ZEDENGINES INDIA LIMITED

ANNUAL REPORT

2024-2025

AGARWAL RAMESH K. & CO
CHARTERED ACCOUNTANTS

Unit No. 209, Spazedge, Sector – 47,
Sohna Road, Gurgaon – 122018
Phone : 07840004668, 09811323668
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INDEPENDENT AUDITORS' REPORT

To The Members of M/S ZEDENGINES INDIA LIMITED
(Formerly Known as Zedengines India Pvt. Ltd.)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **M/S ZEDENGINES INDIA LIMITED** which comprise the Balance Sheet as at March 31, 2025, and the statement of Profit and Loss for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and the profit and its cash flows for the year ended on that date.

Basis for Opinion

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

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information of board of director's report but does not include the financial statements and our auditor's report there.

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

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

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

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Responsibility of Management for Standalone 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent ; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

□ Identify and assess the risks of material misstatement of the 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 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 has

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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 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.

Report on Other Legal and Regulatory Requirements

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

2. As required by section 143(3) of the Act, we report that:

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

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(b) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books at the registered office, corporate offices and plants of the company to the best of our knowledge;

(c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards referred to in section 133 of Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of written representations received from the directors as on March 31, 2025 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) This report includes report relating to internal financial controls as required u/s 143(3)(i) pursuant to Notification No. GSR 583(E) dated 13.06.2017 issued by MCA in Annexure B.

(g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that Section 197 is not applicable to a private company. Hence reporting as per Section 197(16) is not required.

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

i. The Company does not have any pending litigations which would impact its financial position;
ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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(b) The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

v. No dividend has been declared or paid during the year by the company.

vi. Based on our examination which included test checks and information given to us, the Company has used accounting software's for maintaining its books of account, which did not have a feature of recording audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective software's, hence we are unable to comment on audit trail feature of the said software.

For Agarwal Ramesh K. & Co.
Chartered Accountants
Firm Registration No: 004614C

AGARWAL RAMESH K. & CO. GURGAON CHARTERED ACCOUNTANTS

Ajay Kumar Gupta
Partner
Membership No. 503249
Place: Noida
Date: 04/09/2025
UDIN: - 25503249BMLHIR1382

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Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

(i) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

(B) The company has maintained proper records showing full particulars, of intangible assets.

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

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company,

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) As explained to us & on the basis of the records examined by us, Company is operating in service sector and does not carry any inventory. Hence, this Clause of the Order is not applicable to the Company.

(iii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, during the year the company has provided loans or provided advances in the nature of loans,

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or stood guarantee, or provided security to other entities:

(A) the aggregate amount during the year with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates is Rs.65,76,486/- and balance outstanding at the balance sheet date is Rs. Nil;

(B) the aggregate amount during the year with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint venturesand associates is Rs. 5,10,90,000/- and balance outstanding at the balance sheet date is Rs.13,86,000/-.

Particulars		Loans (Amount In Rs.)	Advances (Amount In Rs.)
Aggregate amount granted/ provided during the year	A. Subsidiaries, Joint Ventures, Associates	65,76,486	--
	B. Others	5,10,90,000	49,35,912.56
Balance outstanding as at balance sheet date in respect of above cases	A. Subsidiaries, Joint Ventures, Associates	NIL.	--
	B. Others	13,86,000	21,51,112.56

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the

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company's interest.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans and advance in the nature of loan given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular, except the inter-corporate loan given to Niagra Growth Private Limited. The principal amount was recovered before stipulated time. However, interest of 12%pa, as stipulated in the contract was not recovered and the Board of Directors decided to waive off the amount due to non-recoverability. Inter-corporate loan given to associate company, Zed Bio Energia Private Limited contains no stipulation of schedule of repayment of principal and payment of interest.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, since the term of arrangement in inter-corporate loan extended to associate company, Zed Bio Energia Private Limited do not stipulate any repayment schedule. However, there is no outstanding amount as at year end.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, except Inter-corporate loan given to associate company, Zed Bio Energia Private Limited contains no stipulation of schedule of repayment of principal and payment of interest.

(iv) According to the information and explanations given to us and on the basis of our examination of the records, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with except non-charging of interest on the loan.

(v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, clause 3(v) of the Order is not applicable.

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

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is regular in depositing undisputed statutory dues including Goods and Services 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. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2025 for a period of more than six months except as mentioned below: -

Statute	Nature of dues	Department	Period to which the amount relates	Amount (INR)
The Income Tax Act, 1961	Income Tax	Income Tax Department, Ministry of Finance, GOI	F.Y. 2023-24	67,000/-

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

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

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

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

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has made preferential allotment of 82,876 shares during the year. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the requirements of section 42 and section 62 of The Companies Act have been complied with and the funds raised have been used for the purposes for which the funds were raised.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the company or any fraud on the company has been noticed or reported during the course of audit.

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

(c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company

(xii) The company is not a Nidhi Company. Accordingly, clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards;

(xiv) (a) In our opinion and based on our examination, the company does not require to have an internal audit system. Accordingly, clause 3(xiv)(a), of the Order is not applicable

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

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(xvi) (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations given by the management, the Group does not have not more than one CIC as part of the Group.

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

(xviii) The outgoing auditor, M/S Kapindra Tiwari and Co, Noida, UP, resigned on 12th December, 2024. The auditors resigned because the Company had proposed to initiate a public offering on a recognized Stock Exchange on the SME Platform and required the Financials to be audited by a Peer Review Auditor.

M/S Agarwal Ramesh K and Co, Gurgaon, Haryana were appointed auditors to the company at the Extraordinary General Meeting held on 12th January, 2025

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that 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.

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(xx) According to clauses 3(xx) (a) and 3(xx) (b) of the Order, we report that based on our examination, the Company has made provision for Corporate Social Responsibility as per provision of section 135 of the Companies Act. However, no activities were undertaken under the provisions and management has decided to expend the funds in the upcoming year.

(xxi) The company is not required to prepare Consolidated Financial Statement hence this clause is not applicable.

For Agarwal Ramesh K. & Co.
Chartered Accountants
FRN: 0004614C

AGARWAL RAMESH K & CO. GURGAON CHARTERED ACCOUNTANTS

Ajay Kumar Gupta
Partner
M.No. 503249
Dated: 04/09/2025
Place: Noida
UDIN: 25503249BMLHIR1382

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ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the standalone financial statements of VDOIT Technologies Private Limited for the year ended 31st March 2023)

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")

We have audited the internal financial controls over financial reporting of **ZEDENGINES INDIA LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone 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 (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial control. 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 includes 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

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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 standalone 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.

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, 2023, 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.

For Agarwal Ramesh K. & Co.
Chartered Accountants
FRN: 0004614C

AGARWAL RAMESH K. & CO. GURGAON CHARTERED ACCOUNTANTS

Ajay Kumar Gupta
Partner
M.No. 503249
Dated: 04/09/2025
Place: Noida
UDIN: 25503249BMLHIR1382

ZEDENGINES INDIA LIMITED
(Formerly Known as Zedengines India Private Limited)
CIN:- U29309DL2020PTC364048
103, BLOCK - 16, EAST END APARTMENT, MAYUR VIHAR PHASE 1, EAST DELHI, DELHI - 110096
BALANCE SHEET AS AT 31ST MARCH 2025

Particulars	Note No.	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
A EQUITY AND LIABILITIES			
I Shareholders' funds			
(a) Share Capital	2	11,92,786.00	1,11,000.00
(b) Reserves and Surplus	3	33,75,640.44	14,79,752.78
II Non-Current liabilities			
(a) Long Term Borrowings	4	3,55,277.00	65,128.67
(b) Deferred tax liabilities (net)		-	-
II Current liabilities			
(a) Short-Term Borrowings	5	29,032.55	1,23,344.29
(b) Trade payables	6		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of Creditors other than micro enterprises and small enterprises		64,616.81	16,687.52
(c) Other Current Liabilities	7	4,35,276.32	8,37,538.08
(d) Short-Term Provisions	8	4,80,109.24	5,00,668.04
		59,32,738.36	**31,34,119.38**
B ASSETS			
I Non-current assets			
(a) Fixed Assets			
(i) Property, Plant and Equipment	9	3,48,969.03	1,41,338.12
(ii) Intangible assets	9A	678.20	167.90
(iii) Capital Work in progress	9B	6,76,267.72	62,097.82
(iv) Intangible Assets under Development		-	-
(b) Deferred tax assets (net)	10	2,014.77	1,428.59
(c) Long term loans and Advances	11	5,42,528.52	54,612.65
(d) Other Non Current Assets	12	30,480.00	10,250.00
II Current assets			
(a) Inventories	13	-	-
(b) Trade receivables	14	37,48,030.40	27,55,288.09
(c) Cash and cash equivalents	15	16,439.56	29,175.99
(d) Short-term loans and advances	16	3,57,675.44	79,481.51
(e) Other Current Assets	17	2,09,654.71	278.69
		59,32,738.36	**31,34,119.37**

Summary of significant accounting policies and other explanatory information 1-41.
This is the Balance Sheet referred to in our report of even date.

