereby right to receive is established.

**Export Benefits**

The benefits accrued under the duty drawback scheme as per the Import and export Policy in respect of exports under the said scheme are recognized when there is a reasonable assurance that the benefit will be received and the company will comply with all attached conditions. The above benefit has been included under the head 'Export Incentives.'

**Other Income**

- Rent Income is recognized on time proportion basis as per agreement and net of Taxes.
- Income from sale of wind operated power is recognized on accrual basis on confirmation of unit generated and supplied to the State Electricity Board as per the agreement.

**e. Taxes****Current Income Tax**

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

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

**Deferred Tax**

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

**f. Property, Plant and Equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work-in-progress comprises cost of Property, Plant and Equipment that are not yet installed and ready for their intended use at the balance sheet date.

### **Derecognition**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on Derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

### **Depreciation**

Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013. The identified component of fixed assets is depreciated over their useful lives and the remaining components are depreciated over the life of the principal assets. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation methods, useful lives and residual values are reviewed at each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

### **g. Investment Properties**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation on Investment property is provided on the written down value basis over useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act 2013. Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valour's applying a valuation model recommended by

the International Valuation Standards Committee.

An investment property is derecognised on disposal or on permanently withdrawal from use or when no future economic benefits are expected from its disposal. Any gain or loss arising on Derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

### **h. Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

#### **Amortisation**

Intangible assets are amortized on straight line basis over their individual respective useful life. The management estimates the useful life of assets as under:

<b>Assets</b>	<b>Year</b>
Technical Knowhow	7 years
Software	7 years

### **i. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### **j. Inventories**

Raw Materials and Store Items are valued at Weighted Average Cost method. Cost of Raw Materials and Store Items comprises of cost of purchase, direct expenses net of Input tax credit and other cost incurred in bringing the inventories to their present location and conditions.

Finished goods and Semi-finished Goods are valued at lower of cost or net realization value. These are valued based on weighted average cost of production, including appropriate proportion of cost of conversion and other costs



including manufacturing overheads incurred in bringing them to their respective present location and condition. Net realization value is the estimated selling price in the ordinary course of business.

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

#### **k. Impairment of Non-Financial Assets**

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price or value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### **I. Provisions**

#### **General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the

provision due to the passage of time is recognised as a finance cost.

#### **m. Employee benefits**

##### **a) Short Term Employee Benefits**

Short term employee benefits are recognised as expense at the undiscounted amount expected to be paid over the period of services rendered by the employee to the company.

##### **b) Post-Employment Benefits**

###### **(i) Defined contribution plan**

These are plan in which the company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contribution to Employee provident fund and superannuation fund. The Company payments to the defined contribution plans are reported as expenses during the period in which the employee performs the services that the payment covers.

###### **(ii) Defined benefit plan**

Expenses for defined gratuity payment plans are calculated as at the balance sheet date by independent actuaries in the manner that distributes expenses over the employees working life. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discounted rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term i.e. almost equivalent to the average balance working period of the employees.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Past service costs are recognised in statement of profit or loss on the earlier of;

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs;

Net interest is calculated by applying the discount rate to the net defined benefit liability

or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss;

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

#### **Other long term employment benefits:**

The employee's long term compensated absences are Company's defined benefit plans. The present value of the obligation is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet. In case of funded plans, the fair value of plan asset is reduced from the gross obligation, to recognise the obligation on the net basis.

#### **n. Financial Instruments**

Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### **Financial Assets**

###### **Initial recognition and measurement**

All financial assets, except investment in associates, are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

###### **Subsequent Measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- a) Financial assets at amortised cost
- b) Financial assets at fair value through other comprehensive income (FVTOCI)
- c) Financial assets at fair value through profit or loss (FVTPL)
- d) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

###### **Financial assets at amortised cost**

A financial asset is measured at the amortised cost if:

- a) the financial asset is held within a business

model whose objective is to hold financial assets in order to collect contractual cash flows, and

- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

###### **Financial assets at fair value through other comprehensive income.**

A financial asset is measured at fair value through other comprehensive income if:

- a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

###### **Financial assets at fair value through profit or loss.**

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has other investments at FVTPL.

After initial measurement, such financial assets are subsequently measured at fair value with all changes recognised in Statement of profit and loss.

## Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

## Derecognition of financial assets

A financial asset is derecognised when:

- a) the contractual rights to the cash flows from the financial asset expire,
- OR
- b) The Company has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is

measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

## Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

## Financial guarantee contracts

Financial guarantee contracts issued by the group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

## Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

## o. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank

overdrafts as they are considered an integral part of the group's cash management.

**p. Dividend distribution**

The group recognizes a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorized and the distribution is no longer at the discretion of the group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

**q. Earnings per Share**

Basic EPS is calculated by dividing the profit / loss for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit / loss attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

**2.3 Significant accounting judgments, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**Judgments**

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements:

**Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based on its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**Defined benefit plans (gratuity benefits)**

The cost of the defined benefit plan and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The underlying bonds are further reviewed for quality. Those having excessive credit spreads are excluded from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality corporate bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 25(a).

**Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is

required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**Allowance for uncollectible trade receivables**

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balance and historical experience. Additionally, a large number of minor receivables is grouped into homogeneous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

**Warranty Provision**

Management estimates the Warranty provision for future warranty claims based on historical warranty claim information as well as recent trends that might suggest that past cost information may differ from future claims. The assumptions made in relation to the current period are consistent with those in the prior periods. Factors that could impact the estimated claim information include the success of the company's productivity and quality initiatives.

**Intangible Assets**

Refer Note 2.2 (h) for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 2.

**Property, Plant and Equipment**

Refer Note 2.2 (f) for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 2.

**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025**  
**Note 2. PROPERTY, PLANT AND EQUIPMENT** (INR. in Lakhs)

Particulars	Land Freehold	Buildings	Plant and machinery	Computer Equipments	Furniture and fixtures	Vehicles	Office Equipments	Total
<b>Gross carrying value as at April 1,2024</b>	<b>0.20</b>	<b>657.73</b>	<b>1,880.96</b>	<b>51.48</b>	<b>236.10</b>	<b>103.19</b>	<b>107.53</b>	<b>3,037.19</b>
Additions	-	45.30	174.05	12.39	40.85	6.27	2.32	281.18
Deletions	-	-	-	-	-	4.15	-	4.15
<b>Gross carrying value as at March 31,2025</b>	<b>0.20</b>	<b>703.03</b>	<b>2,055.01</b>	<b>63.87</b>	<b>276.95</b>	<b>105.31</b>	<b>109.85</b>	<b>3,314.22</b>
<b>Accumulated depreciation as at April 1,2024</b>	<b>-</b>	<b>410.45</b>	<b>1,603.76</b>	<b>43.49</b>	<b>151.13</b>	<b>71.59</b>	<b>89.30</b>	<b>2,369.72</b>
Depreciation	-	23.22	74.34	7.24	26.06	8.43	4.90	144.19
Accumulated depreciation on deletions	-	-	-	-	-	3.94	-	3.94
<b>Accumulated depreciation as at March 31,2025</b>	<b>-</b>	<b>433.67</b>	<b>1,678.10</b>	<b>50.73</b>	<b>177.19</b>	<b>76.08</b>	<b>94.20</b>	<b>2,509.97</b>
<b>Carrying value as at March 31, 2025</b>	<b>0.20</b>	<b>269.36</b>	<b>376.91</b>	<b>13.14</b>	<b>99.76</b>	<b>29.23</b>	<b>15.65</b>	<b>804.25</b>
<b>Carrying value as at April 1, 2024</b>	<b>0.20</b>	<b>247.28</b>	<b>277.20</b>	<b>7.99</b>	<b>84.97</b>	<b>31.60</b>	<b>18.23</b>	<b>667.47</b>

**Intangible assets under development**

PARTICULARS	As at March 31	
	2025	2024
Intangible Assets under development	1.40	1.40

**Aging Schedule of Intangible Assets Under Development (IAUD)**

IAUD as on	Less than 1 year	1 to 2 year	2 to 3 year	More than 3 year	Total
<b>March 31, 2025</b>					
Project in progress	-	1.40	-	-	1.40
Project temporarily suspended	-	-	-	-	-
<b>March 31, 2024</b>					
Project in progress	1.40	-	-	-	1.40
Project temporarily suspended	-	-	-	-	-

Intangible Assets under Development	To be Completed in			
	Less than 1 year	1 to 2 year	2 to 3 year	More than 3 year
<b>March 31, 2025</b>				
Project	1.40	-	-	-
<b>March 31, 2024</b>				
Project	1.40	-	-	-

Particulars	Land Freehold	Buildings	Plant and machinery	Computer Equipments	Furniture and fixtures	Vehicles	Office Equipments	Total
<b>Gross carrying value as at April 1,2023</b>	<b>5.13</b>	<b>621.81</b>	<b>1,851.63</b>	<b>43.42</b>	<b>191.31</b>	<b>103.19</b>	<b>98.06</b>	<b>2,914.55</b>
Additions	-	35.93	128.37	8.06	44.79	-	9.47	226.61
Deletions	4.94	-	99.04	-	-	-	-	103.97
<b>Gross carrying value as at March 31,2024</b>	<b>0.20</b>	<b>657.73</b>	<b>1,880.96</b>	<b>51.48</b>	<b>236.10</b>	<b>103.19</b>	<b>107.53</b>	<b>3,037.19</b>
<b>Accumulated depreciation as at April 1,2023</b>	<b>-</b>	<b>388.04</b>	<b>1,639.96</b>	<b>38.85</b>	<b>132.86</b>	<b>59.58</b>	<b>83.89</b>	<b>2,343.17</b>
Depreciation	-	22.41	60.56	4.64	18.27	12.02	5.42	123.32
Accumulated depreciation on deletions	-	-	96.76	-	-	-	-	96.76
<b>Accumulated depreciation as at March 31,2024</b>	<b>-</b>	<b>410.45</b>	<b>1,603.76</b>	<b>43.49</b>	<b>151.13</b>	<b>71.59</b>	<b>89.30</b>	<b>2,369.73</b>
<b>Carrying value as at March 31, 2024</b>	<b>0.20</b>	<b>247.29</b>	<b>277.20</b>	<b>7.99</b>	<b>84.97</b>	<b>31.60</b>	<b>18.23</b>	<b>667.46</b>
<b>Carrying value as at April 1, 2023</b>	<b>5.13</b>	<b>233.77</b>	<b>211.67</b>	<b>4.58</b>	<b>58.45</b>	<b>43.61</b>	<b>14.18</b>	<b>571.38</b>



**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 3. NON CURRENT INVESTMENTS**

(INR. in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Investment In Equity Instrument</b>		
<b>A.) Investment Measured At Fair Value Throught</b>		
<b>Other Comprehensive Income (FVTOCI)</b>		
Mutual funds units (Refer Note 2.1)	335.16	277.28
Equity instruments of Associates (Refer Note 2.1)	201.99	153.12
<b>B.) Investment Measured At Amortised Cost</b>		
Other equity instruments (Refer Note 2.1)	0.08	0.08
<b>Total</b>	<b>537.23</b>	<b>430.48</b>
<b>Aggregate amount of investments</b>		
<b>A. Quoted Investments</b>		
Carrying value	271.65	232.05
Market Value	335.16	277.28
<b>B. Unquoted Investments</b>		
Carrying value	79.56	79.56
Market Value	202.06	153.20

Note 3.1 Details of Investments

Sr. No.	Name of the Body Corporate	No. of Shares / Units As At March 31,		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%) As At March 31,		Cost Value (INR. in Lakhs) As At March 31,		Fair Value (INR. in Lakhs) As At March 31,		Investment carries at fair value through other comprehensive income As At March 31,		SHORT TERM/ LONG TERM/ GAIN / LOSS As At March 31,		Basis of Valuation
		2025	2024			2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)
<b>A. Mutual fund units</b>																
1	ADITYA BIRLA SL - EQUITY HYBRID 95 FUND REG.- GROWTH	1,026	984	-	-	-	-	8.48	7.88	14.55	12.94	6.07	5.06	-	-	Market value
2	DSP BLACKROCK DYNAMIC ASSET ALLOCATION FUND-REG-GR	43,135	31,480	-	-	-	-	9.50	6.50	11.42	7.41	1.92	0.91	-	-	Market value
3	ABSL INDIA GENNEXT FUND	2,651	2,357	-	-	-	-	3.35	2.75	5.23	4.31	1.88	1.56	-	-	Market value
4	AXIS - MIDCAP FUND	5,686	5,113	-	-	-	-	3.40	2.80	5.76	4.65	2.36	1.85	-	-	Market value
5	ICICI PRUDENTIAL - EQUITY & DEBT FUND	1,641	1,475	-	-	-	-	3.35	2.75	6.05	4.97	2.70	2.22	-	-	Market value
6	INVERSCO - INDIA CONTRA FUND	4,994	4,517	-	-	-	-	3.50	2.90	6.19	4.91	2.69	2.01	-	-	Market value
7	NIPPON INDIA- EQUITY HYBRID FUND SEGREGATED	9,529	9,529	-	-	-	-	-	0.01	-	0.01	-	(0.01)	0.01	-	Market value
8	PRINCIPAL BALANCED ADVANTAGE FUND	16,930	2,568	-	-	-	-	5.60	0.80	5.67	0.81	0.07	0.01	-	6.53	Market value
9	ICICI PRUDENTIAL - BAL. ADVANTAGE FUND -REG-G	21,581	17,189	-	-	-	-	11.76	8.76	14.97	11.08	3.21	2.32	-	-	Market value
10	KOTAK BALANCE ADVANTAGE FUND REG-G	76,895	61,331	-	-	-	-	12.01	9.01	14.92	10.97	2.91	1.96	-	-	Market value
11	ABSL BALANCED ADVANTAGE FUND	11,417	8,368	-	-	-	-	9.50	6.50	11.44	7.61	1.94	1.11	-	-	Market value
12	HDFC EQUITY SAVINGS FUND	17,372	12,584	-	-	-	-	9.50	6.50	11.00	7.52	1.50	1.02	-	-	Market value
13	KOTAK CORPORATE BOND FUND	290	206	-	-	-	-	9.50	6.50	10.71	6.99	1.21	0.49	-	-	Market value
14	MAHINDRA MANULIFE MUTUAL FUND	1,14,758	87,806	-	-	-	-	28.50	19.50	36.63	26.27	8.13	6.77	-	-	Market value
15	PGIM INDIA MUTUAL FUND	-	-	-	-	-	-	-	-	-	-	-	-	-	4.55	Market value
16	FRANKLIN TEMPLETON MUTUAL FUND	-	-	-	-	-	-	-	-	-	-	-	-	-	0.004	Market value
17	HDFC MNC FUND	2,49,988	2,49,988	-	-	-	-	25.00	25.00	30.79	31.29	5.79	6.29	-	-	Market value
18	ICICI PRUDENTIAL MUTUAL FUND	-	-	-	-	-	-	-	-	-	-	-	-	-	0.21	Market value
19	ICICI PRU MNC FUND REG (G)	26,829	26,829	-	-	-	-	5.27	5.27	6.95	6.69	1.68	1.42	-	-	Market value
20	SUNDARAM DIVIDEND YIELD FUND REG (G)	2,725	2,725	-	-	-	-	2.50	2.50	3.50	3.37	1.00	0.87	-	-	Market value
21	SUNDARAM MUTUAL FUND	-	-	-	-	-	-	-	-	-	-	-	-	-	1.39	Market value
22	TEMPLETON INDIA EQUITY INCOME FUND (G)	6,161	6,161	-	-	-	-	5.03	5.03	8.15	7.68	3.12	2.65	-	-	Market value
23	WHITEOAK CAPITAL FLEXI CAP FUND (G)	1,33,854	1,33,854	-	-	-	-	15.26	15.26	21.15	19.00	5.89	3.74	-	-	Market value
24	WHITEOAK CAPITAL ULTRA SHORT TERM FUND (G)	-	-	-	-	-	-	-	-	-	-	-	-	-	0.03	Market value
25	ITI LARGE CAP FUND	98,245	98,245	-	-	-	-	15.00	15.00	16.36	15.99	1.36	0.99	-	-	Market value
26	SAMCO DYNAMIC ASSETS ALLOCATION FUND	2,72,220	2,72,220	-	-	-	-	27.55	27.55	27.93	27.58	0.38	0.03	-	-	Market value
27	SUNDARAM MULTI ASSETS ALLOCATION FUND	5,75,271	5,32,318	-	-	-	-	58.10	53.30	65.78	55.25	7.68	1.95	-	-	Market value
<b>Total mutual fund units</b>		<b>16,93,198</b>	<b>15,67,847</b>	-	-	-	-	<b>271.66</b>	<b>232.05</b>	<b>335.15</b>	<b>277.28</b>	<b>63.89</b>	<b>45.23</b>	<b>0.01</b>	<b>12.72</b>	
<b>B. Equity instruments of Associates</b>																
1	SUDEEP RUB-CHEM PRIVATE LIMITED	1,450	1,450	Unquoted	Fully Paid	48.34	48.34	79.49	79.49	201.99	153.12	122.50	73.63	-	-	Market value
<b>Total equity instruments of Associates</b>		<b>1,450</b>	<b>1,450</b>	-	-	-	-	<b>79.49</b>	<b>79.49</b>	<b>201.99</b>	<b>153.12</b>	<b>122.50</b>	<b>73.63</b>	-	-	
<b>C. Other equity instruments</b>																
1	The CHAROTAR GAS SAHAKARI MANDALI LTD	15	15	Unquoted	Fully Paid	-	-	0.08	0.08	0.08	0.08	-	-	-	-	Cost
2	The V.V.C.C. BANK LTD	1	1	Unquoted	Fully Paid	-	-	0.001	0.00	0.001	0.001	-	-	-	-	Cost
<b>Total other equity instruments</b>		<b>16</b>	<b>16</b>	-	-	-	-	<b>0.08</b>	<b>0.08</b>	<b>0.08</b>	<b>0.08</b>	-	-	-	-	
<b>Total non current investments</b>		<b>16,94,664</b>	<b>15,69,313</b>	-	-	-	-	<b>351.23</b>	<b>311.61</b>	<b>537.22</b>	<b>430.47</b>	<b>186.39</b>	<b>118.86</b>	<b>0.01</b>	<b>12.72</b>	

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 4. OTHER FINANCIAL ASSETS**

(INR in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured, considered good :</b>		
Deposits	17.42	17.42
<b>Total</b>	<b>17.42</b>	<b>17.42</b>

**Note 5. DEFERRED TAX ASSET (NET)**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
Deferred Tax Assets		
- On account of Disallowances Under income tax act	3.08	3.08
- On account of Difference in Book Depreciation And Depreciation As per Income Tax Act (PPE)	35.27	31.79
- Fair Value Changes on Investment	(26.60)	(29.92)
<b>Total</b>	<b>11.75</b>	<b>4.95</b>

**Note 6. INVENTORIES**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Stock In Hand</b>		
a) Raw Materials and Stores	135.35	144.85
b) Semi-Finished Goods	120.37	131.26
c) Finished Goods	247.06	383.73
<b>Total</b>	<b>502.78</b>	<b>659.84</b>

Note: There is no write down of inventories to net realisable value, nor there is reversal of any such write down of inventories.

