artson

A TATA Enterprise

7th August 2025

Listing Department
**BSE Limited,**
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400001,
Maharashtra

**Scrip Code: 522134**

Dear Sir/ Madam,

**Sub: Notice of 46th Annual General Meeting (AGM) along with Annual Report for the Financial Year 2024-25 (AGM documents)**

Pursuant to the Regulation 30 and 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the corresponding schedules thereof, the Annual Report of the Company for the FY 2024-25 along with the notice convening 46th AGM of the Company to be held on **Monday, 1st September 2025 at 15:30 Hrs. (IST)** through Video Conference (VC) / Other Audio-Visual Means (OAVM), is enclosed.

The same is sent through electronic mode to the shareholders of the Company, today i.e., 7th August 2025.

The AGM documents are also available on the following link: https://artson.net/wp-content/uploads/2019/11/Financial-Year-ended-31st-March-2025.pdf

The schedule of activities relating to the AGM is set out below:

| Event | | Day & Date | Time |
|---|---|---|---|
| **Cut-off Date** | | Monday, 25th August 2025 | N A |
| **Book Closure** | From | Tuesday, 26th August 2025 | N A |
| | To | Monday, 1st September 2025 | N A |
| **e-Voting** | **Start** | **Friday, 29th August 2025** | **09:00 Hrs. (IST)** |
| | **End** | **Sunday, 31st August 2025** | **17:00 Hrs. (IST)** |
| **AGM** | | **Monday, 1st September 2025** | **15:30 Hrs. (IST)** |
| **Service provider for e-voting platform & e-AGM** | | National Securities Depository Limited (NSDL) | N A |

This is for your information and records.

For **Artson Limited**
***(Formerly Artson Engineering Limited)***

Sd/-DEEPAK TIBREWAL
Digitally signed by DEEPAK TIBREWAL
DN: c=IN, o=Personal, postalCode=500048, st=Telangana, serialNumber=B0F4393496F9FF53B09408278474876C2CC4460E971080A052F40F2F916B8176, cn=DEEPAK TIBREWAL
Date: 2025.08.07 15:04:51 +05'30'
**Deepak Tibrewal**
Company Secretary & Compliance Officer
(FCS 8925)

**Registered Office:**
14th Floor, Cignus, Plot No. 71A,
Kailash Nagar, Mayur Nagar Passpoli,
Powai, Mumbai - 400087, Maharashtra, India.
Tel: +91 22 66255600

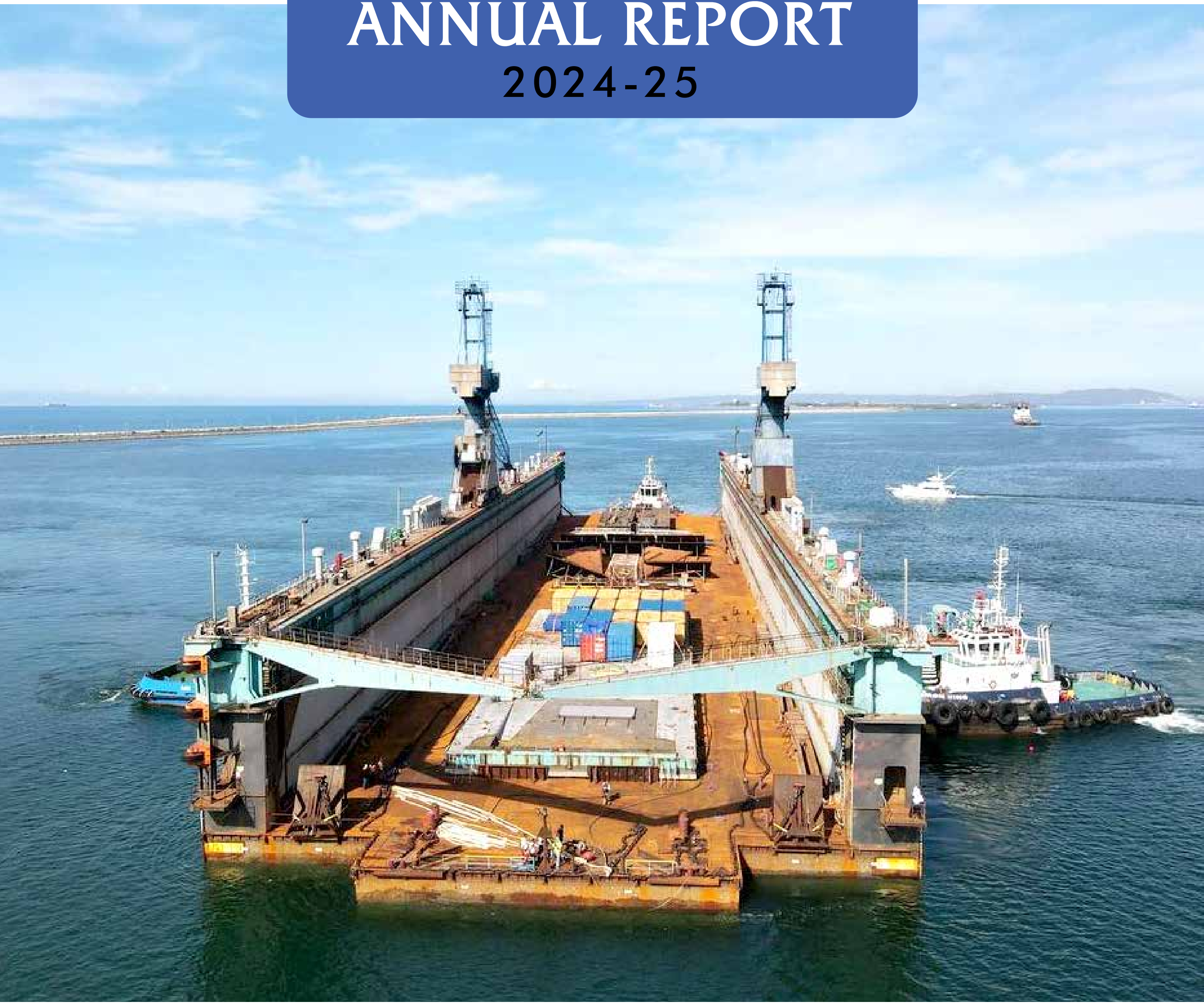
**Artson Limited,** A TATA Enterprise
(formerly Artson Engineering Limited)
CIN: L27290MH1978PLC020644
E-mail: artson@artson.net
Website: www.artson.net

**Corporate Office:**
Ground Floor, Mithona Towers-1,
1-7-80 to 87, Prenderghast Road,
Secunderabad - 500003, Telangana, India.
Tel: +91 40 66018175

# ARTSON LIMITED
(Formerly Artson Engineering Limited)

A TATA Enterprise

46th
ANNUAL REPORT
2024-25



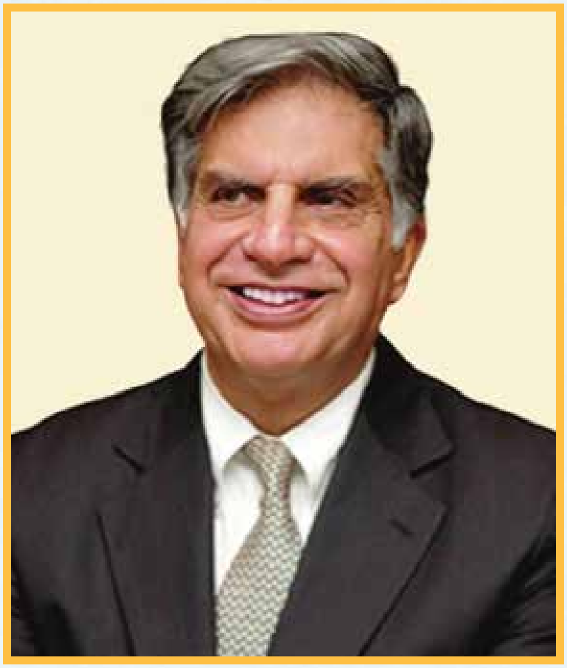
A TATA Enterprise

**Jamsetji Nusserwanji Tata**
03 March 1839 to 19 May 1904

“In a free enterprise, the community is not just another stakeholder in business, but is in fact the very purpose of its existence"

artson
A TATA Enterprise

**Remembering**



## Padma Vibhushan
## Mr. Ratan N Tata

**28 December 1937 to 09 October 2024**

It is with a profound sense of loss that we bid farewell to Mr. Ratan Naval Tata, a truly uncommon leader whose immeasurable contributions have shaped not only the Tata Group but also the very fabric of our nation.

For the Tata Group, Mr. Tata was more than a Chairperson. He inspired by example. With an unwavering commitment to excellence, integrity, and innovation, the Tata Group under his stewardship expanded its global footprint while always remaining true to its moral compass.

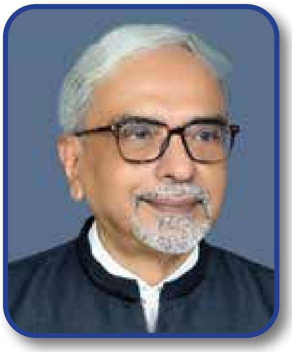
Mr. Tata's dedication to philanthropy and the development of society has touched the lives of millions. From education to healthcare, his initiatives have left a deep-rooted mark that will benefit generations to come. Reinforcing all of this mark was Mr. Tata's genuine humility in every individual interaction.

His legacy will continue to inspire us as we strive to uphold the principles, he so passionately championed.

# BOARD OF DIRECTORS

**Vinayak Pai**
Chairman
(Non-Executive)

**Shashank Jha**
Whole-Time Director & CEO



**Jyotisman Dasgupta**
Independent Director

**Priya Kher**
Independent Director

**Ashish Kulkarni**
Independent Director

# KEY MANAGERIAL PERSONNEL

| | | |
|---|---|---|
| Chief Financial Officer | : | **Manoj Shah (w.e.f. 7th April 2025)** |
| Company Secretary & Compliance Officer | : | **Deepak Tibrewal** |

# ARTSON LIMITED

**(Formerly Artson Engineering Limited)**
**CIN: L27290MH1978PLC020644**
**(A Subsidiary of Tata Projects Limited)**

**Registered Office:** 14th Floor, Cignus, Plot No. 71A, Kailash Nagar, Mayur Nagar Passpoli, Powai, Mumbai - 400087, Maharashtra, India.
**Phone:** +91 40 6601 8194; **Email:** investors@artson.net; **Website:** www.artson.net

| | | |
|---|---|---|
| **Corporate Office** | : | Ground Floor, Mithona Towers-1, 1-7-80 to 87, Prenderghast Road, Secunderabad, Hyderabad - 500003, Telangana State.<br>Tel. No. 040 6601 8194 |
| **Manufacturing units** | : | **Nashik Unit:**<br>D-5, MIDC Ambad, Nashik - 422010, Maharashtra; Tel. No. 9860252880<br>**Parli Unit:**<br>Survey No 5, Hissa No. - 1a, 1b, 1c, Village Parli, Taluka - Sudhagad, District Raigad - 410205, Maharashtra; Tel. No. 9689051478 |
| **Registrar and Share Transfer Agent** | : | MUFG Intime India Private Limited<br>(Formerly Link Intime India Private Limited)<br># C 101, Embassy 247, L B S Marg, Vikhroli West, Mumbai - 400083;<br>Tel. No: +91 22 4918 6000; Fax: +91 22 4918 6060 |
| **Bankers** | : | Catholic Syrian Bank Limited<br>DCB Bank Limited<br>Federal Bank Limited<br>IndusInd Bank Limited<br>Kotak Mahindra Bank Limited<br>Union Bank of India |
| **Statutory Auditors** | : | Price Waterhouse & Co. Chartered Accountants LLP<br>(FRN-304026E/E300009) |
| **Internal Auditors** | : | Aneja Associates, Chartered Accountants (FRN-100404W) |
| **Secretarial Auditors** | : | MKS & Associates, Company Secretaries (FRN-S2017TL460500) |
| **Cost Auditors** | : | Sagar & Associates, Cost Accountants (FRN-000118) |

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## 46th ANNUAL GENERAL MEETING

| | | |
|---|---|---|
| Date | : | Monday, 1st September 2025 |
| Time | : | 15:30 Hrs. (IST) |
| Venue | : | Video Conference (VC) / Other Audio-Visual Means (OAVM) facility provided by the National Securities Depositories Limited (NSDL) |

# CHAIRMAN'S MESSAGE

Dear Esteemed Stakeholders,

Greetings!

The Annual Report for the fiscal year 2024-25 is presented with great pleasure. We have articulated our strategy in the last couple of years, and we have since shown strong signs of recovery. Building on the previous year's foundation and journey towards progress, the Company has continued to advance significantly on its growth path. The underlying changes that are helping us build a stronger organization ready for tomorrow took shape last year, and I would like to mention them as well.

Your organization implemented major changes last year. We are now Artson Limited, a Tata Enterprise. We are strongly leveraging the Tata brand by signing the Brand Equity and Business Promotion (BEBP) Agreement with Tata Sons. The MoA and AoA were updated to reflect the activities your Company intends to pursue, including high-end manufacturing and shipbuilding.

The Business Transfer Agreement (BTA) of our Nagpur Undertaking to TPL was smoothly executed. This reduced overheads, brought in fresh cash for Capex and working capital, and enabled high-cost debt repayment—all without losing the Fabrication capabilities or our Central Stores. These smoothly transitioned to the newly set up 8-acre factory at Parli, off the Mumbai-Pune expressway.

A major focus this year was also on capability and culture building. The year saw major changes in the Board and in the top Management, with new Directors, new CFO and Head-HR roles appointed. The backend saw a major upgrade with the transition from Tally to SAP, which is setting us up for tomorrow's growth.

With a renewed focus on building a healthy backlog, your Company closed all but one legacy order and yet closed the year with a record backlog of Rs. 290 Crore. The new order book reflects this renewed focus. While continuing to execute core tankage projects—to carry forward the four-decade legacy of building over 500 large storage tanks—we narrowed our focus on specialty jobs. Examples include the aviation fuel tank farm for Guwahati International Airport Limited, following our earlier success with fuel tank farms at Mumbai and Hyderabad airports. The Tankage business unit demonstrated its strength by securing a prestigious order from Hindalco Industries Limited for the construction of a coke silo, a testament to our specialized capabilities.

The Company established a foothold in the competitive shipbuilding sector by securing a landmark order for the construction of a Floating Dry Dock. This project represents a significant milestone, as it is the first instance of us constructing a complete vessel. Its successful completion will demonstrate our capabilities and qualify the Company for larger and more complex opportunities within shipbuilding.

The Parli facility moved from cutting its first steel in Q4 of the previous year to being an ISO-certified, multimodal manufacturing facility. This new facility executed structural fabrication orders for TPL (with the end client being AMNS), piping and tankage orders for Shell India, and block-fabrication works for shipbuilding. It is set to see further upgrades in its capacity this year.

A particularly proud moment was the recognition received from ISRO, the Indian Space Research Organisation. The Company was honored with a Certificate of Appreciation for outstanding partnership and contribution towards the successful realization of the trisonic wind tunnel facility at the Vikram Sarabhai Space Station. This collaboration exemplifies our dedication to supporting national initiatives and leveraging our expertise for critical projects.

This year has been a period of consolidation, strengthening foundations, and proactively exploring new avenues, including product development efforts. Operating within a project-driven environment, which inherently demands exceptional agility, strategic foresight, and unwavering focus, the Company has met and surpassed expectations across critical parameters such as safety, quality, and operational efficiency, thereby setting new benchmarks.

The remarkable progress is a powerful testament to the collective efforts and dedication of the entire team, and to the unwavering trust and confidence of our valued clients and partners. The Company has also significantly deepened its focus and tangible actions towards sustainability initiatives, recognizing the responsibility to contribute positively to society and the environment.

Core priorities remain resolute and unchanged: to consistently deliver exceptional value, to foster strong and enduring relationships with all stakeholders, to invest continually in the growth and development of our people, and to uphold the cherished Tata Group Values in every aspect of our operations and interactions.

I would like to express my heartfelt gratitude to the members of the Board for their support, guidance, and encouragement, and to the Management team for their dedication and commitment.

I would like to thank our valued customers, stakeholders, bankers, suppliers, and sub-contractors for their trust and cooperation. I also express gratitude towards our employees for their dedication, passion, and zeal to deliver.

Yours Sincerely
**Vinayak Pai**

# FROM THE WHOLE-TIME DIRECTOR & CEO

> नीड़ का निर्माण फिर - फिर, नेह का आह्वान फिर-फिर !!
> The house is being built again, love's soft call returns, again.
>
> *- Harivansh Rai Bachchan*

**Dear Shareholders,**

2024-25 was a year of building, of rising, of finding rhythm after rupture.

If the last year marked our pivot from survival to stability, this year was a decisive march into relevance. Artson has not only sustained its turnaround but has begun reshaping its identity from a subcontractor finding its footing to a confident, multi-sector player with ambitions aligned to India's industrial future.

### A Year of Meaningful Milestones

We closed the year with a record order backlog of ₹287 crore, highest in our history. More importantly, this backlog is of a new kind: diversified across verticals, from aviation fuel farms to shipbuilding, from ammonia bullets to storage solutions, from tankage to infrastructure. It is not just more, it is smarter, more strategic, and better aligned with our core capabilities.

And we remained profitable for the second year in a row, despite a revenue dip of 11.3%, driven by order timing and billing challenges. Profit before tax grew by 108.25% to ₹4.8 crore, aided by a prudent one-time gain from the sale of Nagpur Undertaking. Profit after tax was ₹3.48 crore.

Each of our businesses viz., manufacturing, tankages, shipbuilding, delivered value. Each of our facilities Nashik and Parli, made progress not just in output but in capability. Each of our new hires and CXOs helped carry the weight of transformation with resilience and resolve.

### From Factories to Frontiers

Nashik had its most capable year yet. It handled over 1860 MT of carbon steel, executed its longest-ever process column with exotic metallurgy, expanded into titanium fabrication, and earned industry recognition with the "Best Engineering Merit Award" and a special commendation from ISRO. Nashik has evolved from a factory to a symbol—of precision, reliability, and national contribution.

Parli, our newest baby, grew up fast. What began as a rented facility last year is now a certified, IMS-compliant, multimodal powerhouse with a monthly fabrication capacity of 600 MT, targeting 1000 MT. It delivered 4200 MT in its first full year—supporting structural fabrication, piping, tankage, and even block fabrication for our floating dry dock. The cranes are up, the orders are flowing, and the momentum is real.

Our Tankage & EPC vertical completed one of India's largest tanks at IOCL Paradeep (70,000 KL), won prestigious orders like Guwahati Airport's fuel farm and Hindalco's coke silo, and began executing them efficiently. We are focusing only on projects that fit our three filters: cash-flow-positive, core to our DNA, and predictable delivery.

In Shipbuilding, we stepped out of the shadows. After a decade of subcontracting at GRSE, we bagged our first direct shipbuilding order for constructing a Floating Dry Dock. We are executing it through a smart model: block fabrication at Parli and erection at the Konkan Barge yard in Alibaug. We have signed an MoU with Malabar Cements to access a yard in Kochi and are progressing toward a waterfront facility in Kolkata. The aspirational journey from hull blocks to hybrid ferries, from Navy orders to national river navigation projects, has truly begun.

### Building Capabilities Before Backlog

We remained obsessed with one principle: build capability before chasing growth.

- We moved fully from Tally to SAP.
- We onboarded a new Head-HR, CFO, and COO for Shipbuilding.
- We co-located leadership teams in Mumbai and Hyderabad for closer alignment with Tata Projects.