For Agarwal Ramesh K & Co.
Chartered Accountants
Firm's Registration No.: 004614C

AGARWAL RAMESH K & CO. GURGAON CHARTERED ACCOUNTANTS

Ajay Kumar Gupta
Partner
Membership No.: 503249
Place: Noida
Date: 04-Sep-2025

For and on behalf of the Board of Directors of Zedengines India Limited

Shishir Kumar Kudasbehar
Director
DIN: 07068294

Kamal Saxena
Director
DIN: 02027569

Alok Sharan
Chief Financial Officer

Palak Pandey
Company Secretary

Zedengines India Limited Noida

ZEDENGINES INDIA LIMITED
(Formerly Known as Zedengines India Private Limited)
CIN:- U29309DL2020PTC364048
103, BLOCK - 16, EAST END APARTMENT, MAYUR VIHAR PHASE 1, EAST DELHI, DELHI - 110096
STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2025

	Particulars	Note No.	Figures for the year ended on 31.03.2025 (Rs. In Hundred)	Figures for the year ended on 31.03.2024 (Rs. In Hundred)
I	Revenue from operations	18	44,02,541.95	40,13,825.48
II	Other Income	19	1,12,215.45	47,573.00
III	**Total Income (I+II)**		**45,14,757.41**	**40,61,398.47**
IV	**Expenses**			
	(a) Cost of Stock Traded	20	22,188.34	76,587.30
	(b) Employee benefits expenses	21	15,75,009.78	13,01,609.81
	(c) Finance costs	22	11,745.50	14,887.04
	(d) Depreciation and amortisation expenses	9	21,152.04	9,573.77
	(e) Other expenses	23	10,96,487.08	6,78,982.17
	Total Expenses		**27,26,582.73**	**20,81,640.09**
V	**Profit before exceptional and extraordinary iteam and tax**		**17,88,174.67**	**19,79,758.38**
VI	**Exceptional and Extraordinary Iteams**		-	-
VII	**Profit before Tax**		**17,88,174.67**	**19,79,758.38**
VIII	**Tax Expense:**			
	(a) Current tax expense		4,65,594.90	5,00,668.04
	Less:- MAT credit entitlement		-	-
	Net Current tax expense		4,65,594.90	5,00,668.04
	(b) Earlier Year tax expense		1,212.30	7,729.76
	(b) Deferred tax		(586.19)	(1,167.56)
IX	**Profit/(Loss) for the Period**		**13,21,953.66**	**14,72,528.14**
X	**Earning per equity share:**			
	(1) Basic/Adjusted Basis		0.11	0.12
	(2) Diluted/Adjusted Diluted		0.11	0.12

Summary of significant accounting policies and other explanatory information
This is the Balance Sheet referred to in our report of even date.

For Agarwal Ramesh K & Co.
Chartered Accountants
Firm's Registration No.: 004614C

AGARWAL RAMESH K & CO. GURGAON CHARTERED ACCOUNTANTS

Ajay Kumar Gupta
Partner
Membership No.: 503249
Place: Noida
Date: 04-Sep-2025

For and on behalf of the Board of Directors of
Zedengines India Limited

Shishir Kumar Kuchasbehar
Director
DIN: 07068294

Kamal Saxena
Director
DIN: 02027569

Alok Sharan
Chief Financial Officer

Palak Pandey
Company Secretary

Zedengines India Limited Noida

ZEDENGINES INDIA LIMITED
(Formerly Known as Zedengines India Private Limited)
CIN:- U29309DL2020PTC364048
103, BLOCK - 16, EAST END APARTMENT, MAYUR VIHAR PHASE 1, EAST DELHI, DELHI - 110096

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

PARTICULARS	Figures for the year ended on 31.03.2025 (Rs. In Hundred)	Figures for the year ended on 31.03.2024 (Rs. In Hundred)
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary items	17,88,174.67	19,79,758.38
Adjustments for:		
Add: Depreciation and Amortisation	21,152.04	9,573.77
Add: Interest Paid	9,034.50	10,801.39
Add: Finance Charges	2,710.99	4,085.65
Add: Loss on Sale of Fixed Assets	-	-
Less: Gain on Sale of Fixed Assets	-	-
Operating Profit before Working Capital Changes	**18,21,072.21**	**20,04,219.19**
Changes in Working Capital:		
Decrease/(Increase) in Closing Stock	-	23,228.78
Decrease/(Increase) in Sundry Debtors	(9,92,742.31)	(25,31,839.61)
Decrease/(Increase) in Other Current Assets	(2,09,376.02)	440.02
Decrease/(Increase) in Loans and Advance	(7,66,109.80)	(89,905.17)
Decrease/(Increase) in Non Current Assets	(20,230.00)	(8,000.00)
(Decrease)/Increase in Sundry Creditors	47,929.29	(13,870.25)
(Decrease)/Increase in Other Current Liabliies	(4,02,261.76)	7,00,362.00
(Decrease)/Increase in Short Term Provisions	(20,558.80)	4,72,195.13
Cash generated from Operation	**(5,42,277.18)**	**5,56,830.09**
Taxes Paid (Net)	(4,66,807.20)	(5,08,397.80)
Cash Flow before Extraordinary Items	(10,09,084.38)	48,432.29
Net Cash Flow from (Used in) Operating Activities	**(10,09,084.38)**	**48,432.29**
B) CASH FLOW FROM INVESTING ACTIVITIES		
Less: Purchase of Fixed Assets(net of CWIP changes)	(8,43,463.15)	(1,86,059.73)
Add: Sale of Fixed Assets	-	-
Less: Purchase of of Mutual Fund shares	-	-
Net Cash Flow from (Used in) Investing Activities	**(8,43,463.15)**	**(1,86,059.73)**
C) CASH FLOW FROM FINANCING ACTIVITIES		
Add: Funds Raised From Equity Shares	8,278.60	-
Add: Funds Raised From Securities Premium	16,47,441.40	-
Add: Funds Raised From Short term Borrowings	-	1,21,838.76
Add: Funds Raised From Long term Borrowings	2,90,148.33	52,843.68
Less: Repayment of Long term borrowings	-	-
Less: Repayment of Short term borrowings	(94,311.74)	-
Less: Interest Paid	(9,034.50)	(10,801.39)
Add: Finanace Charges & Bill Discounting Charges	(2,710.99)	(4,085.65)
Less: Share Application Money Refunded	-	-
Net Cash Flow from (Used in) Financing Activities	**18,39,811.09**	**1,59,795.40**
D) Net Inc./(Dec.) in cash and cash equivalent: (A+B+C)	(12,736.44)	22,167.96
Add: Opening Balance of Cash and Cash Equivalents	29,175.99	7,008.04
Closing Balance of Cash and Cash Equivalents	**16,439.55**	**29,176.00**

Notes to Cash Flow Statement:

1. Previous year's figures have been regrouped wherever necessary, to confirm to this year's classification.
2. The Cash Flow Statement has been prepared under the 'Indirect Method' set out in Accounting Standard 3' Cash Flow Statement'.
3. The Cash Flow Statements reflects the combined cash flows pertaining to continuing and discontinuing operations.

Summary of significant accounting policies and other explanatory information
This is the Balance Sheet referred to in our report of even date.

For Agarwal Ramesh K & Co.
Chartered Accountants
Firm's Registration No.: 004614C

AGARWAL RAMESH K & CO. ★ CHARTERED ACCOUNTANTS ★ GURGAON

Ajay Kumar Gupta
Partner
Membership No.: 503249
Place: Noida
Date: 04-Sep-2025

For and on behalf of the Board of Directors of
Zedengines India Limited

Shishir Kumar Kudasbehar
Director
DIN: 07068294

Kamal Saxena
Director
DIN: 02027569

Alok Sharan
Chief Financial Officer

Palak Pandey
Company Secretary

Zedengines India Limited ★ Noida

ZEDENGINES INDIA LIMITED
(Formerly Known as Zedengines India Private Limited)

Notes forming part of the Financial Statements

Note – 1 Corporate information & significant accounting policies

1.1 Corporate information

Zedengines India Limited was incorporated on 27th May 2020. During the Current Financial Year w.e.f. November' 2024, Company has been renamed 'Zedengines India Private Limited' to 'Zedengines India Limited'. The company is engaged in the business of trading of Generator Parts and Providing repair and maintenance service of Generator. The company's registered office is situated at 103, Block-16, East End Apartment, Mayur Vihar Phase I, East Delhi, Delhi-110096. Corporate Office of the Company is loacted at C-86B, 2nd Floor, Sector-8, Noida, UP - 201301.

1.2 Summary of Significant Accounting Policies:

a) Basis of Accounting

The financial statements have been prepared under the historical cost convention in accordance with generally accepted accounting principles in India, the accounting standards notified under the Section 133 of Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies Accounts (2014) (as amended from time to time), and presentation and disclosure requirements of Division I of schedule III to the companies act, 2013. The company follow indiarect method prescribed in AS 3-Statement of Cash Flows for presentation of its cash flow and the relevant provisions of the Act 2013, pronouncements of the Institute of Chartered Accountants of India, to the extent applicable.

The Company's Financial Statement are presented in Indian Rupee (₹), which is also its functional currency and all values are rounded to the nearest Hundred ('00).

b) Current and Non-Current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

a. it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
b. it is held primarily for the purpose of being traded;
c. it is expected to be realised within 12 months after the reporting date; or
d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
e. Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

a. it is expected to be settled in the company's normal operating cycle;
b. it is held primarily for the purpose of being traded;
c. it is due to be settled within 12 months after the reporting date; or
d. the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

c) Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of activities and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle within twelve months for the purposes of current/ non-current classification of its assets and liabilities. Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

d) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities as on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management evaluation of the relevant facts and circumstances as of the date of financial statements which in management's opinion are prudent and reasonable. Actual results may differ from the estimates used in preparing the accompanying financial statements. Any revision to accounting estimates is recognized prospectively in current and future periods.

e) Property, Plant and Equipments

Tangible Fixed Assets

Tangible Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation and impairment losses, if any. The cost comprises of the purchase price, incidental expenses, erection/commissioning expenses and borrowing cost on qualifying assets upto the date the asset is ready for its intended use, and initial estimate of decommissioning, restoring and similar liabilities. In case of Land, the company has valued it at cost of acquisition deemed as fair value.