**Note 7. INVESTMENTS**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Investments measured at Fair Value Through Profit or Loss (FVTPL):</b>		
<b>In Commodities - quoted</b>		
Gold Coins	9.12	-
Market Value of Quoted Investments	9.12	-
<b>Total</b>	<b>9.12</b>	<b>-</b>

**Note 8. TRADE RECEIVABLES**

**Trade Receivables ageing schedule as at March 31, 2025**

(INR in Lakhs)

PARTICULARS	Outstanding for following periods from due date of payment						Total
	Unbilled Dues	Less than 6 months	6 months 1 years	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	896.73	52.39	57.58	-	-	1,006.70
Less:-Allowances for Expected Credit Loss	-	-	-	57.58	-	-	57.58
<b>Net Undisputed Trade receivables – considered good</b>	-	<b>896.73</b>	<b>52.39</b>	-	-	-	<b>949.12</b>
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	19.92	19.92
Less:-Allowances for Expected Credit Loss	-	-	-	-	-	19.92	19.92
<b>Net Disputed Trade receivables – considered good</b>	-	-	-	-	-	-	-
<b>Total</b>	-	<b>896.73</b>	<b>52.39</b>	-	-	-	<b>949.12</b>

**Trade Receivables ageing schedule As at March 31, 2024**

PARTICULARS	Outstanding for following periods from due date of payment						Total
	Unbilled Dues	Less than 6 months	6 months 1 years	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	968.36	63.03	1.80	-	-	1,033.19
Less:-Allowances for Expected Credit Loss	-	-	-	1.80	-	-	1.80
<b>Net Undisputed Trade receivables – considered good</b>	-	<b>968.36</b>	<b>63.03</b>	-	-	-	<b>1,031.39</b>
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	19.92	19.92
Less:-Allowances for Expected Credit Loss	-	-	-	-	-	19.92	19.92
<b>Net Disputed Trade receivables – considered good</b>	-	-	-	-	-	-	-
<b>Total</b>	-	<b>968.36</b>	<b>63.03</b>	-	-	-	<b>1,031.39</b>

**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 9. CASH AND CASH EQUIVALENTS**

(INR in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>I. Cash &amp; Cash Equivalents</b>		
a. Balances with banks	105.60	73.55
b. Cash on hand	0.10	0.27
<b>II. Other Balances</b>		
Bank Deposit with original maturity less than three months	52.14	50.68
<b>Total</b>	<b>157.84</b>	<b>124.50</b>

**Note 10. BANK BALANCE OTHER THAN ABOVE**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>II. Other Balances</b>		
Bank deposits with original maturity more than three months but less than twelve months	693.23	671.16
<b>Total</b>	<b>693.23</b>	<b>671.16</b>

**Note 11. LOANS**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured, considered good :</b>		
a. Loans and Advances to employees	0.54	4.78
<b>Total</b>	<b>0.54</b>	<b>4.78</b>

**Note 12. OTHER FINANCIAL ASSETS**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured, considered good unless otherwise stated :</b>		
a. Interest Receivable on deposits	41.57	29.62
b. Export benefits receivable		
i. RoDTEP Receivable *	3.26	1.03
ii. Duty Drawback Receivable	2.68	0.23
<b>Total</b>	<b>47.51</b>	<b>30.88</b>

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
* Considered good	3.26	-
Credit impaired	0.18	-
less:- Allowance for credit impaired	0.01	-

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 13. OTHER CURRENT ASSETS**

(INR in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured, considered good unless otherwise stated :</b>		
a. Prepaid Expenses	8.74	8.77
b. GST Receivable	0.67	9.81
c. Balance with Gratuity fund (Net) (Refer Note No. 29)	18.14	12.20
d. Advance to Suppliers - Others	13.60	32.52
e. Advance Payment of Income Tax ( Net of Provisions)		
- Advance income tax & TDS	88.77	-
- Less: Provision for Taxation	43.95	-
	44.82	-
<b>Total</b>	<b>85.97</b>	<b>63.30</b>

**Note 14. EQUITY SHARE CAPITAL**

PARTICULARS	As at March 31			
	2025		2024	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs. 10/- each	14,60,000	146.00	14,60,000	146.00
10% Redeemable Preference Share of Rs. 100/- each	4,000	4.00	4,000	4.00
<b>Total</b>		<b>150.00</b>		<b>150.00</b>
<b>Issued, Subscribed &amp; Paid up share capital</b>				
Equity Share of Rs. 10/- each fully Paid - Up	7,56,000	75.60	7,56,000	75.60
<b>Total</b>	<b>7,56,000</b>	<b>75.60</b>	<b>7,56,000</b>	<b>75.60</b>

**Reconciliation of Issued, Subscribed and Paid Up Equity Share Capital**

PARTICULARS	March 31, 2025		March 31, 2024	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	7,56,000	75.60	7,56,000	75.60
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	7,56,000	75.60	7,56,000	75.60



**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Reconciliation of Issued, Subscribed and Paid Up Preference Share Capital**

(INR in Lakhs)

PARTICULARS	March 31 2025		March 31 2024	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	-	-	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	-	-	-	-

**Details of shareholders holding more than 5% of the total equity shares in the Company**

Name of Shareholders	As at March 31		As at March 31	
	2025		2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Shares :</b>				
SURESH H AMIN	196,535	26.00	196,535	26.00
ASHISH S AMIN	86,350	11.42	86,350	11.42
NEHA M PATEL	70,920	9.38	70,920	9.38
MALAY S SHAH	63,040	8.34	63,040	8.34
NATIONAL INSURANCE COMPANY LTD.	54,000	7.14	54,000	7.14
RUPAL N PATEL	47,280	6.25	47,280	6.25
<b>Total</b>	<b>518,125</b>	<b>68.53</b>	<b>518,125</b>	<b>68.53</b>

**Details of Shares held By Promoters:**

**Shares held by promoters at the end of the year March 31, 2025**

Sr. No.	Name of Promoters	No. of Shares at the begging of the year	Change during the year	No. of Shares at the end of the year	% of total shares	% Change during the year
1	SURESHBHAI HIMABHAI AMIN	1,96,535	-	1,96,535	26.00	-
2	ASHISHBHAI SURESHBHAI AMIN	86,350	-	86,350	11.42	-
3	PRASHANT C. AMIN	11,720	-	11,720	1.55	-
4	HEMANT CHANDRAKANT AMIN	6,850	-	6,850	0.91	-
5	KUNAL HEMANT AMIN	6,550	-	6,550	0.87	-
6	CHIRAG HEMANT AMIN	6,095	-	6,095	0.81	-
7	SURESHBHAI HIMABHAI AMIN (HUF)	5,625	-	5,625	0.74	-
8	RAMILA RAJENDRA AMIN	3,151	-	3,151	0.42	-
9	ARPITA ASHISH AMIN	2,432	-	2,432	0.32	-
10	PRADEEP SHANTILAL DESAI	1,890	-	1,890	0.25	-
	<b>Total</b>	<b>3,27,198</b>		<b>3,27,198</b>	<b>43.28</b>	

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Shares held by promoters at the end of the year March 31, 2024**

(INR in Lakhs)

Sr. No.	Name of Promoters	No. of Shares at the begging of the year	Change during the year	No. of Shares at the end of the year	% of total shares	% Change during the year
1	SURESHBHAI HIMABHAI AMIN	1,96,535	-	1,96,535	26.00	-
2	ASHISHBHAI SURESHBHAI AMIN	86,350	-	86,350	11.42	-
3	PRASHANT C. AMIN	11,720	-	11,720	1.55	-
4	HEMANT CHANDRAKANT AMIN	6,850	-	6,850	0.91	-
5	KUNAL HEMANT AMIN	6,550	-	6,550	0.87	-
6	CHIRAG HEMANT AMIN	6,095	-	6,095	0.81	-
7	SURESHBHAI HIMABHAI AMIN (HUF)	5,625	-	5,625	0.74	-
8	RAMILA RAJENDRA AMIN	3,151	-	3,151	0.42	-
9	ARPITA ASHISH AMIN	2,432	-	2,432	0.32	-
10	ASHA PRADEEP DESAI	1,890	1,890	-	0.00	100%
11	PRADEEP SHANTILAL DESAI	-	1,890	1,890	0.25	-
	<b>Total</b>	<b>3,27,198</b>		<b>3,27,198</b>	<b>43.28</b>	

PARTICULARS	Aggregate No. of Shares As at March 31				
	2025	2024	2023	2022	2021
<b>Equity Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-
<b>Preference Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

Unpaid Calls	Amount
By Directors	-
By Officers	-

**Rights, preferences and restrictions attached to shares:**

**Equity Shares:** The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting , Except in case of Interim Dividen. In the event of Liquidation, the equity shareholders are eligible to recive the remaining assests of the company after distribution of all preferential amounts, in proportion to their shareholding.

**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 15. OTHER EQUITY**

(INR in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>a. Capital Redemption Reserve</b>		
Opening Balance	4.00	4.00
<b>Add:-</b>		
Current Year Transfer	-	-
<b>Less:-</b>		
Written Back in Current Year	-	-
<b>Closing Balance (Total-a)</b>	<b>4.00</b>	<b>4.00</b>
<b>b. General Reserves</b>		
Opening Balance	610.17	610.17
<b>Add:-</b>		
Current Year Transfer	-	-
<b>Less:-</b>		
Written Back in Current Year	-	-
<b>Closing Balance (Total-b)</b>	<b>610.17</b>	<b>610.17</b>
<b>c. Surplus</b>		
Opening balance	1,286.77	1,085.30
<b>Add:-</b>		
Net Profit/(Net Loss) For the Current Year	404.03	216.59
Proposed Dividend of Previous Year Not Approved	-	-
Reversal of Mutual Fund	-	-
<b>Less:-</b>		
Transfer to Reserves	-	-
Final Dividend Paid	15.12	15.12
<b>Closing Balance (Total-c)</b>	<b>1,675.68</b>	<b>1,286.77</b>
<b>d. Items of other comprehensive income - Fair value changes in Investments</b>		
Opening balance	118.86	83.11
<b>Add:-</b>		
Net Profit/(Net Loss) For the Current Year	67.16	35.75
<b>Closing Balance (Total-d)</b>	<b>186.02</b>	<b>118.86</b>
<b>e. Items of other comprehensive income - Gratuity</b>		
Opening balance	(0.47)	13.07
<b>Add:-</b>		
Net Profit/(Net Loss) For the Current Year	3.08	(13.54)
<b>Closing Balance (Total-e)</b>	<b>2.61</b>	<b>(0.47)</b>
<b>Sub-total (c+d+e)</b>	<b>1,864.31</b>	<b>1,405.17</b>
<b>Total</b>	<b>2,478.48</b>	<b>2,019.33</b>

**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 16. BORROWINGS - NON CURRENT**

(INR in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Secured</b>		
From Banks		
Car loans (Refer note 16.1)	5.22	11.76
<b>Total</b>	<b>5.22</b>	<b>11.76</b>

**Note 16.1:**

- a. The car loan from HDFC Bank is secured by hypothecation of vehicle financed.  
b. EMI INR 59,545 repayable in 60 months at rate of interest 9% p.a.  
c. The maturity of term loan is 07/12/2026.

**Note 17. PROVISIONS - NON CURRENT**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
- For Gratuity	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 18. BORROWINGS**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Secured</b>		
- Current Maturity of Long Term Borrowings	6.50	6.08
<b>Bank Overdraft</b>		
Overdraft from Axis Bank (Secured by pledge of Fixed Deposits)	71.99	60.00
<b>Total</b>	<b>78.49</b>	<b>66.08</b>

**Note 19. TRADE PAYABLES**

**Trade payables Aging Schedule As at March 31, 2025**

PARTICULARS	Outstanding for following periods from due date of payment					Total
	Unbilled Dues	Less than 1 years	1-2 years	2-3 years	More than 3 years	
(1) Total Outstanding Due of Micro and Small Enterprise	-	447.95	-	-	-	447.95
(2) Total Outstanding Due of Other Than Micro and Small Enterprise	-	567.46	-	0.58	-	568.04
(3) Disputed dues-MSME	-	-	-	-	-	-
(4) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>1,015.41</b>	<b>-</b>	<b>0.58</b>	<b>-</b>	<b>1,015.99</b>

## ROLCON ENGINEERING COMPANY LIMITED

### NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2025

#### Trade payables Aging Schedule As at March 31, 2024

(INR in Lakhs)

PARTICULARS	Outstanding for following periods from due date of payment					Total
	Unbilled Dues	Less than 1 years	1-2 years	2-3 years	More than 3 years	
(1) Total Outstanding Due of Micro and Small Enterprise	-	529.64	-	-	-	529.64
(2) Total Outstanding Due of Other Than Micro and Small Enterprise	-	559.76	3.06	-	-	562.82
(3) Disputed dues-MSME	-	-	-	-	-	-
(4) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>1,089.40</b>	<b>3.06</b>	<b>-</b>	<b>-</b>	<b>1,092.46</b>

The dues payable to Micro and Small enterprises is based on the information available with the company and takes into account only those suppliers who have responded with copy of MSME certificate to the enquiries made by the company for this purpose.

#### Note 20. OTHER FINANCIAL LIABILITIES

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured</b>		
- Other Payable	10.35	2.02
- Salary Payable	46.05	44.60
<b>Total</b>	<b>56.40</b>	<b>46.62</b>

#### Note 21. OTHER CURRENT LIABILITIES

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured</b>		
Other Payables		
- Advance from Customers	66.69	313.58
- Statutory Dues	22.46	7.11
- Rent Payable	1.30	1.13
- Other Payable	5.28	4.77
<b>Total</b>	<b>95.73</b>	<b>326.59</b>

#### Note 22. PROVISIONS

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>(a) Provision for employee benefits</b>		
- For Bonus	12.25	12.23
<b>(b) Provision for Current tax ( Net of Provisions)</b>		
Provision for Taxation	-	242.85
- Less: Advance income tax & TDS	-	185.96
	-	56.89
<b>Total</b>	<b>12.25</b>	<b>69.12</b>

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF STANDALONE STATEMENT OF PROFIT AND LOSS**

**Note 23. REVENUE FROM OPERATIONS**

(INR in Lakhs)

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
<b>(a) Domestic Sales:</b>		
Chains	4,655.06	3,942.24
Sprockets	683.42	703.86
<b>(b) Exports Sales :</b>		
Chains	196.47	315.95
Sprockets	128.06	40.71
Scrap Sales	165.76	147.13
<b>Total</b>	<b>5,828.77</b>	<b>5,149.88</b>

**Note 24. OTHER INCOME**

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
<b>Interest income on</b>		
a) Bank Fixed Deposits	50.08	40.06
b) MGVL Deposits	0.96	0.96
Dividend Income From Investments	0.01	0.01
Rent Income	4.68	1.37
Profit on Sale of Asset	2.04	7.23
Foreign Exchange Variation ( Profit)	-	10.53
Discount & sales	-	13.64
Long term Capital Gain on Mutual Fund	0.01	9.91
Short term Capital Gain on Mutual Fund	-	2.80
Long term Capital Gain on Sales of Land	-	201.34
Bad Debt Recovery	0.86	1.97
Duty DrawBack	4.44	3.75
Fair value (gain)/loss on investment measured at FVTPL	1.03	-
RoDTEP	2.23	1.39
Packing and Forwarding Income	14.47	11.58
<b>Total</b>	<b>80.81</b>	<b>306.56</b>

**Note 25. COST OF MATERIAL CONSUMED**

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
Opening Stock	144.85	152.50
Add : Purchases during the Year	2,383.97	2,541.28
<b>SUB TOTAL</b>	<b>2,528.82</b>	<b>2,693.79</b>
Less : Closing Stock	135.35	144.85
<b>Total</b>	<b>2,393.47</b>	<b>2,548.94</b>



**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF STANDALONE STATEMENT OF PROFIT AND LOSS**

**Break up Of Raw Materials Consumed :**

(INR in Lakhs)

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
Flats	637.34	676.38
Round Bars	647.55	677.76
Plates	342.03	330.21
Others (Angles, Bearings, C.I.Castings, Pipe & Tubes, Steel Strips)	217.43	173.30
Other components	549.12	691.28
<b>TOTAL</b>	<b>2,393.47</b>	<b>2,548.94</b>