- We digitized key processes, improved procurement planning, and cleared 11 long-pending legal and MSME cases.
- We created marketing collateral, scale models, business cards, and brand campaigns—ensuring we are no longer anonymous in the markets we serve.

We also formally signed the Brand Equity and Business Promotion (BEBP) agreement, proudly rebranding ourselves as Artson Limited, a Tata Enterprise. This was not just a cosmetic shift. It was a declaration of maturity, of identity, of ambition.

### Challenges Persist, But So Do We

Working capital remains our biggest challenge. As we recover from many years of losses, with no overdraft lines or contingency buffers, we rely heavily on non-fund limits, milestone-based payments, and treasury support from our parent, TPL. Customer delays and vendor financing limitations often slow us down. And some legacy surprises still consume leadership bandwidth.

But none of these have stopped us. Because we have the grit to grow, the discipline to choose wisely, and the belief that we are just getting started.

### India is Ready. So Are We.

India today is a $3.7 trillion economy in nominal terms and over $14.6 trillion in PPP. With targeted $1.4 trillion infra investments (PM Gati Shakti), $2.3 billion in green hydrogen commitments, $30 billion shipbuilding aspirations, and explosive demand in sectors like container manufacturing, oil & gas, PSPs, and renewables—the tide is rising.

Our growth engines are deeply aligned with the sectors that will define India's industrial decade ahead. The government's investments in green hydrogen, inland waterways, multimodal logistics, and pumped storage projects are not just policy signals—they are actual pipelines of opportunity. With over $100 billion expected in hydrogen-linked investments, $1.4 trillion committed to infrastructure, and an annual domestic container demand of 500,000+ units, the tailwinds are clear.

**Artson is strategically positioned across five high-growth domains**:

- **Manufacturing:** 30+ years of credentials, all metallurgies, ASME and PESO certifications, and a solid reputation for critical equipment like buffer vessels and heat exchangers.
- **Green Hydrogen & PSP:** With Nashik capable of 100+ mm plate thickness, cryogenic and exotic metals, Tankage business with experience of 500+ tanks, including Ammonia storage - and Parli ramping up multi-modal fabrication, we are a one-stop solution for balance-of-plant systems for Green Hydrogen and Fabrication and erection of PSP pipes.
- **Shipbuilding:** From warships to water metros, from GRSE to Alibaug and Kochi, we are now in the game with a direct order, three waterfront accesses, and the Tata name.
- **Infrastructure:** Over 50,000 MT of past structural fabrication; now embedded in TPL's modularization efforts and qualified by leading names like NTPC and BHEL.
- **Modularization & Containers:** We are gearing up to deliver containerized modules for global clients and export markets—across energy, logistics, and defence.

We are not just riding the wave; we are engineering the vessel that sails it. We are doing the groundwork today: choosing the right orders, avoiding the wrong ones, investing in people, investing in capacity building, reducing debt, improving systems, and above all, playing the long game.

I leave you with this thought—as much for you as for us:

> ***Ups and downs in life are very important to keep us going, because a straight line —— even in an ECG means we are not alive.***
>
> *- Ratan N Tata*

**Onward and upward.**

Warm regards,
**Shashank Jha**

# NOTICE CONVENING 46TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 46th Annual General Meeting (AGM) of the members of Artson Limited (Formerly Artson Engineering Limited) ("Artson" or 'the Company') will be held on Monday, 1st September 2025 at 15:30 Hrs. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### Ordinary Business:

**1.** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025, together with the reports of the Board of Directors' and the Auditors' thereon.

**2.** To appoint a Director in place of Mr. Vinayak Pai (DIN: 03637894), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business:

**3. To ratify the remuneration payable to Cost Auditors for the financial year 2025-26.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty-Five Thousand only), plus applicable taxes and actual out-of-pocket expenses which may be incurred in connection with the audit, payable to M/s. Sagar & Associates, Cost Accountants (Firm Registration No. 000118), for the financial year 2025-26, who were appointed as the Cost Auditors to conduct the audit of cost records maintained by the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company, the Chief Executive Officer, the Chief Financial Officer and / or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and take all such steps, as may be necessary to give effect to this resolution."

**4. To appoint M/s. MKS & Associates, Company Secretaries, as the Secretarial Auditors of the Company:**

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

"**RESOLVED THAT** pursuant to the Provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI Listing Regulations, other applicable laws/statutory provisions, if any, as amended from time to time, M/s. MKS & Associates Company Secretaries, Practicing Company Secretaries (Firm Registration No. S2017TL460500), be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

**RESOLVED FURTHER THAT** any of the Directors of the Company, the Chief Executive Officer, the Chief Financial Officer and / or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and take all such steps, as may be necessary to give effect to this resolution."

**5. To enter in to Related Party Transactions (RPTs) with Tata Projects Limited (TPL)**

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

"**RESOLVED THAT** in supersession of the earlier resolution passed at the 45th Annual General Meeting of the Company held on 18th September 2024, and pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Company be and is hereby accorded to the Board of Directors (or any Committee/s thereof), to enter into contracts / arrangements / transactions with Tata Projects Limited (TPL), the Company's Holding Company and a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013, in manner and for the maximum amounts, as mentioned below to be valid from the period commencing from the date of this AGM up to the date of AGM to be held in the year 2026:

| S. No. | Category | Amount/s |
|---|---|---|
| 1 | Sale, purchase or supply of any goods or materials, directly or through appointment of agents and/ or availing or rendering of any services, including loans, credit facilities, directly or through appointment of agents | Rs. 300 Crore |
| 2 | Selling or otherwise disposing of or buying property of any kind and rent/ leasing of property of any kind. | Rs. 20 Crore |
| | **Total** | **Rs. 320 Crore** |

**RESOLVED FURTHER THAT** any of the Directors of the Company, the Chief Executive Officer, the Chief Financial Officer and / or the Company Secretary be and are hereby severally authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution."

6. **To ratify the Certificate received pursuant to Regulation 45(3) of SEBI (LODR) Regulations 2015 regarding Change of Name of the Company**

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

**"RESOLVED THAT** the members hereby ratify the Certificate dated 6th December 2024 received from M/s. Tumpa Das and Associates, Chartered Accountants, as attached, confirming the compliance of Regulation 45 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with respect to the Change of Name of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company, the Chief Executive Officer, the Chief Financial Officer and / or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and take all such steps, as may be necessary to give effect to this resolution, including but not limited to settling any queries, difficulties, doubts that may arise with regard to the ratification and execute such, documents and writings and to make such filings as may be necessary or desirable".

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated 8th April 2020 and 17/2020 dated 13th April 2020, followed by General Circular Nos. 20/2020 dated 5th May 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September 2024 (collectively referred to as "MCA Circulars") and circular issued by SEBI vide no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 3rd October 2024 has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through other audiovisual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, **the 46th Annual General Meeting ("Meeting" or "AGM") of the Company is scheduled to be held through VC / OAVM on Monday, 1st September 2025, at 15:30 Hrs. (IST).** The voting for items to be transacted in the notice of this AGM is only through remote electronic voting process ("e-Voting"). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at 14th Floor, Cignus, Plot No. 71A, Kailash Nagar, Mayur Nagar Passpoli, Powai, Mumbai - 400087, Maharashtra.

2. In compliance with Section 102 of the Act, the Explanatory Statement detailing the material facts pertaining to the business specified in Item Nos. 3 to 6 of the notice, along with other requisite information, is appended. Pursuant to Clause 3.A. of General Circular No. 20/2020 dated 5th May 2020, the Board deems the matters of Special Business, as listed under Item Nos. 3 to 6 of the accompanying notice, unavoidable, thereby necessitating their inclusion herein. Furthermore, the pertinent details concerning the Director seeking re-appointment at this AGM are also annexed, in accordance with Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings promulgated by the Institute of Company Secretaries of India (ICSI).

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP TO THE VENUE OF AGM ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORISED REPRESENTATIVES TO ATTEND THE AGM THROUGH VC/ OAVM AND PARTICIPATE THEREAT AND CAST THEIR VOTES THROUGH E-VOTING.**

4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/ OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizers by e-mail at vnp.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com and investors@artson.net

5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names, will be entitled to vote.

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

7. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the notice. The Members will be able to view the proceedings on National Securities Depository Limited's ("NSDL") e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. In line with the aforesaid MCA and SEBI Circulars, the notice of AGM along with the Annual Report is being sent through electronic mode to those Members who have registered their email IDs with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as of Friday, 1st August 2025 and physical copies to those who request for the same. Further, pursuant to regulation 36(1)(b) of Listing Regulations, a letter providing the weblink of annual report is being sent to those shareholders who have not registered their email id's.

9. The notice convening the AGM and the Annual Report for FY 2024-25 has been uploaded on the website of the Company at www.artson.net and may also be accessed from the relevant section of the websites of the Stock Exchange i.e., BSE Limited ("BSE") at www.bseindia.com and the website of NSDL at www.evoting.nsdl.com

10. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 26th August 2025 to Monday, 1st September 2025, both days inclusive.

11. Members may please note that SEBI vide its Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2022 / 8 dated 25th January 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited (Formerly Link Intime Private Limited). It may be noted that any service request can be processed only after the folio is KYC Compliant.

12. SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or MUFG Intime India Private Limited, for assistance in this regard.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP, and holdings should be verified from time to time.

15. Shareholders are requested to address all communications relating to the shares and related matters to the Company's RTA at the address provided below:

    **M/s. MUFG Intime India Private Limited**
    (Formerly Link Intime (India) Private Limited)
    (Unit: Artson Limited)
    C-101, 1ST Floor C Tower, 247 Park, L.B.S Marg, Vikhroli (West) Mumbai - 400083, Maharashtra.
    Tel No: 8108116767, Toll-free number: 1800 1020 878
    E-mail: rnt.helpdesk@in.mpms.mufg.com
    Website: www.in.mpms.mufg.com

16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, they may submit the same in Form SH-14. The said forms can be downloaded from the Company's website www.artson.net (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

**17.** The format of the Register of Members prescribed by the MCA under the Act, requires the Company/ RTA to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company's website www.artson.net (under 'Investor Relations' section). Members holding shares in physical form are requested to submit the filled in form to the Company or RTA in physical mode, as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

**18.** Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

**19.** Members desiring inspection of statutory registers during the AGM may send their advance request in writing to the Company at investors@artson.net

**20.** Members who wish to inspect the relevant documents referred to in the notice can send an e-mail to investors@artson.net up to the date of the AGM.

**21.** This AGM notice is sent by e-mail to the Members who have registered their e-mail address with the Depositories/ the DP/the Company's RTA/the Company, on or before 17:00 Hrs. (IST) on Friday, 1$^{st}$ August 2025.

**22.** To facilitate Members to receive this notice electronically and cast their vote electronically, the Company has made arrangement with NSDL for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not submitted their e-mail address were requested to provide their e-mail address to the RTA/ NSDL. The Company has intimated its shareholders about updating the email IDs through its website www.artson.net and through the website of BSE Limited www.bseindia.com

**23.** After successful submission of the e-mail address, NSDL will e-mail a copy of the Annual Report for FY 2024-25 along with the remote e-Voting user ID and password, within 48 hours of successful registration of the e-mail address by the Member. In case of any queries, Members may write to investors@artson.net or evoting@nsdl.com

**24.** For permanent registration of e-mail address, Members are requested to register their e-mail address, in respect of electronic holdings, with their concerned DP and in respect of physical holdings, with the RTA.

**25.** Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP/ RTA to enable servicing of notices/ documents/ Annual Reports and other communications electronically to their e-mail address in future.

**26.** Process and manner for Members opting for e-Voting is, as under:

I. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.

II. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.

III. Members who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.

IV. **Members of the Company holding shares either in physical form or electronic form as on the cut-off date i.e., Monday, 25$^{th}$ August 2025, may cast their vote by remote e-Voting. The remote e-Voting period commences on Friday, 29$^{th}$ August 2025 at 09:00 Hrs. (IST) and ends on Sunday, 31$^{st}$ August 2025 at 17:00 Hrs. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**

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

I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under **"Join General Meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company (134946) will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or on the day have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

II. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

III. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at investors@artson.net before 17:00 Hrs. (IST) on Wednesday, 27th August 2025. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

IV. **Members who would like to express their views/ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to investors@artson.net between Monday 25th August 2025 (09:00 Hrs. IST) to Wednesday, 27th August 2025 (17:00 Hrs. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM**.

V. Members facing any technical issue in login before / during the AGM can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call on: 022 4886 7000.

**The instructions for Members for e-Voting are as under:**

**The remote e-voting period begins on Friday, 29th August 2025 at 09:00 Hrs. (IST) and ends on Sunday, 31st August 2025 at 17:00 Hrs. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Monday, 25th August 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 25th August 2025.**

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

**Step 1: Access to NSDL e-Voting system**

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

**A. Login method for Individual shareholders holding securities in demat mode is given below:**

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on Company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your Sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br><br>NSDL Mobile App is available on<br>App Store Google Play |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with CDSL | 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. The option will be made available to reach the e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit the CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use their existing Myeasi username and password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login before / during the AGM can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

**B. Login Method for e-Voting and joining virtual meetings for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

| Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical | | Your User ID is: |
|---|---|---|
| a) | For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) | For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example, if your Beneficiary ID is 12************** then your user ID is 12************** |
| c) | For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company<br>For example, if EVEN Number is 134946 and folio number is 001*** then user ID would be 134946001*** |

5. Your password details (shareholders other than Individual shareholders) are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
   (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
   (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company (134946) to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizers by e-mail to vnp.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com and investors@artson.net. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

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

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

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@artson.net . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A). i.e. Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

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

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

**27.** The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Monday, 25th August 2025.

**28.** Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Monday, 25th August 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company/RTA.

**29.** A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Monday, 25th August 2025, only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.

**30.** The Board of Directors have appointed VYV & Co. LLP, Company Secretaries (FRN. L2023MH014500; LLPIN - ACB - 6525) as the Scrutinizers to Scrutinize the voting at the AGM and remote e-Voting process, in a fair and transparent manner.

**31.** The Chairman shall, at the AGM, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

**32.** The Scrutinizers shall, after the conclusion of voting at the AGM, first count the votes cast during the AGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**33.** Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e., Monday, 1st September 2025

**34.** The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.artson.net and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and be made available on the website viz. www.bseindia.com

By Order of the Board
For **Artson Limited**

**Registered Office**
14th Floor, Cignus, Plot No. 71A, Kailash Nagar, Mayur Nagar
Passpoli, Powai, Mumbai - 400087, Maharashtra
Phone No: +91 40 6601 8194; Email: investors@artson.net
CIN: L27290MH1978PLC020644; Website: www.artson.net

Date: 22nd July 2025
Place: Mumbai

**Vinayak Pai**
Chairman
DIN: 03637894

# EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses as mentioned in the item No. 3 to 6 of the accompanying notice dated 22nd July 2025

**Item No. 3: To ratify the remuneration payable to the Cost Auditors for the financial year 2025-26:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. Sagar & Associates, Cost Accountants (Firm Registration No. 000118) Hyderabad, as Cost Auditors to conduct the audit of the Company's cost records for the FY 2025-26 at a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty-Five Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, incurred in connection with the audit.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, the Board of Directors of the Company recommends the resolution at item no. 3 of the notice for approval of the Members by way of Ordinary Resolution. None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the accompanying notice of the AGM.

**Item No. 4: To appoint M/s. MKS & Associates, Company Secretaries, as the Secretarial Auditor of the Company:**

The Board of Directors of the Company, at their meeting held on 24th April 2025, upon the recommendations of the Audit Committee and after due evaluation of key criteria including experience, independence, and peer review status, approved the appointment of M/s. MKS & Associates, Practicing Company Secretaries (Firm Registration Number: S2017TL460500), a peer reviewed firm, as the Secretarial Auditors of the Company, at a mutually agreed remuneration, for a period of five consecutive financial years, commencing from FY 2025-26 till FY 2029-30, subject to the approval of the Members. The appointment is in compliance with the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the SEBI Notification dated 12th December 2024, along with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

M/s. MKS & Associates has confirmed their eligibility for appointment and are free from any disqualifications and maintains independence and an arm's length relationship with the Company.

In addition to conducting the Secretarial Audit, the Company may obtain, from time to time, various certifications under applicable statutory laws, regulations, SEBI circulars, or client-specific/banking requirements, in accordance with the SEBI LODR Regulations and other applicable provisions. Such additional services will be rendered on a case-by-case basis, with mutually agreed remuneration.

Accordingly, the Board of Directors of the Company recommends the resolution at item no. 4 of the notice for approval of the members by way of Ordinary Resolution. None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the accompanying notice of the AGM.

**Item No. 5: To enter in to Related Party Transactions (RPTs) with Tata Projects Limited (TPL):**

The Company, in the ordinary course of its business and on an arm's length basis, enters various transactions with Tata Projects Limited (TPL), including but not limited to Sale, purchase or supply of any goods or materials, directly or through appointment of agents and/ or availing or rendering of any services, including loans, credit facilities, directly or through appointment of agents; and Selling or otherwise disposing of or buying property of any kind and rent/ leasing of property of any kind.

TPL, being the Holding Company and Promoter of the Company, qualifies as a Related Party under Section 2(76) of the Companies Act, 2013. The value of the transactions with TPL, based on current operations and projected business needs, is expected to exceed the thresholds prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, which mandates prior approval of the shareholders by way of an Ordinary Resolution.

In accordance with Explanation (3) to Rule 15(3), the details of the proposed Related Party Transactions are as under:

| Particulars | Information | |
|---|---|---|
| Name of the Related Party | Tata Projects Limited (TPL) | |
| Name of Director(s) or Key Managerial Personnel who is related if any | The Director/s on the Board of your Company who are nominated by TPL may be considered as related to Promoters and therefore may be deemed to be considered as interested or concerned. However, for these transaction/s, they are not related parties. | |
| Nature of Relationship | TPL is the Holding Company and the Promoter of the Company. | |
| Nature, Material terms the Contracts / arrangements / transactions | Sale, purchase or supply of any goods or materials, directly or through appointment of agents and/ or availing or rendering of any services, including loans, credit facilities, directly or through appointment of agents; and selling or otherwise disposing of or buying property of any kind and rent/ leasing of property of any kind. | |
| Monetary Value (maximum amount each Financial Year) | Sale, purchase or supply of any goods or materials, directly or through appointment of agents and/ or availing or rendering of any services, including loans, credit facilities, directly or through appointment of agents | Rs. 300 Crore |
| | Selling or otherwise disposing of or buying property of any kind and rent/ leasing of property of any kind | Rs. 20 Crore |
| | **Total** | **Rs. 320 Crore** |
| Whether the transactions have been approved by the Board of Directors | Yes, in the Board Meeting held on 24th April 2025. | |
| Any other information relevant or important for the members to decide on the proposed transactions | To be valid from period commencing from the date of this AGM up to the date of Annual General Meeting to be held in the year 2026. | |

The value of the transactions proposed is estimated based on the Company's current transactions and future business projections. The Board believes that entering these transactions with TPL is essential to support the Company's business operations and strategic objectives and is in the best interest of the Company. All transactions will be undertaken at arm's length and in accordance with applicable laws.

The Director/s on the Board of your Company who are nominated by TPL may be considered as related to Promoters and therefore may be deemed to be considered as interested or concerned. However, they do not hold any share/s in the Company.

No other Director / Key Managerial Personnel of the Company or their respective relatives other than the Directors mentioned herein above are in any way concerned or interested, financially or otherwise in the aforesaid resolution.

Accordingly, the Board of Directors of the Company recommends the resolution at item no. 5 of the notice for approval of the members by way of Ordinary Resolution.