Depreciation on tangible fixed assets is provided using written down value method on depreciable amount. Depriciation is provided based on useful life of the assets as prescribed in Schedule II to the companies act, 2013

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

AGARWAL RAMESH K & CO.
GURGAON
CHARTERED ACCOUNTANTS

Capital Work-In-Progress

Capital Work-In-Progress (CWIP) represents the costs incurred on Sikheda, Hapur Plant. These costs includes the Cost of Buildings, Machinery, other expenses. Plant is undergoing trial runs and the Commercial Production has not yet started at the Balance Sheet date. As per the industry practice, all expenses such as salaries/remuneration, interest, incidental expenses have been transferred to CWIP and the same shall be allocated to Building, PLant & Machinery, Other Assets based upon the final direct costs incurred on respective Asset heads.

f) Intangible Assets

Intangible assets are stated at cost less accumulated amortization and impairment losses, if any.

Depreciation on Intangible assets is provided using written down value method on depreciable amount. Depriciation is provided based on useful life of the assets as prescribed in Schedule II to the companies act, 2013

g) Revenue Recognition

Revenue from contract with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the company is expected to be entitled to in exchnage for those goods or services. Revenue towards satisfaction of a performance obligation is measured at an amount of transaction price (net of returns and discount) allocated to that performance obligation. The discount is estimated based on the expected value of outflow.

Sale of goods : Revenue from sale of products is recognised when control of the goods have been transferred to the customer. The performance obligation in case of sale of products is satisfied at a point in time i.e. when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

Sale of Services: Revenue from installation, maintenance services is recognised based on the contracts with customer and when the services are rendered by measuring progress towards satisfaction of performance obligation for such services.

- Interest Income: Interest income is recognised on a time proportion basis taking in to account the amount invested and the rate of interest.
- Other Income: Other income is recognised using effective interest method. Dividend income is accounted for in the year when the right to such dividend is established and the amount of dividend can be measured reliably.

h) Foreign Currency Transactions

Initial Recognition:

Foreign currency transactions are recorded at the exchange rates prevailing on the date of transaction.

Conversion:

Monetary assets and monetary liabilities denominated in foreign currency are translated at the exchange rate prevalent at the date of the Balance Sheet.

Exchange Difference:

Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the Statement of Profit and Loss.

Forward Exchange Contracts:

In respect of forward contracts, which are covered under Accounting Standard (AS) 11, ' The Effects of Changes in Foreign Exchange Rates', the difference between spot rate and forward rate on the date of the forward exchange contract is entered into, is amortized over the tenure of the contract. The foreign currency receivable or payable arising under the forward contract is revalued using the closing rate, and any resultant gain or loss is taken to the Statement of Profit and Loss. The premium or discount arising at the inception of a forward exchange contract is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rate changes.

Forward exchange contracts outstanding as at the year end on account of firm commitment / highly probable forecast transactions are marked to market and the losses, if any, are recognized in the Statement of Profit & Loss while gains are ignored.

i) Retirement & Other Employees Benefits

- **Short term employee benefits:**

All employee benefits payable within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus, leave encashment, etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

- **Defined Contribution Plan and Defined benefits plans**

Provisions of the Payment of Gratuity Act is not applicable to the Company under the present circumstances. Employee's Provident Fund & Miscellaneous Provision Act and Employees State Insurance Act are applicable to the Company but employees whose basic pay at the time he is otherwise entitled to become member of the fund, exceeds fifteen thousands rupees per month in Case of Employee's Provident Fund & Miscellaneous Provision Act and overall pay exceeds Twenty one thousands rupees per month in case of Employees State Insurance Act, are out of the perview for provision.

j) Borrowing Cost

Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised. Other borrowing costs are accounted as an expense in the statement of profit and loss.

k) Operating Leases

Lease, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease charges are recognized as an expense in the statement of Profit and Loss on a straight line basis over the respective lease terms.

l) Taxation

Income-tax expense comprises current tax, deferred tax charge or credit and minimum alternative tax (MAT):

- **Current tax**

Provision for current tax is made for the tax liability payable on taxable income after considering tax allowances, deductions, and exemptions determined in accordance with the prevailing tax laws.

- **Deferred tax**

AGARWAL RAMESH K & CO. GURGAON CHARTERED ACCOUNTANTS

Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income tax and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax asset is recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognized only if there is a virtual certainty of realization of such asset. Deferred tax asset is reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

Minimum alternative tax

Minimum alternative tax (MAT) obligation in accordance with the tax laws, which give rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax during the specified period. Accordingly, it is recognized as an asset in the Balance Sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

m) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n) Provisions and contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and the related income are recognized in the period in which the change occurs.

o) Cash & Cash Equivalents

Cash comprises cash in hand and at bank. Cash equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and Cash equivalents for the purpose of cash flow statements comprise cash at bank and in hand and short term highly liquid investment with an original maturity of three months or less.

AGARWAL RAMESH K & CO. ★ CHARTERED ACCOUNTANTS ★ GURGAON

ZEDENGINES INDIA LIMITED
(Formerly Known as Zedengines India Private Limited)
Notes are an integral part of the Financial Statements

Note -2. Share Capital

Note 2A Authorised, issued, subscribed & paid up share capital

Particulars	Figures as at 31.03.2025		Figures as at 31.03.2024	
	Number of shares	(Rs. In Hundred)	Number of shares	(Rs. In Hundred)
(a) Authorised				
11000000 Equity shares of Rs.10/- each with voting rights	11,000,000	1,100,000.00	11,000,000	1,100,000.00
Add: 1000000 Equity shares of Rs.10/- each with voting rights	1,000,000	100,000.00	-	-
Total Authorised Share Capital	**12,000,000**	**1,200,000.00**	**11,000,000**	**1,100,000.00**
(b) Issued, Subscribed and Paid up				
1110000 Equity shares of Rs.10 each with voting rights	1,110,000	111,000.00	1,110,000	111,000.00
Add: 82786 Equity shares of Rs.10 each issued with voting rights	82,786	8,278.60	-	-
Add: 10735074 Bonus Equity shares of Rs.10 each issued with voting rights	10,735,074	1,073,507.40	-	-
Total	**11,927,860**	**1,192,786.00**	**1,110,000**	**111,000.00**

Note- 2B. Statements of changes in equity

Particulars	Figures as at 31.03.2025		Figures as at 31.03.2024	
	Number of shares	(Rs. In Hundred)	Number of shares	(Rs. In Hundred)
Balance as at the beginning of the year	1,110,000	111,000	10,000	1,000.00
Add: Equity shares issued during the year	10,817,860	1,081,786	1,100,000	110,000.00
Less: Equity shares buy back during the year	-	-	-	-
Balance as at the end of the year	**11,927,860**	**1,192,786**	**1,110,000**	**111,000.00**

Note 2C List of Shareholders holding more than 5% share capital

Name of Shareholders	Figures as at 31.03.2025		Figures as at 31.03.2024	
	Number of shares	% holding in that class of Shares	Number of shares	% holding in that class of Shares
Shishir Kumar	9,370,630	78.56	1,054,500	95.00
Total	**9,370,630**	**78.56**	**1,054,500**	**95.00**

Note 2D. Shares held by promotors

Promotor's Name	Figures as at 31.03.2025		Figures as at 31.03.2024		% Change during the year
	Number of shares	% holding in that class of Shares	Number of shares	% holding in that class of Shares	
Anita Saxena	555,000	4.65	55,500	5.00	0.35
Shishir Kumar	9,370,630	78.56	1,054,500	95.00	16.44
Total	**9,925,630**	**83.21**	**1,110,000**	**100.00**	

Note 2E. Rights, preferences and restrictions attached to Equity shares

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share. The dividend, if any, proposed by the board of directors is subject to the approval of shareholders except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.

AGARWAL RAMESH K & CO. GURGAON CHARTERED ACCOUNTANTS

Note 3 Reserves and Surplus

Particulars	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	1,479,752.78	117,224.64
Add: Profit / (Loss) for the year	1,321,953.66	1,472,528.14
Less:- Bonus Shares issued to Shareholders	1,073,507.40	110,000.00
Balance	**1,728,199.04**	**1,479,752.78**
Securities premium account		
Balance as at beginning of the year	-	-
Add: Premium received on issue of equity shares	1,647,441.40	-
Less: Preliminary/ Share Issue Expenses	-	-
Balance	**1,647,441.40**	-
Total	3,375,640.44	1,479,752.78

Note 4 Long Term Borrowings

Particulars	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
From Bank		
Secured Loan		
Axis Bank (Rate of interest @ 17% Repayble in 36 Installments of Rs.71305)	-	9,450.01
Fed Bank Financial Services Limited (Rate of interest @ 17% Repayble in 31 Installments of Rs.61723)	-	5,717.57
HDFC Car Loan (Rate of interest @ 9.40% Repayble in 84 Installments of Rs.11376) (Hypothecated by Car Financed)	5,358.20	6,177.40
ICICI Bank Loan (Rate of interest @ 17% Repayble in 36 Installments of Rs.89340)	-	12,709.86
ICICI Vehicle Loan (Rate of interest @ 9% Repayble in 84 Installments of Rs.22380) (Hypothecated by Car financed	8,836.96	10,638.22
HDFC Car Loan (Rate of interest @ 10.55% Repayable in 60 Installments of Rs.32472) (Hypothecated by Car Financed)	10,681.84	-
HDFC Term Loan (Rate of interest @ 8.90% Repayable in 60 Installments (Hypothecated by primary security of Industrial Property, Plant & Machinery, Book Debts, Stock and collateral by personal guarantee of Directors)	330,400.00	-
From Others		
Secured Loan		
Fullerton India (Rate of interest @ 17.50% Repayable in 37 installment of Rs. 72224)	-	10,240.20
Poonawalla Fincorp Limited (Rate of interest @ 17% Repayable in 36 installments of Rs. 71663)	-	10,195.41
Note: All the loans were secured by personal guarantee of Directors		
Total	355,277.00	65,128.67

Note 5 Short Term Borrowings

Particulars	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
Bank Overdraft		
Bajaj Finserv (Rate of interest @ 17%)	18,001.00	23,908.47
L & T Finance (Rate of interest @ 18%)	75.84	13,491.04
TATA (Rate of interest @ 18.5%)	-	14,758.79
IDFC First Bank (Rate of interest @ 17%)	-	19,700.00
HDFC Bank (Rate of interest @ 18%) (Primarly Secured against Debtors & Stock in premises)	-	16,503.26
Current Maturity of Long Term Borrowing	10,955.70	34,982.74
Total	29,032.55	123,344.29