**Note 26. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE**

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
<b>Opening Stock:</b> Semi -Finished Goods	131.26	117.98
Finished Goods	383.73	133.65
	<b>514.99</b>	<b>251.63</b>
<b>Closing Stock :</b> Semi -Finished Goods	120.37	131.26
Finished Goods	247.06	383.73
	<b>367.43</b>	<b>514.99</b>
<b>(Increase)/Decrease in Stock</b>	<b>147.56</b>	<b>(263.36)</b>

**Note 27. EMPLOYEE BENEFIT EXPENSES**

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
Managerial Remuneration	78.87	54.78
Salaries & Wages	690.30	642.96
Contribution to Provident Fund	31.87	29.60
Staff Welfare Expenses	20.14	13.11
Exgratia / Bonus / Contribution to Superannuation Fund	28.39	25.00
Gratuity	6.07	4.41
<b>Total</b>	<b>855.64</b>	<b>769.86</b>

**Note 28. FINANCE COST**

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
Interest : Fixed Period Loan	7.45	2.08
: Others	1.15	0.67
Bank Charges	5.64	4.80
<b>Total</b>	<b>14.24</b>	<b>7.54</b>

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF STANDALONE STATEMENT OF PROFIT AND LOSS**

**Note 29. OTHER EXPENSES**

(INR in Lakhs)

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
Power & Fuel	212.56	224.63
Store, Tools, Oil & Packing Material Consumed	393.15	281.03
Machining Charges	443.02	498.72
Clearing & Forwarding Expenses	9.37	15.20
Freight Inwards	45.26	61.48
Rent	23.58	19.74
Rates & Taxes	3.27	2.09
Stationery, Printing, Postage, etc.	19.11	21.08
Insurance Premium	6.93	6.93
Works & Office Expense	48.33	23.22
Advertisement	0.84	0.89
Forwarding & Transport Charges	149.02	121.15
Commission to Distributors/Agents	40.65	39.91
Professional, Consultation & Legal Fees	46.27	46.96
Travelling & Conveyance	114.15	111.95
Computer Expenses	9.32	3.86
Repairs & Maintenance		
: Machineries	47.67	31.54
: Buildings	135.01	114.43
: Windmill Repairing Expenses	-	3.32
: Others	64.77	69.69
Payment to Auditors		
- As Audit Fees	1.31	1.15
- For Tax Audit Fees	0.35	0.35
- In Other Capacity	0.60	0.60
- Re-imburement of expenses	0.24	0.07
Donation	0.09	3.26
Subscription & Membership Fees	0.81	0.57
Garden Expenses	7.39	5.58
Liquidated Damages	2.86	8.35
Bab Debts Written off	3.37	-
Provision for Expected Credit Loss	57.59	1.80
Director Sitting Fees	3.80	2.85
Foreign Exchange Variation ( Loss )	4.82	-
Business Expo Expenses	-	11.36
GST Expense	9.15	2.51
Tender Fees	0.30	0.94
Festival Expense	6.19	5.37
Security Service	9.66	10.61
Prior Period Expense	-	0.70
Discount And Claims	0.69	0.51
Interest On Payment of GST	2.59	2.52
Sales Pramotion Expenses	4.38	1.75
STT Paid	-	-
<b>TOTAL</b>	<b>1,928.47</b>	<b>1,758.67</b>

# Represents value below thousands etc.

**NOTE: 30. Retirement Benefits:**

1. The **Gratuity liability** is determined based on the Actuarial Valuation done by Actuary as at balance sheet date in context of the Revised IND AS-19 issued by the ICAI, as follows:

**TABLE SHOWING CHANGE IN THE PRESENT VALUE OF PROJECTED BENEFIT OBLIGATION**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
<b>Present Value of Benefit Obligation at the Beginning of the Period</b>	<b>168.46</b>	<b>150.07</b>
Interest Cost	12.11	11.09
Current Service Cost	6.95	5.98
Past Service Cost	-	-
Liability Transferred In/ Acquisitions	-	-
(Liability Transferred Out/ Divestments)	-	-
(Gains)/ Losses on Curtailment	-	-
(Liabilities Extinguished on Settlement)	-	-
(Benefit Paid Directly by the Employer)	-	-
(Benefit Paid From the Fund)	(22.90)	(12.16)
The Effect Of Changes in Foreign Exchange Rates	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	3.62	(1.38)
Actuarial (Gains)/Losses on Obligations - Due to Experience	(5.95)	(12.10)
<b>Present Value of Benefit Obligation at the End of the Period</b>	<b>162.30</b>	<b>168.46</b>

**TABLE SHOWING CHANGE IN THE FAIR VALUE OF PLAN ASSETS**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
<b>Fair Value of Plan Assets at the Beginning of the Period</b>	<b>180.66</b>	<b>171.33</b>
Interest Income	12.99	12.66
Contributions by the Employer	8.94	8.88
Expected Contributions by the Employees	-	-
Assets Transferred In/Acquisitions	-	-
(Assets Transferred Out/ Divestments)	-	-
(Benefit Paid from the Fund)	(22.90)	(12.16)
(Assets Distributed on Settlements)	-	-
(Expenses and Tax for managing the Benefit Obligations- paid from the fund)	-	-
Effects of Asset Ceiling	-	-
The Effect of Changes In Foreign Exchange Rates	-	-
Return on Plan Assets, Excluding Interest Income	0.75	(0.05)
<b>Fair Value of Plan Assets at the End of the Period</b>	<b>180.43</b>	<b>180.66</b>

**AMOUNT RECOGNISED IN THE BALANCE SHEET**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
(Present Value of Benefit Obligation at the end of the Period)	(162.30)	(168.46)
Fair Value of Plan Assets at the end of the Period	180.43	180.66
Funded Status (Surplus/ (Deficit))	18.14	12.20
<b>Net (Liability)/Asset Recognized in the Balance Sheet</b>	<b>18.14</b>	<b>12.20</b>

**NET INTEREST COST FOR CURRENT PERIOD**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
Present Value of Benefit Obligation at the Beginning of the Period	168.46	150.07
(Fair Value of Plan Assets at the Beginning of the Period)	(180.66)	(171.33)
Net Liability/(Asset) at the Beginning	(12.20)	(21.26)
Interest Cost	12.11	11.09
(Interest Income)	(12.99)	(12.66)
<b>Net Interest Cost for Current Period</b>	<b>(0.88)</b>	<b>(1.57)</b>

**EXPENSES RECOGNIZED IN THE STATEMENT OF PROFIT OR LOSS FOR CURRENT PERIOD**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
Current Service Cost	6.95	5.98
Net Interest Cost	(0.88)	(1.57)
Past Service Cost	-	-
(Expected Contributions by the Employees)	-	-
(Gains)/Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
<b>Expenses Recognized in Statement of Profit &amp; Loss A/c</b>	<b>6.07</b>	<b>4.41</b>

**EXPENSES RECOGNIZED IN THE OTHER COMPREHENSIVE INCOME (OCI) FOR CURRENT PERIOD**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
Actuarial (Gains)/Losses on Obligation For the Period	(2.32)	13.48
Return on Plan Assets, Excluding Interest Income	(0.75)	0.05
Change in Asset Ceiling	-	-
<b>Net (Income)/Expense For the Period Recognized in OCI</b>	<b>(3.08)</b>	<b>13.54</b>

**BALANCE SHEET RECONCILIATION**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
Opening Net Liability	(12.20)	(21.26)
Expenses Recognized in Statement of Profit or Loss	6.07	4.41
Expenses Recognized in OCI	(3.08)	13.54
Net Liability/(Asset) Transfer In	-	-
Net (Liability)/Asset Transfer Out	-	-
(Benefit Paid Directly by the Employer)	-	-
(Employer's Contribution)	(8.94)	(8.88)
<b>Net Liability/(Asset) Recognized in the Balance Sheet</b>	<b>(18.14)</b>	<b>(12.20)</b>

### ACTUARIAL ASSUMPTION

COMPONENTS	March 31, 2025	March 31, 2024
Expected Return on Plan Assets	6.65%	7.19%
Rate of Discounting	6.65%	7.19%
Rate of Salary Increase	6.00%	6.00%
Rate of Employee Turnover	5.00%	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

### OTHER DETAILS

COMPONENTS	March 31, 2025	March 31, 2024
No. of Active Members	80	88
Per Month Salary For Active Members	16.37	16.29
Weighted Average Duration of the Projected Benefit Obligation	6	5
Average Expected Future Service	7	7
Projected Benefit Obligation	162.30	168.46
Expected Contribution in the Next Year	-	-

### SECURITY ANALYSIS

Projected Benefit Obligation on Current Assumptions	162.30	168.46
Delta Effect of +1% Change in Rate of Discounting	(6.55)	(6.65)
Delta Effect of -1% Change in Rate of Discounting	7.28	7.34
Delta Effect of +1% Change in Rate of Salary Increase	6.54	6.63
Delta Effect of -1% Change in Rate of Salary Increase	(5.97)	(6.09)
Delta Effect of +1% Change in Rate of Employee Turnover	0.33	0.60
Delta Effect of -1% Change in Rate of Employee Turnover	(0.36)	(0.65)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

- Liability in respect of **Superannuation Benefits** extended to eligible employees is contributed by the Company to Life Insurance Corporation of India against a Master Policy @ 15% of the Basic Salary of all the eligible employees.
- The Company's contribution ₹. 31.87 Lakh (P.Y. ₹. 29.60 Lakh) paid / payable for the year to **Provident Fund** is charged to the Statement of Profit and Loss.

**Note 31. Transactions with Related Parties – IND AS 24**

As required by the Indian Accounting Standard 24 “Transactions with Related Parties”.

(i) List of Related Parties:-

Party	Relationship
a. Associates	Sudeep Rub – Chem Pvt. Ltd.
b. Individual/Enterprise having control Significant Influence	Shri S. H. Amin Shri A. S. Amin
c. Key Management Personnel	Shri S. H. Amin Shri A. S. Amin Smt. A. A. Amin Shri Wolfgang Fuchs Shri K. K. Seksaria Shri K. M. Patel Shri M. H. Joshi Shri N. D. Shelat Smt. H. H. Patel Miss. H. A. Amin <b>Executive Officers</b> Shri V. K. Shah Smt. Birva H. Patel
d. Enterprises over which (b) or (c) above have significant influence	Sudeep Rub-Chem Pvt. Ltd. Cyto Pvt. Ltd. Japsaw Pvt. Ltd Milling Engineers

(ii) Transactions during the period with Related Parties / Key Management Personnel are as under:  
(INR in Lakhs)

Sr. No.	Name of the Related Party	Nature of Relationship	Key Persons	Nature of Transaction	Transaction During The Year	Previous Year
1	Sudeep-Rub-Chem Pvt. Ltd.	Directors are members in the company	Shri S.H.Amin Shri A.S.Amin	Job Work Scrap Sales Rent Income Reimbursement of various Expenses	84.14 -- 1.20 11.46	43.41 3.00 -- 7.43
2	Shri S.H.Amin	Chairman & Whole Time Director	-	Remuneration Perquisite Dividend	33.60 3.36 3.93	24.60 2.46 3.93
3	Shri S.H.Amin	Chairman & Whole Time Director	-	Rent Expenses Reimbursement of various Expenses	7.26 13.02	6.30 15.05
4	Shri A.S.Amin	Managing Director	-	Remuneration Perquisite Dividend	38.10 3.81 1.73	25.20 2.52 1.73
5	Shri A.S.Amin	Managing Director	-	Rent Expense Reimbursement of various Expenses	10.02 7.95	8.70 3.02
6	Cyto Pvt Ltd.	Directors are members in the company	Shri S.H.Amin Shri A.S.Amin Smt. A.A.Amin	Job Work Rent Expense Rent Income Dividend Reimbursement of various Expenses	64.92 6.30 1.20 0.52 5.14	44.23 4.74 0.60 0.49 2.64



Sr. No.	Name of the Related Party	Nature of Relationship	Key Persons	Nature of Transaction	Transaction During The Year	Previous Year
7	Japsaw Pvt. Ltd.	Directors are members in the company	Shri S.H.Amin Smt. A.A.Amin	Job Work Rent Income Scrap Sales Reimbursement of various Expenses Dividend	126.94 1.32 -- 25.77 0.24	142.97 0.30 9.00 10.14 0.18
8	Milling Engineers	Director's Daughter	Miss. H.A. Amin	Rent Income Commission Expense Reimbursement of various Expenses	0.96 22.78 19.10	0.47 17.75 18.34
9	S. H. Amin (HUF)	Chairman & Whole Time Director	-	Dividend	0.11	0.11
10	Smt. A. A. Amin	Director are members in the company	-	Director Sitting Fees Dividend Reimbursement of various Expenses	0.80 0.05 1.39	0.60 0.05 1.75
11	Shri Kiran M. Patel	Director are members in the company	-	Director Sitting Fees	0.80	0.60
12	Shri K. K. Seksaria	Director are members in the company	-	Director Sitting Fees Dividend	0.20 0.001	0.60 0.001
13	Smt. Harshila H. Patel	Director are members in the company	-	Director Sitting Fees Dividend	0.60 0.002	0.45 0.002
14	Shri Mahesh H. Joshi	Director are members in the company	-	Director Sitting Fees	0.40	0.60
15	Shri Harshul A. Amin	Directors Son	-	Dividend	0.01	-
16	Shri V. K. Shah	Key Managerial Personnel	-	Remuneration	9.75	8.76
17	Smt. Birva H. Patel	Key Managerial Personnel	-	Remuneration	2.04	2.04
18	Miss. H. A. Amin	Directors Daughter	-	Reimbursement of various Expenses	-	0.29
19	Shri Kiran Patel & Co.	Director in the company	Shri Kiran M. Patel	Professional Fees	0.60	0.75
20	Shri Wolfgang Fuchs	Directors are members in the company		Director Sitting Fees	0.60	-
21	Shri Nilesh D. Shelat	Directors are members in the company		Director Sitting Fees	0.40	-

(iii) Outstanding Balances as at the end of the year are as under:

(INR in Lakhs)

Sr. No.	Name of the Related Party	Nature of Relationship	Key Persons	Debit/Credit Balance Current Year	Debit/credit Balance Previous Year
1	Sudeep-Rub-Chem Pvt. Ltd.	Directors are members in the company	Shri S.H.Amin Shri A.S.Amin	(2.49)	(6.02)
2	Shri S.H.Amin	Chairman & Whole Time Director	-	(0.54)	(0.22)
3	Shri A.S.Amin	Managing Director	-	(0.75)	(0.65)
4	Cyto Pvt Ltd.	Directors are members in the company	Shri S.H.Amin Shri A.S.Amin Smt. A.A.Amin	(4.81)	(1.52)
5	Japsaw Pvt. Ltd.	Directors are members in the company	Shri S.H.Amin Smt. A.A.Amin	(10.03)	(9.59)
6	Milling Engineers	Director's Daughter	Miss. H.A. Amin	(6.66)	(5.25)
7	Smt. Harshila H. Patel	Director are members in the company	-	(0.002)	-
8	Shri V. K. Shah	Key Managerial Personnel	-	(0.82)	(0.73)
9	Smt. Birva H. Patel	Key Managerial Personnel	-	(0.17)	(0.17)
10	Shri Wolfgang Fuchs	Directors are members in the company	-	(0.48)	-

### Note 32. Contingent Liabilities and Capital Commitments:

(INR in Lakhs)

Sr. No.	PARTICULARS	As at March 31	
		2025	2024
<b>A</b>	Contingent Liabilities (to the extent not provided for)		
i.	Claims against the company not acknowledged as debts	-	-
ii.	Disputed Excise, Service Tax and Goods and Service Tax Liability	-	-
	<b>Total</b>	-	-
<b>B</b>	Guarantees issued by Banks to third parties on behalf of the Company	66.84	250.43
<b>C</b>	<b>Commitments</b>		
	Property, Plant and Equipment		
	Plant and Equipment (net of advances)	24.50	-

**Note 33. Earning per Share:**

	<b>2024-25</b> <b>INR in Rs.</b>	<b>2023-24</b> <b>INR in Rs.</b>
Basic Earnings per Share	53.00	35.67
Diluted Earnings per Share	53.00	35.67
Face Value per Share	10.00	10.00

Earning Per Share is Calculated by dividing the profit/loss attributable to the Equity Shareholders by weighted average number of Equity share outstanding during the period. The number used in calculating Basic and Diluted Earnings per Equity share are as stated below:

	<b>2024-25</b> <b>INR In Lakhs</b>	<b>2023-24</b> <b>INR In Lakhs</b>
Profit/ (Loss) after Taxation (in Rs.)	400.71	269.63
Weighted average No. of share during year	7,56,000	7,56,000

**Note 34. Segment Reporting As per IND AS 108 on “Operating Segments”**

The segment information is presented under the Notes forming part of the Consolidated Financial Statements as required under the Ind AS 108 on “Operating Segments”.

**Note 35. Micro, Small and Medium Enterprises Development Act, 2006**

The Company has amounts due to suppliers covered under MSMED Act.  
The disclosure pursuant to the said Act is as under.

(INR in Lakhs)

PARTICULARS	As at March 31,	
	2025	2024
Principal Amount due at year end	447.95	2330.71
Interest due and remaining unpaid	NIL	NIL
Principal amount paid beyond due date	644.28	682.33
Interest Paid in terms of section 16 of the Act	NIL	NIL
Amount of Interest due and Payable for period of delay in payment made beyond on Principal amount paid beyond the appointed day	44.45	49.85
Amount of Interest accrued and remaining unpaid for earlier year	NIL	NIL

The Information has been given in respect of such suppliers to the extent they could be identified as micro and small enterprises on the basis of information available with the Company.