**Item No. 6: To ratify the Certificate received pursuant to Regulation 45(3) of SEBI (LODR) Regulations 2015 regarding Change of Name of the Company:**

Members of the Company vide its resolution dated 18th September 2024 approved the change of name of the Company from Artson Engineering Limited to **Artson Limited**. Notice of the AGM dated 12th August 2024 seeking the approval of the members had not stated the reference of the certificate required to be obtained from the Practicing Chartered Accountants, as required in terms of the provisions of regulation 45(3) of the SEBI (LODR), 2015. Therefore, to comply with the aforesaid requirements and the directives of the approval received from BSE Limited, a certificate dated 6th December 2024 was obtained from M/s. Tumpa Das and Associates, Practicing Chartered Accountants confirming compliance with the provisions of Regulation 45(3) of the SEBI (LODR), 2015, and the same was made available for the members on the website of the Company and the BSE Limited and also annexed here-in and forms part of the notice.

Accordingly, the Board of Directors of the Company recommends ratification of the item no. 6 of the notice for approval of the members by way of Special Resolution. None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the matter set out at item no. 6 of the accompanying notice of the AGM.

**Additional Information:**

Information pursuant to Para 1.2.5 of Secretarial Standard 2, pertaining to Director/ Manager seeking appointment / re-appointment:

| Name | Mr. Vinayak Pai |
|---|---|
| Designation | Chairman & Non-Executive Director |
| Director Identification Number (DIN) | 03637894 |
| Date of Birth | 19th September 1966 (Age: 58 Years) |
| Qualifications | • Electrical Engineer<br>• Postgraduate Degree in Management (Symbiosis, Pune)<br>• Executive MBA (IIT Bombay's Shailesh J Mehta School of Management) |
| Specialised Expertise | Extensive experience in executive upstream and downstream projects and successfully growing the business in highly competitive market. |
| Experience | Over 3 decades of overall experience. |
| Terms and Conditions of Appointment | Representative of the Holding Company, Non-Executive Director |
| Remuneration | Nil |
| Date of First Appointment on the Board | 23rd May 2022 |
| Directorship in other Indian companies | 1) Tata Projects Limited<br>2) TQ Cert Services Private Limited<br>3) TPL Services Private Limited |
| Positions in Committees of other Indian companies | TPL: Chairman of Finance Committee; Member of CSR & ESG Committee, Securities Allotment Committee and SRC. |
| Number of shares held in the Company | Nil |
| Relationship, if any, with other Directors, Manager and other KMPs of the Company | Not related to any of the Directors and / or KMPs |
| Position/s in Committees constituted by the Board of the Company | Chairman of EC and Member of NRC. |
| Number of Board Meetings attended | Attended (6) Board Meetings held during the FY 2024-25. |

* AC: Audit Committee; NRC: Nomination & Remuneration Committee; SRC: Stakeholders Relationship Committee; CSRC: Corporate Social Responsibility Committee; PRC: Project Review Committee; EC: Executive Committee; and ESG: Environmental, Social and Governance Committee.

**Registered Office**
14th Floor, Cignus, Plot No. 71A, Kailash Nagar, Mayur Nagar
Passpoli, Powai, Mumbai - 400087, Maharashtra
Phone No: +91 40 6601 8194; Email: investors@artson.net
CIN: L27290MH1978PLC020644; Website: www.artson.net

By Order of the Board
For **Artson Limited**

Date: 22nd July 2025
Place: Mumbai

**Vinayak Pai**
Chairman
DIN: 03637894

To
The Board of Directors
Artson Limited
14th Floor, Cignus, Plot No. 71 A, Kai.Iash Nagar, Mayur Nngar Pnsspoli,
Powui, Mumbai - 400087, Mahnrashtrn, India

**Sub:** Certificate under Regulation 45 of SEB[ (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the application for approval regarding change of name of Company from Artson Engineering Limited to '**Artson Limited**', we have examined the relevant records of the Company and information provided by the Management of the Company in relation to issue a certificate for compliance with the conditions mentioned under sub Regulation (I) Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for change of Company's name from Artson Engineering Limited to '**Artson Limited**'.

Based on our examination of records and according to the information and explanation given to us, pursuant to requirements of provision of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, We do hereby confirm that:

a) Time period of at least one year has elapsed from the last name change that was occurred in the year.

   **The Company has not changed its name since at least one year. The Company name has changed on OS.I 1.2024.**

b) At least fifty Percent of total revenue in the preceding one year period has been accounted for new activity suggested by the new name

   **Not applicable since there is no change in the activity/ project of the Company in the preceding one-year period.**

c) The amount invested in the new activity / project is at least fifty percent, of the assets of the listed entity

   **Not applicable since there is no change in the activity/ project of the Company.**

**For TUMPA DAS AND ASSOCIATES**
**CHARTERED ACCOUNTANTS**
**(FRN: 026153S)**

**TUMPA DAS**
**(Proprietor)**
**M.No 235456**
**UDIN: 24235456BKAGUO1309**

**Date: 06/12/2024**
**Place: Hyderabad**

# BOARD'S REPORT

To the Members,

The Board presents the 46th Annual Report of Artson Limited (Formerly Artson Engineering Limited) (the Company or Artson) along with the Audited Financial Statements for the financial year ended 31st March 2025.

## 1. FINANCIAL RESULTS

Amount (₹ in Lakhs)

| PARTICULARS | 2024-25 | 2023-24 |
|---|---|---|
| Gross Turnover (including other income) | 13301.89 | 12877.55 |
| Profit / (Loss) before Interest and Depreciation (EBIDTA) | 1697.34 | 1463.98 |
| Finance Charges | 977.66 | 1029.87 |
| Depreciation and Amortization | 239.90 | 203.73 |
| Total Expenditure | 12822.11 | 12647.17 |
| Net Profit / (Loss) Before Tax (PBT) | 479.78 | 230.38 |
| Less: Tax expense | 131.35 | (374.82) |
| Net Profit / (Loss) After Tax (PAT) | 348.43 | 605.20 |
| Other Comprehensive Income | -9.63 | 3.51 |
| Total Comprehensive income | 338.80 | 608.71 |
| Balance of Profit / (Loss) brought forward | (277.68) | (1888.16) |
| Balance available for appropriation | 99.16 | (277.68) |
| Surplus / (Deficit) carried to Balance Sheet | 99.16 | (277.68) |

## 2. COMPANY PERFORMANCE

**Financial Performance**

For the fiscal year under review, the Company's revenue from operations (excluding other income) stood at ₹11,355 lakhs, an 11.37% reduction from the previous year's ₹12,812 lakhs. Despite this, aided by one time 'other income' from the sale of Nagpur undertaking, the year's operations resulted in a profit before tax of ₹479.78 lakhs, a significant 108.25% increase over the previous year's ₹230.38 lakhs. Profit after tax for the year was ₹348 lakhs, a 42.43% decrease from the previous year's ₹605 lakhs.

**Project Highlights**

During the year, the Company successfully completed several key projects, including Construction of fuel storage tanks and associated works for GMR Hyderabad International Airport Limited; and the trail gas recovery project for PPL-GOA. Additionally, two out of three large-diameter intermediate storage tanks were completed and commissioned at IOCL's Paradip Refinery, with the third (and the largest) tank Hydrotested and close to commissioning. Site mobilization and resource deployment for new orders from Guwahati International Airport Limited (GIAL) and Hindalco (Aditya Aluminium) are well underway, with both projects currently in the execution phase.

**Nashik Manufacturing Unit**

The Nashik Unit showcased its advanced manufacturing capabilities throughout the year, achieving significant milestones that include successful production of its longest-ever process column , that too with a complex metallurgy; Expanded its range of metallurgies with fabrication of its first Titanium equipment; Enhanced quality assurance by successfully conducting helium leak detection on a critical pressure vessel and introduced phased array ultrasonic testing technology as an alternative to RT; and Processed over 1,860 MT of carbon steel material, setting a new benchmark for the Unit in terms of expanded capacity and expertise.

Further testament to Nashik's engineering excellence, technological advancement, and continuous commitment to operational enhancement include, receiving a Certificate of Appreciation from the Indian Space Research Organisation (ISRO) for the successful execution of works for six (6) air vessels for the Trisonic Wind Tunnel Project – critical to India's space mission; and being honored with the Best Engineering Merit Award from the All-India Management Association (AIMA) for outstanding contribution towards engineering excellence and industrial innovation.

**Parli Multimodal Unit**

The Parli Unit successfully commenced commercial operations in March 2024, effectively overcoming initial setup challenges. During the fiscal year 2024-25, the Unit demonstrated strong operational capability by delivering 4,200 MT of fabricated steel structures. In line with the strategy to develop Parli into a multimodal Unit supporting all Strategic Business Units (SBUs), it is currently engaged in prefabrication of tank components and pipe spools for Shell India; and Fabricating Blocks & Structures for the Floating Dry Dock project for Sadhav Offshore, showcasing its versatility and expanded scope.

**Shipbuilding Sector**

The Company continued to execute at Garden Reach Shipbuilders & Engineers (GRSE) for fabrication and erection of Hull blocks, alongside orders for the mechanical erection of equipment. A significant achievement during this period was the successful completion of the Cruising Speed Trial (CST) and Full Mission Trial (FMT) of a critical naval vessel, Frigate 17A destroyer, at GRSE on the first attempt, demonstrating precision and quality in execution. Additionally, the Company has commenced work on its maiden 'direct shipbuilding order' for a Floating Dry Dock- a rare feat in India and at highly competitive price- aided by Indian governments' ship building financial assistance program. This ambitious project is being executed at Konkan Barge Shipyard in Alibaug, with critical prefabrication activities efficiently carried out at the Parli Unit, leveraging its growing capabilities.

**Major Orders Received**

The Company secured several significant orders during the fiscal year, underscoring its diverse capabilities and market presence. These include:

- From M/s Sadhav Offshore Engineering Private Limited for the construction of a Floating Dry Dock with a capacity of 3800 MT. This project represents a key entry into the shipbuilding sector for the Company.
- From M/s Hindalco Industries Limited (Aditya Aluminium) for the construction of a Coke Silo and associated works at Lapanga, Odisha.
- From M/s Deepak Nitrite Limited for Manufacturing and Supply of 4 Nos. of Ammonia Storage Bullets (Pressure Vessel)
- From Harshini EPC Private Limited for Manufacturing 3 Nos. of Oxygen Buffer Vessel (Pressure Vessels)
- From Navin Florine Advance Sciences Limited for manufacturing of Anhydrous Hydrogen Floride Storage Tanks.

## BUSINESS OUTLOOK

India's Vibrant Economy has emerged as one of the most dynamic and fastest-growing major economies in the world. With a GDP of over $3.7 trillion (2025 estimate), India is now the fifth-largest economy globally by nominal GDP and the third largest in the world in Purchasing Power Parity (PPP) terms, with a PPP-adjusted GDP of over $14.6 trillion.

This transformation is underpinned by robust growth across sectors, ambitious reforms, and strategic government support.

**Sectoral Growth Drivers**

Manufacturing is at the core of India's economic aspirations. The government's Make in India initiative has spurred substantial investment, with Production-Linked Incentive (PLI) schemes worth over $26 billion rolled out across key sectors including electronics, pharmaceuticals, auto components, and solar equipment. India's electronics manufacturing sector alone is expected to exceed $300 billion by 2026, up from under $100 billion in 2021.

Shipbuilding is another sunrise sector. Backed by the Sagarmala Programme (projected investment: $120 billion) and Defense indigenization efforts, India is positioning itself as a key player in naval and commercial ship construction. Major public and private yards are securing international contracts and scaling up capacity, with the Indian shipbuilding market expected to grow to $30 billion in the next decade. The Indian government actively supports the industry through measures such as the Shipbuilding Financial Assistance Policy (2016-2026), which provides subsidies to Indian shipyards.

In green hydrogen, India has committed over $2.3 billion under the National Green Hydrogen Mission, targeting 5 million metric tonnes per annum (MTPA) of green hydrogen production by 2030. This would position India as a top three global producer, supporting decarbonization in hard-to-abate sectors and enabling $100+ billion in export potential over the next 15–20 years.

Infrastructure and logistics are seeing unprecedented capital infusion. Under the PM Gati Shakti master plan, infrastructure investment outlays have crossed $1.4 trillion, with a focus on multimodal connectivity, faster project execution, and reduced logistics costs (currently ~13% of GDP). India's port capacity has doubled over the past decade, and the government aims to develop port-led industrial clusters to anchor global supply chains.

**A Government-Backed Growth Story**

India's transformation is powered by strategic public spending, policy reforms, and investor-friendly frameworks. Grants, viability gap funding (VGF), and long-term infrastructure bonds continue to drive private sector participation and de-risk investments in capital-intensive sectors.

With a large domestic market, rising per capita income (expected to cross $3,000 by 2030), and a demographic dividend, India is well-positioned to become a $5 trillion economy in the next few years, and potentially a $10 trillion economy by early 2030s.

**Oil & Gas Refining**

Driven by growing domestic and overseas demands, India's refining capacity is poised for substantial expansion. It is projected to increase by over 20% within the next three years, rising from the current capacity of 256 million metric tons (MMT) to 309 MMT by 2028. A significant portion of this growth, estimated at 58%, will stem from brownfield expansions – the modernization and expansion of existing facilities. The remaining growth will be achieved through the development of new greenfield projects.

**Green Energy & Hydropower**

India has set ambitious clean energy targets for 2030, aiming for at least 5 MMT of green hydrogen production annually, supported by an additional 125 GW of renewable energy capacity. This is part of a larger goal to reach 500 GW of non-fossil fuel-based installed capacity. Hydropower, particularly pumped storage projects (PSPs), is crucial to this strategy. India currently has 46.93 GW of large hydro, and 5.07 GW of small hydro installed capacity. Plans include adding 10,462 MW of large hydro, 352 MW of small hydro, and 5,120 MW of PSP capacity by 2026-27. PSPs are vital for grid stability, utilizing excess energy to pump water uphill for later release and electricity generation, thereby enhancing grid stability alongside intermittent renewable sources. The National Electricity Plan has set the stage for over 50 GW of Pumped Storage Projects (PSPs) to be commissioned in India over the next five years. Leading players such as Tata Power, Greenko, and Adani Green have already announced ~5 GW in capacity over the past year, with a well-defined project pipeline for balance capacity outlined by the Central Electricity Authority.

**Container Manufacturing**

India faces an annual demand for ~500,000+ containers entirely met by imports from China. Meet this demand and reduce reliance on imports, the Indian government is actively promoting domestic container manufacturing under the 'Make in India' initiative. This focus is crucial as the container handling market in India is projected to grow significantly, from 11.4 million TEUs in 2023 to 26.6 million TEUs by 2028. Government initiatives include exploring financial incentives like subsidies and viability gap funding (VGF) to support manufacturers and promote Public-Private Partnerships (PPP). These efforts aim to enhance India's self-reliance, reduce logistics costs, and strengthen the nation's position in the global supply chain.

**Company Positioning & Outlook**

Artson is well positioned to play in all the vibrant sectors of the Indian economy listed above. Nashik manufacturing facility has the required certifications from ASME, U-stamp, CCOE/PESO approvals – and an enviable three plus decade track record of manufacturing – with capabilities to handle 100+ mm thick plates, all metallurgies, a wide range of temperatures (including cryogenic)…and its recent execution of orders for storage solutions for nitrogen, oxygen, ammonia – make it an ideal one stop solution for green hydrogen players for the entire balance of plant beyond electrolysers. Moreover, each GW of Pump Storage Project creates an opportunity of 20-30,000 MT of high thickness, large-dia pipes of the type of Nashik is an expert at manufacturing. Planned capacity addition in India is 50-70 GW in next 5-7 years – a market size of ~2.5 lac crore (without material!). Moreover, containerized modules manufactured by Nashik will be suitable to address domestic as well as international demand in the Oil & Gas sector, especially sustainability driven investments.

The Company is exceptionally well-placed and equipped to address the ever-increasing demand for fabricated steel structures for infrastructure projects, data centres, oil & gas projects etc. - by leveraging its extensive fabrication expertise and proven track record…recently evidenced in the ability to set up and ramp up the manufacturing facility at Parli to a capacity of ~1000 MT per month.

Furthermore, the significant expansion anticipated within the Oil and Gas Industry presents vast opportunities for process plant equipment manufacturing. Building on its demonstrated capability in handling diverse metallurgies and fabricating complex equipment, the Company foresees strong business prospects for its manufacturing Units in this expanding segment.

In the coming years, the Company is strategically prepared to offer comprehensive services, including the construction of various storage tanks and associated works, fabrication and erection of penstock pipes, intricate piping works, and specialized fuel handling and storage systems. This initiative-taking positioning aligns the Company directly with the nation's infrastructural and industrial development priorities.

The Company is well-established in the shipbuilding vertical, boasting a decade of experience through its collaboration with Garden Reach Shipbuilders & Engineers (GRSE) in constructing ships primarily for the Indian navy. Artson has signed an MoU with Malabar Cement at Kochi with an intent to access a shipyard leased from the Cochin Port Trust. A composite services agreement with Konkan Barges private Ltd at Alibaug allows access to a shipyard to construct the Floating Dry Dock for Sadhav. We are also in talks with a partner for access to a shipyard near Kolkata. Addition of senior leaders at Board and leadership team level with an intent to focus on growth in this sector are already done. The Company is actively exploring avenues for growth in the burgeoning water metros and Inland Water Transport (IWT) sectors. This aligns perfectly with India's efforts to rejuvenate its inland waterways, which are recognized for offering a cheaper, greener, and more efficient mode of transportation, especially for bulk cargo. The government's initiatives like the Sagarmala Programme and the development of numerous National Waterways underscore the immense potential in this area. The successful operation of the Kochi Water Metro further demonstrates the viability and potential for replicating such projects across other navigable waterways.

In view of this encouraging scenario and the vast opportunities ahead, the Company will strategically focus on leveraging its strengths and extensive track record to achieve sustainable and profitable growth, contributing to a stronger balance sheet in the coming years.

**Employee Well-being & Stakeholder Relations**

The Company prioritizes the health and safety of its employees, consistently maintaining an excellent record in this crucial area. This commitment has been acknowledged and appreciated by its clients, reflecting robust safety protocols and a positive workplace safety culture.

To further ensure the well-being of its workforce, the Company has implemented several supportive measures. This includes leveraging technology to facilitate flexible working arrangements, such as enabling employees to work from home when appropriate. This commitment to employee welfare extends beyond physical safety, recognizing the importance of holistic well-being in the modern work environment. A recently concluded employee engagement survey showed exceptionally high level of employee motivation and engagement.

Furthermore, especially during challenging or uncertain periods, the Company remains steadfast in its core commitment to building and nurturing strong, enduring relationships with both consumers and partners. These relationships, founded on trust, communication, and mutual respect, are vital for sustained success and navigating evolving market dynamics. These efforts ensure that the Company not only adheres to high standards of operational excellence but also fosters a supportive environment for its employees and maintains valuable collaborations with its stakeholders.

## 3. CHANGE IN THE NATURE OF BUSINESS

The basic nature of the business of the Company i.e., manufacturing of process plant equipment, fabrication of structures, fabrication and erection of Hull Blocks / Shipbuilding and associated works and construction of storage tanks etc. remains the same and there was no change in the basic nature of business of the Company during the year under review.

During the year under review, the Company's hull block fabrication and erection business witnessed expansion. This was primarily due to securing a new order for a Floating Dry Dock, a testament to its proven expertise from previous engagements with GRSE.

## 4. CREDIT RATING

M/s. India Rating and Research Private Limited (Ind-Ra) has assigned a long-term issuer rating of 'IND A+/Stable'. The Outlook is stable. The instrument-wise rating is as follows:

- "IND A+/Stable/IND A1+" for the fund-based limits.
- "IND A+/Stable/IND A1+" for the non-fund-based limits.
- "IND A+/Stable for the Long-Term Issuer Rating.