AGARWAL RAMESH K & CO. GURGAON CHARTERED ACCOUNTANTS

Note 6 TRADE PAYABLES

Figures For the Current Reporting Period

(Rs. In Hundred)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undispute dues-MSME		-	-	-	-	-
Undispute dues-Others		64,616.81				64,616.81
Dispute dues-MSME		-	-	-	-	-
Dispute dues-MSME		-	-	-	-	-
Others		-	-	-	-	-
Total						64,616.81

Figures For Previous Reporting Period

(Rs. In Hundred)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undispute dues-MSME		-	-	-	-	-
Undispute dues-Others		16,687.52				16,687.52
Dispute dues-MSME		-	-	-	-	-
Dispute dues-MSME		-	-	-	-	-
Others		-	-	-	-	-
Total						16,687.52

Based on the information available with the Company, the amount payable to creditors who have been identified as "suppliers" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006" is as below:

Particulars	March 31, 2025	March 31, 2024
Principal amount and the interest due thereon remaining unpaid to each supplier at the end of		
Principal amount due to micro and small enterprise	-	-
Interest due on above	-	-
Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

*Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

AGARWAL RAMESH K & CO. GURGAON CHARTERED ACCOUNTANTS

Note 7 Other Current Liabilities

Particulars	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
Professional Services Payable	2,669.60	1,970.61
Audit Fees Payable	2,750.00	2,250.00
Creditors for Statutory Payments	37,484.65	77,449.10
Foreign Branch Expenses Payable	-	5,070.68
Advance From Customers	-	194,998.74
Commission/Expenses Payable	201,482.96	264,423.86
Payable to Related Party (Refer to Note -	55,757.32	108,325.39
Employee Benefits Payable	134,964.03	183,049.70
Creditors for Other Expenses	167.76	-
Total	**435,276.32**	**837,538.08**

Note 8 Short-Term Provisions

Particulars	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
Provision for Income Tax	465,594.90	500,668.04
Interest on Loan Payable	304.34	-
Provision for Corporate Social Responsibility	14,210.00	-
Total	**480,109.24**	**500,668.04**

AGARWAL RAMESH K & CO. GURGAON CHARTERED ACCOUNTANTS

Note-9

(Rs. In Hundred)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS ON 01.04.24	ADDITIONS	SALE/ ADJUSTMENTS	COST AS ON 31.03.2025	DEPRECIATION AS ON 01.04.24	DEPRECIATION FOR THE PERIOD	SALE/ ADJUSTMENTS	TOTAL DEPRECIATION upto 31.03.2025	AS ON 31.03.2025	AS ON 31.03.2024
Plant And Machinery	-	11,000.00		11,000.00	-	141.85		141.85	10,858.15	-
Office Equipments	3,699.75	5,619.49		9,319.24	2,142.23	1,759.43		3,901.65	5,417.59	1,557.52
Computer	6,504.40	4,760.20		11,264.60	2,670.09	3,586.68		6,256.77	5,007.82	3,834.31
Furniture and Fixture	10,697.80	6,641.66		17,339.46	3,497.48	2,200.88		5,698.36	11,641.10	7,200.32
Land & Building	107,050.00	162,481.00		269,531.00	-	-		-	269,531.00	107,050.00
Vehicles	28,103.59	38,125.81		66,229.39	6,407.62	13,308.40		19,716.02	46,513.38	21,695.97
TOTAL	**156,055.54**	**228,628.15**	**-**	**384,683.69**	**14,717.42**	**20,997.24**	**-**	**35,714.66**	**348,969.03**	**141,338.12**
Note 9A. INTANGIBLE ASSETS										
SOFTWARE	240.00	665.10		905.10	72.10	154.80		226.90	678.20	167.90
TOTAL	**240.00**	**665.10**	**-**	**905.10**	**72.10**	**154.80**	**-**	**226.90**	**678.20**	**167.90**
Note 9B. Capital WIP										
Land & Building	62,097.82	364,277.27	-	426,375.09	-	-		-	426,375.09	62,097.82
Plant And Machinery	-	249,454.57	-	249,454.57	-			-	249,454.57	-
Office Equipments	-	438.06	-	438.06	-			-	438.06	-
TOTAL	**62,097.82**	**614,169.90**	**-**	**676,267.72**	**-**	**-**	**-**	**-**	**676,267.72**	**62,097.82**
GRAND TOTAL	**218,393.36**	**843,463.15**	**-**	**1,061,856.51**	**14,789.52**	**21,152.04**	**-**	**35,941.56**	**1,025,914.95**	**203,603.84**
PREVIOUS YEAR	**32,333.63**	**186,059.73**	**-**	**218,393.36**	**5,215.75**	**9,573.77**	**-**	**14,789.52**	**203,603.84**	**27,117.88**

AGARWAL RAMESH K & CO. * CHARTERED ACCOUNTANTS * GURGAON

Note 10 Deferred Tax Assets

Particulars	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
Opening Balance	1,428.59	261.03
Due to Difference in Depreciation	586.19	1,167.56
Total	**2,014.77**	**1,428.59**

Note 11 Long term loans and Advances

Particulars	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
Unsecured considered good		
Advance to Employees	13,260.00	4,330.00
Other Deposits	63,595.76	-
Capital Advances	310,310.00	-
GST Receivables	155,362.76	50,282.65
Total	**542,528.52**	**54,612.65**

Note 12 Other Non-Current Assests

Particulars	Figures as at 31.03.2025 Rs.	Figures as at 31.03.2024 Rs.
Security Deposits	14,600.00	10,250.00
Fixed Deposits with Bank (Against Term Loan)	15,880.00	
Total	**30,480.00**	**10,250.00**

Note 13 Inventories

Particulars	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
Stock-in-Trade (Cost or market Value whichever is lower)	-	-
Total	-	-

Note 15 Cash and cash equivalents

Particulars	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
Cash In Hand	303.49	268.28
Balances with Banks	13,881.42	26,907.71
Balance with Banks - Fixed Deposits (Sweep-in)	2,254.65	2,000.00
Total	**16,439.56**	**29,175.99**

Note 16 SHORT TERM LOANS AND ADVANCES

Particulars	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
Unsecured considered good		
TCS & TDS Receivables	1,976.21	46.60
Advance to Vendors	30,481.96	667.82
Capital Advances	19,236.54	11,766.60
Inter-Corporate Loan	-	41,375.01
Advance Tax	-	25,000.00
Advance to Employees	6,131.89	625.48
Other Advances	0.04	-
Retention Money	299,848.81	
Total	**357,675.44**	**79,481.51**

Note 17 OTHER CURRENT ASSETS

Particulars	Figures as at 31.03.2025 (Rs. In Hundred)	Figures as at 31.03.2024 (Rs. In Hundred)
Prepaid Expenses	7,748.95	210.99
Interest Accured but not Due	33.18	67.70
Deferred Revenue Expenditure	201,872.59	-
Total	**209,654.71**	**278.69**

AGARWAL RAMESH K & CO. * CHARTERED ACCOUNTANTS * GURGAON

Note 14 TRADE RECEIVABLES

Figures For the Current Reporting Period

(Rs. In Hundred)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	319,219.45	1,585,192.82	1,524,316.87	319,301.26	-	-	3,748,030.40
Undisputed Trade Receivables- Considered Doubtful		-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods		-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful		-	-	-	-	-	-
Others							-
Total							3,748,030.40

Figures For Previous Reporting Period

(Rs. In Hundred)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	222,984.92	1,079,557.04	1,277,703.71	175,042.42	-	-	2,755,288.09
Undisputed Trade Receivables- Considered Doubtful		-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods		-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful		-	-	-	-	-	-
Others							-
Total							2,755,288.09

AGARWAL RAMESH K & CO.
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Note 18 REVENUE FROM OPERATIONS

Particulars	Figures for the year ended on 31.03.2025 (Rs. In Hundred)	Figures for the year ended on 31.03.2024 (Rs. In Hundred)
Export of Goods	43,535.49	128,012.09
Export of Services	4,359,006.47	3,880,086.86
Merchant Trading Sale	-	5,726.54
Sale of Goods	-	-
Total	**4,402,541.95**	**4,013,825.48**

Note 19 OTHER INCOME

Particulars	Figures for the year ended on 31.03.2025 (Rs. In Hundred)	Figures for the year ended on 31.03.2024 (Rs. In Hundred)
Duty Drawback	605.44	1,333.64
Foreign Exchange Gain	9,097.19	2,100.93
Unrealised Foreign Exchange Gain	81,257.19	43,120.72
Interest on Deposit	2,273.49	67.70
Interest on Inter-Corporate Loan	9,494.32	950.01
Professional Income	9,487.82	-
Total	**112,215.45**	**47,573.00**

Note 20 COST OF STOCK TRADED

Particulars	Figures for the year ended on 31.03.2025 (Rs. In Hundred)	Figures for the year ended on 31.03.2024 (Rs. In Hundred)
Opening stock	-	23,228.78
Add: Purchases		
Import Purchases	-	-
Domestic Purchases	22,188.34	48,359.78
Merchant Trading Purchase	-	4,998.74
Less: Closing stock	-	-
Cost of Stock Traded	**22,188.34**	**76,587.30**

Note 21 EMPLOYEE BENEFIT EXPENSES

Particulars	Figures for the year ended on 31.03.2025 (Rs. In Hundred)	Figures for the year ended on 31.03.2024 (Rs. In Hundred)
Salaries, Wages and Bonus	1,257,655.97	990,719.59
Salary to Directors	310,657.22	309,232.26
Staff Insurance	813.63	-
Staff Welfare	5,376.24	1,657.97
Employer's Contribution to PF	164.50	-
Employer's Contribution to ESI	63.81	-
Leave Encashment	278.40	-
Total	**1,575,009.78**	**1,301,609.81**