**NOTE 36. Value of Imports on CIF basis during the year in respect of :**

(INR in Lakhs)

PARTICULARS	Current Year	Previous Year
Raw Materials	90.02	178.50

**NOTE 37. Expenditure in Foreign Currency on account of :**

Travelling	2.80	1.46
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**NOTE 38. Value of Stores & Spares Consumed :**

Imported	-	-	-	-
Indigenous	393.15	100	281.03	100
	<b>393.15</b>	<b>100</b>	<b>281.03</b>	<b>100</b>

**NOTE 39. Remittance in Foreign Currency on account of dividend to Non-Resident Share-holders:**

(INR in Lakhs)

	Current Year	Previous Year
Dividend of financial year	2024-25	2023-24
No. of shareholders	1	1
No. of Shares held	31,520	31,520
Net amount of Dividend Remitted	-	-

**NOTE 40. Earnings in Foreign Exchange - Export of Goods on FOB basis :**

(INR in Lakhs)

	Current Year	Previous Year
Industrial Chains	134.24	195.81
Sprocket Wheels	120.98	33.19
	<b>255.22</b>	<b>229.00</b>

**NOTE 41. Additional regulatory information Ratios**

Particulars	Numerator/ Denominator	March 31, 2025			March 31, 2024	% Variance	Reason
		Numerator Amount In Lakhs	Denominator Amount In Lakhs	Ratio	Ratio		
Current ratio	Current assets/ Current liabilities	2,446.11	1,258.86	1.94	1.62	20.30	
Debt-equity ratio	Total debt/ Shareholder's Equity	1,264.08	2,554.08	0.49	0.77	(35.71)	On account of increase in profit.
Debt service coverage ratio	Earnings available for debt service/ Debt Service	434.61	1,258.86	0.35	0.32	7.48	
Return on equity ratio	[Net Profits after taxes / Average Shareholder's Equity	400.71	2,324.51	17.24%	13.60%	26.78	On account of increase in Net profit due to allowance of certain items of previous period.
Inventory turnover ratio	Cost of goods sold OR sales/ Average Inventory	3,146.74	581.31	5.41	5.25	3.17	
Trade receivables turnover ratio	Net Credit Sales/ Average Accounts Receivable	5,828.77	990.26	5.89	5.79	1.73	
Trade payables turnover ratio	Net Credit Purchases/ Average Trade Payables	2,383.97	1,054.23	2.26	2.81	(19.44)	
Net capital turnover ratio	Net Sales/ Working Capital	5,828.77	1,187.25	4.91	5.23	(6.10)	
Net profit ratio	Net Profit/ Net Sales	400.71	5,828.77	6.87%	5.24%	31.30	On account of increase in Net profit due to allowance of certain items of previous period.
Return on capital employed	Earning before interest and taxes/ Capital Employed	434.61	2,559.30	16.98%	24.41%	(30.43)	On account of profit on sale of asset in previous year.
Return on investment	Total Return/Total Cost of investment	185.99	351.23	52.95%	38.14%	38.84	On account of increase in yield on investment compare to previous year.

**Note 42.** The Balances of the most of the Debtors, Creditors and Loans and Deposits of the Company are confirmed periodically.

**Note 43. Disclosure**

- (i) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- (ii) The company has not availed any facility from bank against security of current assets and hence there no requirement to submit quarterly returns and statement of current assets
- (iii) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The company have not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (v) The company have not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vi) The company have not received any fund from any person(s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The company is not declared as wilful defaulter by any bank or financial Institution or other lender
- (ix) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

Signature to Balance Sheet, Statement of Profit & Loss and Note 1 to Note 43.

As per our report of even date attached herewith.

**FOR HTA & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 120457W

**Raj D. Kakkad**

Partner  
Membership No. 155597

Rajkot  
May 16, 2025

**For ROLCON ENGINEERING COMPANY LIMITED**

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**A.S. Amin**  
M D  
(DIN: 01130354)

**N. D. Shelat**  
Director  
(DIN: 00045705)

**V.K. Shah**  
CFO

**B. H. Patel**  
Company Secretary

Vallabh Vidyanagar  
May 16, 2025

## INDEPENDENT AUDITOR'S REPORT

**To**  
**The Members of**  
**ROLCON ENGINEERING COMPANY LIMITED**

### **REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS**

#### **Opinion**

We have audited the accompanying consolidated Ind AS financial statements of ROLCON ENGINEERING COMPANY LIMITED (hereinafter referred to as "the Holding Company") and its Associates (the Holding Company and its Associates together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss including the statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act

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

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

(a) We did not audit the financial statements of an Associates included in the consolidated Ind AS financial statements, whose financial statements reflect total profit for the Period Rs. 21.24 Lakhs and total Other Comprehensive Income of Rs. 1.08 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements.

These financial statements have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it related to the amounts and disclosures included in respect of this associates, is based solely on the report of the other auditors.

(b) Our opinion on the consolidated Ind AS financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors and the financial statements / financial information certified by the Management.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial



statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

### **Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no

realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls 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 and its associates companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of

accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated Ind AS financial statements;
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
  - d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015 as amended;
  - e) On the basis of written representations received from all the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the report of its Associates company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 2025 from being appointed as a director in terms of sub-section

(2) of Section 164 of the Companies Act, 2013;

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; which is based on the auditors' reports of the Holding company and associates company, incorporated in India; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

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

i.) The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

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

iii.) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Holding and Associates Company, incorporated in India.

l) (a) The respective Managements of the Company and its associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in note no.41(v) to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such associates to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or

entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in note no.41(vi) to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its associates which are companies incorporated in India whose financial statements have been audited under the Act, 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.

j) As stated in Notes to the standalone financial statements

(a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the

information and explanations given to us, and based on the CARO reports issued by us for the Company and its associates included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**For HTA & Associates**  
Chartered Accountants  
Registration No. 120457W

**CA Raj Dolarbhai Kakkad**  
Partner  
Membership No: 155597  
UDIN:25155597BNQLZM3398

Vallabh Vidyanagar  
May 16, 2025.

## **REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of ROLCON ENGINEERING COMPANY LIMITED (hereinafter referred to as “the Holding Company”) and its associates company which are companies incorporated in India, as of that date.

### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The respective Board of Directors of the Holding Company and its associates company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies, 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 Companies Act, 2013.

### **AUDITORS’ RESPONSIBILITY**

Our responsibility is to express an opinion on the financial controls over financial reporting of the Holding and its associates company, which are companies incorporated in India, 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 Companies Act, 2013, 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 controls over financial

reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence obtained by us and the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding and its associates company, which are companies incorporated in India.

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL**

## **REPORTING**

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

## **OPINION**

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in the Other Matters paragraph, the Holding Company and its associates, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the these entities, 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.

## **OTHER MATTERS**

Our aforesaid report under Section 143(3)(I) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the associates company which is incorporated in India, is based solely on the corresponding report of the auditors of such company incorporated in India. Our opinion is not modified in respect of the above matter.

**For HTA & Associates**  
Chartered Accountants  
Registration No. 120457W

**CA Raj Dolarbhai Kakkad**  
Partner  
Membership No: 155597  
UDIN:25155597BNQLZM3398

Vallabh Vidyanagar  
May 16, 2025.



**ROLCON ENGINEERING COMPANY LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025**

(INR. in Lakhs)

Sr. No	PARTICULARS	Note No	As at March 31, 2025	As at March 31, 2024
<b>A</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
a.	Property, plant and equipment	2	804.25	667.47
b.	Intangible assets under development	2	1.40	1.40
c.	Financial assets			
i.	Investments	3	571.23	451.72
ii.	Others Financial Assets	4	17.42	17.42
d.	Deferred tax assets (Net)	5	11.75	4.95
	<b>Total Non Current Assets</b>		<b>1,406.05</b>	<b>1,142.96</b>
<b>2</b>	<b>Current assets</b>			
a.	Inventories	6	502.78	659.84
b.	Financial assets			
i.	Investments	7	9.12	-
ii.	Trade receivables	8	949.12	1,031.39
iii.	Cash and cash equivalents	9	157.84	124.50
iv.	Bank Balances other than Above	10	693.23	671.16
v.	Loans	11	0.54	4.78
vi.	Other Financial Assets	12	47.51	30.88
c.	Other current assets	13	85.97	63.30
	<b>Total Current Assets</b>		<b>2,446.11</b>	<b>2,585.85</b>
	<b>TOTAL ASSETS</b>		<b>3,852.16</b>	<b>3,728.81</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Equity</b>			
a.	Equity Share Capital	14	75.60	75.60
b.	Other Equity	15	2,512.48	2,040.58
	<b>Total Equity</b>		<b>2,588.08</b>	<b>2,116.18</b>
	<b>Liabilities</b>			
<b>2</b>	<b>Non-current liabilities</b>			
a.	Financial liabilities			
i.	Borrowings	16	5.22	11.76
b.	Provisions	17	-	-
	<b>Total Non Current Liabilities</b>		<b>5.22</b>	<b>11.76</b>
<b>3</b>	<b>Current liabilities</b>			
a.	Financial liabilities			
i.	Borrowings	18	78.49	66.07
ii.	Trade Payables	19		
	A. Total Outstanding Due of Micro and Small Enterprises		447.95	529.64
	B. Total Outstanding Due of Other than Micro and Small Enterprises		568.04	562.82
iii.	Other financial liabilities	20	56.40	46.62
b.	Other current liabilities	21	95.73	326.60
c.	Provisions	22	12.25	69.12
	<b>Total Current Liabilities</b>		<b>1,258.86</b>	<b>1,600.87</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,852.16</b>	<b>3,728.81</b>

See accompanying notes to the financial statements  
As per our report of even date attached

1 to 43

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR HTA & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 120457W

**Raj D. Kakkad**

Partner  
Membership No. 155597

Rajkot  
May 16, 2025

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**A.S. Amin**  
M D  
(DIN: 01130354)

**N. D. Shelat**  
Director  
(DIN: 00045705)

**V.K. Shah**  
CFO

**B. H. Patel**  
Company Secretary

Vallabh Vidyanagar  
May 16, 2025



**ROLCON ENGINEERING COMPANY LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025**

(INR. in Lakhs)

Sr. No	PARTICULARS	Note No	For the year ended March 31	
			2025	2024
	<b>Income</b>			
i	- Revenue from Operations	23	5,828.77	5,149.88
ii	- Other Income	24	80.81	306.56
iii	<b>Total Income ( I+II)</b>		<b>5,909.58</b>	<b>5,456.44</b>
iv	<b>Expenses</b>			
	a. Cost of Materials Consumed	25	2,393.47	2,548.94
	b. Changes in inventories of finished goods, work in progress and stock-in-trade	26	147.56	(263.36)
	c. Employee Benefits Expenses	27	855.64	769.86
	d. Finance Costs	28	14.24	7.54
	e. Depreciation and Amortisation Expenses	2	144.19	123.32
	f. Other Expenses	29	1,928.47	1,758.67
	<b>Total expenses (iv)</b>		<b>5,483.57</b>	<b>4,944.97</b>
	a. Share of Profit/ (Loss) of Associates		10.00	21.24
v	<b>Profit/ (loss) before exceptional items and Extraordinary Item and tax (iii-iv)</b>		<b>436.01</b>	<b>532.71</b>
vi	<b>Exceptional items</b>		-	-
vii	<b>Profit/ (loss) before Extraordinary Item and tax (v-vi)</b>		<b>436.01</b>	<b>532.71</b>
viii	<b>Profit/ (loss) before Tax (v-vi)</b>		<b>436.01</b>	<b>532.71</b>
ix	<b>Tax expense</b>			
	a) Current tax		43.95	242.85
	b) Deferred tax		(3.48)	(3.86)
	c) For Earlier Years		(15.17)	2.84
	<b>Total Tax Expense</b>		<b>25.30</b>	<b>241.83</b>
x	<b>Profit/ (loss) for the period from continuing operations (vii-viii)</b>		<b>410.71</b>	<b>290.88</b>
xi	<b>Profit/ (loss) for the period (xi+xiv)</b>		<b>410.71</b>	<b>290.88</b>
	<b>Other comprehensive income</b>			
	- Items that will not be reclassified to profit or loss			
	Remeasurement Gain/ (Loss) of the defined benefit plans		3.08	(13.54)
	Fair value changes on investments		67.16	35.75
	Fair value changes on investments of Associates Company		0.52	2.24
	- Income tax relating to items that will be reclassified to profit or loss			
	Fair value changes on investments		3.32	(53.04)
	<b>Total comprehensive income for the period</b>		<b>484.79</b>	<b>262.29</b>
xii	<b>Earnings per equity share</b>			
	a) Basic		54.33	38.48
	b) Diluted		54.33	38.48

1 to 30

See accompanying notes to the financial statements  
As per our report of even date attached

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR HTA & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 120457W

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**A.S. Amin**  
M D  
(DIN: 01130354)

**Raj D. Kakkad**

Partner  
Membership No. 155597

**N. D. Shelat**  
Director  
(DIN: 00045705)

**V.K. Shah**  
CFO

**B. H. Patel**  
Company Secretary

Rajkot  
May 16, 2025

Vallabh Vidyanagar  
May 16, 2025

**ROLCON ENGINEERING COMPANY LIMITED**  
**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025**

(INR. in Lakhs)

PARTICULARS	For the Year ended March 31	
	2025	2024
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES :</b>		
<b>Net profit before tax and extraordinary items</b>	<b>436.01</b>	<b>532.71</b>
Adjustments for :		
Depreciation	144.19	123.32
Provision for Expected Credit Loss	57.59	1.80
Interest expenses	8.60	2.75
Interest income	(50.08)	(40.06)
Dividend Income	(0.01)	(0.01)
Profit on Sale of Assets	(2.04)	(208.57)
Profit on Sale of Mutual Fund	(0.01)	(12.71)
<b>Operating profit before working capital changes</b>	<b>594.25</b>	<b>399.24</b>
<b>Adjustments for (increase) / decrease in oprating assets</b>		
Adjustments for Working Capital changes:		
Inventories	157.06	(255.71)
Trade Receivables	24.68	(284.44)
Short-term loans and advances	4.24	(3.88)
Other current assets	20.55	(10.95)
<b>Adjustments for increase / (decrease) in oprating liabilities</b>		
Trade Payables	(76.47)	374.20
Short term Provision	0.02	(0.56)
Other current liabilities	(221.09)	158.95
<b>Cash generated from operations</b>	<b>503.24</b>	<b>376.85</b>
Direct taxes paid	(130.49)	(183.05)
<b>Net cash from operating activities (A)</b>	<b>372.75</b>	<b>193.80</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Acquisition of Property, Plant & Equipment (PPE)	(281.18)	(226.61)
Proceeds from sale of Property, Plant & Equipment (PPE)	2.25	215.79
Investment in Instrument	(58.71)	(111.52)
Proceeds from Disposal of Investments	0.02	27.55
Interest Received	38.13	17.74
Dividend Received	0.01	0.01
<b>Net cash from / (used) in investing activities (B)</b>	<b>(299.48)</b>	<b>(77.04)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds of long term borrowings	5.88	54.37
Interest paid	(8.60)	(2.75)
Dividend Paid	(15.12)	(15.12)
<b>Net Cash from / (used) in financing activities (C)</b>	<b>(17.84)</b>	<b>36.50</b>
<b>Net Increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>55.42</b>	<b>153.26</b>
<b>Cash and cash equivalent at beginning of the year the components being :</b>		
Cash on hand	0.27	0.31
Balance with banks on current, margin and deposit accounts	795.38	642.08
	795.65	642.39

<b>Cash and cash equivalents at end of the year the components being :</b>		
Cash on hand	0.10	0.27
Balances with scheduled banks on current, margin and deposit accounts	850.97	795.38
	851.07	795.65
<b>Net Increase / (Decrease) as disclosed above</b>	<b>55.42</b>	<b>153.26</b>

1. Statement of cash flows has been prepared under the indirect method as set out Ind AS 7 on "Statement of Cash Flows" specified u/s 133 of companies act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

2. Figures in the brackets are outflows /deductions.

As per our report of even date attached

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR HTA & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 120457W

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**A.S. Amin**  
M D  
(DIN: 01130354)

**Raj D. Kakkad**

Partner  
Membership No. 155597

**N. D. Shelat**  
Director  
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**V.K. Shah**  
CFO

**B. H. Patel**  
Company Secretary

Rajkot  
May 16, 2025

Vallabh Vidyanagar  
May 16, 2025

**ROLCON ENGINEERING COMPANY LIMITED**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025**

**Attributable to the Equity Holders**

(INR. in Lakhs)

Particulars	Equity Share Capital	Other Equity			Other comprehensive income		Total Equity attributable to equity holder of the Company
		Capital Reserve	General Reserve	Retained Earning	Investments through other comprehensive income	Other item of other comprehensive income	
<b>Balance as at April 1, 2023</b>	<b>75.60</b>	<b>4.00</b>	<b>610.17</b>	<b>1,083.29</b>	<b>82.88</b>	<b>13.07</b>	<b>1,869.01</b>
<b>Changes in equity for the year ended March 31, 2024</b>							
Profit for the year	-	-	-	237.83	-	-	237.83
Remeasurement of the net defined benefit liability/assets	-	-	-	-	-	(13.54)	(13.54)
Equity instruments through other comprehensive income	-	-	-	-	35.75	-	35.75
Equity instruments through other comprehensive income of Associates	-	-	-	-	2.24	-	2.24
Prior period errors	-	-	-	-	-	-	-
Fair value changes on investments	-	-	-	-	-	-	-
<b>Total Comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>37.99</b>	<b>(13.54)</b>	<b>24.45</b>
Transfer to general reserve	-	-	-	-	-	-	-
Dividend	-	-	-	(15.12)	-	-	(15.12)
Dividend distribution tax	-	-	-	-	-	-	-
<b>Balance as at March 31, 2024</b>	<b>75.60</b>	<b>4.00</b>	<b>610.17</b>	<b>1,306.01</b>	<b>120.87</b>	<b>(0.47)</b>	<b>2,116.18</b>
<b>Balance as at April 1, 2024</b>	<b>75.60</b>	<b>4.00</b>	<b>610.17</b>	<b>1,306.01</b>	<b>120.87</b>	<b>(0.47)</b>	<b>2,116.18</b>
<b>Changes in equity for the year ended March 31, 2025</b>							
Profit for the year	-	-	-	414.03	-	-	414.03
Remeasurement of the net defined benefit liability/assets	-	-	-	-	-	3.08	3.08
Equity instruments through other comprehensive income	-	-	-	-	67.16	-	67.16
Equity instruments through other comprehensive income of Associates	-	-	-	-	0.52	-	0.52
Prior period errors	-	-	-	2.00	0.23	-	2.23
<b>Total Comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2.00</b>	<b>67.91</b>	<b>3.08</b>	<b>72.99</b>
Transfer to general reserve	-	-	-	-	-	-	-
Dividend	-	-	-	(15.12)	-	-	(15.12)
Dividend distribution tax	-	-	-	-	-	-	-
<b>Balance as at March 31, 2025</b>	<b>75.60</b>	<b>4.00</b>	<b>610.17</b>	<b>1,706.92</b>	<b>188.78</b>	<b>2.61</b>	<b>2,588.08</b>

The accompanying notes are an integral part of the Financial statements.  
As per our report of even date attached

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR HTA & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 120457W

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**A.S. Amin**  
M D  
(DIN: 01130354)

**Raj D. Kakkad**

Partner  
Membership No. 155597

**N. D. Shelat**  
Director  
(DIN: 00045705)

**V.K. Shah**  
CFO

**B. H. Patel**  
Company Secretary

Rajkot  
May 16, 2025

Vallabh Vidyanagar  
May 16, 2025

# ROLCON ENGINEERING COMPANY LIMITED

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

### NOTE: 1. ACCOUNTING POLICIES

#### 1. CORPORATE INFORMATION

The consolidated financial statements comprise financial statements of ROLCON ENGINEERING COMPANY LIMITED ("the Parent Company") and its Associates (hereinafter referred to as "the Group") for the year ended March 31, 2025.