## 5. DIVIDEND

Considering the Company's financial position, the Board of Directors has not recommended a dividend for the financial year 2024-25. Furthermore, as members are aware, pursuant to the revised terms of the loan (interest-free for 20 years) and the conversion of certain payables into loans (interest-free for ten years) provided by our Holding Company, Tata Projects Limited (TPL), the Company is restricted from declaring dividends to equity Shareholders (including the Holding Company/promoter) until the full repayment of these loans."

## 6. TRANSFER OF AMOUNT TO RESERVES

The Company does not propose to transfer any amount to the General Reserve for the financial year ended 31st March, 2025.

## 7. BORROWINGS

The total borrowings of the Company including long-term loans and working capital facilities stood at Rs. 4,766.31 Lakhs as on 31st March 2025.

## 8. ANNUAL RETURN

The Annual Return of the Company for the FY 2024-25 in the prescribed form MGT-7 as required under section 92(3) of the Act is available on the website of the Company i.e., www.artson.net

## 9. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and/ or commitments affecting the financial position of the Company, occurred between the end of the financial year of the Company to which the financial statements relate i.e., 31st March 2025 and the date of the report i.e., 22nd July 2025.

## 10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### a) Appointment of Directors

During the FY under review, at their meeting held on 10th June 2024, the Board of Directors appointed Mr. Deepak Natarajan as Non-Executive Director and Chairman of the Audit Committee.

b) **Cessation of Directors**

During the year under review, Mr. Sanjay Sharma, ceased to be a Director on the Board w.e.f. 10th June 2024, consequent to stepping down from the Holding Company. Following the close of financial year, Mr. Deepak Natarajan, resigned from the position of Director w.e.f., 28th April 2025, consequent to stepping down from the Holding Company, Tata Projects Limited (TPL).

c) **Directors retiring by rotation.**

In accordance with the provisions of the Act and the Company's Articles of Association, Mr. Vinayak Pai, retires by rotation and being eligible, offers himself for re-appointment. The proposal for re-appointment of Mr. Vinayak Pai is being placed at the AGM along with the necessary details.

d) **Changes in the Key Managerial Personnel**

During the financial year under review, Mr. Siva Rama Krishna resigned from the position of Chief Financial Officer with effect from 28th February, 2025. Following the close of the financial year, the Board of Directors, at their meeting held on 2nd April, 2025, approved the appointment of Mr. Manoj Shah as the new Chief Financial Officer of the Company, effective 7th April, 2025. This appointment was made based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee.

e) **Declaration by Independent Directors**

As per the requirement of Section 149 (7) of the Act, the Independent Directors of the Company, have submitted their respective declarations that they fulfil the criteria of independence under Section 149 of the Act, read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 11. NUMBER OF BOARD MEETINGS

During the financial year, the Board met six (6) times i.e., on 8th April 2024, 23rd April 2024, 17th July 2024, 12th August 2024, 21st October 2024, and 20th January 2025. The gap between any two consecutive Board Meetings did not exceed One Hundred and Twenty days.

## 12. ANNUAL EVALUATION

Pursuant to the provisions of the Act and Regulation 25 of the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of the Committees.

The following process was adopted for Board evaluation:

i. Feedback was sought from each Director about their views on the performance of the Board covering various criteria such as degree of fulfilment of key responsibilities, Board structure and composition, establishment, and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of relationship between the Board and the Management and efficacy of communication with external stakeholders.

ii. The feedback received from all the Directors was discussed at the meeting of Independent Directors and the Nomination and Remuneration. The performance of the Non-Independent Non-Executive Directors and Board Chairman was also reviewed by them.

iii. The collective feedback on the performance of the Board (as a whole) was discussed by the Chairperson of the Nomination and Remuneration with the Chairman of the Board. It was also presented to the Board.

iv. Assessment of performance of every statutorily mandated Committee of the Board was conducted, and these assessments were presented to the Board for consideration. Areas on which the Committees of the Board were assessed included degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

v. During the year under review, the recommendations made in the previous year were satisfactorily implemented.

Based on the annual evaluation process and the overall engagement of the Independent Directors in the affairs of the Company during the year, the Board of Directors are of the opinion that the Independent Directors of the Company possess, practice, and preach highest standards of integrity and have the required experience and expertise in their respective areas which enable them to provide guidance to the Management and adds value in the Company's decision process.

## 13. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the Internal, Statutory and Secretarial Auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board believes that the Company's internal financial controls were adequate and effective during the year ended 31st March 2025. Accordingly, pursuant to Section 134(5) of the Act, based on the above and the representations received from the Operating Management, the Board of Directors, to the best of their knowledge and ability confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and that there was no material departure therefrom.
- They have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied their recommendations consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company as at 31st March 2025 and of the profit/ loss of the Company for the year ended on that date.
- They 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 frauds and other irregularities.
- They have prepared the annual accounts on a going concern basis.
- They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively during the year ended 31st March 2025; and
- Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively during the year ended 31st March 2025.

## 14. AUDIT COMMITTEE

The Audit Committee (AC) of the Company comprises of 2 Independent Director(s) and 1 Non-Executive Director.

| S. No. | Name | Role | Designation |
|---|---|---|---|
| 1 | Mr. Jyotisman Dasgupta | Chairman | Independent Director |
| 2 | Mr. Ashish Kulkarni | Member | Independent Director |
| 3 | Mr. Shashank Jha | Member | Non-Executive Director |

The composition of the Committee is as per the requirements of the provisions of Section 177 of the Companies Act, 2013. W.e.f. 28th April 2025 Mr. Deepak Natarajan ceased to be the Chairman of Audit Committee due to his resignation from the Board and Mr. Shashank Jha was inducted as the Member of Audit Committee w.e.f. 14th July 2025.

The Audit Committee continues to provide valuable advice and guidance in the areas of costing, finance, and internal financial controls. The Committee is governed by terms of reference, which are in line with the regulatory requirements mandated by the Companies Act, 2013 and Listing Regulations.

During the financial year, the Audit Committee met Five (5) times i.e., on 23rd April 2024, 17th July 2024, 12th August 2024, 21st October 2024, and 20th January 2025.

## 15. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) of the Company comprises of 2 Independent Director(s) and 1 Non-Executive Director.

| S. No. | Name | Role | Designation |
|---|---|---|---|
| 1 | Ms. Priya Kher | Chairperson | Independent Director |
| 2 | Mr. Vinayak Pai | Member | Non-Executive Director |
| 3 | Mr. Jyotisman Dasgupta | Member | Independent Director |

The composition of the Committee is as per the requirements of the provisions of Section 178 of the Companies Act, 2013. During the year under review, there were no changes in the composition of the NRC.

The Committee is governed by terms of reference, which are in line with the regulatory requirements mandated by the Companies Act, 2013 and Listing Regulations.

During the financial year, the Nomination and Remuneration Committee met Four (4) times i.e., on 18th June 2024, 27th June 2024, 21st October 2024, and 20th January 2025.

## 16. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee (SRC) of the Company comprises of 2 Independent Director(s) and 1 Non-Executive Director.

| S. No. | Name | Role | Designation |
|---|---|---|---|
| 1 | Mr. Jyotisman Dasgupta | Chairman | Independent Director |
| 2 | Ms. Priya Kher | Member | Independent Director |
| 3 | Mr. Shashank Jha | Member | Whole-Time Director |

The composition of the Committee is as per the requirements of the provisions of Section 178 of the Companies Act, 2013. During the year under review, there were no changes in the composition of the SRC.

The Committee is governed by terms of reference, which are in line with the regulatory requirements mandated by the Companies Act, 2013 and Listing Regulations.

During the financial year, the Stakeholders' Relationship Committee met Four (4) times i.e., on 23rd April 2024, 17th July 2024, 21st October 2024, and 20th January 2025.

## 17. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee (CSRC) of the Company comprised of 1 Independent Director, 1 Non-Executive Director and 1 Whole-Time Director until 10th June 2025.

| S. No. | Name | Role | Designation |
|---|---|---|---|
| 1 | Mr. Ashish Kulkarni | Chairman | Independent Director |
| 2 | Mr. Deepak Natarajan* | Member | Non-Executive Director |
| 3 | Mr. Shashank Jha | Member | Whole-Time Director |

* Until 10th June 2025.

The composition of the Committee was as per the requirements of the provisions of Section 135 of the Companies Act, 2013. W.e.f. 28th April 2025 Mr. Deepak Natarajan ceased to be the member of CSRC due to his resignation from the Board.

Pursuant to the provision of section 135 of the Companies Act 2013 read with the corresponding Rules made thereunder and the Corporate Social Responsibility Policy adopted by the Board of Directors, the provisions of CSR spending in the year 2024-25 were not applicable to the Company, therefore during the year under review, no Corporate Social Responsibility Committee meeting was held. The Corporate Social Responsibility policy of the Company is available on the website of the Company, https://artson.net/about-us/policies/corporate-social-responsibility-csr-policy/

## 18. REMUNERATION POLICY

Based on the recommendations of the NRC, the Board of Directors approved and adopted a Remuneration Policy for Directors, Key Managerial Personnel, and other employees of the Company as required under Section 178(3) of the Act. The Company has adopted Governance Guidelines which inter alia covers the composition and role of the Board, Board Appointment, Induction and Development, Director's Remuneration, Code of Conduct, Board Effectiveness Review, and mandates of the Board Committees. The Remuneration Policy is placed on the website of the Company www.artson.net for reference and enclosed as **Annexure 1**.

## 19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has neither given any loans or guarantee, nor provided any security in connection with any loan to any Body Corporate or person, nor has it acquired by subscription, purchase or otherwise, the securities of any Body Corporate as provided under Section 186 of the Act.

## 20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Act and the Listing Regulations, the Company has formulated a policy on related party transactions. All related party transactions entered during the year under review were on an arm's length basis and were in the ordinary course of business. All transactions with related parties were reviewed and approved by the Audit Committee. Prior omnibus approval was obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. There were no other materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel and Body Corporate(s) which had a potential conflict with the interest of the Company at large. Accordingly, the disclosure of these Related Party Transactions as required under Section 134 (3) (h) of the Act in Form AOC 2 is not applicable for the year under review. The details of the transactions with related parties are provided in the accompanying Financial Statements.

## 21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars prescribed under Section 134(3)(m) of the Act pertaining to the conservation of energy, technology absorption and foreign exchange earnings and outgo is enclosed as **Annexure 2**.

## 22. RISK MANAGEMENT POLICY

The Company has adopted comprehensive measures for risk management and mitigation. A formal risk reporting system has been devised to support this. To review, assess, and mitigate risks, and to identify opportunities arising from these risks, a Project Review Committee has been constituted. This Committee, comprising Directors and senior officials of the Company, addresses issues related to project implementation and execution, including delays, changes in scope, and estimation errors. Its mandate also extends to implementing robust checks and balances for the proper execution of future work. Key risk management and mitigation practices employed by the Company include Identification of key risks associated with business objectives; Impact assessment; Risk evaluation; and Formal risk reporting.

## 23. PARTICULARS OF SUBSIDIARY COMPANIES OR JOINT VENTURES OR ASSOCIATE COMPANY

The Company neither has any joint venture with nor does it have any associate or subsidiary Company as defined under various provisions of the Act.

## 24. PARTICULARS OF DEPOSITS

During the year under review, the Company has neither accepted any deposit covered under Chapter V of the Act nor has it contravened the compliance requirements of Chapter V of the Act.

## 25. PARTICULARS OF SIGNIFICANT/ MATERIAL ORDERS PASSED, IF ANY

During the year under review, there were no significant and/ or material orders passed by any Regulator/ Court/ Tribunal which could impact the going concern status of the Company and its operations in future.

## 26. AUDITORS

### a) Statutory Auditors

Pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Act read with Rules made thereunder, the Shareholders at the 43rd Annual General Meeting (AGM) of the Company held on 28th June 2022, approved the re-appointment of M/s. Price Waterhouse & Co Chartered Accountants LLP, (PwC) (Firm Registration Number - 304026E/E-300009) as the Statutory Auditors of the Company to hold office for a period of 5 years commencing from the conclusion of the 43rd AGM till the conclusion of the 48th AGM to be held in the year 2027.

The Auditors' Report issued by PwC for the financial year 2024-25 does not contain any qualification, reservations, adverse remark, or disclaimer.

### b) Cost Auditors

In terms of the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules 2014, and based on the recommendation of the Audit Committee, the Board of Directors at their meeting held 24th April 2025 re-appointed M/s. Sagar and Associates, Cost Accountants (Firm Registration No. 000118), as the Cost Auditors for the financial year 2025-26 to conduct the audit of Steel Products of the Company. The necessary consent letter and certificate of eligibility was received from M/s. Sagar & Associates, confirming their eligibility to be re-appointed as the Cost Auditors of the Company.

A resolution seeking ratification of remuneration payable to M/s. Sagar and Associates, Cost Accountants to conduct the audit of Steel Products of the Company for the financial year 2025-26 has been included in the notice convening 46th AGM of the Company.

### c) Secretarial Auditors

In terms of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on 23rd April 2024 had appointed M/s. MKS & Associates, Company Secretaries (Firm Registration No. S2017TL460500) as the Secretarial Auditors for the financial year 2024-25. The Secretarial Audit Report in the prescribed form MR-3 on the audit conducted by the said Auditor is enclosed to this report as **Annexure 3**.

Further, based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on 24th April 2025 appointed M/s. MKS & Associates, Company Secretaries (Firm Registration No. S2017TL460500) as the Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30. The necessary consent letter and certificate of eligibility was received from M/s. MKS & Associates, confirming their eligibility to be appointed as Secretarial Auditors of the Company.

### d) Internal Auditors

In terms of the provisions of Section 138 of the Act, read with the Companies (Accounts) Rules, 2014 and other applicable provisions, if any, (as amended or re-enacted from time to time) and based on the recommendation of Audit Committee, the Board of Directors at their meeting held on 24th April 2025 appointed M/s. Aneja Associates, Chartered Accountants, Proprietorship Firm (Firm Registration Number 100404W) as the Internal Auditors of the Company for the financial year 2025-26. M/s Aneja Associates confirmed their willingness and eligibility for appointment as the Internal Auditors of the Company. Further, the Audit Committee in consultation with Internal Auditors, formulated the scope, functioning, periodicity and methodology for conducting the internal audit.

## 27. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains adequate internal financial controls commensurate with the size and complexity of its operations. During the year under review, these controls were tested, and no reportable material weakness in their design or operation was observed. The Company has established comprehensive policies and procedures to ensure Proper and efficient conduct of its business operations; Safeguarding of its assets; Prevention and detection of frauds and errors; Accuracy and completeness of accounting records; and Timely preparation of reliable financial information.

The accounting policies adopted by the Company are in line with the Indian Accounting Standards (Ind-AS) and the Companies Act, aligning with accepted accounting principles in India. Any necessary changes in these policies are made in consultation with the Statutory Auditors and are duly approved by the Audit Committee.

The Company's internal audit system is robustly geared towards ensuring adequate internal controls tailored to the size and needs of the business. Its objectives include Promoting efficient conduct of operations through adherence to Company policies; Identifying areas for improvement; Evaluating the reliability of financial statements; Ensuring compliance with applicable laws and regulations; and Safeguarding assets from unauthorized use.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by Internal, Statutory, Cost, and Secretarial Auditors (including the audit of internal financial controls over financial reporting by the Statutory Auditors), and the reviews conducted by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

## 28. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 AND THE MATERNITY BENEFIT ACT 1961

The Company has adopted a policy on prevention, prohibition, and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company has also constituted an Internal Complaints Committee for Prevention of Sexual Harassment at workplace. The status of complaints as on 31st March 2025:

a. Number of complaints filed during the financial year: Nil.

b. Number of complaints disposed of during the financial year: Nil.

c. Number of cases pending for more than 90 days: Nil.

d. Number of complaints pending as on end of the financial year: Nil.

Further, the Company is in compliance with the provisions of the Maternity Benefit Act 1961, ensuring applicable benefits are extended to the eligible employees.

## 29. PARTICULARS OF EMPLOYEES

During the year under review, no employee in the Company drew remuneration more than the amounts prescribed under Section 197(12) of the Act, read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further the information pursuant to Section 197 of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time is enclosed as **Annexure 4**.

## 30. SHARE CAPITAL

The authorised share capital of the Company is Rs. 17,00,00,000/- comprising of 15,00,00,000 equity shares of Rs. 1/- and 2,00,000 preference shares of Rs. 100/- each. Further, the paid-up equity share capital of the Company is Rs. 3,69,20,000/- divided into 3,69,20,000 equity shares of Rs. 1/- each. During the year under review, there was no change in the capital structure of the Company. Disclosure under Section 67(3)(c) of the Act in respect of voting rights not exercised directly by the employees of the Company is not applicable.

## 31. ISSUE OF SHARES

During the year under review, the Company **has not**:

i. Issued any shares with differential voting rights pursuant to the provisions of Rule 4 of the Companies (Share Capital and Debenture) Rules, 2014.

ii. Issued any sweat equity shares to any of its employees, pursuant to the provisions of Rule 8 of the Companies (Share Capital and Debenture) Rules, 2014.

iii. Implemented any Employee Stock Option Scheme for its employees.

## 32. PURCHASE OF SHARES OF THE COMPANY

During the period under review, the Company has not given any loan, guarantee or security, or any financial assistance to the employees of the Company for the purpose of purchase or subscription for any shares of the Company or its Holding Company pursuant to Section 67(2) of the Act.

## 33. VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy to report to the Management, the instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. Under the policy, the employees can approach the Company's Ethics Counsellor/ Chairman of the Audit Committee for reporting.

## 34. REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)

Pursuant to the Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the Corporate Governance provisions as specified in Regulations 17 to 27 and 46 (2)(b) to (i) and (t) and para-C, D and E of Schedule V are not applicable to the Company because, neither the paid-up share capital exceeds Rs. 10 Crore nor the net-worth exceeds Rs. 25 Crore as on the last day of previous financial year i.e., 31st March 2025. Accordingly, the report pertaining to the Code of Corporate Governance have not been annexed.

Further, pursuant to the provision of Regulation 34 read with para-B of schedule V, the Management Discussion Analysis Report is enclosed as **Annexure 5**.

## 35. ACKNOWLEDGEMENTS

The Directors wish to place on record their sincere appreciation for the unrelenting support received during the year from the Shareholders, Tata Projects Limited (Holding Company), customers - both in India and abroad, suppliers and vendors, Banks, and other Government and Regulatory authorities, Financing, and lending institutions. The Board wishes to record its deep appreciation to all the employees and workers of the Company for their dedication and commitment.

**Registered Office**
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Passpoli, Powai, Mumbai - 400087, Maharashtra
Phone No: +91 40 6601 8194; Email: investors@artson.net
CIN: L27290MH1978PLC020644; Website: www.artson.net

By Order of the Board
For **Artson Limited**

Date: 22nd July 2025
Place: Mumbai

**Vinayak Pai**
Chairman
DIN: 03637894

**ANNEXURE - 1**

# REMUNERATION POLICY

**Policy for Directors, Key Managerial Personnel, and other employees**

The philosophy for remuneration of Directors, Key Managerial Personnel ("KMP") and all other employees of Artson Limited (*formerly Artson Engineering Limited*) ("Company") is based on the commitment of fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act") and Regulation 19 read with Part - D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail, and the Company shall abide by the applicable law. While formulating this policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178(4) of the Act, which are as under:

a. "The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

c. Remuneration to Directors, Key Managerial Personnel and senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals."