Note 22 FINANCE COST

Particulars	Figures for the year ended on 31.03.2025 (Rs. In Hundred)	Figures for the year ended on 31.03.2024 (Rs. In Hundred)
Interest on Vehicle Loans	4,229.92	1,234.76
Interest on Term Loan	2,409.95	7,832.86
Interest on Bank Overdraft	2,394.63	1,733.77
Loan Processing Fees & Service Charges	2,710.99	4,085.65
Total	**11,745.50**	**14,887.04**

AGARWAL RAMESH K & CO. * GURGAON * CHARTERED ACCOUNTANTS

Note 23 OTHER EXPENSES

Particulars	Figures for the year ended on 31.03.2025	Figures for the year ended on 31.03.2024
	(Rs. In Hundred)	(Rs. In Hundred)
(A) Direct Expenses		
Freight Expenses	15,685.59	14,382.11
Freight Expenses on Merchant Trading	-	765.35
Professional/Consultancy Charges	283,299.59	29,058.87
Man Power Services	27,820.00	49,992.48
Tools & Consumables	60.00	-
Total (A)	**326,865.18**	**94,198.81**
(B) Indirect Expenses		
Audit Fees		
- Statutory Audit Fees	2,500.00	2,000.00
- Tax Audit	500.00	500.00
Hotel & Boarding Expenses	2,238.01	1,173.83
Housekeeping & Labour Expenses	240.50	-
Hosting, Website and Email Expenses	583.50	-
Commission Expenses	288,601.83	253,510.60
Duties, Rates & Taxes	594.67	1,555.00
Libya Branch Expenses	279,734.17	109,365.34
Bank Charges	140.24	418.70
Foreign Bank Charges	2,705.86	1,364.51
Security Expenses	351.60	-
Travelling Expenses	11,069.14	6,558.29
Foreign Travelling Expenses	88,938.27	172,719.65
Electricity Expenses	790.81	184.00
Office Expenses	2,634.48	815.86
Clearing & Forwarding Charges	81.83	2,519.61
Telephone & Internet Expenses	220.59	375.42
Printing & Stationary	633.36	324.14
Insurance Expenses :-		
- Vehicle	304.51	41.76
- Others	862.92	-
Rent Expenses	8,966.67	3,000.00
Packing & Courier Expenses	1,148.84	239.33
Repair & Maintenance :-		
- Building	258.82	25.60
- Others	445.78	163.95
Vehicle Running & Maintenance Expenses	2,224.75	1,939.00
Other Expenses	669.51	728.05
Legal & Professional Expenses	578.55	128.42
Business Promotion/Development Expenses	3,733.63	2,528.86
Interest on Income Tax	40,831.07	4,334.95
Interest & Late fees on TDS	239.66	1,724.05
Interest & Late fees on GST	-	0.50
Festival Expenses	212.14	400.50
Membership Expenses	8.44	100.00
Document Verification Charges	4,623.56	360.83
ROC Compliance Fees	1,765.11	11,210.91
Uniform Expenses	3,190.60	4,432.80
Software Expenses	92.48	38.90
Director Sitting Fees	1,200.00	-
Corporate Social Responsibility Exepnses	14,210.00	-
Written Off	1,496.00	-
Total (B)	**769,621.90**	**584,783.37**
Total (A+B)	**1,096,487.08**	**678,982.17**

AGARWAL RAMESH K & CO. GURGAON CHARTERED ACCOUNTANTS

Zedengines Private Limited
Note 24. List of Related Parties and Their transactions
Key Managerial Personnel ("KMP")

Sr No.	Particulars	Name of the Person
I	Chairman & Managing Director	Shishir Kumar Kudasbehar
II	Director	Anita Saxena
III	Director	Kamal Saxena
IV	Independent Director	Prasun Kumar Chaudhuri
V	Independent Director	Madhu Mittal
VI	Non-Executive Director	Deo Karan Singh
VII	Chief Financial Officer	Alok Sharan
VIII	Company Secretary	Palak Pandey
IX	Relative of KMP	Priti Shrivastava

Entities under the control of KMPs

I	Enterprises owned or significantly influenced by the Company or group of individuals or their relatives who have control or significant influence over the Company	Zed Bio Energia Private Limited
II		Indus Institute For Professional Studies Private Limited
III		Golden Sky Trading LLP
IV		The Finanza Finesse Foundation

Note:- Related Parties and their relationship are identified by the management and relied upon by the

List of Transaction entred with related Parties

As per AS 18, the disclosures of transactions with the related parties are given below :

Sr No.	Nature Of Transactions	Key Management Person										
	Particular	Shishir Kumar Kudasbehar	Anita Saxena	Kamal Saxena	Priti Shrivastava	Prasun Kumar Chaudhuri	Madhu Mittal	Palak Pandey	The Finanza Finesse Foundation	Zed Bio Energia Private Limited	Indus Institute For Professional Studies Private Limited	Golden Sky Trading LLP
	Balance as at 1st April 2024	**34,407.63**	**72,812.60**	**789.03**	**4,150.00**	-	-	-	-	**(41,375.00)**	-	**316.13**
I	**Expenses bear On behalf of Company**	24,041.75	-	6,195.64	-	-	15.00	-	14,210.00	-	-	-
II	**Unsecured Loan :**	-	-	-	-	-	-	-	-	-	-	-
	Receipt during the Period	-	-	-	-	-	-	-	-	-	-	-
	Repayment made during the Period	-	-	-	-	-	-	(400.00)	-	-	-	-
III	**Director Remuneration**	-	-	-	-	-	-	-	-	-	-	-
	Accrue during the Period	220,638.89	148,790.32	11,123.31	6,150.00	900.00	300.00	464.26	-	-	-	-
	Payment during the Period	(173,546.20)	(170,630.78)	(10,022.55)	(10,300.00)	(810.00)	(165.00)	-	-	-	-	-
	TDS deducted during the Period	(81,726.68)	(45,821.29)	(578.25)	-	(90.00)	-	-	-	-	-	-
IV	**Rent**	-	-	-	-	-	-	-	-	-	-	-
V	**Sale during the Year**	-	-	-	-	-	-	-	-	-	-	-
VI	**Purchase/Service during the Year**	-	-	-	-	-	-	-	-	67,385.87	-	1,784.15
VII	**Advance received during the year**	92,500.00	-	-	-	-	-	-	-	-	-	-
VIII	**Consultancy Services during the Year**		-	-	-	4,484.00	-	-	-	-	27,848.00	-
IX	**Loan provided during the Year**		-	-	-	-	-	-	-	(110,842.88)	-	-
X	**Interest on Loan provided**		-	-	-	-	-	-	-	(8,544.88)	-	-
XI	**Payment during the Period**	(116,315.39)	-	(6,195.64)	-	(4,484.00)	-	-	-	142,671.83	(49,359.13)	(2,100.28)
	Balance as at 31st March 2025	**0.00**	**5,150.85**	**1,311.54**	-	-	**150.00**	**64.26**	**14,210.00**	**49,294.94**	**(21,511.13)**	**(0.00)**
	Balance as at 1st April 2023	**(2,697.54)**	**3,727.30**	**750.00**	-	-	-	-	-	-	-	**11,973.49**
I	**Expenses bear On behalf of Company**	4,727.20	264.30	-	-	-	-	-	-	(6,025.00)	-	22,071.10
II	**Unsecured Loan :**	-	-	-	-	-	-	-	-	-	-	-
	Receipt during the Period	-	-	-	-	-	-	-	-	-	-	-
	Repayment made during the Period	-	-	-	-	-	-	-	-	-	-	-
III	**Director Remuneration**	-	-	-	-	-	-	-	-	-	-	-
	Accrue during the Period	180,000.00	120,000.00	9,232.26	-	-	-	-	-	-	-	-
	Payment during the Period	(86,550.26)	(11,711.00)	(8,761.63)	-	-	-	-	-	-	-	-
	TDS deducted during the Period	(61,071.77)	(39,468.00)	(431.60)	-	-	-	-	-	-	-	-
IV	**Rent**	-	-	-	-	-	-	-	-	-	-	-
V	**Sale during the Year**	-	-	-	-	-	-	-	-	-	-	-
VI	**Purchase/Service during the Year**	-	-	-	-	-	-	-	-	-	-	48,441.99
VII	**Advance received during the year**	-	-	-	-	-	-	-	-	-	-	-
VIII	**Consultancy Services during the Year**	-							-	-	8,856.00	-
IX	**Loan provided during the Year**	-							-	(44,400.00)	-	-
X	**Interest on Loan provided**	-							-	(950.00)	-	-
XI	**Payment during the Period**	-	-	-	[illegible]	-	-	-	-	10,000.00	(8,856.00)	(82,170.45)
	Balance as at 31st March 2024	**34,407.63**	**72,812.60**	**789.03**	[illegible]	[illegible]	-	-	-	**(41,375.00)**	-	**316.13**

The Company has entered into a contract with its related party, Indus Institute for Professional Studies Private Limited, for providing manpower and training services. So, an advance has been given for providing manpower recruitment and training services to be conducted in the future. The transaction is in the ordinary course of business and at arm's length price

AGARWAL RAMESH K & CO. * CHARTERED ACCOUNTANTS * GURGAON

25 EARNING PER SHARE

(Rs. In Hundred)

Particulars	Figures as at 31.03.2025	Figures as at 31.03.2024
Net Profit/(loss)	1,321,953.66	1,472,528.14
Nominal Value of Equity Shares (INR)	10.00	10.00
Weighted Average Number of Equity Shares outstanding for Basic Earning Per Shares	11,927,860	1,110,000
Weighted Average Number of potential Equity Shares adjusted for the effect of dilution	-	-
Weighted Average Number of Equity Shares outstanding for Diluted Earning Per Shares	11,927,860	1,110,000
Basic Earning Per Share	11.08	132.66
Diluted Earning Per Share	11.08	132.66

26 Foreign Currency Exposure

a) The company has not entered into any forward contracts during the year.

b) The year end foreign currency exposures that have not been hedged by derivative instruments or otherwise

Particulars	Amount In RS.		Amount In Foreign Currency	
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
Trade Receivable	48,042,310	5,029,866	£ 519752.79	£ 615.50
	324,787,353	25,230,164	$3,752,593.62	$2,825.01
	-	41,989	-	AED 506.32
Advance From Customer				
	-	16608.16	-	£ 184.65
Expenses Payble	20,028,926.64	1,150.64	$231,414.25	$50.64
	119,369.02	151,076.40	AED 5064.49	$1,821.73
	-	112,196.82	-	£ 1247.41

27 CONTINGENT LIABILITIES NOT PROVIDED FOR
a) Claims against the Company not acknowledged as debts: NIL.
b) Estimated amount of contracts remaining to be executed on Capital Accounts: NIL.