**The Parent Company** Rolcon Engineering Company Limited is a public company domiciled in India incorporated in 1967 under the provisions of the Companies Act applicable in India. Its shares are listed on one recognized stock exchanges in India. The registered office of the company is located at Vallabh Vidyanagar, Gujarat. The Company is principally engaged in the business of Manufacturing of Industrial Chain and Sprocket.

The financial statements were authorized for issue in accordance with a resolution of the Board of Directors on May 16, 2025.

#### 2. MATERIAL ACCOUNTING POLICIES

##### 2.1.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets which have been measured at fair value or revalued amount. Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), Defined benefit plans – plan assets measured at fair value.

The consolidated financial statements are presented in ₹ which is the company's functional currency, and all values are rounded to the nearest ₹ in lakh up to two decimals, except where otherwise indicated.

##### 2.1.2 BASIS OF CONSOLIDATION

The Consolidated Financial Statements (CFS)

include the financial statements of the Company and its Subsidiaries, Associates, Joint ventures together with the share of the total comprehensive income of Subsidiaries, Associates, and Joint ventures.

Subsidiaries are entities controlled by the Group. Associates are entities over which the Group exercises significant influence but does not control. An entity / arrangement in which the Group has the power to exercise control jointly with one or more uncontrolled entities is called a joint venture ("JV") or a joint operation ("JO"). Unlike in a JV where parties have proportionate interests in the assets and liabilities of the JV entity, parties have rights over and obligations towards specified assets and liabilities in a JV.

Control, significant influence and joint control is assessed annually with reference to the voting power (usually arising from equity shareholdings and potential voting rights) and other rights (usually contractual) enjoyed by the Group in its capacity as an investor that provides it the power and consequential ability to direct the investee's activities and significantly affect the Group's returns from its investment. Such assessment requires the exercise of judgment and is disclosed by way of a note to the Financial Statements. The Group is considered not to be in control of entities where it is unclear as to whether it enjoys such power over the investee.

An investment in an associate or a JV is initially recognized at cost on the date of the investment, and inclusive of any goodwill / capital reserve embedded in the cost, in the Balance Sheet. The proportionate share of the Group in the net profits / losses as also in the other comprehensive income is recognized in the Statement of Profit and Loss and the carrying value of the investment is adjusted by a like amount (referred as 'equity method').

##### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

###### a. CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold

- or consumed in the normal operating cycle;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

**All other assets are classified as non-current.**

**A liability is current when:**

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**Operating Cycle**

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

**b. Foreign Currencies**

The Company's financial statements are presented in ₹, which is also the company's functional currency.

**Transactions and balances**

Transactions in foreign currencies are initially recorded by the company's functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement of such transaction and on translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are recognised in statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is

determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

**c. Fair Value Measurement**

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability  
OR
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. Management determines the policies and procedures for both recurring fair value measurement and non-recurring fair value measurement.

External values are involved for valuation of significant assets, such as properties and Involvement of external valour's is decided upon the Management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Management decides, after discussions with the Company's external valour's, which valuation techniques and inputs to use for each case.

At each reporting date, Management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Significant accounting judgements, estimates and assumptions (Note No. 2.3)
- Investment properties (Note No. 2.2 (g))
- Financial instrument (Note No. 2.2 (n))

#### **d. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received

or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognized.

#### **Sale of goods**

Revenue from Sale of Goods are recognised when entity satisfy a performance obligation by transferring a promised goods. Sales are stated net of rebate and trade discount and exclude Goods and Service tax. With regard to sale of product, income is reported when significant control connected with the ownership have been transferred to the buyers. This usually occurs upon dispatch, after the price has been determined. The Company does not provide any extended warranties or maintenance contracts to its customers.

#### **Interest income**

For all debt instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. Interest income is included in other income in the statement of profit and loss.

#### **Dividend Income**

Income from dividend on investments is accrued in the year in which it is declared, whereby right to receive is established.

#### **Export Benefits**

The benefits accrued under the duty drawback scheme as per the Import and export Policy in respect of exports under the said scheme are recognized when there is a reasonable assurance that the benefit will be received and the company will comply with all attached conditions. The above benefit has been included under the head 'Export Incentives.'

#### **Other Income**

- Rent Income is recognized on time proportion basis as per agreement and net of Taxes.
- Income from sale of wind operated power is recognized on accrual basis on confirmation of unit generated and supplied to the State Electricity Board as per the agreement.



**e. Taxes**

**Current Income Tax**

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

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

**Deferred Tax**

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

**f. Property, Plant and Equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is

included in the cost of the respective asset if the recognition criteria for a provision are met. Capital work-in-progress comprises cost of Property, Plant and Equipment that are not yet installed and ready for their intended use at the balance sheet date.

**Derecognition**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on Derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

**Depreciation**

Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013. The identified component of fixed assets is depreciated over their useful lives and the remaining components are depreciated over the life of the principal assets. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation methods, useful lives and residual values are reviewed at each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

**g. Investment Properties**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation on Investment property is provided on the written down value basis over useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act 2013.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valour's applying a valuation model recommended by the International Valuation Standards Committee.

An investment property is derecognised on disposal or on permanently withdrawal from use or when no future economic benefits are expected from its disposal. Any gain or loss arising on Derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

#### **h. Goodwill on Consolidation:**

Goodwill arising on consolidation is stated at cost subject to impairment losses, where applicable.

On acquisition of subsidiary, the goodwill / capital reserve arising from such acquisition included in the carrying amount of the investment is disclosed separately in consolidated financial statements.

On acquisition of an associate or joint venture, the goodwill / capital reserve arising from such acquisition is included in the carrying amount of the investment but not disclosed separately.

On disposal of a subsidiary, attributable amount of goodwill is included in the determination of the profit or loss recognised in the Statement of Profit and Loss.

Impairment loss, if any, to the extent the carrying amount exceed the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed.

For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

#### **l. Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

#### **Amortisation**

Intangible assets are amortized on straight line basis over their individual respective useful life. The management estimates the useful life of assets as under:

Assets	Year
Technical Knowhow	7 years
Software	7 years

#### **j. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### **k. Inventories**

Raw Materials and Store Items are valued at Weighted Average Cost method. Cost of Raw Materials and Store Items comprises of cost of purchase, direct expenses net of Input tax credit and other cost incurred in bringing the inventories to their present location and conditions.

Finished goods and Semi-finished Goods are valued at lower of cost or net realization value. These are valued based on weighted average cost of production, including appropriate proportion of cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Net realization value is the estimated selling price in the ordinary course of business.

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

#### **l. Impairment of Non-Financial Assets**

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price or value in use, which means the present value of

future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

#### **m. Provisions**

##### **General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

#### **n. Employee benefits**

##### **a) Short Term Employee Benefits**

Short term employee benefits are recognised as expense at the undiscounted amount expected to be paid over the period of services rendered by the employee to the company.

##### **b) Post-Employment Benefits**

###### **(i) Defined contribution plan**

These are plan in which the company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contribution to Employee provident fund and superannuation fund. The Company payments to the defined contribution plans are reported as expenses during the period in

which the employee performs the services that the payment covers.

###### **(ii) Defined benefit plan**

Expenses for defined gratuity payment plans are calculated as at the balance sheet date by independent actuaries in the manner that distributes expenses over the employees working life. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discounted rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term i.e. almost equivalent to the average balance working period of the employees.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Past service costs are recognised in statement of profit or loss on the earlier of;

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs;

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss;

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

###### **Other long term employment benefits:**

The employee's long term compensated absences are Company's defined benefit plans. The present value of the obligation is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet. In case of funded plans, the fair value of plan asset is reduced from the gross obligation, to recognise the obligation on the net basis.

**o. Investment in Associate and Joint venture:**

Investment in associate and joint venture is accounted for using the 'equity method' less accumulated impairment, if any.

**p. Financial Instruments**

Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**

**Initial recognition and measurement**

All financial assets, except investment in associates, are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**Subsequent Measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- a) Financial assets at amortised cost
- b) Financial assets at fair value through other comprehensive income (FVTOCI)
- c) Financial assets at fair value through profit or loss (FVTPL)
- d) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

**Financial assets at amortised cost**

A financial asset is measured at the amortised cost if:

- a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or

premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

**Financial assets at fair value through other comprehensive income**

A financial asset is measured at fair value through other comprehensive income if:

- a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
  - b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
- Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

**Financial assets at fair value through profit or loss**

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has other investments at FVTPL.

After initial measurement, such financial assets are subsequently measured at fair value with all changes recognised in Statement of profit and loss.

**Equity investments**

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes

on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

#### **Derecognition of financial assets**

A financial asset is derecognised when:

- a) the contractual rights to the cash flows from the financial asset expire,
- OR
- b) The Company has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

#### **Loans and Borrowings**

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or

costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

#### **Financial guarantee contracts**

Financial guarantee contracts issued by the group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

#### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### **q. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the group's cash management.

#### **r. Dividend distribution**

The group recognizes a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorized and the distribution is no longer at the discretion of the group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A



corresponding amount is recognized directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

#### **s. Earnings per Share**

Basic EPS is calculated by dividing the profit / loss for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit / loss attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

### **2.3 Significant accounting judgments, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### **Judgments**

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements:

#### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company

based on its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### **Defined benefit plans (gratuity benefits)**

The cost of the defined benefit plan and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The underlying bonds are further reviewed for quality. Those having excessive credit spreads are excluded from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality corporate bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 25(a).

#### **Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

#### **Allowance for uncollectible trade receivables**

Trade receivables do not carry any interest and are

stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balance and historical experience. Additionally, a large number of minor receivables is grouped into homogeneous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

**Warranty Provision**

Management estimates the Warranty provision for future warranty claims based on historical warranty claim information as well as recent trends that might suggest that past cost information may differ from future claims. The assumptions made in relation to the current period are consistent with those in the prior periods. Factors that could impact the estimated claim information include the success of the company's productivity and quality initiatives.

**Intangible Assets**

Refer Note 2.2 (h) for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 2.

**Property, Plant and Equipment**

Refer Note 2.2 (f) for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 2.



**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 2. PROPERTY, PLANT AND EQUIPMENT** (INR. in Lakhs)

Particulars	Land Freehold	Buildings	Plant and machinery	Computer Equipments	Furniture and fixtures	Vehicles	Office Equipments	Total
<b>Gross carrying value as at April 1, 2024</b>	<b>0.20</b>	<b>657.73</b>	<b>1,880.96</b>	<b>51.48</b>	<b>236.10</b>	<b>103.19</b>	<b>107.53</b>	<b>3,037.19</b>
Additions	-	45.30	174.05	12.39	40.85	6.27	2.32	281.18
Deletions	-	-	-	-	-	4.15	-	4.15
<b>Gross carrying value as at March 31, 2025</b>	<b>0.20</b>	<b>703.03</b>	<b>2,055.01</b>	<b>63.87</b>	<b>276.95</b>	<b>105.31</b>	<b>109.85</b>	<b>3,314.22</b>
<b>Accumulated depreciation as at April 1, 2024</b>	<b>-</b>	<b>410.45</b>	<b>1,603.76</b>	<b>43.49</b>	<b>151.13</b>	<b>71.59</b>	<b>89.30</b>	<b>2,369.72</b>
Depreciation	-	23.22	74.34	7.24	26.06	8.43	4.90	144.19
Accumulated depreciation on deletions	-	-	-	-	-	3.94	-	3.94
<b>Accumulated depreciation as at March 31, 2025</b>	<b>-</b>	<b>433.67</b>	<b>1,678.10</b>	<b>50.73</b>	<b>177.19</b>	<b>76.08</b>	<b>94.20</b>	<b>2,509.97</b>
<b>Carrying value as at March 31, 2025</b>	<b>0.20</b>	<b>269.36</b>	<b>376.91</b>	<b>13.14</b>	<b>99.76</b>	<b>29.23</b>	<b>15.65</b>	<b>804.25</b>
<b>Carrying value as at April 1, 2024</b>	<b>0.20</b>	<b>247.28</b>	<b>277.20</b>	<b>7.99</b>	<b>84.97</b>	<b>31.60</b>	<b>18.23</b>	<b>667.47</b>

**Intangible assets under development** (INR. in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
Intangible Assets under development	1.40	1.40

**Aging Schedule of Intangible Assets Under Development (IAUD)** (INR. in Lakhs)

IAUD as on	Less than 1 year	1 to 2 year	2 to 3 year	More than 3 year	Total
<b>March 31, 2025</b>					
Project in progress	-	1.40	-	-	1.40
Project temporarily suspended	-	-	-	-	-
<b>March 31, 2024</b>					
Project in progress	1.40	-	-	-	1.40
Project temporarily suspended	-	-	-	-	-

Intangible Assets under Development	To be Completed in			
	Less than 1 year	1 to 2 year	2 to 3 year	More than 3 year
<b>March 31, 2025</b>				
Project	1.40	-	-	-
<b>March 31, 2024</b>				
Project	1.40	-	-	-

Particulars	Land Freehold	Buildings	Plant and machinery	Computer Equipments	Furniture and fixtures	Vehicles	Office Equipments	Total
<b>Gross carrying value as at April 1, 2023</b>	<b>5.13</b>	<b>621.81</b>	<b>1,851.63</b>	<b>43.42</b>	<b>191.31</b>	<b>103.19</b>	<b>98.06</b>	<b>2,914.55</b>
Additions	-	35.93	128.37	8.06	44.79	-	9.47	226.62
Deletions	4.94	-	99.04	-	-	-	-	103.98
<b>Gross carrying value as at March 31, 2024</b>	<b>0.19</b>	<b>657.74</b>	<b>1,880.96</b>	<b>51.48</b>	<b>236.10</b>	<b>103.19</b>	<b>107.53</b>	<b>3,037.19</b>
<b>Accumulated depreciation as at April 1, 2023</b>	<b>-</b>	<b>388.04</b>	<b>1,639.96</b>	<b>38.85</b>	<b>132.86</b>	<b>59.58</b>	<b>83.89</b>	<b>2,343.18</b>
Depreciation	-	22.41	60.56	4.64	18.27	12.02	5.42	123.32
Accumulated depreciation on deletions	-	-	96.76	-	-	-	-	96.76
<b>Accumulated depreciation as at March 31, 2024</b>	<b>-</b>	<b>410.45</b>	<b>1,603.76</b>	<b>43.49</b>	<b>151.13</b>	<b>71.60</b>	<b>89.31</b>	<b>2,369.74</b>
<b>Carrying value as at March 31, 2024</b>	<b>0.19</b>	<b>247.29</b>	<b>277.20</b>	<b>7.99</b>	<b>84.97</b>	<b>31.59</b>	<b>18.22</b>	<b>667.47</b>
<b>Carrying value as at April 1, 2023</b>	<b>5.13</b>	<b>233.77</b>	<b>211.67</b>	<b>4.57</b>	<b>58.45</b>	<b>43.61</b>	<b>14.17</b>	<b>571.37</b>

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 3. NON CURRENT INVESTMENTS**

(INR. in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Investment In Equity Instrument</b>		
<b>A.) Investment Measured At Fair Value Throught</b>		
<b>Other Comprehensive Income (FVTOCI)</b>		
Mutual funds units (Refer Note 2.1)	335.16	277.28
Equity instruments of Associates (Refer Note 2.1)	235.99	174.36
<b>B.) Investment Measured At Amortised Cost</b>		
Other equity instruments (Refer Note 2.1)	0.08	0.08
<b>Total</b>	<b>571.23</b>	<b>451.72</b>
<b>Aggregate amount of investments</b>		
<b>A. Quoted Investments</b>		
Carrying value	271.65	232.05
Market Value	335.16	277.228
<b>B. Unquoted Investments</b>		
Carrying value	79.56	79.56
Market Value	235.99	174.36