**Key principles governing this remuneration policy are as follows:**

**1. Remuneration for Independent Directors and Non-Independent Non-Executive Directors**

- Independent Directors ("ID") and Non-Independent Non-Executive Directors ("NED") may be paid sitting fees (for attending the Meetings of the Board and of Committees of which they may be members) and commission within regulatory limits.
- Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
- Overall remuneration (sitting fees and commission) should be reasonable and enough to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).
- Overall remuneration should be reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration.
- Overall remuneration practices should be consistent with recognized best practices.
- Quantum of sitting fees may be subject to review on a periodic basis, as required.
- The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- The NRC will recommend to the Board the quantum of commission for each Director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and Committee Meetings, individual contributions at the Meetings and contributions made by Directors other than in Meetings.
- In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/ her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/ Board Committee Meetings, General Meetings, Court convened Meetings, Meetings with Shareholders/ Creditors/ Management, site visits, induction and training (organized by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a Director.

**2. Remuneration for Managing Director ("MD") / Executive Directors ("ED")/ KMP/ rest of the employees.**

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be:
- Market competitive (market for every role is defined as Companies from which the Company attracts talent or Companies to which the Company loses talent),
- Driven by the role played by the individual,
- Reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay,
- Consistent with recognized best practices and
- Aligned to any regulatory requirements.

**In terms of remuneration mix or composition,**

- The remuneration mix for the MD/ EDs is as per the contract approved by the shareholders.
- Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- In addition to the basic/ fixed salary, the Company provides employees with certain perquisites, allowances, and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The Company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance.
- The Company provides retirement benefits as applicable.
- In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the Company provides MD/ EDs such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in the Act.
- The specific amount payable to the MD/ EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board.
- In addition to the basic/ fixed salary, benefits, perquisites, and allowances as provided above, the Company provides MD/ EDs such remuneration by way of an annual incentive remuneration/ performance linked bonus subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of this component are:
  a. Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
  b. Industry benchmarks of remuneration,
  c. Performance of the individual.
- The Company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the Company.

**Remuneration payable to Director for services rendered in other capacity.**

- The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such Director in any other capacity unless:
  a. The services rendered are of a professional nature; and
  b. The NRC believes the Director possesses requisite qualification for the practice of the profession.

**Policy implementation**

- The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

By Order of the Board
For **Artson Limited**

**Registered Office**
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Phone No: +91 40 6601 8194; Email: investors@artson.net
CIN: L27290MH1978PLC020644; Website: www.artson.net

Date: 22nd July 2025
Place: Mumbai

**Vinayak Pai**
Chairman
DIN: 03637894

ANNEXURE - 2

# CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Information as per Section 134(3)(m) read with Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the Financial Year ended 31st March 2025]

## A Conservation of Energy

The Company is conscious of the need for energy conservation and striving to explore possibilities of reducing energy consumption in all the areas of operations including office premises as well as its manufacturing Units. Environment and energy conservation days were observed to create awareness among employees and business associates on conservation of energy.

## B Technology Absorption: Not Applicable

## C Foreign Exchange Earnings and Outgoings

(₹ In Crores)

| Foreign Exchange | Financial Year ended 31st March 2025 | Financial Year ended 31st March 2024 |
|---|---|---|
| Earnings | 0.23 | 0.00 |
| Outgo | 0.79 | 0.21 |

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By Order of the Board
For **Artson Limited**

Date: 22nd July 2025
Place: Mumbai

**Vinayak Pai**
Chairman
DIN: 03637894

**ANNEXURE - 3**

## Form MR-3

# SECRETARIAL AUDIT REPORT

**for the Financial Year ended 31st March 2025**

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

To
The Members
**Artson Limited**
*(Formerly Artson Engineering Limited)*
Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Artson Limited** *(Formerly Artson Engineering Limited)* (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided and declarations made by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

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

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

(iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

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

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021. **(Not Applicable to the Company during the Audit Period)**

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015. **(Not Applicable to the Company during the Audit Period)**

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not Applicable to the Company during the Audit Period)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable to the Company during the Audit Period)**

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013. **(Not Applicable to the Company during the Audit Period)**

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India i.e., Secretarial Standard - 1 for Board Meeting and Secretarial Standards - 2 for General Meetings.

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015[Except those as prescribed under Regulation 15(2) read with Regulations 15(3)]

Further as per the explanation given by the Company there are no specific acts applicable to be Company to be reported in my Report.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

***As per Regulation 15 (2) to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply in respect of a listed entity whose paid up equity share capital does not exceed Rs. 10 crores and net worth does not exceed Rs. 25 crores as on March 31, 2025, to the extent that they are addition to the requirements specified under the Companies Act, 2013.**

**I further report that:**

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

Place: Hyderabad
Date: 17.04.2025

**For MKS and Associates**
(Reg. No. S2017TL460500)

**Manish Kumar Singhania**
Practicing Company Secretary:
ACS No. 22056
C P No: 8068
UDIN: A022056G000140064

To
The Members
**Artson Limited**
*(Formerly Artson Engineering Limited)*
Mumbai.

**My Secretarial Audit Report of even date is to be read along with this letter.**

1 The maintenance of Secretarial records is the responsibility of the Management of the Company. Further, the Company is also responsible for devising proper systems and process to ensure the compliance of the various statutory requirements and Governance systems.

2 It is the responsibility of the Management of the Company to ensure that the systems and process devised for operating effectively and efficiently.

3 My responsibility is to express an opinion on these secretarial records based on my audit.

4 I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices followed provide a reasonable basis for my opinion.

5 Wherever required, I have obtained the Management representations about the compliance of laws, rules and regulations and happening of events etc.

6 The Compliance of the provisions of other applicable laws, rules and regulations is the responsibility of the Management. My examination was limited to the verification of procedure on test basis.

7 The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Hyderabad
Date: 17.04.2025

**For MKS and Associates**
(Reg. No. S2017TL460500)

**Manish Kumar Singhania**
Practicing Company Secretary:
ACS No. 22056
C P No: 8068
UDIN: A022056G000140064

**Registered Office**
14th Floor, Cignus, Plot No. 71A, Kailash Nagar, Mayur Nagar
Passpoli, Powai, Mumbai - 400087, Maharashtra
Phone No: +91 40 6601 8194; Email: investors@artson.net
CIN: L27290MH1978PLC020644; Website: www.artson.net

Date: 22nd July 2025
Place: Mumbai

By Order of the Board
For **Artson Limited**

**Vinayak Pai**
Chairman
DIN: 03637894

ANNEXURE - 4

# STATEMENT OF DISCLOSURE OF REMUNERATION

**[Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**I. Ratio of remuneration of Non-Executive Directors to the median remuneration of employees for the financial year ended 31st March 2025**

(₹ in Lakhs)

| Name of the Director | Designation | Ratio | Remuneration / Sitting Fee |
|---|---|---|---|
| Mr. Vinayak Pai | Chairman, Non-Executive Director | --- | --- |
| Mr. Sanjay Sharma** | Non-Executive Director | | |
| Mr. Deepak Natarajan** | Non-Executive Director | | |
| Mr. Jyotisman Dasgupta | Independent Director | NA | 5.50* |
| Mr. Ashish Kulkarni | Independent Director | | 5.10* |
| Ms. Priya Kher | Independent Director | | 3.10* |

* Sitting fee
** For part of the year

**Note:** The sitting fee is paid only to the Independent Directors of the Company, for attending the meetings of the Board and Committees.

**II. % Increase of remuneration of Executive Director & KMPs for the financial year ended 31st March 2025**

(₹ in Lakhs)

| Directors | Designation | % Increase in Remuneration |
|---|---|---|
| Mr. Shashank Jha | CEO & Whole-Time Director | 11.00 |
| Mr. Deepak Tibrewal | Company Secretary & Compliance Officer | 18.00 |
| Mr. Siva Rama Krishna Kambhampati | Chief Financial Officer | NA* |

* Ceased w.e.f. 28th February 2025

**III.** % Increase in median remuneration of employees in the Financial Year: **11.40%**

**IV.** Number of permanent Employees on role of the Company: **155**

**V. The explanation on the relationship between average increase in remuneration against the performance of the Company.**

(₹ in Lakhs)

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| Total Income | 13301.89 | 12877.55 |
| EBITDA | 1697.34 | 1463.98 |
| EBITDA as % of total Income | 12.76% | 11.37% |
| PAT (Lakhs) | 348.43 | 605.20 |
| PAT as % of total Income | 2.62% | 4.70% |

Average increase in the remuneration of employees is in line with market scenario and as a measure to motivate employees for better future performance.

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

- average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year: **11.40%.**
- percentile increase in the managerial remuneration: **14.50%.**

Average increase in the remuneration of employees is in the line with market scenario and as a measure to motivate employees for better future performance.

**VII.** It is affirmed that the remuneration paid to Directors, Key Managerial Persons and employees during the year is as per the remuneration policy of the Company.

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By Order of the Board
For **Artson Limited**

Date: 22nd July 2025
Place: Mumbai

**Vinayak Pai**
Chairman
DIN: 03637894

ANNEXURE - 5

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking statements based on the currently held beliefs and assumptions of the Management of the Company, which are expressed in good faith, and in its opinion and judgment, are reasonable. For this purpose, forward looking statements mean a statements, remarks, or forecasts that address activities, events, conditions, or developments that the Company expects or anticipates which may occur in the future. Because of the inherent risks and uncertainties in the social and economic scenarios, the actual events, results, or performances may differ materially and substantially from those indicated by these statements. Artson Limited (the Company) disclaims any obligation to update these forward-looking statements to reflect future events or developments.

## FY 25 OUTLOOK

India has cemented its position as the world's fourth-largest economy and continues to be the fastest-growing major economy globally. Real GDP growth in FY 2024-25 is estimated at a strong 6.5%, with a similar trajectory anticipated for the coming years. This robust expansion is fuelled by a potent combination of domestic reforms, strong internal demand, and strategic government initiatives. Key positive trends include rising exports, a surge in digital transactions, and effective inflation containment. The government's commitment to infrastructure development and high-tech manufacturing, evident in projects like Bharatmala and the Production Linked Incentive (PLI) schemes, is further bolstering the nation's economic potential. India's vast domestic market and government support for manufacturing are attracting foreign firms, positioning the nation as a key destination for diversification.

### Opportunities:

- Growing Domestic Market: India's large and expanding domestic market provides ample opportunities.
- Government Support for Manufacturing: Production Linked Incentive (PLI) schemes and infrastructure development projects create a favourable environment for domestic and foreign manufacturing firms.
- Diversification: India's attractiveness as an alternative manufacturing hub provides opportunities for firms seeking to diversify their supply chains.

### Threats:

- Global Economic Slowdown: Global trade tensions and a sluggish global economic outlook pose potential headwinds for India's growth.
- Commodity Price Fluctuations: Vulnerability to fluctuations in global commodity prices, especially crude oil, could impact inflation and economic stability.
- Slowdown in Private Investment: Private sector investment has been cautious due to global trade uncertainties.
- Skill Gaps and Labor Market Challenges: Potential skill gaps and challenges in the labour market could hinder India's long-term growth prospects

### A. Manufacturing and Fabrication:

India is strategically positioning itself as a global manufacturing leader, driven by comprehensive policy reforms, including initiatives to empower MSMEs and promote sustainability. The expansion of Production Linked Incentive (PLI) schemes and regulatory simplification, coupled with global demand for competitive equipment, are fostering significant growth within the sector.

In anticipation of this robust industrial expansion, particularly within large process industries such as fertilizer, steel, and power, the Company projects substantial demand for process plant equipment and heavy structural fabrication. With its established manufacturing facility in Nashik and a new multi-modal facility in Parli, the Company is well-equipped to meet the evolving requirements of this growing sector. The Nashik plant has a proven track record (PTR) demonstrated by its successful production of notable and specialized pressure vessels, opening avenues for similar opportunities.

**B. Ship-Building Industry:**

The Indian shipbuilding and ship repair sector is embarking on a significant leap in its global standing. Currently ranked 20$^{th}$, the government, through initiatives like Maritime India Vision 2030 and Amrit Kaal Vision 2047, plans to elevate India's ranking to the top 10 by 2030 and further to the top 5 by 2047. This strategic drive is projected to unlock a market exceeding ₹20 lakh crore by 2047, primarily by focusing on domestic ship construction.

This growth is being facilitated by several key government initiatives:

- Maritime Development Fund (MDF): A corpus of ₹25,000 crores has been proposed to provide financial support and enhance competition within the maritime industry.
- Port Infrastructure Investment: An allocation of ₹1.25 lakh crores has been announced for the construction and upgrading of Indian ports.
- Shipbuilding Clusters: Plans are underway to establish shipbuilding clusters, potentially involving partnerships with leading global players, to enhance capabilities and skill sets within the sector.
- Financial Assistance and Incentives: The Shipbuilding Financial Assistance Policy (SBFAP), has been updated to encourage more participation and to include provisions for green fuels and electric / hybrid propulsion.
- Focus on Indigenous Shipbuilding: Policies are being enacted to prioritize indigenous shipbuilding, including standard tug designs for major ports to be built in Indian shipyards.

By aligning with the government's ambitious vision and leveraging its established capabilities, your Company is well-positioned to capitalize on the growth opportunities within India's burgeoning shipbuilding and ship repair sector. This strategy supports not only your Company's expansion but also contributes to India's journey towards becoming a global maritime powerhouse.

**C. Tankage & EPC:**

The growth in both the petroleum and chemical industries translates directly into increased demand for storage and related infrastructure. The liquid storage tank market is witnessing investments across various sectors, including oil and gas, chemicals, food and beverage, pharmaceuticals, and water treatment.

Considering this, your Company's business vertical specializing in Tankages and EPC is well-positioned for sustained growth. Your proven experience in executing projects involving the construction of various types and sizes of hydrocarbon and chemical storage tanks, including smaller-scale EPC projects, provides a strong foundation.

By strategically aligning your expertise with the growth drivers of these key sectors and embracing technological advancements, your Company can solidify its position as a leading provider of tankage / EPC services in India's evolving energy and chemical landscape.

**D. Product Development:**

Your Company is actively seeking to leverage its extensive experience and a rich legacy to pursue opportunities within India's dynamic industrial landscape. This includes developing products related to offshore exploration, container manufacturing (standardized and refrigerated), the broader maritime industries, and oil and gas storage systems and accessories. A dedicated team is proposed to be established to proactively explore these prospects.

**E. Green Hydrogen:**

The Company sees a huge potential in the Green Energy Sector by providing containerised and skid equipment for BoP. Considering the expected demand and with encouragement from the GoI, the Company exploring for tie ups to seek technology in this sector

In view of above encouraging scenario, the Company will focus on opportunities based on its strengths and past track records for sustainable and profitable growth towards stronger balance sheet in coming years.

## RISK MANAGEMENT

The Company's success hinges on effectively navigating significant risk areas, including input cost pressures, rising wages, skilled manpower shortages, potential contract execution delays, and the cascading impact on cash flows. To proactively manage these challenges and safeguard stakeholder interests, the Company employs a robust Project Risk Management (PRM) framework. This framework ensures that potential risks are carefully evaluated and aligned with expected returns before any financial commitments are made.

The contracts & commercial cell plays a crucial role in identifying risks that could adversely affect project costs & timelines and its mitigation. Concurrently, the Operations and Business Development teams mitigate risks by exercising prudence in bidding processes. This includes meticulously assessing potential risks inherent in project execution and clearly defining business terms with clients before project commencement. Furthermore, the Board's Project Review Committee provides a vital oversight function by periodically monitoring, evaluating, and reviewing risk mitigation strategies in close coordination with relevant departments. This multi-layered approach ensures a comprehensive and proactive stance toward risk management, aiming to minimize potential disruptions and maintain financial stability.

## ENVIRONMENTAL PROTECTION AND SUSTAINABILITY

As the Company operates in an increasingly resource-constrained world, being environmentally conscious and efficient are keys to its operations. The Company has a Corporate Environment, Health, Safety and Quality (EHSQ) Policy to articulate, guide, and adopt an integrated approach towards implementing EHSQ objectives and the Company remains committed towards the said policy. These established systems certified by reputed certifying agencies have helped to monitor and manage our operations systematically, safely and in an environment- friendly manner. The Company continues to abide by regulations concerning the environment by allocating adequate investment and resources on a continuous basis to adopt and implement pollution control measures. Our continuous endeavour to go beyond compliance and conserve natural resources helps to march towards attaining excellence in environmental management and efficient and sustainable operations as well.

The Company has successfully achieved 4 million safe man-hours at GRSE site, Kolkata; and 1.5 million safe man hours at the P2 Project site. During the year under review, there were Zero LTIs and Fatality.

## DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND OPERATIONAL PERFORMANCE

The financial position as on 31st March 2025, and performance of the Company during the FY ended on that date is tabulated hereunder:

**Overview of our results of operations:**

(₹ in Lakhs)

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| Gross Turnover (including Other Income) | 13301.89 | 12877.55 |
| Profit before Interest and Depreciation (EBIDTA) | 1697.34 | 1463.98 |
| Finance Charges | 977.66 | 1029.87 |
| Depreciation and Amortization | 239.90 | 203.73 |
| Total Expenditure | 12822.11 | 12647.17 |
| **Net Profit/(Loss) Before Tax (PBT)** | **479.78** | **230.38** |
| Less: Tax expense | 131.35 | (374.82) |
| Net Profit/(Loss) After Tax (PAT) | 348.43 | 605.20 |
| Other Comprehensive Income | -9.63 | 3.51 |
| Total Comprehensive income | 338.80 | 608.71 |
| Balance of Profit brought forward | (277.68) | (1888.16) |
| Balance available for appropriation | 99.16 | (277.68) |
| Surplus/(deficit) carried to Balance Sheet | 99.16 | (277.68) |
| Total Income | 13301.89 | 12877.55 |
| EBITDA | 1697.34 | 1463.98 |
| EBITDA as % of total Income | 12.76% | 11.37% |
| PAT | 348.43 | 605.20 |
| PAT as % of total Income | 2.62% | 4.70% |

In FY 2025, Company registered a total revenue from operation of Rs. 11,355.34 lakhs (FY 2024: Rs. 12812.04 lakhs), slight decrease over previous year.

## INTERNAL CONTROL SYSTEM AND IT'S ADEQUACY

The Company's internal control system is commensurate with the nature of its business and the size and complexity of its operations, which provide among other things, reasonable assurance of authorization, recording and reporting of the transactions of its operations in all material aspects. The internal control system is managed through continuous internal audit by outside professionals, duly supported by respective teams. The audit is carried out through an internal audit plan, which is reviewed in consultation with the Audit Committee, which reviews the adequacy of internal control checks in the system across all significant areas of the Company's operations. The Audit Committee also meets the Company's Statutory Auditors to ascertain their views on the financial statements, financial reporting system, internal control system and compliance to accounting policies and procedures. Significant observations made in the internal audit reports on internal control process improvements and the status on implementation of recommended measures are presented to and reviewed by the Audit Committee and the Board of Directors. The Company also has a documented comprehensive internal control manual for all the major processes, viz, payroll, contract labour, human resources, procurement and purchase of material, fixed asset, inventory control, cash management and foreign exchange transactions, etc., which have been designed to provide reasonable assurance with regard to recording and providing reliable financial information, complying with the applicable statutes, safeguarding of assets from unauthorized use or losses, authorization of transactions and adherence to corporate policies.

## HUMAN RESOURCES & INDUSTRIAL RELATIONS

The Human Resources (HR) strategy at the Company is focused on introducing a performance-driven atmosphere in the Company, where innovation is encouraged, performance is rewarded, and employees are motivated to realize the Company's goals. The Company's HR department co-creates all HR strategies along with the Senior Management and the Board to influence change, attract talent and build capabilities. The HR department responds to varied human resources needs of the Company's business to enable the human strategic advantage.