28 There is no impairment of cash generating unit during the year in terms of AS28 "Impairment of Assets" issued by the Institute of Chartered Accountants of India.

29 In the opinion of Board, the value on realisation of current assets, loans and advances in the ordinary course of business shall not be less than the amount at which they are stated in the Balance Sheet and provisions for all known liabilities have been made and contingent liabilities disclosed properly.

30 The Company's business activity primarily falls within a single business and geographical segment. Hence there are no reportable segments as envisaged in Accounting Standard (AS-17) on Segmental Reporting issued by the ICAI.

31 The employees engaged for overseas operations of the Company are on contractual basis, and accordingly, the provisions of the Employees' Provident Fund (EPF) Act are not applicable. Further, since the operations of the Company are being carried out in Libya, the applicability of the Employees' State Insurance Corporation (ESIC) does not arise under the prevailing statutory framework in India. The insurance, local legal compliances, medical care of the employees in terms of first aid and ambulance are contractually entrusted to the overseas client.

32 As informed there was no supplier who was registered under "The Micro, Small and Medium Enterprises (Development) Act 2006".

33 During the year company has issued 82786 preferential equity shares at an issue price of Rs 2000/- per share(Face value Rs 10 and Security Premium is Rs 1990) on the basis of Valuation Report issued by Registered Valuer.

34 During the year company has issued 1,07,35,074 equity shares of Rs. 10 each to existing shareholders as on record date i.e. on 14th February, 2025, in the ratio of 9 for every 1 every equity share held as bonus shares.

35 During the previous year, the Company had a Corporate Social Responsibility (CSR) obligation under Section 135 of the Companies Act, 2013 and accordingly made a provision for the same. In the current financial year, no expenditure has been incurred towards CSR activities against the said provision. The provision created in the earlier year continues to be carried forward and will be utilized for eligible CSR

36 Capital Work in Progress at Sikheda Plant
Our associate company, Zed Bio Energia Private Limited was in the process of building a plant in Sikheda, UP wherein certain operations and projects were initially undertaken. However, due to strategic and operational reasons, the plant has been transferred to Zedengines India Ltd. Consequently, all assets relating to such projects have been transferred at book value. Further, the materials and assets so transferred are presently classified under Capital Work-in-Progress (CWIP), pending completion of trial runs and capitalization.

37 During the year company has received following amount in foreign currency :-

Income Head	Receipt of foreign Exchange			
	In Rs.	In USD	AED	Euro
Receipt from Export Sales In Rs	225,810,638.48	3,301,127.32		
	1,738,550.10		77083.01	
	43,758,852.14			486359.31

38 During the year company has booked following expenditure incurred in foreign currency :-

Expenditures Head	Expenditure Incurred	
	In Rs.	In USD
Site Expense	69,726,919.26	817545.65

39 The Company had proposed to initiate a public offering of its equity shares on the SME Platform of a recognized stock exchange, in accordance with the provisions of the Companies Act, 2013 and applicable provisions of the SEBI (ICDR) Regulations, 2018.
In connection with the said proposal, the Company incurred certain expenses towards the proposed SME Initial Public Offering (IPO). However, the IPO was not pursued due to commercial and strategic reasons. Consequently, such expenditure has been written off to the Statement of Profit and Loss in accordance with the requirements of AS 26 (Intangible Assets) and guidance under AS 10 (Accounting for Fixed Assets) relating to treatment of preliminary expenditure.

40 Previous year's figures have been regrouped and rearranged wherever necessary to conform to the classification of the current year

AGARWAL RAMESH K & CO. GURGAON CHARTERED ACCOUNTANTS

Note

41 Additional Regulatory Info

I The title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

II Company has not revalued its Property, Plant and Equipment or intangible assets or both during the current year or previous year.

III Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
(a) repayable on demand or
Nil
(b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan and Advance in the nature of Loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promotors	0	0
Directors	0	0
KMPs	0	0
Related Parties	0	0

IV **KEY FINANCIAL RATIOS**

Ratios	Numerator	Denominator	Figures for the year ended on 31.03.2025	Figures for the year ended on 31.03.2024	% of Change	Explanation for Significant Change
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.43	1.72	-75.09%	Due to increase in Share capital and indirect expenses
Current Ratio	Current Assets	Current Liabilities	4.29	1.94	121.56%	Due to receipt of money from fresh issue
Inventory Turnover Ratio	COGS	Average Inventory	0.00	0.00	#DIV/0!	NA
Trade Receivables turnover ratio	Net Sales	Average trade receivables	1.35	2.69	-49.76%	Current year sales has not been increased as compare to last year
Trade payables turnover ratio	Total Purchases (Fuel Cost + Other Expenses+Closing Inventory-Opening Inventory)	Closing Trade Payables	0.55	2.26	-75.84%	Due to regularization of trade payment
Net capital turnover ratio	Sales	Workimg capital (CA-CL)	1.32	2.90	-54.25%	Due to increase in Current Assets due to receipt of money from fresh issue
Net profit ratio	Net Profit	Sales	0.29	0.36	-19.24%	Due to increase in indirect cost on account of exploration of new opportunities.
Return on Capital employed	Earnings before interest and tax	Capital Employed	0.37	1.20	-69.65%	Due to increase in indirect cost on account of exploration of new opportunities.
Debt Equity Ratio	Debt Capital	Shareholder's Equity	0.08	0.04	89.95%	Due to increased in share capital
Debt Service coverage ratio	EBITDA-CAPEX	Debt Service (Int+Principal)	4.57	9.78	-53.30%	Due to increase in indirect cost on account of exploration of new opportunities.
Return on investment	Net Profit	Investment	0.27	0.89	-69.81%	Due to increase in indirect cost on account of exploration of new opportunities.

V **There is Capital Work In Progress (CWIP) for Rs 6,76,26,772/-**

VI There is no any Intangible assets under development.

VII The Company does not have any charges or satisfaction during the year which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

VIII The Company does not have any borrowings from any banks or financial institutions on the basis of current assets, except given in notes no 4 and 5

AGARWAL RAMESH K & CO.
GURGAON
CHARTERED ACCOUNTANTS

IX The Company has not been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.

X The Company does not have any transactions with struck-off companies.

XI The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

XII The Company does not have any transactions in specified of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers)

XIII There is no any Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

Sign to Notes From 1 to 41

Summary of significant accounting policies and other explanatory information
This is the Balance Sheet referred to in our report of even date.

For Agarwal Ramesh K & Co.
Chartered Accountants
Firm's Registration No.: 004614C

Ajay Kumar Gupta
Partner
Membership No.: 503249
Place: Noida
Date: 04-Sep-2025

AGARWAL RAMESH K & CO. GURGAON CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
Zedengines India Limited

Shishir Kumar Kudasbe Director DIN: 07068294

Kamal Saxena Director DIN: 02027569

Alok Sharan Chief Financial Officer

Palak Pandey Company Secretary

Zedengines India Limited Noida

ZEDENGINES INDIA LIMITED

DIRECTORS' REPORT
For the Financial Year 2024-2025

To,

The Members,
Zedengines India Limited
(Formerly Known as ZEDENGINES INDIA PRIVATE LIMITED)

Your Directors have pleasure in presenting the ***5th Annual Report*** on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended ***31st March, 2025***.

1) FINANCIAL PERFORMANCE (*Rule 8(5)(i) of Companies (Account) Rules, 2014)*

The Company delivered steady financial performance during FY 2024-25, despite global and domestic challenges. Key financial highlights are as follows:

Particulars	2024-25 (INR) (Rs. In Hundred)	2023-2024(INR) (Rs. In Hundred)
Net Revenue from Operations & Other Income	45,14,757.41	40,61,398.47
Profit/(Loss) before Income Tax	17,88,174.67	19,79,758.38
Tax Expense – Current	4,65,594.90	5,00,668.03
Tax Expense – Earlier Year	1,212.30	7,729.76
Deferred Tax	(586.19)	(1,167.56)
Profit After Tax	13,21,953.66	14,72,528.14

2) STATE OF COMPANY'S AFFAIRS (*Section 134(3)(i) of Companies Act, 2013 read with Rule 8(5)(ii) of Companies (Account) Rules, 2014).*

Zedengines India Limited is a dynamic and innovative power plant construction company with a focus on delivering high technical services across the globe.

This year also marks two Pioneering steps:

- Supply, repair, and overhauling of turbo generators, boilers, transformers, and installations at power plants in Libya.
- Commissioning of a new plant in India to process waste plastic into fuel oil. Alongside, we secured maintenance contracts with Indian Railways, further diversifying our portfolio and creating new growth engines.

The Company achieved a profit after tax of **INR 13,21,95,365.70** in FY 2024-25. Major milestones include successful completion of generator repairs (100 MW & 350 MW) and commissioning of a 120 MW STG at Tripoli West Power Station, Libya.