Note 3.1 Details of Investments

Sr. No.	Name of the Body Corporate	No. of Shares / Units As At March 31,		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%) As At March 31,		Cost Value As At March 31,		Fair Value As At March 31,		Investment carries at fair value through other comprehensive income As At March 31,		SHORT TERM/ LONG TERM GAIN / LOSS As At March 31,		Basis of Valuation
		2025	2024			2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)
<b>A. Mutual fund units</b>																
1	ADITYA BIRLA SL - EQUITY HYBRID 95 FUND REG.- GROWTH	1,026	984	-	-	-	-	8.48	7.88	14.55	12.94	6.07	5.06	-	-	Market value
2	DSP BLACKROCK DYNAMIC ASSET ALLOCATION FUND-REG-GR	43,135	31,480	-	-	-	-	9.50	6.50	11.42	7.41	1.92	0.91	-	-	Market value
3	ABSL INDIA GENNEXT FUND	2,651	2,357	-	-	-	-	3.35	2.75	5.23	4.31	1.88	1.56	-	-	Market value
4	AXIS - MIDCAP FUND	5,686	5,113	-	-	-	-	3.40	2.80	5.76	4.65	2.36	1.85	-	-	Market value
5	ICICI PRUDENTIAL - EQUITY & DEBT FUND	1,641	1,475	-	-	-	-	3.35	2.75	6.05	4.97	2.70	2.22	-	-	Market value
6	INVERSCO - INDIA CONTRA FUND	4,994	4,517	-	-	-	-	3.50	2.90	6.19	4.91	2.69	2.01	-	-	Market value
7	NIPPON INDIA- EQUITY HYBRID FUND SEGREGATED	9,529	9,529	-	-	-	-	-	0.01	-	0.01	-	(0.01)	0.01	-	Market value
8	PRINCIPAL BALANCED ADVANTAGE FUND	16,930	2,568	-	-	-	-	5.60	0.80	5.67	0.81	0.07	0.01	-	6.53	Market value
9	ICICI PRUDENTIAL -BAL. ADVANTAGE FUND -REG-G	21,581	17,189	-	-	-	-	11.76	8.76	14.97	11.08	3.21	2.32	-	-	Market value
10	KOTAK BALANCE ADVANTAGE FUND REG-G	76,895	61,331	-	-	-	-	12.01	9.01	14.92	10.97	2.91	1.96	-	-	Market value
11	ABSL BALANCED ADVANTAGE FUND	11,417	8,368	-	-	-	-	9.50	6.50	11.44	7.61	1.94	1.11	-	-	Market value
12	HDFC EQUITY SAVINGS FUND	17,372	12,584	-	-	-	-	9.50	6.50	11.00	7.52	1.50	1.02	-	-	Market value
13	KOTAK CORPORATE BOND FUND	290	206	-	-	-	-	9.50	6.50	10.71	6.99	1.21	0.49	-	-	Market value
14	MAHINDRA MANULIFE MUTUAL FUND	1,14,758	87,806	-	-	-	-	28.50	19.50	36.63	26.27	8.13	6.77	-	-	Market value
15	PGIM INDIA MUTUAL FUND	-	-	-	-	-	-	-	-	-	-	-	-	-	4.55	Market value
16	FRANKLIN TEMPLETON MUTUAL FUND	-	-	-	-	-	-	-	-	-	-	-	-	-	0.004	Market value
17	HDFC MNC FUND	2,49,988	2,49,988	-	-	-	-	25.00	25.00	30.79	31.29	5.79	6.29	-	-	Market value
18	ICICI PRUDENTIAL MUTUAL FUND	-	-	-	-	-	-	-	-	-	-	-	-	-	0.21	Market value
19	ICICI PRU MNC FUND REG (G)	26,829	26,829	-	-	-	-	5.27	5.27	6.95	6.69	1.68	1.42	-	-	Market value
20	SUNDARAM DIVIDEND YIELD FUND REG (G)	2,725	2,725	-	-	-	-	2.50	2.50	3.50	3.37	1.00	0.87	-	-	Market value
21	SUNDARAM MUTUAL FUND	-	-	-	-	-	-	-	-	-	-	-	-	-	1.39	Market value
22	TEMPLETON INDIA EQUITY INCOME FUND (G)	6,161	6,161	-	-	-	-	5.03	5.03	8.15	7.68	3.12	2.65	-	-	Market value
23	WHITEOAK CAPITAL FLEXI CAP FUND (G)	1,33,854	1,33,854	-	-	-	-	15.26	15.26	21.15	19.00	5.89	3.74	-	-	Market value
24	WHITEOAK CAPITAL ULTRA SHORT TERM FUND (G)	-	-	-	-	-	-	-	-	-	-	-	-	-	0.03	Market value
25	ITI LARGE CAP FUND	98,245	98,245	-	-	-	-	15.00	15.00	16.36	15.99	1.36	0.99	-	-	Market value
26	SAMCO DYNAMIC ASSETS ALLOCATION FUND	2,72,220	2,72,220	-	-	-	-	27.55	27.55	27.93	27.58	0.38	0.03	-	-	Market value
27	SUNDARAM MULTI ASSETS ALLOCATION FUND	5,75,271	5,32,318	-	-	-	-	58.10	53.30	65.78	55.25	7.68	1.95	-	-	Market value
<b>Total mutual fund units</b>		<b>16,93,198</b>	<b>15,67,847</b>	-	-	-	-	<b>271.66</b>	<b>231.47</b>	<b>335.15</b>	<b>277.30</b>	<b>63.89</b>	<b>45.63</b>	<b>0.01</b>	<b>12.71</b>	
<b>B. Equity instruments of Associates</b>																
1	SUDEEP RUB-CHEM PRIVATE LIMITED	1,450	1,450	Unquoted	Fully Paid	48.34	48.34	79.49	79.49	235.99	174.36	156.50	94.87	-	-	Market value
<b>Total equity instruments of Associates</b>		<b>1,450</b>	<b>1,450</b>	-	-	-	-	<b>79.49</b>	<b>79.49</b>	<b>235.99</b>	<b>174.36</b>	<b>156.50</b>	<b>94.87</b>	-	-	
<b>C. Other equity instruments</b>																
1	The CHAROTAR GAS SAHAKARI MANDALI LTD	15	15	Unquoted	Fully Paid	-	-	0.08	0.08	0.08	0.08	-	-	-	-	Cost
2	The V.V.C.C. BANK LTD	1	1	Unquoted	Fully Paid	-	-	0.001	0.001	0.001	0.001	-	-	-	-	Cost
<b>Total other equity instruments</b>		<b>16</b>	<b>16</b>	-	-	-	-	<b>0.08</b>	<b>0.08</b>	<b>0.08</b>	<b>0.08</b>	-	-	-	-	
<b>Total non current investments</b>		<b>16,94,664</b>	<b>15,69,313</b>	-	-	-	-	<b>351.23</b>	<b>311.04</b>	<b>571.22</b>	<b>451.74</b>	<b>220.39</b>	<b>140.50</b>	<b>0.01</b>	<b>12.71</b>	

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 4. OTHER FINANCIAL ASSETS**

(INR in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured, considered good :</b>		
Deposits	17.42	17.42
<b>Total</b>	<b>17.42</b>	<b>17.42</b>

**Note 5. DEFERRED TAX ASSET (NET)**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
Deferred Tax Assets		
- On account of Disallowances Under income tax act	3.08	3.08
- On account of Difference in Book Depreciation And Depreciation As per Income Tax Act (PPE)	35.27	31.79
- Fair Value Changes on Investment	(26.60)	(29.92)
<b>Total</b>	<b>11.75</b>	<b>4.95</b>

**Note 6. INVENTORIES**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Stock In Hand</b>		
a) Raw Materials and Stores	135.35	144.85
b) Semi-Finished Goods	120.37	131.26
c) Finished Goods	247.06	383.73
<b>Total</b>	<b>502.78</b>	<b>659.84</b>

Note: There is no write down of inventories to net realisable value, nor there is reversal of any such write down of inventories.

**Note 7. INVESTMENTS**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Investments measured at Fair Value Through Profit or Loss (FVTPL):</b>		
<b>In Commodities - quoted</b>		
Gold Coins	9.12	-
Market Value of Quoted Investments	9.12	-
<b>Total</b>	<b>9.12</b>	<b>-</b>

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 8. TRADE RECEIVABLES**

**Trade Receivables ageing schedule as at March 31, 2025**

(INR in Lakhs)

PARTICULARS	Outstanding for following periods from due date of payment						Total
	Unbilled Dues	Less than 6 months	6 months 1 years	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	896.73	52.39	57.58	-	-	1,006.70
Less:-Allowances for Expected Credit Loss	-	-	-	57.58	-	-	57.58
<b>Net Undisputed Trade receivables – considered good</b>	-	<b>896.73</b>	<b>52.39</b>	-	-	-	<b>949.12</b>
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	19.92	19.92
Less:-Allowances for Expected Credit Loss	-	-	-	-	-	19.92	19.92
<b>Net Disputed Trade receivables – considered good</b>	-	-	-	-	-	-	-
<b>Total</b>	-	<b>896.73</b>	<b>52.39</b>	-	-	-	<b>949.12</b>

**Trade Receivables ageing schedule As at March 31, 2024**

PARTICULARS	Outstanding for following periods from due date of payment						Total
	Unbilled Dues	Less than 6 months	6 months 1 years	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	968.36	63.03	1.80	-	-	1,033.19
Less:-Allowances for Expected Credit Loss	-	-	-	1.80	-	-	1.80
<b>Net Undisputed Trade receivables – considered good</b>	-	<b>968.36</b>	<b>63.03</b>	-	-	-	<b>1,031.39</b>
(ii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	19.92	19.92
Less:-Allowances for Expected Credit Loss	-	-	-	-	-	19.92	19.92
<b>Net Disputed Trade receivables – considered good</b>	-	-	-	-	-	-	-
<b>Total</b>	-	<b>968.36</b>	<b>63.03</b>	-	-	-	<b>1,031.39</b>

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 9. CASH AND CASH EQUIVALENTS**

(INR in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>I. Cash &amp; Cash Equivalents</b>		
a. Balances with banks	105.60	73.55
b. Cash on hand	0.10	0.27
<b>II. Other Balances</b>		
Bank Deposit with original maturity less than three months	52.14	50.68
<b>Total</b>	<b>157.84</b>	<b>124.50</b>

**Note 10. BANK BALANCE OTHER THAN ABOVE**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>II. Other Balances</b>		
Bank deposits with original maturity more than three months but less than twelve months	693.23	671.16
<b>Total</b>	<b>693.23</b>	<b>671.16</b>

**Note 11. LOANS**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured, considered good :</b>		
a. Loans and Advances to employees	0.54	4.78
<b>Total</b>	<b>0.54</b>	<b>4.78</b>

**Note 12. OTHER FINANCIAL ASSETS**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured, considered good unless otherwise stated :</b>		
a. Interest Receivable on deposits	41.57	29.62
b. Export benefits receivable		
i. RoDTEP Receivable	3.26	1.03
ii. Duty Drawback Receivable	2.68	0.23
<b>Total</b>	<b>47.51</b>	<b>30.88</b>

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

(INR in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
Considered good	3.26	-
Credit impaired	0.18	-
less:- Allowance for credit impaired	0.01	-

**Note 13. OTHER CURRENT ASSETS**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured, considered good unless otherwise stated :</b>		
a. Prepaid Expenses	8.74	8.77
b. GST Receivable	0.67	9.81
c. Balance with Gratuity fund (Net) (Refer Note No. 29)	18.14	12.20
d. Advance to Suppliers - Others	13.60	32.52
e. Advance Payment of Income Tax ( Net of Provisions)		
- Advance income tax & TDS	88.77	-
- Less: Provision for Taxation	43.95	-
	44.82	-
<b>Total</b>	<b>85.97</b>	<b>63.30</b>

**Note 14. EQUITY SHARE CAPITAL**

PARTICULARS	As at March 31			
	2025		2024	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs. 10/- each	14,60,000	146.00	14,60,000	146.00
10% Redeemable Preference Share of Rs. 100/- each	4,000	4.00	4,000	4.00
<b>Total</b>		<b>150.00</b>		<b>150.00</b>
<b>Issued, Subscribed &amp; Paid up share capital</b>				
Equity Share of Rs. 10/- each fully Paid - Up	7,56,000	75.60	7,56,000	75.60
<b>Total</b>	<b>7,56,000</b>	<b>75.60</b>	<b>7,56,000</b>	<b>75.60</b>

**Reconciliation of Issued, Subscribed and Paid Up Equity Share Capital**

PARTICULARS	March 31, 2025		March 31, 2024	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	7,56,000	75.60	7,56,000	75.60
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	7,56,000	75.60	7,56,000	75.60



**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Reconciliation of Issued, Subscribed and Paid Up Preference Share Capital**

(INR in Lakhs)

PARTICULARS	March 31, 2025		March 31, 2024	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	-	-	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	-	-	-	-

**Details of shareholders holding more than 5% of the total equity shares in the Company**

Name of Shareholders	As at March 31		As at March 31	
	2025		2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Shares :</b>				
SURESH H AMIN	1,96,535	26.00	1,96,535	26.00
ASHISH S AMIN	86,350	11.42	86,350	11.42
NEHA M PATEL	70,920	9.38	70,920	9.38
MALAY S SHAH	63,040	8.34	63,040	8.34
NATIONAL INSURANCE COMPANY LTD.	54,000	7.14	54,000	7.14
RUPAL N PATEL	47,280	6.25	47,280	6.25
<b>Total</b>	<b>5,18,125</b>	<b>68.53</b>	<b>5,18,125</b>	<b>68.53</b>

**Details of Shares held By Promoters:**

**Shares held by promoters at the end of the year March 31, 2025**

Sr. No.	Name of Promoters	No. of Shares at the beging of the year	Change during the year	No. of Shares at the end of the year	% of total shares	% Change during the year
1	SURESHBHAI HIMABHAI AMIN	1,96,535	-	1,96,535	26.00	-
2	ASHISHBHAI SURESHBHAI AMIN	86,350	-	86,350	11.42	-
3	PRASHANT C. AMIN	11,720	-	11,720	1.55	-
4	HEMANT CHANDRAKANT AMIN	6,850	-	6,850	0.91	-
5	KUNAL HEMANT AMIN	6,550	-	6,550	0.87	-
6	CHIRAG HEMANT AMIN	6,095	-	6,095	0.81	-
7	SURESHBHAI HIMABHAI AMIN (HUF)	5,625	-	5,625	0.74	-
8	RAMILA RAJENDRA AMIN	3,151	-	3,151	0.42	-
9	ARPITA ASHISH AMIN	2,432	-	2,432	0.32	-
10	PRADEEP SHANTILAL DESAI	1,890	-	1,890	0.25	-
	<b>Total</b>	<b>3,27,198</b>		<b>3,27,198</b>	<b>43.28</b>	

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Shares held by promoters at the end of the year March 31, 2024**

(INR in Lakhs)

Sr. No.	Name of Promoters	No. of Shares at the begging of the year	Change during the year	No. of Shares at the end of the year	% of total shares	% Change during the year
1	SURESHBHAI HIMABHAI AMIN	1,96,535	-	1,96,535	26.00	-
2	ASHISHBHAI SURESHBHAI AMIN	86,350	-	86,350	11.42	-
3	PRASHANT C. AMIN	11,720	-	11,720	1.55	-
4	HEMANT CHANDRAKANT AMIN	6,850	-	6,850	0.91	-
5	KUNAL HEMANT AMIN	6,550	-	6,550	0.87	-
6	CHIRAG HEMANT AMIN	6,095	-	6,095	0.81	-
7	SURESHBHAI HIMABHAI AMIN (HUF)	5,625	-	5,625	0.74	-
8	RAMILA RAJENDRA AMIN	3,151	-	3,151	0.42	-
9	ARPITA ASHISH AMIN	2,432	-	2,432	0.32	-
10	ASHA PRADEEP DESAI	1,890	1,890	-	0.00	100%
11	PRADEEP SHANTILAL DESAI	-	1,890	1,890	0.25	-
	<b>Total</b>	<b>3,27,198</b>		<b>3,27,198</b>	<b>43.28</b>	

PARTICULARS	Aggregate No. of Shares As at March 31,				
	2025	2024	2023	2022	2021
<b>Equity Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares -	-	-	-	-	-
Shares bought back	-	-	-	-	-
<b>Preference Shares :</b>					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares -	-	-	-	-	-
Shares bought back	-	-	-	-	-

Unpaid Calls	Amount
By Directors	-
By Officers	-

**Rights, preferences and restrictions attached to shares:**

**Equity Shares:** The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting , Except in case of Interim Dividen. In the event of Liquidation, the equity shareholders are eligible to recive the remaining assests of the company after distribution of all preferential amounts, in proportion to their shareholding.