## TALENT DEVELOPMENT AND EMPLOYEE ENGAGEMENT

At the organizational level, 4 training programs were conducted, engaging 149 employees and accounting for 256 training man-days. These programs focused on key operational and safety topics including Safe Handling of Material, Fire and Safety Training, Power BI and Hazard Identification & Risk Assessment.

In addition to technical trainings, the Company emphasized holistic employee wellbeing by organizing 4 awareness webinars on essential health topics: Cardiac Awareness, Mental Health & Emotional Wellbeing, Importance of Ergonomics in the Workplace, and Managing Emergencies Without a Clinician.

Beyond these centralized initiatives, regular location-specific training sessions were carried out by the HSE team across sites and facilities. These sessions were tailored to address local operational risks, reinforce safety protocols, and promote a culture of proactive compliance and awareness.

This multi-tiered approach to training and engagement helped ensure that employees across locations remained aligned with Company's safety standards, technical proficiency expectations & wellbeing goals.

## TALENT DIVERSITY

The Company aims to create healthy talent and gender diversity. The Company's human capital comprises of 155 employees (including 18 women) across its manufacturing units and at various construction sites. 50% of the Company's human resources is below 35 years. The Company can maintain an average employee tenure of 4.38 years with overall average experience of 12.55 years and the annual attrition rate has been 34% in FY25. The Company's has currently employed more than 68.3% of technically qualified workforce.

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By Order of the Board
For **Artson Limited**

Date: 22nd July 2025
Place: Mumbai

**Vinayak Pai**
Chairman
DIN: 03637894

# INDEPENDENT AUDITOR'S REPORT

**To the Members of Artson Limited (Formerly known as Artson Engineering Limited)**
**Report on the Audit of the Financial Statements**

## Opinion

1. We have audited the accompanying financial statements of Artson Limited (Formerly known as Artson Engineering Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

## Basis for Opinion

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

## Key audit matters

4. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| Revenue recognition- Income from sale of goods<br>(Refer Note 19 to the financial statements)<br>The Company has recognised revenue of Rs. 5,880.24 lakhs for the year ended March 31, 2025.<br>In accordance with Ind AS 115, Revenue from Contracts with Customers, revenue from sale of goods is recognised at a point in time when:<br>(a) The Company satisfies the performance obligation.<br>(b) Control of the goods is transferred to the customer. Depending on the contractual terms with the customers, control is transferred to the customer either at the time of dispatch or upon delivery to the customer.<br>This requires detailed analysis of the contract terms of each customer contract regarding determination of timing of revenue recognition and is an area of significant management judgement. | Our procedures included the following:<br>• Obtained an understanding, evaluated the design and tested the operating effectiveness of key controls relating to timing of revenue recognition.<br>• Evaluated the appropriateness of the Company's revenue recognition accounting policy and assessed whether that is in compliance with Ind AS 115.<br>• Obtained a sample of invoices and verified on a test check basis terms of underlying customer contracts and other supporting documents to assess the timing of satisfaction of performance obligation and transfer of control to the customer to determine whether revenue is recognised appropriately.<br>• Performed cut off procedures to evaluate whether the timing of revenue recognition is in compliance with the terms of customer contracts and the requirements of Ind AS 115. |

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| We identified this matter as a Key Audit Matter given the significance of the amount to the financial statements and the complexity in assessing the timing of transfer of control to the customers and consequent inherent risk that revenue could be recognized in an incorrect period. | |

### Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, but does not include the financial statements and our auditor's report thereon.

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

   In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

   We have nothing to report in this regard.

### Responsibilities of Management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian 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.

7. 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.

8. 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

9. 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.

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

    - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. 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.
12. 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.
13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on other legal and regulatory requirements

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

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

    (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

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

    (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

    (e) On the basis of the 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) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 15(b) above on reporting under Section 143(3)(b) and paragraph 15(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

(g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.

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

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 41 to the financial statements.

ii. The Company has made provision as at March 31, 2025, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts - Refer Note 18. The Company did not have any derivative contracts as at March 31, 2025.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.

iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note 49 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 50 to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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 we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The Company has not declared or paid any dividend during the year.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software, except that the audit log of modification does not contain pre-modified values for the changes made by certain users with specific access and the audit trail is not maintained for direct database changes. During the course of performing our procedures, other than the aforesaid instances of audit trail not maintained where the question of our commenting does not arise, we did not notice any instance of audit trail feature being tampered with, or not preserved by the Company as per the statutory requirements for record retention.

16. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For **Price Waterhouse & Co Chartered Accountants LLP**
Firm Registration Number: 304026E/ E-300009

**Ashish Taksali**
Partner
Membership Number: 99625
UDIN: 25099625BMOIUG9878

Place: Jaipur
Date: 24th April 2025

# ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 15(g) of the Independent Auditor's Report of even date to the members of Artson Limited (Formerly known as Artson Engineering Limited) on the financial statements as of and for the year ended March 31, 2025

**Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls with reference to financial statements of Artson Limited (Formerly known as Artson Engineering Limited) ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

2. 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

5. 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 with reference to financial statements.

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

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

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

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

### Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **Price Waterhouse & Co Chartered Accountants LLP**
Firm Registration Number: 3040206E/E-300009

**Ashish Taksali**
Partner
Membership Number: 99625
UDIN: 25099625BMOIUG9878

Place: Jaipur
Date: 24th April 2025

# ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 14 of the Independent Auditors' Report of even date to the members of Artson Limited (Formerly known as Artson Engineering Limited) on the financial statements as of and for the year ended March 31, 2025

In terms of the information and explanations sought by us and furnished by the Company, and the books of account and records examined by us during the course of our audit, and to the best of our knowledge and belief, we report that:

i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.

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

(b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) 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), as disclosed in Note 3 to the financial statements, are held in the name of the Company.

(d) The Company has chosen cost model for its Property, Plant and Equipment (including Right of Use assets). Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) does not arise.

(e) No proceedings have been initiated on (or) are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in the financial statements does not arise.

ii. (a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

(b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are in agreement with the unaudited books of account. (Also, refer Note 16 to the financial statements.

iii. The Company has not made any investments, granted secured/ unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii), (iii)(a), (iii)(b),(iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.

iv. The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) In our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of Income tax and professional tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, sales tax, goods and services tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, as applicable, with the appropriate authorities. However, there are no arrears of statutory dues outstanding as at March 31, 2025, for a period of more than six months from the date they became payable

(b) There are no statutory dues of provident fund, professional tax, employees' state insurance, duty of customs, duty of excise, cess and sales tax, which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at March 31, 2025 which have not been deposited on account of a dispute, are as follows:

| Name of the statute | Nature of dues | Amount disputed (Rs. in lakhs) | Amount deposited (Rs. in lakhs) | Period to which the amount relates | Forum where the dispute is pending |
|---|---|---|---|---|---|
| Punjab Value Added Tax Act, 2005 | Value Added Tax | 3.63 | Nil | FY 2009-10 | Joint Director cum Deputy Excise & Taxation Commissioner (Appeals) |
| Punjab Value Added Tax Act, 2005 | Value Added Tax | 2.32 | Nil | FY 2009-10 | Excise & Taxation Officer-cum-Officer In-charge |
| Finance Act, 1994 | Service Tax | 2,347.96* | Nil | FY 2014-15 | High Court, Mumbai |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 86.50* | 3.95 | FY 2018-19 | Additional Commissioner of Central Tax (Appeals), Maharashtra |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 69.09* | 3.45 | FY 2018-19 | Joint Commissioner of State Tax (GST Appeals), Odisha |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 25.51* | 2.30 | FY 2018-19 | Joint Commissioner of State Tax (GST Appeals), Andhra Pradesh |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 60.89* | 5.54 | FY 2019-20 | Additional Commissioner of Central Tax (Appeals), Maharashtra |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 59.23* | 3.14 | FY 2019-20 | Joint Commissioner of State Tax (GST Appeals), Odisha |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 14.93* | 1.36 | FY 2019-20 | Joint Commissioner of State Tax (GST Appeals), Andhra Pradesh |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 14.30* | Nil | FY 2020-21 | Assistant Commissioner, West Bengal |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 37.28* | Nil | FY 2020-21 | Joint Commissioner of State Tax (GST Appeals), Odisha |
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 9.06* | Nil | FY 2020-21 | Joint Commissioner of State Tax (GST Appeals), Maharashtra |

| Name of the statute | Nature of dues | Amount disputed (Rs. in lakhs) | Amount deposited (Rs. in lakhs) | Period to which the amount relates | Forum where the dispute is pending |
|---|---|---|---|---|---|
| Goods and Service Tax Act, 2017 | Goods and Service Tax | 11.46* | 0.55 | FY 2018-19 | Deputy Commissioner of State Tax (GST Appeals), Gujarat |
| Income Tax Act, 1961 | Income Tax | 10.57 | Nil | FY 2007-08 | Income Tax Officer, TDS Ward 1, Visakhapatnam |
| Income Tax Act, 1961 | Income Tax | 0.60 | Nil | FY 2008-09 | Income Tax Officer, TDS Ward 1, Visakhapatnam |
| Income Tax Act, 1961 | Income Tax | 13.84 | Nil | FY 2009-10 | Income Tax Officer, TDS Ward 1, Visakhapatnam |

* Excludes interest payable, which is not quantified in the demand order but is to be calculated as per the applicable Act.

viii. There are no transactions previously unrecorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) Except for loans or interest on loan/borrowing described below, the Company has not defaulted in repayment of loans to any lender during the year.

| Nature of borrowing | Name of lender | Amount not paid on due date | Whether principal or interest | No. of days delay |
|---|---|---|---|---|
| Loan | TP Luminaire Private Limited, fellow subsidiary | 400 Lakhs | Principal | 1 day |
| Interest on loan | TP Luminaire Private Limited, fellow subsidiary | 5.70 Lakhs | Interest | 2 days |

(b) On the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, the term loans have been applied for the purposes for which they were obtained. (Also, refer Note 14 and 16 to the financial statements).

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company.

(e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable to the Company.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable to the Company.

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, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and as represented to us by the Management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.

xiv. (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditor for the period under audit have been considered by us.

xv. In our opinion, the Company has not entered into any non-cash transactions with its Directors or persons connected with its Directors. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.

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

(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

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

(d) In our opinion, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) has Six CICs as part of the Group as detailed in Note 51 to the financial statements.

xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable.

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

xx. The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Price Waterhouse & Co Chartered Accountants LLP**
Firm Registration Number: 304026E/E-300009

**Ashish Taksali**
Partner
Membership Number: 99625
UDIN: 25099625BMOIUG9878

Place: Jaipur
Date: 24th April 2025

# BALANCE SHEET as at 31st March, 2025

(All amounts are in ₹ Lakhs unless otherwise stated)

| Particulars | Note No. | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| (a) Property, plant and equipment | 3 | 1,231.35 | 1,327.51 |
| (b) Capital work-in-progress | 3 | - | 19.83 |
| (c) Right-of-use assets | 4 | 148.25 | 331.58 |
| (d) Financial assets | | | |
| (i) Trade receivables | 5 | 179.12 | 539.83 |
| (ii) Other financial assets | 6 | 94.34 | 51.93 |
| (e) Non-current tax assets (net) | | 111.24 | 389.29 |
| (f) Other non-current assets | 8 | 2.50 | 122.93 |
| **Total non-current assets** | | **1,766.80** | **2,782.90** |
| **Current assets** | | | |
| (a) Inventories | 9 | 2,980.72 | 2,438.82 |
| (b) Financial assets | | | |
| (i) Trade receivables | 5 | 6,706.82 | 4,522.23 |
| (ii) Cash and cash equivalents | 10 | 500.50 | 12.48 |
| (iii) Bank balances other than (ii) above | 11 | 0.79 | 0.79 |
| (iv) Other financial assets | 6 | 4,009.83 | 3,545.22 |
| (c) Other current assets | 8 | 1,563.91 | 1,804.45 |
| **Total current assets** | | **15,762.57** | **12,323.99** |
| **Total assets** | | **17,529.37** | **15,106.89** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| (a) Equity share capital | 12 | 369.20 | 369.20 |
| (b) Other equity | 13 | 99.16 | (277.68) |
| **Total equity** | | **468.36** | **91.52** |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 14 | 1,213.88 | 1,191.89 |
| (ii) Lease liabilities | 4 | 65.53 | 242.50 |
| (b) Employee benefit obligations | 15 | 121.21 | 87.76 |
| (c) Deferred tax liabilities (net) | 7 | 702.79 | 564.20 |
| **Total non-current liabilities** | | **2,103.41** | **2,086.35** |
| **Current liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 16 | 3,552.43 | 4,836.18 |
| (ii) Lease liabilities | 4 | 106.88 | 97.55 |
| (iii) Trade payables | 17 | | |
| - total outstanding dues of micro enterprises and small enterprises | | 271.31 | 123.79 |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | | 7,203.83 | 5,256.29 |
| (b) Employee benefit obligations | 15 | 21.35 | 15.00 |
| (c) Other current liabilities | 18 | 3,801.80 | 2,600.21 |
| **Total current liabilities** | | **14,957.60** | **12,929.02** |
| **Total liabilities** | | **17,061.01** | **15,015.37** |
| **Total equity and liabilities** | | **17,529.37** | **15,106.89** |

See accompanying notes forming part of financial statements

This is the Balance Sheet referred to in our report of even date.

For Price **Waterhouse & Co Chartered Accountants LLP**
FRN: 304026E/ E-300009

**Ashish Taksali**
Partner
Membership No: 99625

Place: Jaipur
Date: 24th April 2025

For and on behalf of the Board of Directors

**Vinayak Pai**
Chairman
DIN:03637894

**Shashank Jha**
Whole-Time Director & CEO
DIN:10116448

**Manoj Shah**
Chief Financial Officer
Membership No. 116194

**Deepak Tibrewal**
Company Secretary
Membership No. F8925

Place: Mumbai

Date: 24th April 2025

# STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2025

**(All amounts are in ₹ Lakhs Except for earnings per share information)**

| | Particulars | | Note No. | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|---|---|---|
| I | Revenue from operations | | 19 | 11,355.34 | 12,812.04 |
| II | Other income | | 20 | 1,946.55 | 65.51 |
| III | **Total income (I + II)** | | | **13,301.89** | **12,877.55** |
| **IV** | **Expenses** | | | | |
| | (a) | Cost of materials consumed | 21 | 4,558.40 | 4,919.36 |
| | (b) | Changes in inventories of work-in-progress and contracts-in-progress | 22 | (950.90) | (25.82) |
| | (c) | Employee benefits expense | 23 | 1,714.37 | 1,379.99 |
| | (d) | Finance costs | 24 | 977.66 | 1,029.87 |
| | (e) | Depreciation and amortisation expense | 25 | 239.90 | 203.73 |
| | (f) | Project execution expenses | 26 | 5,333.50 | 4,437.39 |
| | (g) | Other expenses | 27 | 949.18 | 702.65 |
| | **Total expenses (IV)** | | | **12,822.11** | **12,647.17** |
| **V** | **Profit before tax (III-IV)** | | | 479.78 | 230.38 |
| **VI** | **Income tax expense:** | | | | |
| | (a) | Current tax | | - | - |
| | (b) | Deferred tax | 28 | 131.35 | (374.82) |
| | **Total tax expense (VI)** | | | **131.35** | **(374.82)** |
| VII | Profit for the year (V - VI) | | | 348.43 | 605.20 |
| VIII | **Other comprehensive income** | | | | |
| | Items that will not be reclassified subsequently to the statement of profit and loss | | | | |
| | - | Remeasurement of the post-employment defined benefit plans (net) | 31 | (13.34) | 4.87 |
| | - | Income tax relating to these items | | 3.71 | (1.36) |
| **IX** | **Total other comprehensive income for the year, net of tax** | | | **(9.63)** | **3.51** |
| X | **Total comprehensive income for the year (VII + IX)** | | | **338.80** | **608.71** |
| | **Earnings per equity share (Face value : ₹ 1)** | | 30 | | |
| | Basic earnings per share ( ₹ ) | | | 0.94 | 1.64 |
| | Diluted earnings per share ( ₹ ) | | | 0.94 | 1.64 |

See accompanying notes forming part of financial statements
This is the Statement of Profit and loss referred to in our report of even date.

For Price **Waterhouse & Co Chartered Accountants LLP**
FRN: 304026E/ E-300009

**Ashish Taksali**
Partner
Membership No: 99625

Place: Jaipur
Date: 24th April 2025

For and on behalf of the Board of Directors

**Vinayak Pai**
Chairman
DIN:03637894

**Shashank Jha**
Whole-Time Director & CEO
DIN:10116448

**Manoj Shah**
Chief Financial Officer
Membership No. 116194

**Deepak Tibrewal**
Company Secretary
Membership No. F8925

Place: Mumbai

Date: 24th April 2025

# STATEMENT OF CASH FLOWS for the year ended 31st March, 2025

(All amounts are in ₹ Lakhs unless otherwise stated)

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Cash flows from operating activities** | | |
| Profit before tax for the year | 479.78 | 230.38 |
| **Adjustments for :** | | |
| Finance costs | 977.66 | 1,029.87 |
| Interest income | (36.71) | (22.95) |
| Provision for onerous contracts | - | 21.41 |
| Depreciation and amortisation expense | 239.90 | 203.73 |
| Liabilities/provisions no longer required written back | - | (42.56) |
| Provision for doubtful debts on unbilled revenue | - | (13.88) |
| Input tax credit written off | 120.38 | - |
| Income from sale of Nagpur facility (Refer note 56) | (1,902.54) | - |
| Miscellaneous income | (6.66) | - |
| Liabilities written back | - | (6.61) |
| | **(128.19)** | **1,399.39** |
| **Movements in working capital** | | |
| (Increase)/decrease in trade receivables | (2,175.11) | 896.31 |
| (Increase)/decrease in inventories | (722.74) | 647.93 |
| (Increase)/decrease in other financial assets | 302.75 | (507.53) |
| (Increase)/decrease in other assets | 163.16 | (314.60) |
| Increase/(decrease) in trade payables | 3,056.84 | (1,549.37) |
| Increase in employee benefit obligations | 58.68 | 20.24 |
| (Decrease) in other financial liabilities | - | (7.02) |
| Increase/(decrease) in other liabilities | 1,210.10 | (1,061.90) |
| **Cash generated from/(used in) operations** | **1,765.49** | **(476.55)** |
| Less: Income taxes refund/(paid) | 278.05 | 98.99 |
| **Net cash generated from/(used in) operating activities** | **2,043.54** | **(377.56)** |
| | | |
| **Cash flows from investing activities** | | |
| Payments for property, plant and equipment | (237.26) | (274.62) |
| Decrease in other bank balances | - | 127.60 |
| Proceeds from sale of Nagpur facility | 958.47 | - |
| Interest received | 13.10 | 19.29 |
| **Net cash generated/(used) in investing activities** | **734.31** | **(127.73)** |

# STATEMENT OF CASH FLOWS for the year ended 31st March, 2025

**(All amounts are in ₹ Lakhs unless otherwise stated)**

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Cash flows from financing activities** | | |
| Proceeds from borrowings | 3,509.62 | 5,678.42 |
| Repayment of borrowings | (4,887.41) | (4,282.45) |
| Finance costs paid | (787.41) | (834.24) |
| Principal payment of lease liabilities | (95.90) | (64.70) |
| Interest payment of lease liabilities | (28.73) | (22.18) |
| **Net cash generated from /(used in) financing activities** | **(2,289.83)** | **474.85** |
| | | |
| **Net increase/(decrease) in cash and cash equivalents** | **488.02** | **(30.44)** |
| | | |
| Cash and cash equivalents at the beginning of the year | 12.48 | 42.92 |
| Cash and cash equivalents at the end of the year | 500.50 | 12.48 |

This is the Statement of Cash Flow referred to in our report of even date.