3) ANNUAL RETURN (*Section 134(3)(a) of Companies Act, 2013)*

As required under Section 92 of the Companies Act, 2013 (the "Companies Act") the Annual Return for the financial year ended March 31, 2025 is available on the website of the Company at ***www.zedengines.in*.**

4) MATERIAL CHANGES AND COMMITMENTS (*Section 134(3)(L) of Companies Act, 2013)*

There were no material changes or commitments affecting the financial position of the Company between the close of Financial Year 2024-25 and the date of this Report.

5) DIVIDEND (*As per Section 134(3)(k) of* Companies Act, 2013)

The Board has not recommended any dividend for FY 2024-25 in order to conserve resources for growth and expansion.

6) SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES *(Rule 8(5)(iv) of Companies (Account) Rules, 2014)*

The Company has no subsidiaries, joint ventures or associate companies.

7) COMPLIANCE WITH SECRETARIAL STANDARD: (As per SS 1 & SS 2)

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) issued by the Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013 on meetings of the Board of Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1 and SS-2 .

8) DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors of the Company have submitted the requisite declaration under Section 149(7) that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

The Board is of the opinion that the Independent Directors of the Company possess the relevant skills, expertise and experience in their respective fields and are the persons with integrity.

9) NUMBER OF MEETINGS OF THE BOARD *(Section 134(3)(b) of Companies Act, 2013)*

Thirteen (13) Board Meetings were held in FY 2024-25. Details are given below:

The maximum gap between any two Board Meetings was less than one Hundred and Twenty days. Details are given as follows:

ZEDENGINES INDIA LIMITED

S. No.	Date	Key Agenda
1	03-04-2024	Disclosures, GST Authorization, EGM Notice
2	24-04-2024	Appointment of Independent Director
3	07-05-2024	Disclosure of Interest, Preferential Issue
4	08-05-2024	Dematerialisation of Shares
5	21-05-2024	Allotment of Equity Shares
6	30-05-2024	Loan Facility from HDFC Bank
7	07-06-2024	Allotment of 26,036 Equity Shares
8	08-06-2024	Allotment of 34,000 Equity Shares
9	01-07-2024	Appointment of CS, Agreement with PCS, Loan to Niagra Growth
10	16-08-2024	Appointment of MD, Adoption of FS 2023-24, Conversion to Public, Auditor Changes
11	20-11-2024	Office & Bank in Libya, Appointment of Country Manager
12	01-02-2025	Disclosures, Appointment of Director, Bonus Issue, Land Purchase, CS Change
13	07-03-2025	Allotment of Bonus Shares, Loan Facility, Land Purchase, Policies Adoption

10) NUMBER OF MEETINGS OF THE MEMBERS

Five (5) General Meetings were held in FY 2024-25. Details are given below:

S. No.	Date	Meeting	Key Agenda
1.	07-05-2024	Extraordinary General Meeting	Appointment of Independent Director; Preferential Issue
2.	22-05-2024	Extraordinary General Meeting	Preferential Issue of Shares
3.	02-09-2024	Annual General Meeting	Adoption of Financial Statement SPECIAL BUSINESSES To Appoint Mr. Shishir Kumar Kudasbehar (Director) As Managing Director Appointment of Mr. Shishir Kumar Kudasbehar as a chairman of the company To convert Zedengines India private limited into Zedengines India limited from private limited to a public limited company

			Alteration of MOA and AOA of the company
4.	12-01-2025	Extraordinary General Meeting	Appointment of Auditor, Independent Director, CFO; Increase in Authorized Capital
5.	24-02-2025	Extraordinary General Meeting	Appointment of Non-Executive Director; Bonus Issue

11) DETAILS IN RESPECT OF FRAUD (*Section 134(3)(ca) of Companies Act, 2013)*

During the year under review, the Statutory Auditor in their report have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013.

12) BOARD'S COMMENT ON AUDITOR'S REPORT (*Section 134(3)(f) of Companies Act, 2013)*

"The Auditors have not made any qualifications, reservations, adverse remarks, or disclaimers in their report on the financial statements for the financial year ended 31st March 2025. Therefore, no further explanation is required in this regard."

13) CHANGE IN DIRECTORSHIP (*Rule 8(5)(iii) of Companies (Account) Rules, 2014)*

During the financial year, following changes took place in the composition of Directors:

(i) Mr. Prasun Kumar Chaudhuri was appointed as Independent Director on the Board w.e.f. 07th May,2024.

(i)Mrs. Madhu Mittal was appointed as Independent Director on the Board w.e.f. 12th January, 2025.

(ii)Mr. Deo Karan Singh was appointed as Non-Executive Director on the Board w.e.f. 24th February, 2025.

ZEDENGINES INDIA LIMITED

14) **PARTICULARS OF LOANS AND INVESTMENT:** ***As per Section 134(3)(g) of*** **Companies Act, 2013)**

The Company has made loan, investments, given guarantees, or provided securities during the financial year under review. Therefore, company has complied with the provisions of Section 186 of the Companies Act, 2013.

15) **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:** ***(As per Section 134(3)(h) of Companies Act, 2013)***

All related party transactions that were entered into during the financial year ended March 31, 2025, were on an arm's length basis.

Disclosure of transactions with related parties for the financial year is given in Note no 24 to the Balance Sheet i.e. as per Accounting Standard -18 and Form AOC-2 attached.

16) **SIGNIFICANT & MATERIAL ORDERS** ***(Rule 8(5)(vii) of Companies (Account) Rules, 2014)***

No significant & Material orders has been passed by regulators/courts that impact going concern status or Company's operations in future.

17) **INTERNAL FINANCIAL CONTROL:** ***(Rule 8(5)(viii) of Companies (Account) Rules, 2014)***

The Company has in place adequate internal financial controls with reference to financial statements. During the financial year, such controls were tested and no reportable material weakness in the design or operation was observed.

18) **TRANSFER TO RESERVES (*As per Section 134(3)(j) of* Companies Act, 2013)**

During the financial year 2024–25, the Company transferred a sum of **₹16,47,44,140.00** by way of Securities Premium received on issue of equity shares to Reserves and Surplus.

This has resulted in an increase of total Reserves from **₹17,28,19,903.67** to **₹33,75,64,043.67** as on 31st March, 2025.

19) STATUTORY AUDITORS (*As per Section 139 of* Companies Act, 2013)

During the financial year 2024-25, M/s Agarwal Ramesh K & Co. (FRN 004614C) was appointed as Statutory Auditors for the period of 1 year at the EGM held on 12th January, 2025 till the conclusion of the 5th AGM to fill casual vacancy caused by resignation of Kapindra Tiwari & Company, Chartered Accountants, FRN 025899N.

Based on the recommendation of the Audit Committee and approval of the Board of Directors accorded for the re-appointment of M/s Agarwal Ramesh K & Co. (FRN 004614C), Chartered Accountants (Peer-reviewed), as Statutory Auditors of the Company for a period of 5 financial years commencing from 2025-26 till 2029-30, to hold office from the conclusion of this AGM till the conclusion of the 10th AGM.

20) DIFFERENCE IN VALUATION: (*Rule 8(5)(xii) of Companies (Account) Rules, 2014)*

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.

21) CORPORATE GOVERNANCE

At Zedengines India Limited, corporate governance is not just a matter of compliance—it is the cornerstone of our ethos, guided by the principles of accountability, transparency, and integrity, we are committed to conducting business in a manner that enhances long-term stakeholder value.

The Company ensures robust governance through:

- A diverse and competent Board, blending executive leadership with independent oversight.
- Clearly defined roles of Committees (Audit, Nomination & Remuneration, Stakeholders' Relationship), each functioning with autonomy and diligence.

- Strict adherence to statutory requirements, Secretarial Standards, and global best practices.
- A governance culture where ethical conduct, risk management, and sustainable growth are paramount.

Our governance framework is continuously strengthened to align with evolving business realities and stakeholder expectations. We believe that strong governance practices not only safeguard the trust of our shareholders but also underpin the resilience and credibility of Zedengines as it grows into new horizons.

22) COMPOSITION OF COMMITTEES OF THE BOARD

Nomination & Remuneration Committee

Pursuant to Section 178 of the Companies Act, 2013, the Company has constituted a Nomination & Remuneration Committee and the current composition of the Committee is as under:

S. No.	Name of the Member	Designation
1	Mr. Prasun Kumar Chaudhuri	Chairman (Independent Director)
2	Mr. Deo Karan Singh	Member (Director)
3	Mr. Kamal Saxena	Member (Director)
4	Mrs. Madhu Mittal	Member (Independent Director)

Audit Committee

Pursuant to Section 177 of the Companies Act, 2013, the Company has constituted an Audit Committee and the current composition of the Committee is as under:

S. No.	Name of the Member	Designation
1	Mrs. Madhu Mittal	Member (Independent Director)
2	Mrs. Anita Saxena	Member (Director)
3	Mr. Shishir Kumar Kudasbehar	Member (Managing Director)
4	Mr. Prasun Kumar Chaudhuri	Chairman (Independent Director)

Stakeholder Relationship Committee

Pursuant to Section 178(5) of the Companies Act, 2013, the Company has constituted an Audit Committee and the current composition of the Committee is as under:

S. No.	Name of the Member	Designation
1	Mrs. Anita Saxena	Chairman (Director)
2	Mrs. Madhu Mittal	Independent Director
3	Mr. Prasun Kumar Chaudhuri	Independent Director
4	Mr. Deo Karan Singh	Non-Executive Director

23) DIRECTORS' RESPONSIBILITY STATEMENT (*As per Section 134(3)(c)*)

The Directors would like to inform the Members that the Audited Accounts for the financial year ended March 31, 2025, are in full conformity with the requirement of the Companies Act, 2013. The Financial Accounts are audited by the Statutory Auditors, M/s Agarwal Ramesh K & Co. (FRN 004614C) (Peer-reviewed).