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 15. OTHER EQUITY**

(INR in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>a. Capital Redemption Reserve</b>		
Opening Balance	4.00	4.00
<b>Add:-</b>		
Current Year Transfer	-	-
<b>Less:-</b>		
Written Back in Current Year	-	-
<b>Closing Balance (Total-a)</b>	<b>4.00</b>	<b>4.00</b>
<b>b. General Reserves</b>		
Opening Balance	610.17	610.17
<b>Add:-</b>		
Current Year Transfer	-	-
<b>Less:-</b>		
Written Back in Current Year	-	-
<b>Closing Balance (Total-b)</b>	<b>610.17</b>	<b>610.17</b>
<b>c. Surplus</b>		
Opening balance	1,306.01	1,083.29
<b>Add:-</b>		
Net Profit/(Net Loss) For the Current Year	414.03	237.83
Proposed Dividend of Previous Year Not Approved	-	-
Prior period errors	2.00	-
<b>Less:-</b>		
Transfer to Reserves	-	-
Final Dividend Paid	15.12	15.12
		-
<b>Closing Balance (Total-c)</b>	<b>1,706.92</b>	<b>1,306.01</b>
<b>d. Items of other comprehensive income - Fair value changes in Investments</b>		
Opening balance	120.87	82.88
<b>Add:-</b>		
Net Profit/(Net Loss) For the Current Year	67.16	35.75
Net Profit/(Net Loss) For the Current Year of Associates Company	0.52	2.24
Prior period errors	0.23	-
<b>Closing Balance (Total-d)</b>	<b>188.78</b>	<b>120.87</b>
<b>e. Items of other comprehensive income - Gratuity</b>		
Opening balance	(0.47)	13.07
<b>Add:-</b>		
Net Profit/(Net Loss) For the Current Year	3.08	(13.54)
<b>Closing Balance (Total-e)</b>	<b>2.61</b>	<b>(0.47)</b>
<b>Sub-total (c+d+e)</b>	<b>1,898.31</b>	<b>1,426.41</b>
<b>Total</b>	<b>2,512.48</b>	<b>2,040.58</b>

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Note 16. BORROWINGS - NON CURRENT**

(INR in Lakhs)

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Secured</b>		
From Banks		
Car loans (Refer note 16.1)	5.22	11.76
<b>Total</b>	<b>5.22</b>	<b>11.76</b>

**Note 16.1:**

- a. The car loan from HDFC Bank is secured by hypothecation of vehicle financed.  
b. EMI INR 59,545 repayable in 60 months at rate of interest 9% p.a.  
c. The maturity of term loan is 07/12/2026.

**Note 17. Provisions - Non current**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
- For Gratuity	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 18. BORROWINGS**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Secured</b>		
- Current Maturity of Long Term Borrowings	6.50	6.07
<b>Bank Overdraft</b>		
Overdraft from Axis Bank	71.99	60.00
(Secured by pledge of Fixed Deposits)		
<b>Total</b>	<b>78.49</b>	<b>66.07</b>

**Note 19. TRADE PAYABLES**

**Trade payables Aging Schedule As at March 31, 2025**

PARTICULARS	Outstanding for following periods from due date of payment					Total
	Unbilled Dues	Less than 1 years	1-2 years	2-3 years	More than 3 years	
(1) Total Outstanding Due of Micro and Small Enterprise	-	447.95	-	-	-	447.95
(2) Total Outstanding Due of Other Than Micro and Small Enterprise	-	567.46	-	0.58	-	568.04
(3) Disputed dues-MSME	-	-	-	-	-	-
(4) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>1,015.41</b>	<b>-</b>	<b>0.58</b>	<b>-</b>	<b>1,015.99</b>

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2025**

**Trade payables Aging Schedule As at March 31, 2024**

(INR in Lakhs)

PARTICULARS	Outstanding for following periods from due date of payment					Total
	Unbilled Dues	Less than 1 years	1-2 years	2-3 years	More than 3 years	
(1) Total Outstanding Due of Micro and Small Enterprise	-	529.64	-	-	-	529.64
(2) Total Outstanding Due of Other Than Micro and Small Enterprise	-	559.76	3.06	-	-	562.82
(3) Disputed dues-MSME	-	-	-	-	-	-
(4) Disputed dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>1,089.40</b>	<b>3.06</b>	<b>-</b>	<b>-</b>	<b>1,092.46</b>

The dues payable to Micro and Small enterprises is based on the information available with the company and takes into account only those suppliers who have responded with copy of MSME certificate to the enquiries made by the company for this purpose.

**Note 20. OTHER FINANCIAL LIABILITIES**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured</b>		
- Other Payable	10.35	2.02
- Salary Payable	46.05	44.60
<b>Total</b>	<b>56.40</b>	<b>46.62</b>

**Note 21. OTHER CURRENT LIABILITIES**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>Unsecured</b>		
Other Payables		
- Advance from Customers	66.69	313.58
- Statutory Dues	22.46	7.11
- Rent Payable	1.30	1.13
- Other Payable	5.28	4.78
<b>Total</b>	<b>95.73</b>	<b>326.60</b>

**Note 22. PROVISIONS**

PARTICULARS	As at March 31	
	2025	2024
	Amount	Amount
<b>(a) Provision for employee benefits</b>		
- For Bonus	12.25	12.23
<b>(b) Provision for Current tax ( Net of Provisions)</b>		
Provision for Taxation	-	242.85
- Less: Advance income tax & TDS	-	185.96
	-	56.89
<b>Total</b>	<b>12.25</b>	<b>69.12</b>

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

**Note 23. REVENUE FROM OPERATIONS**

(INR in Lakhs)

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
(a) Domestic Sales:		
Chains	4,655.06	3,942.24
Sprockets	683.42	703.86
(b) Exports Sales :		
Chains	196.47	315.95
Sprockets	128.06	40.71
Scrap Sales	165.76	147.13
<b>Total</b>	<b>5,828.77</b>	<b>5,149.88</b>

**Note 24. OTHER INCOME**

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
<b>Interest income on</b>		
a) Bank Fixed Deposits	50.08	40.06
b) MGVCCL Deposits	0.96	0.96
Dividend Income From Investments	0.01	0.01
Rent Income	4.68	1.37
Profit on Sale of Asset	2.04	7.23
Foreign Exchange Variation (Profit)	-	10.53
Discount & sales	-	13.64
Long term Capital Gain on Mutual Fund	0.01	9.91
Short term Capital Gain on Mutual Fund	-	2.80
Long term Capital Gain on Sales of Land	-	201.34
Bad Debt Recovery	0.86	1.97
Duty DrawBack	4.44	3.75
Fair value (gain)/loss on investment measured at FVTPL	1.03	-
RoDTEP	2.23	1.39
Packing and Forwarding Income	14.47	11.58
<b>Total</b>	<b>80.81</b>	<b>306.56</b>

**Note 25. COST OF MATERIAL CONSUMED**

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
Opening Stock	144.85	152.50
Add : Purchases during the Year	2,383.97	2,541.28
<b>SUB TOTAL</b>	<b>2,528.82</b>	<b>2,693.78</b>
Less : Closing Stock	135.35	144.85
<b>Total</b>	<b>2,393.47</b>	<b>2,548.94</b>

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

**Break up Of Raw Materials Consumed :**

(INR in Lakhs)

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
Flats	637.34	676.38
Round Bars	647.55	677.76
Plates	342.03	330.21
Others (Angles, Bearings, C.I.Castings, Pipe & Tubes, Steel Strips)	217.43	173.30
Other components	549.12	691.28
<b>TOTAL</b>	<b>2,393.47</b>	<b>2,548.93</b>

**Note 26. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE**

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
<b>Opening Stock:</b> Semi -Finished Goods	131.26	117.98
Finished Goods	383.73	133.65
	<b>514.99</b>	<b>251.63</b>
<b>Closing Stock :</b> Semi -Finished Goods	120.37	131.26
Finished Goods	247.06	383.73
	<b>367.43</b>	<b>514.99</b>
<b>(Increase)/Decrease in Stock</b>	<b>147.56</b>	<b>(263.36)</b>

**Note 27. EMPLOYEE BENEFIT EXPENSES**

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
Managerial Remuneration	78.87	54.78
Salaries & Wages	690.30	642.96
Contribution to Provident Fund	31.87	29.60
Staff Welfare Expenses	20.14	13.11
Exgratia / Bonus / Contribution to Superannuation Fund	28.39	25.00
Gratuity	6.07	4.41
<b>Total</b>	<b>855.64</b>	<b>769.86</b>

**Note 28. FINANCE COST**

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
Interest : Fixed Period Loan	7.45	2.08
: Others	1.15	0.67
Bank Charges	5.64	4.80
<b>Total</b>	<b>14.24</b>	<b>7.54</b>



**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

**Note 29. OTHER EXPENSES**

(INR in Lakhs)

PARTICULARS	For the year ended March 31	
	2025	2024
	Amount	Amount
Power & Fuel	212.56	224.63
Store, Tools, Oil & Packing Material Consumed	393.15	281.03
Machining Charges	443.02	498.72
Clearing & Forwarding Expenses	9.37	15.20
Freight Inwards	45.26	61.48
Rent	23.58	19.74
Rates & Taxes	3.27	2.09
Stationery, Printing, Postage, etc.	19.11	21.08
Insurance Premium	6.93	6.93
Works & Office Expense	48.33	23.22
Advertisement	0.84	0.89
Forwarding & Transport Charges	149.02	121.15
Commission to Distributors/Agents	40.65	39.91
Professional, Consultation & Legal Fees	46.27	46.96
Travelling & Conveyance	114.15	111.95
Computer Expenses	9.32	3.86
Repairs & Maintenance		
: Machineries	47.67	31.54
: Buildings	135.01	114.43
: Windmill Repairing Expenses	-	3.32
: Others	64.77	69.69
Payment to Auditors		
- As Audit Fees	1.31	1.15
- For Tax Audit Fees	0.35	0.35
- In Other Capacity	0.60	0.60
- Re-imbursement of expenses	0.24	0.07
Donation	0.09	3.26
Subscription & Membership Fees	0.81	0.57
Garden Expenses	7.39	5.58
Liquidated Damages	2.86	8.35
Bab Debts Written off	3.37	-
Provision for Expected Credit Loss	57.59	1.80
Director Sitting Fees	3.80	2.85
Foreign Exchange Variation (Loss)	4.82	-
Business Expo Expenses	-	11.36
GST Expense	9.15	2.51
Tender Fees	0.30	0.94
Festival Expense	6.19	5.37
Security Service	9.66	10.61
Prior Period Expense	-	0.70
Discount And Claims	0.69	0.51
Interest On Payment of GST	2.59	2.52
Sales Pramotion Expenses	4.38	1.75
STT Paid	-	-
<b>TOTAL</b>	<b>1,928.47</b>	<b>1,758.67</b>

### NOTE: 30. Retirement Benefits:

1. The **Gratuity liability** is determined based on the Actuarial Valuation done by Actuary as at balance sheet date in context of the Revised IND AS-19 issued by the ICAI, as follows:

#### TABLE SHOWING CHANGE IN THE PRESENT VALUE OF PROJECTED BENEFIT OBLIGATION

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
<b>Present Value of Benefit Obligation at the Beginning of the Period</b>	<b>168.46</b>	<b>150.07</b>
Interest Cost	12.11	11.09
Current Service Cost	6.95	5.98
Past Service Cost	-	-
Liability Transferred In/ Acquisitions	-	-
(Liability Transferred Out/ Divestments)	-	-
(Gains)/ Losses on Curtailment	-	-
(Liabilities Extinguished on Settlement)	-	-
(Benefit Paid Directly by the Employer)	-	-
(Benefit Paid From the Fund)	(22.90)	(12.16)
The Effect Of Changes in Foreign Exchange Rates	-	-
Actuarial (Gains)/Losses on Obligations		
Due to Change in Demographic Assumptions	-	-
Actuarial (Gains)/Losses on Obligations		
Due to Change in Financial Assumptions	3.62	1.38
Actuarial (Gains)/Losses on Obligations - Due to Experience	(5.95)	12.10
<b>Present Value of Benefit Obligation at the End of the Period</b>	<b>162.30</b>	<b>168.46</b>

#### TABLE SHOWING CHANGE IN THE FAIR VALUE OF PLAN ASSETS

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
<b>Fair Value of Plan Assets at the Beginning of the Period</b>	<b>180.66</b>	<b>171.33</b>
Interest Income	12.99	12.66
Contributions by the Employer	8.94	8.88
Expected Contributions by the Employees	-	-
Assets Transferred In/Acquisitions	-	-
(Assets Transferred Out/ Divestments)	-	-
(Benefit Paid from the Fund)	(22.90)	(12.16)
(Assets Distributed on Settlements)	-	-
(Expenses and Tax for managing the Benefit Obligations- paid from the fund)	-	-
Effects of Asset Ceiling	-	-
The Effect of Changes In Foreign Exchange Rates	-	-
Return on Plan Assets, Excluding Interest Income	0.75	(0.05)
<b>Fair Value of Plan Assets at the End of the Period</b>	<b>180.43</b>	<b>180.66</b>

**AMOUNT RECOGNISED IN THE BALANCE SHEET**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
(Present Value of Benefit Obligation at the end of the Period)	(162.30)	(168.46)
Fair Value of Plan Assets at the end of the Period	180.43	180.66
Funded Status (Surplus/ (Deficit))	18.14	12.20
<b>Net (Liability)/Asset Recognized in the Balance Sheet</b>	<b>18.14</b>	<b>12.20</b>

**NET INTEREST COST FOR CURRENT PERIOD**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
Present Value of Benefit Obligation at the Beginning of the Period	168.46	150.07
(Fair Value of Plan Assets at the Beginning of the Period)	(180.66)	(171.33)
Net Liability/(Asset) at the Beginning	(12.20)	(21.26)
Interest Cost	12.11	11.09
(Interest Income)	(12.99)	(12.66)
<b>Net Interest Cost for Current Period</b>	<b>(0.88)</b>	<b>(1.57)</b>

**EXPENSES RECOGNIZED IN THE STATEMENT OF PROFIT OR LOSS FOR CURRENT PERIOD**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
Current Service Cost	6.95	5.98
Net Interest Cost	(0.88)	(1.57)
Past Service Cost	-	-
(Expected Contributions by the Employees)	-	-
(Gains)/Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
<b>Expenses Recognized in Statement of Profit &amp; Loss A/c</b>	<b>6.07</b>	<b>4.41</b>

**EXPENSES RECOGNIZED IN THE OTHER COMPREHENSIVE INCOME (OCI) FOR CURRENT PERIOD**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
Actuarial (Gains)/Losses on Obligation For the Period	(2.32)	13.48
Return on Plan Assets, Excluding Interest Income	(0.75)	0.05
Change in Asset Ceiling	-	-
<b>Net (Income)/Expense For the Period Recognized in OCI</b>	<b>(3.08)</b>	<b>13.53</b>

**BALANCE SHEET RECONCILIATION**

(INR in Lakhs)

COMPONENTS	March 31, 2025	March 31, 2024
Opening Net Liability	(12.20)	(21.26)
Expenses Recognized in Statement of Profit or Loss	6.07	4.41
Expenses Recognized in OCI	(3.08)	13.53
Net Liability/(Asset) Transfer In	-	-
Net (Liability)/Asset Transfer Out	-	-
(Benefit Paid Directly by the Employer)	-	-
(Employer's Contribution)	(8.94)	(8.88)
<b>Net Liability/(Asset) Recognized in the Balance Sheet</b>	<b>(18.14)</b>	<b>(12.20)</b>

### ACTUARIAL ASSUMPTION

COMPONENTS	March 31, 2025	March 31, 2024
Expected Return on Plan Assets	6.65%	7.19%
Rate of Discounting	6.65%	7.19%
Rate of Salary Increase	6.00%	6.00%
Rate of Employee Turnover	5.00%	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

### OTHER DETAILS

PARTICULARS	March 31, 2025	March 31, 2024
No. of Active Members	80	88
Per Month Salary For Active Members	16.37	16.29
Weighted Average Duration of the Projected Benefit Obligation	6	5
Average Expected Future Service	7	7
Projected Benefit Obligation	162.30	168.46
Expected Contribution in the Next Year	-	-

### SECURITY ANALYSIS

Projected Benefit Obligation on Current Assumptions	162.30	168.46
Delta Effect of +1% Change in Rate of Discounting	(6.55)	(6.65)
Delta Effect of -1% Change in Rate of Discounting	7.28	7.34
Delta Effect of +1% Change in Rate of Salary Increase	6.54	6.63
Delta Effect of -1% Change in Rate of Salary Increase	(5.97)	(6.09)
Delta Effect of +1% Change in Rate of Employee Turnover	0.33	0.60
Delta Effect of -1% Change in Rate of Employee Turnover	(0.36)	(0.65)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

- Liability in respect of **Superannuation Benefits** extended to eligible employees is contributed by the Company to Life Insurance Corporation of India against a Master Policy @ 15% of the Basic Salary of all the eligible employees.
- The Company's contribution is ₹ 31.87 Lakh (P.Y. ₹ 29.60 Lakh) paid / payable for the year to **Provident Fund** is charged to the Statement of Profit And Loss.

**Note 31. Transactions with Related Parties – IND AS 24**

As required by the Indian Accounting Standard 24 “Transactions with Related Parties”.