For Price **Waterhouse & Co Chartered Accountants LLP**
FRN: 304026E/ E-300009

**Ashish Taksali**
Partner
Membership No: 99625

Place: Jaipur
Date: 24th April 2025

For and on behalf of the Board of Directors

**Vinayak Pai**
Chairman
DIN:03637894

**Shashank Jha**
Whole-Time Director & CEO
DIN:10116448

**Manoj Shah**
Chief Financial Officer
Membership No. 116194

**Deepak Tibrewal**
Company Secretary
Membership No. F8925

Place: Mumbai

Date: 24th April 2025

# STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2025

(All amounts are in ₹ Lakhs unless otherwise stated)

## A. Equity Share Capital

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Balance as at 1st April** | 369.20 | 369.20 |
| Changes in equity share capital during the year | - | - |
| **Balance as at 31st March** | **369.20** | **369.20** |

## B. Other Equity

| Particulars | For the year ended 31st March, 2025 | | | For the year ended 31st March, 2024 | | |
|---|---|---|---|---|---|---|
| | Retained Earnings | Equity component of compound financial instruments | Total | Retained Earnings | Equity component of compound financial instruments | Total |
| Balance as at 1st April | (6,958.14) | 6,680.46 | (277.68) | (7,566.85) | 5,678.69 | (1,888.16) |
| Profit for the year | 348.43 | - | 348.43 | 605.20 | - | 605.20 |
| Other comprehensive income for the year | (9.63) | - | (9.63) | 3.51 | - | 3.51 |
| Financial benefit on the corporate guarantee received from Holding Company | - | - | - | - | 4.49 | 4.49 |
| Equity portion of the Interest free loan received from the Holding Company | - | 52.71 | 52.71 | - | 1,383.04 | 1,383.04 |
| Deferred tax liability on equity component of compound financial instruments | - | (14.67) | (14.67) | - | (385.76) | (385.76) |
| **Balance as at 31st March** | **(6,619.34)** | **6,718.50** | **99.16** | **(6,958.14)** | **6,680.46** | **(277.68)** |

This is the Statement of Changes in Equity referred to in our report of even date.

For Price **Waterhouse & Co Chartered Accountants LLP**
FRN: 304026E/ E-300009

**Ashish Taksali**
Partner
Membership No: 99625

Place: Jaipur
Date: 24th April 2025

For and on behalf of the Board of Directors

**Vinayak Pai**
Chairman
DIN:03637894

**Shashank Jha**
Whole-Time Director & CEO
DIN:10116448

**Manoj Shah**
Chief Financial Officer
Membership No. 116194

**Deepak Tibrewal**
Company Secretary
Membership No. F8925

Place: Mumbai

Date: 24th April 2025

# Notes to Financial Statements for the year ended 31st March, 2025

## 1 Background and basis of preparation

Artson Limited ("the Company") is a Company limited by shares incorporated under the erstwhile Companies Act, 1956. The Company's Registered Office is situated at Mumbai. The Company's shares are listed on the Bombay Stock Exchange (BSE) and the Scrip Code is 522134.

The Company was incorporated in the year 1978 and since inception, the Company has commissioned, on turn-key basis, several fuel storage and handling facility systems. The Company is operating in one segment viz. Supply of equipments, steel structure and site services for mechanical works.

## 2 Basis of preparation

### (a) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

### (b) Historical cost convention

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities and defined benefit plans (plan assets), which are measured at fair values at the end of each reporting period, as explained in the accounting policies:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

### c) New and amended standards adopted by the Company:

The Ministry of Corporate Affairs vide notification dated 9 September 2024 and 28 September 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and Companies (Indian Accounting Standards) Third Amendment Rules, 2024, respectively, which amended/ notified certain accounting standards (see below), and are effective for annual reporting periods beginning on or after 1 April 2024:

- Insurance contracts - Ind AS 117; and
- Lease Liability in Sale and Leaseback – Amendments to Ind AS 116

These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

### (d) Estimates

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the year. Application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Below are the areas involving critical estimates or judgements:

1. Recognition of revenue and estimation of related costs.
2. Impairment of property, plant and equipment.
3. Contingent liabilities

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## 3. Property, plant and equipment

### Accounting policy

Property, plant and equipment are carried at historical cost less accumulated depreciation and impairment losses, if any. Depreciation has been provided for on the straight line method to allocate the cost of the assets, net of their residual values, as per the useful life prescribed in Schedule II to the Companies Act, 2013, which are as follows:

| | Nature of assets | Useful life (in years) |
|---|---|---|
| (a) | Building | 30 |
| (b) | Road | 10 |
| (c) | Plant and Equipment | 5-15 |
| (d) | Computers | 3 |
| (e) | Office equipment | 5 |
| (f) | Furniture and fixtures | 10 |
| (g) | Electrical Installations | 10 |
| (h) | Vehicles | 8 |

The residual values are not more than 5% of the original cost of the asset.

| Particulars | Buildings | Roads | Plant and Equipment | Computers | Office Equipment | Furniture & Fixtures | Electrical Installations | Vehicles | Total | Capital work-in-progress |
|---|---|---|---|---|---|---|---|---|---|---|
| **Gross carrying amount - Cost/ Deemed cost** | | | | | | | | | | |
| Balance as at 1st April, 2023 | 212.68 | 130.62 | 1,285.25 | 41.14 | 75.10 | 63.27 | 23.24 | 1.82 | 1,833.12 | - |
| Additions | 23.12 | 0.84 | 190.54 | 11.05 | 13.23 | 4.33 | - | 11.69 | 254.80 | 19.83 |
| **Balance as at 31st March, 2024** | **235.80** | **131.46** | **1,475.79** | **52.19** | **88.33** | **67.60** | **23.24** | **13.51** | **2,087.92** | **19.83** |
| Additions | 31.90 | - | 165.49 | 37.79 | 2.85 | - | - | 19.07 | 257.10 | 12.54 |
| Assets transferred as part of sale of Nagpur facility (Refer note 56) | (41.62) | - | (374.96) | (2.60) | (12.38) | (1.48) | - | - | (433.04) | - |
| Disposals/transfers | - | - | - | - | - | - | - | - | - | (32.37) |
| **Balance as at 31st March, 2025** | **226.08** | **131.46** | **1,266.32** | **87.38** | **78.80** | **66.12** | **23.24** | **32.58** | **1,911.98** | **-** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

| Particulars | Buildings | Roads | Plant and Equipment | Computers | Office Equipment | Furniture & Fixtures | Electrical Installations | Vehicles | Total | Capital work-in-progress |
|---|---|---|---|---|---|---|---|---|---|---|
| **Accumulated depreciation** | | | | | | | | | | |
| Balance as at 1st April, 2023 | 55.21 | 0.14 | 467.78 | 23.26 | 42.42 | 31.68 | 15.39 | 1.36 | 637.24 | - |
| Depreciation expense | 6.25 | 12.43 | 75.75 | 11.11 | 11.06 | 4.95 | 0.80 | 0.82 | 123.17 | - |
| **Balance as at 31st March, 2024** | **61.46** | **12.57** | **543.53** | **34.37** | **53.48** | **36.63** | **16.19** | **2.18** | **760.41** | **-** |
| Depreciation expense | 7.48 | 12.43 | 76.88 | 11.70 | 9.36 | 4.36 | 0.40 | 2.04 | 124.65 | - |
| Assets transferred as a part of sale of Nagpur facility (Refer note 56) | (3.80) | - | (189.08) | (2.46) | (8.75) | (0.34) | - | - | (204.43) | - |
| **Balance as at 31st March, 2025** | **65.14** | **25.00** | **431.33** | **43.61** | **54.09** | **40.65** | **16.59** | **4.22** | **680.63** | **-** |

| Particulars | Buildings | Roads | Plant and Equipment | Computers | Office Equipment | Furniture & Fixtures | Electrical Installations | Vehicles | Total | Capital work-in-progress |
|---|---|---|---|---|---|---|---|---|---|---|
| **Net carrying amount** | | | | | | | | | | |
| Balance as at 31st March, 2024 | 174.34 | 118.89 | 932.26 | 17.82 | 34.85 | 30.97 | 7.05 | 11.33 | 1,327.51 | 19.83 |
| Balance as at 31st March, 2025 | **160.94** | **106.46** | **834.99** | **43.77** | **24.71** | **25.47** | **6.65** | **28.36** | **1,231.35** | **-** |

### 3.1 Property, plant and equipment pledged as security

Refer note 14 for information on property, plant and equipment pledged as security by the Company.

**3.2** The Company does not own any immovable properties in the nature of land. Buildings have been constructed on leasehold land not owned by the Company.

### 3.3 Contractual Obligations

Refer to Note 40 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

## 4. Leases

The Company has premises on lease for Corporate office situated at Hyderabad and Factory premises situated at Parli and Nagpur. Leases are recognised as a right-of-use asset and a corresponding liability on the date at which the leased asset is available for use by the Company.

### Accounting policy

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the lease payments.

Right-of-use assets are measured at the amount comprising of the initial measurement of lease liability and any lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## 4 (i) Right-of-use assets

| Particulars | Right-of-use assets |
|---|---|
| Gross carrying amount - Cost/Deemed cost | |
| Balance as at 1st April, 2023 | 116.13 |
| Additions | 386.34 |
| **Balance as at 31st March, 2024** | **502.47** |
| Derecognised on account of sale of Nagpur facility* | (73.25) |
| **Balance as at 31st March, 2025** | **429.22** |

| Particulars | Right-of-use assets |
|---|---|
| Accumulated Depreciation | |
| Balance as at 1st April, 2023 | 93.32 |
| Depreciation expense | 77.57 |
| **Balance as at 31st March, 2024** | **170.89** |
| Depreciation expense | 115.25 |
| Derecognised on account of sale of Nagpur facility* | (5.17) |
| **Balance as at 31st March, 2025** | **280.97** |

| Particulars | Right-of-use assets |
|---|---|
| **Net carrying amount** | |
| Balance as at 31st March, 2024 | 331.58 |
| **Balance as at 31st March, 2025** | **148.25** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**4 (ii) Lease liability**

**Movement in lease liabilities:**

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| Balance as at 1st April | 340.05 | 27.94 |
| Additions during the year | - | 376.81 |
| Finance cost accrued during the year | 28.73 | 22.18 |
| Derecognised on account of sale of Nagpur facility* | (71.74) | - |
| Payment of lease liabilities | (124.63) | (86.88) |
| **Balance as on 31st March** | 172.41 | 340.05 |

* During the year, the Company has sold its Nagpur facility to TATA Projects Limited, Holding Company (Also, refer note 56) effective 30th November, 2024. Consequently, the Company derecognised the carrying value of assets and liabilities related to Nagpur factory lease arrangement.

**Current and Non Current Classification**

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| Current Lease Liability | 106.88 | 97.55 |
| Non current Lease Liability | 65.53 | 242.50 |

**Contractual maturities of lease liabilities at undiscounted values**

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| Within one year | 120.00 | 128.83 |
| Later than one year but not later than five years | 65.60 | 235.96 |
| Later than five years | - | 56.66 |

Incremental borrowing rate considered for lease liability computation is 10.70%.

The rental expenses related to short-term leases for the year ended 31st March, 2025 is 72.07 (31st March, 2024 is 32.20). Refer note 27.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## 5. Trade receivables

**Accounting policy**

Trade receivables are amounts due from the customers for goods sold and services performed in the ordinary course of business and reflect the Company's unconditional right to consideration (that is, payment is due only on the passage of time).

Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

For trade receivables, the Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised on initial recognition.

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **Non-Current** | | |
| Unsecured, considered good | 179.12 | 539.83 |
| | **179.12** | **539.83** |
| **Current** | | |
| Unsecured, considered good | 6,706.82 | 4,522.23 |
| | **6,706.82** | **4,522.23** |

### 5.1 Expected Credit Loss Allowance on receivables

The customers of the Company has different credit risk characteristics. The Company at the end of each reporting period, reviews customer wise every receivable balance (including unbilled revenue) and in case of uncertainity with regard to the recovery, a provision for loss allowance is made.

Expected Credit loss provision has not been created for receivables from the Holding Company since the Company considers the life time credit risk of these financial assets to be very low.

### 5.2 Trade Receivables ageing schedule for the period ended 31st March, 2025 outstanding for following periods from the due date

| Particulars | Not Due | Less than 6 months | 6 months - 1 Year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Undisputed Trade receivables | | | | | | | |
| – considered good | 3,412.54 | 1,692.23 | 135.45 | 460.28 | 544.09 | 641.35 | 6,885.94 |
| **Total** | **3,412.54** | **1,692.23** | **135.45** | **460.28** | **544.09** | **641.35** | **6,885.94** |

### 5.3 Trade Receivables ageing schedule for the period ended 31st March, 2024 outstanding for following periods from the due date

| Particulars | Not Due | Less than 6 months | 6 months - 1 Year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| Undisputed Trade receivables | | | | | | | |
| – considered good | 3,012.40 | 804.40 | 57.34 | 546.28 | 641.64 | - | 5,062.06 |
| **Total** | **3,012.40** | **804.40** | **57.34** | **546.28** | **641.64** | **-** | **5,062.06** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## 6. Other Financial Assets

**Accounting policy**

For other financial assets, the Company provides the expected credit loss by assessing credit risk on case to case basis as required by Ind AS 109.

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **Non-Current** | | |
| **Unsecured, considered good** | | |
| Security deposits | 29.96 | 26.93 |
| In deposit accounts with banks remaining maturity for more than 12 months* | 25.00 | 25.00 |
| Interest accrued on deposits* | 39.38 | - |
| | **94.34** | **51.93** |
| **Current** | | |
| **Unsecured, considered good, unless otherwise stated** | | |
| Receivables on account of sale of Nagpur facility | 786.16 | - |
| Contractual Reimbursable expenses | 330.91 | 330.91 |
| Less: Allowance for doubtful debts (expected credit loss allowance) | (13.04) | (13.04) |
| Security deposits | 110.83 | 49.20 |
| Interest accrued on deposits/Arbitration | 232.07 | 247.84 |
| Unbilled Revenue (Refer note 6.1) | 2,563.50 | 2,930.91 |
| Less: Allowance for doubtful debts (expected credit loss allowance) | (0.60) | (0.60) |
| | | |
| **Total** | **4,009.83** | **3,545.22** |

*Amount held as margin money against bank guarantees utilised by the Company.

**6.1** The entire unbilled revenue balance is undisputed and considered good except to the extent of allowance for doubtful debts. Further, there are no balances other than disclosed which are credit impaired or where there is significant increase in the credit risk.

### 6.2 Expected Credit Loss Allowance on other financial assets

The Company at the end of each reporting period, reviews every balance of other financial asset and in case of uncertainity with regard to the recovery, a provision for loss allowance is made.

### 6.3 Movement in the Expected Credit Loss Allowance

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| Balance at the beginning of the year | 13.64 | 121.14 |
| Less: Provision no longer required written back during the year | - | (41.95) |
| Less: Bad Debts written off during the year | - | (65.55) |
| **Balance at the end of the year** | **13.64** | **13.64** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

### 7. Deferred tax assets/(liabilities) (net)

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **Deferred tax assets** | | |
| On Provision for expected credit loss on trade receivables and other financial assets | 3.63 | 3.63 |
| On Provision for expected claims | 13.91 | 13.91 |
| On Provision for compensated absences | 24.03 | 19.20 |
| On Provision for gratuity | 15.63 | 9.39 |
| On Provision for bonus | 31.59 | 26.78 |
| On Unabsorbed business losses and unabsorbed depreciation | 158.07 | 353.32 |
| On Amortisation of guarantee commission relating to corporate guarantee issued by the Holding Company | 290.24 | 288.07 |
| On Interest expense relating to the interest-free loan received from the Holding Company | 188.08 | 139.11 |
| **Sub Total (A)** | **725.18** | **853.41** |
| | | |
| **Deferred tax liabilities** | | |
| On Equity portion of the corporate guarantee issued by the Holding Company | 290.24 | 290.24 |
| On differences in the net carrying amount of property, plant and equipment as per Income tax and the Companies act, 2013 | 22.64 | 23.23 |
| On Equity portion of the interest-free loan received from the Holding Company | 1,115.09 | 1,104.14 |
| **Sub Total (B)** | **1,427.97** | **1,417.61** |
| | | |
| **Net Deferred tax liabilities (A - B)** | **(702.79)** | **(564.20)** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**Movement in Deferred tax assets/(liabilities) (net)**

| Financial Year 2024-25 | Opening balance | Recognised in Statement of profit or loss | Recognised in Other Comprehensive Income | Recognised in Other Equity | Other adjustments | Closing balance |
|---|---|---|---|---|---|---|
| Deferred tax (liabilities)/assets in relation to | | | | | | |
| Differences in the net carrying amount of property, plant and equipment as per Income tax and the Companies Act, 2013 | (23.23) | 0.59 | - | - | - | (22.64) |
| Provision for compensated absences | 19.20 | 4.83 | - | - | - | 24.03 |
| Provision for gratuity | 9.39 | 2.53 | 3.71 | - | - | 15.63 |
| Provision for expected credit loss on trade receivables and other financial assets | 3.63 | - | - | - | - | 3.63 |
| Provision for expected claims | 13.91 | - | - | - | - | 13.91 |
| Provision for bonus | 26.78 | 4.81 | - | - | - | 31.59 |
| Unabsorbed business losses and unabsorbed depreciation | 353.32 | (195.25) | - | - | - | 158.07 |
| Amortisation of guarantee commission relating to corporate guarantee issued by the Holding Company | 288.07 | 2.17 | - | - | - | 290.24 |
| Interest expense relating to the interest-free loan received from the Holding Company | 139.11 | 48.97 | - | - | - | 188.08 |
| Equity portion of the corporate guarantee issued by the Holding Company | (290.24) | - | - | - | - | (290.24) |
| Equity portion of the interest-free loan received from the Holding Company | (1,104.14) | - | - | (14.67) | 3.72 | (1,115.09) |
| **Total** | **(564.20)** | **(131.35)** | **3.71** | **(14.67)** | **3.72** | **(702.79)** |

| Previous Year 2023-24 | Opening balance | Recognised in Statement of profit or loss | Recognised in Other Comprehensive Income | Recognised in Other Equity | Other adjustments | Closing balance |
|---|---|---|---|---|---|---|
| Deferred tax (liabilities)/assets in relation to | | | | | | |
| Differences in the net carrying amount of property, plant and equipment as per Income tax and the Companies Act, 2013 | (7.84) | (15.39) | - | - | - | (23.23) |
| Provision for compensated absences | 16.57 | 2.63 | - | - | - | 19.20 |
| Provision for gratuity | 7.74 | 1.66 | 1.36 | - | (1.37) | 9.39 |
| Provision for expected credit loss on trade receivables and other financial assets | 33.70 | (30.07) | - | - | - | 3.63 |
| Provision for expected claims | 13.91 | - | - | - | - | 13.91 |
| Provision for bonus | 11.02 | 15.76 | - | - | - | 26.78 |
| Unabsorbed business losses and unabsorbed depreciation | - | 353.32 | - | - | - | 353.32 |
| Amortisation of guarantee commission relating to corporate guarantee issued by the Holding Company | 278.64 | 9.43 | - | - | - | 288.07 |
| Interest expense relating to the interest-free loan received from the Holding Company | 101.63 | 37.48 | - | - | - | 139.11 |
| Equity portion of the corporate guarantee issued by the Holding Company | (289.00) | - | - | (1.24) | - | (290.24) |
| Equity portion of the interest-free loan received from the Holding Company | (719.62) | - | - | (384.52) | - | (1,104.14) |
| **Total** | **(553.25)** | **374.82** | **1.36** | **(385.76)** | **(1.37)** | **(564.20)** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## 8. Other Assets

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **Non-Current** | | |
| Balances with government authorities | | |
| VAT credit receivable | - | 120.38 |
| Prepayments | 2.50 | 2.55 |
| **Total** | **2.50** | **122.93** |
| | | |
| **Current** | | |
| Balances with government authorities | | |
| GST credit receivable | 793.95 | 1,255.15 |
| Advances to staff | 37.47 | 3.17 |
| Advances to suppliers | 555.40 | 380.36 |
| Prepaid expenses | 71.08 | 91.67 |
| Financial benefit on the corporate guarantee received from the holding company | - | 1.40 |
| Other advances | 106.01 | 72.70 |
| **Total** | **1,563.91** | **1,804.45** |

## 9. Inventories

**Accounting policy**

Raw materials and Work-in Progress are stated at the lower of cost and net realizable value. Cost of raw materials comprises costs of purchases. Cost of work-in-progress comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of first in first out (FIFO) basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| Inventories at lower of cost and net realisable value | | |
| Raw materials | 380.24 | 791.29 |
| Work-in-progress | 1,138.48 | 1,572.35 |
| Finished goods (sale in transit) | 1,008.97 | - |
| Contracts-in-progress (Refer note below) | 445.27 | 69.47 |
| Scrap | 7.76 | 5.71 |
| **Total** | **2,980.72** | **2,438.82** |

**Note:**

Contracts-in-progress disclosed under Inventories represents costs of construction materials lying at project sites which would be consumed in the next year.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## 10. Cash and cash equivalents

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| Balances with banks in current accounts | 499.40 | 12.34 |
| Cash on hand | - | 0.14 |
| Deposits with maturity of less than 3 months | 1.10 | - |
| **Total** | **500.50** | **12.48** |

**10.1** There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior period. Cash and cash equivalents held in foreign currencies as at 31st March, 2025 is 0.03 (31st March, 2024 - 0.03 ).