The Directors further confirm that: -

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

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

b) The Directors have taken proper and sufficient care for the 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 fraud and other irregularities.

c) The Directors have prepared the annual accounts on a 'going concern' basis.

d) The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.

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

24) ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE

A. Conservation of Energy
The Company continues to accord priority to energy efficiency across operations. Measures such as optimized use of equipment, LED lighting, and energy-conscious practices have contributed to cost savings and sustainable operations.

B. Technology Absorption
The Company remains committed to adopting and upgrading technology to enhance efficiency, reliability, and service delivery. Continuous learning, skill development, and integration of best practices ensure that our operations remain competitive and future-ready.

C. Foreign Exchange earnings and Outgo ***Section 134(3)(m) read with Rule 8(3)(C) of Companies (Account) Rules, 2014 (Section 134(3)(m) read with Rule 8(3)(C) of Companies (Account) Rules, 2014)***

Earnings	INR 27,13,08,040.72
Outgo	INR 6,97,26,919.26

The details of foreign exchange earnings and expenditure are provided in Note No. Point no.37 & 38 of the Financial Statements.

25) RISK MANAGEMENT POLICY *(Section 134(3)(n))*

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. The Company faces and manages various risks, including business risks, such as the highly competitive and rapidly changing nature of our markets. Other risks are financial in nature, such as currency movements, interest rate fluctuations, liquidity, insurance and credit risks.

The company has an enterprise risk management policy to periodically assess risks in the internal and external environment and through its risk management process, strives to contain the impact and likelihood of the risks.

26) MATERNITY BENEFIT COMPLIANCE *(Rule 8(5)(xiii) of Companies (Account) Rules, 2014)*

The Company has complied with all provisions of the Maternity Benefit Act, 1961 and extended benefits to eligible women employees.

27) PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE ["POSH"]: *Rule 8(5)(x) of Companies (Account) Rules, 2014.*

The Company has adopted a policy for prevention of sexual harassment at the workplace, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). An Internal Complaints Committee ("ICC") has been duly constituted as per the provisions of the POSH Act to redress complaints regarding sexual harassment at the workplace.

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follow:

a.	Number of complaints of Sexual Harassment received in the Year	NIL
b.	Number of Complaints disposed off during the year	NIL
c.	Number of cases pending for more than ninety days	NIL

28) CORPORATE SOCIAL RESPONSIBILITY (CSR) (*Section 135(3)(o)*

Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a Corporate Social Responsibility Committee ("CSR Committee") and the current composition is:

S.No	Name of the Member	Designation
1	Mr. Shishir Kumar Kudasbehar	Member (Managing Director)
2	Mrs. Anita Saxena	Member (Director)
3	Mrs. Madhu Mittal	Member (Independent Director)
4	Mr. Deo Karan Singh	Member (Non Executive Director)

The Company was required to spend INR 14.21 lakh towards CSR activities specified in Schedule VII and the same has been spent on the areas mentioned under Schedule VII of Companies Act, 2013.

29) COST RECORD: *(Rule 8(5)(ix) of Companies (Account) Rules, 2014)*

As per section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, your Company is not required to maintain cost records.

30) VIGIL MECHANISM / WHISTLE BLOWER

The Company has adopted a Whistle Blower Policy providing a channel to report unethical practices with safeguards against victimization.

31) DEPOSITS *(Rule 8(5)(v & vi) of Companies (Account) Rules, 2014)*

The Company has not accepted public deposits under Section 73. Loans were accepted from Directors/relatives as per disclosure in financial statements.

32) REPORTING OF FRAUD

The Statutory Auditors have not reported any fraud under Section 143(12) during the year.

33) INSOLVENCY & BANKRUPTCY CODE 2016 *(Rule 8(5)(xi) of Companies (Account) Rules, 2014)*

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.

34) SIGNIFICANT EVENTS DURING THE YEAR

The Company was originally incorporated as a Private Limited Company in May 2020 under the name Zedengines India Private Limited. Pursuant to the approval of shareholders at 4th Annual General Meeting held on 2nd September 2024, the Company was converted into a Public Limited Company in compliance with the provisions of the Companies Act, 2013.

The fresh Certificate of Incorporation reflecting the new name ZedEngines India Limited was issued by the Registrar of Companies, NCT of Delhi. This transition marks an important milestone, enhancing transparency, governance standards, and shareholder participation.

ZEDENGINES INDIA LIMITED

ACKNOWLEDGEMENTS

Your directors place on the record their appreciation of the Contribution made by employees, consultants at all levels, who with their competence, diligence, solidarity, co-operation and support have enabled the Company to achieve the desired results.

The board of Directors gratefully acknowledge the assistance and co-operation received from the Central and State Governments Departments, Shareholders and Stakeholders.

By Order of the Board
For ZEDENGINES INDIA LIMITED
(Formerly known as Zedengines India Private Limited)

For Zedengines India Limited

Director

Shishir Kumar Kudasbehar
Managing Director
DIN: 07068294

For Zedengines India Limited

Director

Kamal Saxena
Director
DIN: 02027569

Dated: 04th September, 2025
Place: Noida

ANNUAL REPORT ON CSR ACTIVITIES

TO BE INCLUDED IN THE BOARD'S REPORT

FINANCIAL YEAR 2024-25

1. Brief outline of CSR Activities undertaken during the year

Introduction

Your company has formulated a Corporate Social Responsibility Policy in line with Section 135 of Companies Act, 2013 ("the Act") and Rules framed therein, as amended from time to time and Schedule VII to the Act read with General Circular issued by the Ministry of Corporate Affairs on CSR.

Highlights of the Policy

- An amount specified under Section 135 of the Act, which is at present at least two percent of average net profit of the company made during immediately preceding three financial years, is kept as the annual budget for CSR during the year and approved by the Board of Directors.
- The CSR initiatives include programmes to promote, support, channelise, undertake charitable, social and humanitarian work irrespective of caste, community, religion and economic status, essentially for philanthropic purpose.
- Ensuring Medical Facilities and counselling to less privileged people.

Programmes/Activities covered under CSR

- Anganwadi Projects
- Training in agriculture sector for gardening under skill development project
- Sanitation and Cleanliness project
- Distribution of cloths to needy

2. Composition of CSR Committee:

A Committee has been constituted to allocate budget, review the progress and provide guidance on CSR initiatives.

The Composition of CSR Committee as on 31st March, 2025 is as follows:

Sl. No.	Name of Director	Designation / Nature of Directorship
1	Mr. Shishir Kumar Kudasbehar	Managing Director and Member
2	Mr. Deo Karan Singh	Director and Member
3	Mrs. Madhu Mittal	Independent Director and Member
4.	Mrs. Anita Saxena	Director and Member

3. Composition of CSR Committee and CSR Policy approved by the board are disclosed on the website of the company and can be accessed at https://innovision.co.in/public/uploads/82997744.pdf

4. The Executive Summary along with web link of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

   a. **Being the average CSR obligation of the company is less than ten crore rupees in the three immediately preceding financial years, the compliance requirement of Impact assessment through an independent agency is not required.**

5. Average net profit of the company as per section 135(5).

The details of net profit for preceding 3 financial years for the purpose of computing Average Net Profit

Particulars	Amount (In INR)
Profit/(loss)- 2023-24	19,79,75,838
Profit/(loss)- 2022-23	1,28,08,859
Profit/(loss)- 2021-22	23,39,123
Average profit for the purpose of section 135	7,10,41,273
2% of average profit/(loss) for last three financial years	14,20,825

S.No.	Particulars	Amount
(a)	Average net profit of the company as per section 135(5)	7,10,41,273
(b)	Two percent of average net profit of the company as per section 135(5)	14,20,825
(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
(d)	Amount required to be set off for the financial year, if any	Nil
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)]	14,20,825

6. CSR Amount spent

S.No.	Particulars	Amount
(a)	Amount spent on CSR Projects(both ongoing project and other than ongoing project)	14,20,825
(b)	Amount Spent in Administrative Overheads.	0
(c)	Amount spent on impact assessment, if applicable	Nil
(d)	Total amount spent for the financial year [(a)+(b)+(c)]	14,20,825

(e) CSR amount unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount.	Date of transfer
	NA	NA	NA	NA	NA

(f) excess amount for set- off, if any: No excess amount therefore the table is not applicable

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

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs).	Date of transfer.		
1.	2023-24	NA		NA				
2.	2022-23	NA		NA				
3.	2021-22	NA		NA				
	TOTAL							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility Amount spent in the Financial Year:

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

For Zedengines India Limited

For Zedengines India Limited

Shishir Kumar Kudasbehar
CMD
DIN: 07068294 Director
Date: 04.09.2025

Kamal Saxena
Director
DIN: 02027569
Date: 04.09.2025

Director

ZEDENGINES INDIA LIMITED

FORM NO. AOC -2

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

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

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

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

S.no	Name of Related Party & Nature of Relationship	Nature of Contracts/arrangement/transaction	Duration of Contracts/arrangement/transaction	Salient term of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	Shishir Kumar Kudasbehar Director	Key Management Person	NA	NA	NA	NA
2	Anita Saxena Director	Key Management Person	NA	NA	NA	NA
3.	Kamal Saxena Director	Key Management Person	NA	NA	NA	NA

ZEDENGINES INDIA LIMITED

4.	Zed Bio Energia Private Limited (LOAN)	Enterprises owned or significantly influenced by the Company or group of individuals or their relatives who have control or significant influence over the Company	Short Term	NA	11th December, 2023	
5.	Indus Institute For Professional Studies Private Limited (Professional Contract)	Enterprises owned or significantly influenced by the Company or group of individuals or their relatives who have control or significant influence over the Company	Short Term	NA	11th December, 2023	21,511.13
6.	Golden Sky LLP (Sale/Purchase)	Enterprises owned or significantly influenced by the Company or group of individuals or their relatives who have control or significant influence over the Company	Short Term	NA	NA	NA