(i) List of Related Parties:-

Party	Relationship
a. Associates	Sudeep Rub – Chem Pvt. Ltd.
b. Individual/Enterprise having control Significant Influence	Shri S. H. Amin Shri A. S. Amin
c. Key Management Personnel	Shri S. H. Amin Shri A. S. Amin Smt. A. A. Amin Shri Wolfgang Fuchs Shri K. K. Seksaria Shri K. M. Patel Shri M. H. Joshi Shri N. D. Shelat Smt. H. H. Patel Miss. H. A. Amin <b>Executive Officers</b> Shri V. K. Shah Smt. Birva H. Patel
d. Enterprises over which (b) or (c) above have significant influence	Sudeep Rub-Chem Pvt. Ltd. Cyto Pvt. Ltd. Japsaw Pvt. Ltd Milling Engineers

(ii) Transactions during the period with Related Parties / Key Management Personnel are as under:

(INR in Lakhs)

Sr. No.	Name of the Related Party	Nature of Relationship	Key Persons	Nature of Transaction	Transaction During The Year	Previous Year
1	Sudeep-Rub-Chem Pvt. Ltd.	Directors are members in the company	Shri S.H.Amin Shri A.S.Amin	Job Work Scrap Sales Rent Income Reimbursement of various Expenses	84.14 -- 1.20 11.46	43.41 3.00 -- 7.43
2	Shri S.H.Amin	Chairman & Whole Time Director	-	Remuneration Perquisite Dividend	33.60 3.36 3.93	24.60 2.46 3.93
3	Shri S.H.Amin	Chairman & Whole Time Director	-	Rent Expenses Reimbursement of various Expenses	7.26 13.02	6.30 15.05
4	Shri A.S.Amin	Managing Director	-	Remuneration Perquisite Dividend	38.10 3.81 1.73	25.20 2.52 1.73
5	Shri A.S.Amin	Managing Director	-	Rent Expense Reimbursement of various Expenses	10.02 7.95	8.70 3.02
6	Cyto Pvt Ltd.	Directors are members in the company	Shri S.H.Amin Shri A.S.Amin Smt. A.A.Amin	Job Work Rent Expense Rent Income Dividend Reimbursement of various Expenses	64.92 6.30 1.20 0.52 5.14	44.23 4.74 0.60 0.49 2.64

Sr. No.	Name of the Related Party	Nature of Relationship	Key Persons	Nature of Transaction	Transaction During The Year	Previous Year
7	Japsaw Pvt. Ltd.	Directors are members in the company	Shri S.H.Amin Smt. A.A.Amin	Job Work Rent Income Scrap Sales Reimbursement of various Expenses Dividend	126.94 1.32 -- 25.77 0.24	142.97 0.30 9.00 10.14 0.18
8	Milling Engineers	Director's Daughter	Miss. H.A. Amin	Rent Income Commission Expense Reimbursement of various Expenses	0.96 22.78 19.10	0.47 17.75 18.34
9	S. H. Amin (HUF)	Chairman & Whole Time Director	-	Dividend	0.11	0.11
10	Smt. A. A. Amin	Director are members in the company	-	Director Sitting Fees Dividend Reimbursement of various Expenses	0.80 0.05 1.39	0.60 0.05 1.75
11	Shri Kiran M. Patel	Director are members in the company	-	Director Sitting Fees	0.80	0.60
12	Shri K. K. Seksaria	Director are members in the company	-	Director Sitting Fees Dividend	0.20 0.001	0.60 0.001
13	Smt. Harshila H. Patel	Director are members in the company	-	Director Sitting Fees Dividend	0.60 0.002	0.45 0.002
14	Shri Mahesh H. Joshi	Director are members in the company	-	Director Sitting Fees	0.40	0.60
15	Shri Harshul A. Amin	Directors Son	-	Dividend	0.01	-
16	Shri V. K. Shah	Key Managerial Personnel	-	Remuneration	9.75	8.76
17	Smt. Birva H. Patel	Key Managerial Personnel	-	Remuneration	2.04	2.04
18	Miss. H. A. Amin	Directors Daughter	-	Reimbursement of various Expenses	-	0.29
19	Shri Kiran Patel & Co.	Director in the company	Shri Kiran M. Patel	Professional Fees	0.60	0.75
20	Shri Wolfgang Fuchs	Directors are members in the company		Director Sitting Fees	0.60	-
21	Shri Nilesh D. Shelat	Directors are members in the company		Director Sitting Fees	0.40	-

(iii) Outstanding Balances as at the end of the year are as under:

(INR in Lakhs)

Sr. No.	Name of the Related Party	Nature of Relationship	Key Persons	Debit/Credit Balance Current Year	Debit/credit Balance Previous Year
1	Sudeep-Rub-Chem Pvt. Ltd.	Directors are members in the company	Shri S.H.Amin Shri A.S.Amin	(2.49)	(6.02)
2	Shri S.H.Amin	Chairman & Whole Time Director	-	(0.54)	(0.22)
3	Shri A.S.Amin	Managing Director	-	(0.75)	(0.65)
4	Cyto Pvt Ltd.	Directors are members in the company	Shri S.H.Amin Shri A.S.Amin Smt. A.A.Amin	(4.81)	(1.52)
5	Japsaw Pvt. Ltd.	Directors are members in the company	Shri S.H.Amin Smt. A.A.Amin	(10.03)	(9.59)
6	Milling Engineers	Director's Daughter	Miss. H.A. Amin	(6.66)	(5.25)
7	Smt. Harshila H. Patel	Director are members in the company	-	(0.002)	-
8	Shri V. K. Shah	Key Managerial Personnel	-	(0.82)	(0.73)
9	Smt. Birva H. Patel	Key Managerial Personnel	-	(0.17)	(0.17)
10	Shri Wolfgang Fuchs	Directors are members in the company	-	(0.48)	-

### Note 32. Contingent Liabilities and Capital Commitments:

Sr. No.	PARTICULARS	As at March 31	
		2025	2024
<b>A</b>	Contingent Liabilities (to the extent not provided for)		
i.	Claims against the company not acknowledged as debts	-	-
ii.	Disputed Excise, Service Tax and Goods and Service Tax Liability	-	-
	<b>Total</b>	-	-
<b>B</b>	Guarantees issued by Banks to third parties on behalf of the Company	66.84	250.43
<b>C</b>	<b>Commitments</b>		
	Property, Plant and Equipment	-	-
	Plant and Equipment (net of advances)	24.50	-



**Note 33. Earning per Share:**

	<b>2024-25</b> <b>INR in Rs.</b>	<b>2023-24</b> <b>INR in Rs.</b>
Basic Earnings Per Share	54.33	38.48
Diluted Earnings Per Share	54.33	38.48
Face Value per Share	10.00	10.00

Earning Per Share is Calculated by dividing the profit/loss attributable to the Equity Shareholders by weighted average number of Equity share outstanding during the period. The number used in calculating Basic and Diluted Earnings per Equity share are as stated below:

	<b>2024-25</b> <b>INR In Lakhs</b>	<b>2023-24</b> <b>INR In Lakhs</b>
Profit/ (Loss) after Taxation (in Rs.)	410.71	290.88
Weighted average No. of share during year	7,56,000	7,56,000

**Note 34. Segment Reporting As per Ind AS 108 on “Operating Segments”**

## Identification of Segments

**(a) Primary Segment - Business Segment**

The company is engaged in the business of manufacturing of “Engineering Goods”, which is the only Operating Segment as per Ind AS 108.

**Geographical Information**

The analysis of geographical information is based on the geographical location of the customers.

The geographical information considered for disclosure are as follows:

Sales within India include sales to customers located within India.

Sales outside India include sales to customers outside India.

**Revenue as per Geographical Locations**

(INR in Lakhs)

	<b>Particulars</b>	<b>For the Year ended March 31,</b>	
		<b>2025</b>	<b>2024</b>
1.	Within India	5344.90	4756.00
2.	Asia	112.79	192.86
3.	Africa	2.44	33.81
4.	North America	202.88	20.08
	<b>Total</b>	<b>5663.01</b>	<b>5002.75</b>

Carrying value of all segment assets are within India for ₹ 3831.94 Lakh (P.Y. ₹ 3731.05 Lakh).

### Note 35. Micro, Small and Medium Enterprises Development Act, 2006

The Company has amounts due to suppliers covered under MSMED Act.  
The disclosure pursuant to the said Act is as under.

(INR in Lakhs)

PARTICULARS	As at March 31,	
	2025	2024
Principal Amount due at year end	447.95	2330.71
Interest due and remaining unpaid	NIL	NIL
Principal amount paid beyond due date	644.28	682.33
Interest Paid in terms of section 16 of the Act	NIL	NIL
Amount of Interest due and Payable for period of delay in payment made beyond on Principal amount paid beyond the appointed day	44.45	49.85
Amount of Interest accrued and remaining unpaid for earlier year	NIL	NIL

The Information has been given in respect of such suppliers to the extent they could be identified as micro and small enterprises on the basis of information available with the Company.

### Note 36. Value of Imports on CIF basis during the year in respect of :

(INR in Lakhs)

	Current Year	Previous Year
Raw Materials	90.02	178.50

### NOTE 37. Expenditure in Foreign Currency on account of :

(INR in Lakhs)

Travelling	2.80	1.46
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### NOTE 38. Value of Stores & Spares Consumed :

(INR in Lakhs)

	Current Year		Previous Year	
	INR in Lakhs	% of Consumption	INR in Lakhs	% of Consumption
Imported	-	-	-	-
Indigenous	393.15	100	281.03	100
<b>Total</b>	<b>393.15</b>	<b>100</b>	<b>281.03</b>	<b>100</b>

### NOTE 39. Remittance in Foreign Currency on account of dividend to Non-Resident Share-holders:

(INR in Lakhs)

	Current Year	Previous Year
Dividend of financial year	2024-25	2023-24
No. of shareholders	1	1
No. of Shares held	31,520	31,520
Net amount of Dividend Remitted	-	-

### NOTE 40. Earnings in Foreign Exchange - Export of Goods on FOB basis :

(INR in Lakhs)

	Current Year	Previous Year
Industrial Chains	134.24	195.81
Sprocket Wheels	120.98	33.19
	255.22	229.00

## NOTE 41. Additional regulatory information

### Ratios

Particulars	Numerator/ Denominator	March 31, 2025			March 31, 2024	% Variance	Reason
		Numerator Amt. In Laksh	Denominator Amt. In Laksh	Ratio	Ratio		
Current ratio	Current assets/ Current liabilities	2,446.11	1,258.86	1.94	1.62	20.30	
Debt-equity ratio	Total debt/ Shareholder's Equity	1,264.08	2,588.08	0.49	0.76	(35.91)	On account of increase in profit.
Debt service coverage ratio	Earnings available for debt service/ Debt Service	444.61	1,258.86	0.35	0.33	5.59	
Return on equity ratio	[Net Profits after taxes / Average Shareholder's Equity	410.71	2,352.13	17.46%	14.59%	19.68	On account of increase in Net profit due to allowance of certain items of previous period.
Inventory turnover ratio	Cost of goods sold OR sales/ Average Inventory	3,146.74	581.31	5.41	5.25	3.17	
Trade receivables turnover ratio	Net Credit Sales/ Average Accounts Receivable	5,828.77	990.26	5.89	5.79	1.73	
Trade payables turnover ratio	Net Credit Purchases/ Average Trade Payables	2,383.97	1,054.23	2.26	2.81	(19.44)	
Net capital turnover ratio	Net Sales/ Working Capital	5,828.77	1,187.25	4.91	5.23	(6.10)	
Net profit ratio	Net Profit/ Net Sales	410.71	5,828.77	7.05%	5.65%	24.75	On account of increase in Net profit due to allowance of certain items of previous period.
Return on capital employed	Earning before interest and taxes/ Capital Employed	444.61	2,593.30	17.14%	25.16%	(31.87)	On account of profit on sale of asset in previous year.
Return on investment	Total Return/Total Cost of investment	219.99	351.23	62.63%	38.14%	64.22	On account of increase in yield on investment compare to previous year.

**Note 42. The Balances of the most of the Debtors, Creditors and Loans and Deposits of the Company are confirmed periodically.**

### Note 43. Disclosure

- (i) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- (ii) The company has not availed any facility from bank against security of current assets and hence there no requirement to submit quarterly returns and statement of current assets
- (iii) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The company have not traded or invested in Crypto currency or Virtual Currency during the period/ year.

- (v) The company have not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The company is not declared as wilful defaulter by any bank or financial Institution or other lender.
- (ix) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

Signature to Balance Sheet, Statement of Profit & Loss and Note 1 to Note 43.  
As per our report of even date attached herewith.

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR HTA & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 120457W

**Raj D. Kakkad**

Partner  
Membership No. 155597

Rajkot  
May 16, 2025

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**A.S. Amin**  
M D  
(DIN: 01130354)

**N. D. Shelat**  
Director  
(DIN: 00045705)

**V.K. Shah**  
CFO

**B. H. Patel**  
Company Secretary

Vallabh Vidyanagar  
May 16, 2025



**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**ROLCON ENGINEERING COMPANY LTD**

CIN: L29259GJ1961PLC001439

Registered Office: Anand- Sojitra Road, Vallabh Vidyanagr -388120, Gujarat, India.  
E-mail: cs\_compliance@rolconengineering.com, Website: www.rolconengineering.com

**58<sup>th</sup> ANNUAL GENERAL MEETING – September 29, 2025**

Name of the Member(s)	
Registered address	
E-mail Id:	
Folio No. / Client Id	
DP ID	

I/We, being the holder(s) of \_\_\_\_\_ equity shares of ROLCON ENGINEERING CO. LTD, hereby appoint,

- Name :  
 E-mail Id :  
 Address :  
 Signature : \_\_\_\_\_ , or failing him/her
- Name :  
 E-mail Id :  
 Address :  
 Signature : \_\_\_\_\_ , or failing him/her
- Name :  
 E-mail Id :  
 Address :  
 Signature : \_\_\_\_\_ , or failing him/her

As my/our proxy to attend and vote (on a poll ) for me/us and on my/ our behalf at 58<sup>th</sup> Annual General Meeting of the Company, to be held on the 29 day of September 2025 at 3:00 p.m. (IST) at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

**ORDINARY BUSINESS:**

- To receive, consider and adopt the audited standalone and consolidated financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.
- To Declare Dividend of Rs. 2.5/- (25%) per equity share of Rs. 10/- each, for the financial year 2024-25.
- To Appoint a Director in place of Dr. Arpita A. Amin (DIN: 01927591), who retires by rotation and, being eligible, offer herself for re-appointment.

**SPECIAL BUSINESS:**

- To Approve Appointment of Smt. Harshila H Patel (DIN: 08690119) as an Independent Director of the Company.
- To appoint the Secretarial Auditor and fix their remuneration.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2025

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix  
Revenue  
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

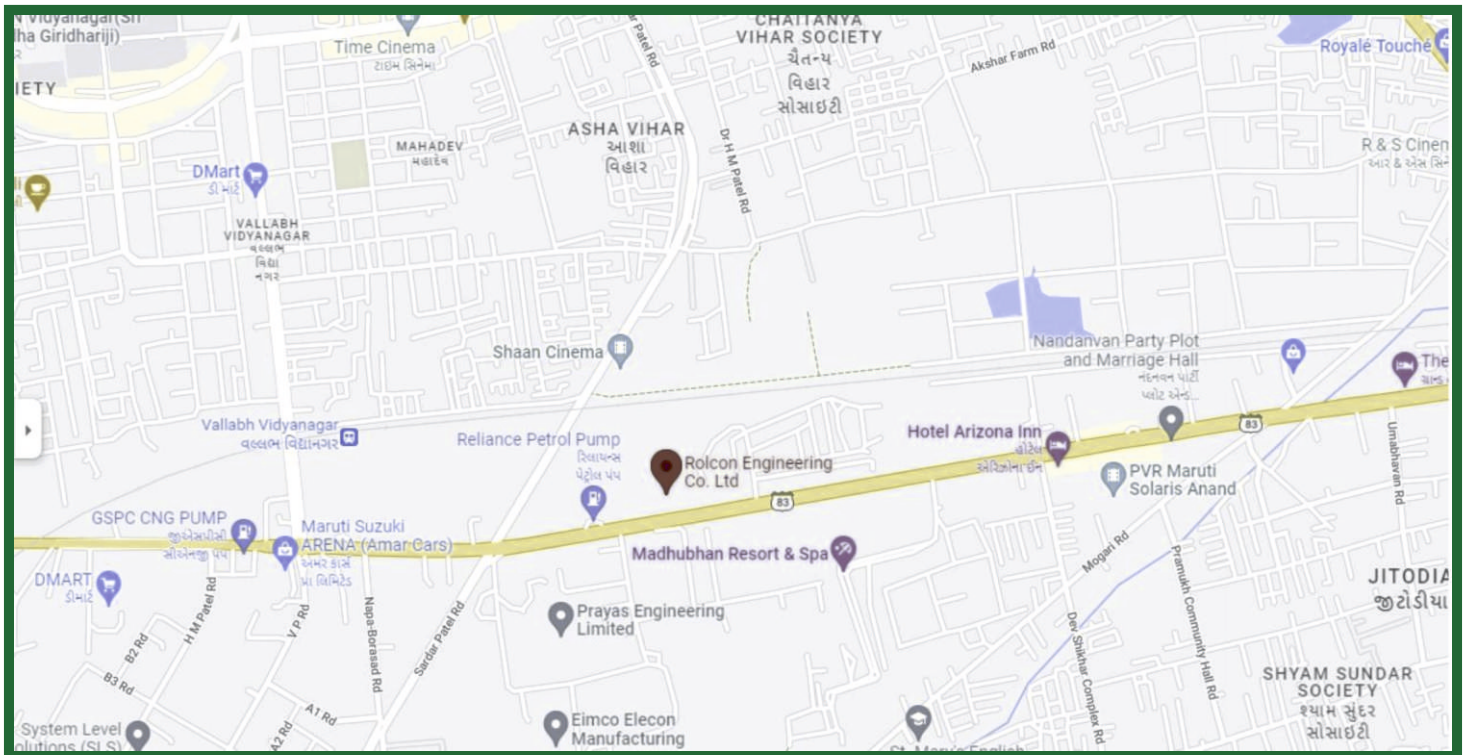




## ROUTE MAP OF THE VENUE

**Address :** Anand - Sojitra Road, Vallabh Vidyanagar - 388120

**Landmark :** Anand Sojitra Road





ROLCON ENGINEERING CO LTD,  
Anand-Sojitra Road,  
Vallabh Vidyanagar-388 120,  
Gujarat, India.  
(ISO 9001 : 2015 COMPANY)

Email :- [rolcon@rolconengineering.com](mailto:rolcon@rolconengineering.com)  
Web :- [www.rolconengineering.com](http://www.rolconengineering.com)  
Phone :- 02692-230766 | 02692-230866