## 11. Bank balances other than cash and cash equivalents

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| In deposit accounts with maturity more than 3 months but less than 12 months (Refer note below) | 0.79 | 0.79 |
| **Total** | **0.79** | **0.79** |

Note : The entire amount of 0.79 (31st March, 2024 - 0.79 ) held as lien by banks towards the various non-fund facilities sanctioned by them.

## 12. Equity Share Capital

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **Authorised Share Capital** | | |
| 150,000,000 equity shares of ₹ 1 each (31st March, 2024 : 150,000,000) | 1,500.00 | 1,500.00 |
| 200,000 preference shares of ₹ 100 each (31st March, 2024 : 200,000) | 200.00 | 200.00 |
| | **1,700.00** | **1,700.00** |
| **Issued, Subscribed and fully paid up** | | |
| 36,920,000 fully paid equity shares of ₹ 1 each (31st March, 2024 : 36,920,000) | 369.20 | 369.20 |
| **Total** | **369.20** | **369.20** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**Notes:**

**(i) Reconciliation of the Number of shares and amount outstanding at the beginning and at the end of the year**

| Particulars | Number of Shares in '000s | Equity Share Capital (Amount ₹ Lakh) |
|---|---|---|
| As at 1st April, 2023 | 36,920 | 369.20 |
| Shares issued during the year | - | - |
| **As at 31st March, 2024** | **36,920** | **369.20** |
| | | |
| As at 1st April, 2024 | 36,920 | 369.20 |
| **As at 31st March, 2025** | **36,920** | **369.20** |

**(ii) Terms/rights attached to equity shares**

The Company's issued, subscribed and paid-up capital comprises of equity shares only and no preference shares have been issued. The Company's paid-up capital comprises only one class, i.e. equity shares having par value of ₹ 1 per share. They entitle the holder to participate in dividends, and to share in the proceeds of winding up of the Company in proportion to the number of and amounts paid on the shares held.

Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

The liability of the members is limited.

**(iii) Restriction on distribution of dividend:**

Pursuant to the terms of certain loans given by the Holding Company, the Company is not permitted to declare any dividend to the equity shareholders without the payment of loan amount to the Holding Company in full or the approval of the Holding Company.

(iv) No bonus shares have been issued during the last five years.

(v) No shares have been issued for consideration other than cash during the last five years.

(vi) No shares have been bought back during the last five years.

**(vii) Shares of the Company held by Holding Company**

| Particulars | As at 31st March, 2025 | | As at 31st March, 2024 | |
|---|---|---|---|---|
| | Number of Shares in '000s | % of holding | Number of Shares in '000s | % of holding |
| **Equity shares of ₹ 1 each** | | | | |
| Tata Projects Limited, Holding Company | 27,690 | 75 | 27,690 | 75 |

**(viii) Details of shareholders holding more than 5% shares**

| Particulars | As at 31st March, 2025 | | As at 31st March, 2024 | |
|---|---|---|---|---|
| | Number of Shares in '000s | % of holding | Number of Shares in '000s | % of holding |
| **Equity shares of ₹ 1 each** | | | | |
| Tata Projects Limited, Holding Company | 27,690 | 75 | 27,690 | 75 |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**(ix) Details of shareholding of promoters:**

| Particulars | As at 31st March, 2025 | | | As at 31st March, 2024 | | |
|---|---|---|---|---|---|---|
| | Number of Shares in '000s | % of holding | % of change during the year | Number of Shares in '000s | % of holding | % of change during the year |
| **Equity shares of ₹ 1 each** | | | | | | |
| Tata Projects Limited, Holding Company | **27,690** | **75** | **-** | **27,690** | **75** | **-** |

### 13. Other equity

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| Equity component of Compound financial instruments | 6,718.50 | 6,680.46 |
| Reserves and surplus | | |
| - Retained earnings | (6,619.34) | (6,958.14) |
| **Total** | **99.16** | **(277.68)** |

### 13 (a) Reserves and Surplus

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **Retained Earnings** | | |
| Balance as at the beginning of the year | (6,958.14) | (7,566.85) |
| **Total** | **(6,958.14)** | **(7,566.85)** |
| Profit for the year | 348.43 | 605.20 |
| Items of other comprehensive income recognised directly in retained earnings | | |
| - Remeasurement gains of post employment benefits on defined benefit plan, net of tax | (9.63) | 3.51 |
| **Balance at the end of the year** | **(6,619.34)** | **(6,958.14)** |

### 13 (b) Equity component of Compound financial instruments

**Accounting policy**

In accordance with Ind AS 109, Financial Instruments, the Company recognises the interest free loans from Holding Company at its fair value upon initial recognition. Based on the substance of the transaction, the excess of the loan amount over the fair value of the loan at initial recognition is recognised as an equity contribution from the Holding Company.

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| Balance as at the beginning of the year | 6,680.46 | 5,678.69 |
| Add: Financial benefit on the corporate guarantee received from the Holding Company | - | 4.49 |
| Add: Equity portion of the interest-free loan received from the Holding Company | 52.71 | 1,383.04 |
| Less: Deferred Tax Liability on the equity component of compound financial instruments | (14.67) | (385.76) |
| **Balance at the end of the year** | **6,718.50** | **6,680.46** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**Notes:**

(i) The Company has availed interest free loan from Holding Company. As per the requirements of Ind AS 109, the Company has computed the deemed financial benefit on the interest free borrowings and the said benefit has been taken to Other Equity. The amount taken to Other Equity for the year ended 31st March, 2025 is 52.71 (31st March, 2024: 1,383.04). The effective interest is being accounted in the statement of profit and loss over the period of the loans in accordence with the requirements of Ind AS 109.

## 14. Non-current borrowings

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **Secured - at amortised cost** | | |
| Term loan from bank | - | 148.92 |
| Loans from related parties (Refer note (i), (ii), (iii), (iv) and (v) below) | 1,213.88 | 1,042.97 |
| **Total for non-current borrowings** | **1,213.88** | **1,191.89** |

(i) During the year 2016-17, the Company has received an interest free loan from the Holding Company. During the year 2021-22, the Company has revised the terms of the term loan received from the Holding Company of 1,930.39 and inter- corporate deposit received from the Holding Company of 2,100.00. As per the revised terms, the total loan from the Holding Company is repayable in a single installment at the end of 20 years and not bearing any interest. As per the requirements of Ind AS 109, the loan from Holding Company was recorded at its fair value of 207.10 and the difference of 3,823.29 between the loan received from the Holding Company of 4,030.39 and the fair value of the loan was taken to Other Equity. The loan is secured by mortgage of leasehold land at Nashik.

(ii) During the year 2021-22, the Company has converted its trade payables to Holding Company amounting to 1,000.00 into a Term Loan repayable in a single installment at the end of 10 years and not bearing any interest. As per the requirements of Ind AS 109, this loan from Holding Company has been recorded at its fair value of 226.60 as at 30th June, 2021 and the difference of 773.40 between the loan amount of 1,000.00 and the fair value has been taken to Other Equity. The loan is secured by mortgage of leasehold land at Nashik.

(iii) During the year 2022-23, the Company has received an unsecured term loan of 1,000.00 from Holding Company repayable in a single installment at the end of 20 years and not bearing any interest. As per the requirements of Ind AS 109, this loan from Holding Company has been recorded at its fair value of 41.63 as at 31st March, 2023 and the difference of 958.37 between the loan amount of 1,000.00 and the fair value has been taken to other Equity.

(iv) During the year 2023-24, the Company has received an unsecured term loan of 1,443.22 from Holding Company repayable in a single installment at the end of 20 years and does not bear any interest. As per the requirements of Ind AS 109, this loan from Holding Company has been recorded at its fair value of 60.18 as at 31st March, 2024 and the difference of 1,383.04 between the loan amount of 1,443.22 and the fair value has been taken to other Equity.

(v) During the current year, the Company has received an unsecured term loan of 55.00 from Holding Company repayable in a single installment at the end of 20 years and does not bear any interest. As per the requirements of Ind AS 109, this loan from Holding Company has been recorded at its fair value of 2.29 as at 31st March, 2025 and the difference of 52.71 between the loan amount of 55.00 and the fair value has been taken to other Equity.

Also refer the table below for the movement in the loan from related party:

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| Opening balance | 1,042.97 | 840.64 |
| Add: Additions during the year | 2.29 | 60.18 |
| Add: Interest accrued during the year (Refer note 24) | 168.62 | 142.15 |
| **Balance as at the end of the year** | **1,213.88** | **1,042.97** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

(vii) The term loans from banks have been applied for the purposes for which they were obtained.

**Net Debt Reconciliation**

This section sets out the changes in liabilities arising from financing activities in the statement of cash flows:

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| Opening balance as at 1st April (Current and Non-Current borrowings): | 6,028.07 | 3,706.05 |
| Add: Reassessment of presentation of bank overdrafts | - | 2,182.44 |
| Add: Proceeds from Borrowings | 3,454.62 | 4,235.22 |
| Add: Loan received from Holding Company# | 2.29 | 60.18 |
| Less: Repayments of Borrowings | (4,887.41) | (4,282.45) |
| Add: Interest expense on the mentioned borrowings | 685.29 | 267.11 |
| Less: Repayment of Interest | (516.55) | (140.48) |
| **Closing balance (Including interest accrued and due)** | **4,766.31** | **6,028.07** |

# Loan received from Holding Company presented at fair value.

## 15. Employee benefit obligations

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **Non-Current** | | |
| Gratuity (Refer Note 31) | 42.93 | 24.11 |
| Compensated Absences | 78.28 | 63.65 |
| | **121.21** | **87.76** |
| **Current** | | |
| Gratuity (Refer Note 31) | 13.25 | 9.64 |
| Compensated Absences | 8.10 | 5.36 |
| | **21.35** | **15.00** |
| **Total** | **142.56** | **102.76** |

## 16. Current Borrowings

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **Secured - at amortised cost** | | |
| Loans repayable on demand from banks | | |
| - Bank overdraft (Refer note (i) below) (including interest accrued) | 2,282.10 | 2,078.47 |
| - Working capital demand loans (Refer note (i) below) | 900.00 | 1,580.00 |
| Current maturities of long term borrowings (Refer note (iv) and (v) below) | 170.33 | 777.71 |
| **Unsecured- at amortised cost** | | |
| Loan from related party (Refer note (iii) below and note 29) | 200.00 | 400.00 |
| **Total** | **3,552.43** | **4,836.18** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**Note:**

(i) Overdraft facilities and working capital demand loans of 3,182.10 (31st March, 2024 - 3,658.47) are secured by pari passu charge on the inventories, trade receivables other current assets and movable fixed assets of the Company. The current interest rates charged by banks range from 9.83% to 11.15% per annum. Additionally, the overdraft facilities and working capital loans from banks is guaranteed unconditionally with irrevocable corporate guarantee from the Holding Company.

(ii) The Company has borrowings from banks which are secured by a charge on the current assets of the Company. As per the terms of the sanction letters, the Company has filed the quarterly statements containing the financial details based on the financial results and statements of current assets filed by the Company with banks are in agreement with the books of accounts.

(iii) During the year 2023-24, the Company has entered into an inter corporate deposit (ICD) agreement with TP Luminaire Private Limited- subsidiary of TATA Projects Ltd. for an amount of 1,000.00 for a period of 1 year with interest @ 11.25% p.a. As a part of this agreement, in previous year, Company had received an amount of Rs. 400.00 and during the current year, Company has received an amount of 200.00 from TP Luminaire Private Limited. During the current year, the Company has repaid an amount of 400.00 to TP Luminaire Private Limited.

(iv) For the previous year ended 31st March, 2024, the outstanding balance consists of term loan of 1,500.00 availed from DCB Bank by first pari passu charge on movable fixed and current assets of the Company, both present and future. The loan is repayable in 8 equal quarterly installments commencing from 15th month from the date of first disbursement of the facility i.e. 05th April, 2022 and carries an interest rate at 12 months MCLR. Additionally, the term loan from bank is guaranteed unconditionally with irrevocable corporate guarantee from the Holding Company.

The Company has completed the repayment of entire term loan as per the repayment terms agreed with the bank.

(v) During the previous year, DCB Bank has sanctioned the term loan of 500.00 for purchase of machinery or facility upgradation. The loan is secured by exclusive first charge by way of hypothecation on the machineries/equipment/ other assets purchased out of term loan and unconditional and irrevocable corporate guarantee of Holding Company. In the previous year, the Company has received a secured Capex term loan of 176.75 from DCB Bank. During the current year, the Company has taken an additional term loan of 72.53 from DCB Bank. The loan is entirely repayable in next 12 months and carries an interest rate of 10.5% p.a. linked to 91 days T- bill and reset every 3 months. The Company has repaid an amount of 78.95 during the year.

## 17. Trade Payables

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **Trade Payables** | | |
| Dues of micro and small enterprises under Micro, Small and Medium Enterprises Development Act, 2006 (Refer Note 36) | 271.31 | 123.79 |
| Others | 7,203.83 | 5,256.29 |
| **Total** | **7,475.14** | **5,380.08** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**Trade Payables ageing schedule for the year ended 31st March, 2025**

| Particulars | Unbilled | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| **Undisputed trade payables** | | | | | | | |
| - Micro enterprises and small enterprises | - | 174.09 | 97.22 | - | - | - | 271.31 |
| - Others | 1,088.71 | 1,321.47 | 3,380.18 | 641.41 | 266.61 | 455.45 | 7,153.83 |
| **Disputed trade payables** | | | | | | | |
| - Others | 50.00 | - | - | - | - | - | 50.00 |
| **Total** | **1,138.71** | **1,495.56** | **3,477.40** | **641.41** | **266.61** | **455.45** | **7,475.14** |

**Trade Payables ageing schedule for the year ended 31st March, 2024**

| Particulars | Unbilled | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|---|
| **Undisputed trade payables** | | | | | | | |
| - Micro enterprises and small enterprises | - | 81.00 | 42.79 | - | - | - | 123.79 |
| - Others | 581.96 | 1,994.94 | 1,552.11 | 498.54 | 503.11 | 75.63 | 5,206.29 |
| **Disputed trade payables** | | | | | | | |
| - Others | 50.00 | - | - | - | - | - | 50.00 |
| **Total** | **631.96** | **2,075.94** | **1,594.90** | **498.54** | **503.11** | **75.63** | **5,380.08** |

## 18. Other Current Liabilities

| | Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|---|
| (a) | Advances from customers including mobilisation advances (including interest accrued) | 2,254.03 | 1,674.96 |
| (b) | Advance billing to customers | 1,041.00 | 320.98 |
| (c) | Statutory dues payable | 31.67 | 35.83 |
| (d) | Provision for onerous contracts | 35.74 | 35.74 |
| (e) | Employee benefits payable | 121.48 | 206.31 |
| (f) | Deposit received against arbitration | 317.88 | 317.88 |
| (g) | Accrued interest payable | - | 8.51 |
| | **Total** | **3,801.80** | **2,600.21** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## 19. Revenue from Operations

**Accounting policy**

The Company recognises revenue on satisfaction of performance obligation to its customer. Revenue is measured based on the contract price specified in a contract with a customer and excludes taxes collected on behalf of the government authorities.

(i) Revenue from contracts is recognized over a period of time and the Company uses the input method to measure progress of delivery. The cost incurred faithfully depicts the satisfaction of performance obligation and hence input method is used to measure progress of delivery.

(ii) Revenue from sale of goods is recognized when control of the goods is transferred to the customer. Depending on the contractual terms with the customers, control is transferred to the customer either at the time of dispatch or upon delivery to the customer. Amount disclosed as revenue is net of returns, goods and service tax (GST) and amounts collected on behalf of third parties.

(iii) Revenue from fabrication activities is recognised in the accounting period in which the services are rendered based on arrangements/agreements with the customers.

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Revenue from contracts with customers** | | |
| (a) Revenue from sale of goods | 5,880.24 | 8,041.33 |
| (b) Revenue from fabrication activities | 1,448.02 | 1,499.07 |
| (c) Revenue from contracts | 3,866.23 | 3,000.54 |
| (d) Other operating revenues | 160.85 | 271.10 |
| **Total** | **11,355.34** | **12,812.04** |

**Unsatisfied long-term contracts:**

The following table shows unsatisfied performance obligations resulting from long-term contracts.

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Aggregate amount of the transaction price allocated to contracts that are partially unsatisfied as at reporting date. | **28,901.52** | **16,303.12** |

Management expects that 85% (31st March, 2024: 70%) of the transaction price allocated to the partially unsatisfied contracts as of 31st March, 2025 will be recognised as revenue during the next reporting period.

Reconciliation of revenue recognised with contract price:

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Contract price** | 11,324.88 | 12,632.70 |
| Adjustments for: | | |
| Contract Modifications in respect of claims raised/additional work | 30.46 | 179.34 |
| **Revenue from continuing operations** | **11,355.34** | **12,812.04** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**Critical judgements in recognising revenue**

The following are the critical estimates while determining the revenue from contracts:

(i) Estimated total costs

(ii) Estimated contract revenue

These estimates may depend on the outcome of future events and may need to be reassessed at the end of each reporting period.

## 20. Other Income

| | Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|---|
| **(a)** | **Interest income** | | |
| | Bank deposits | 4.26 | 6.84 |
| | Interest on tax refunds | 12.70 | 16.11 |
| | | **16.96** | **22.95** |
| **(b)** | **Other non-operating income** | | |
| | Liabilities/provisions no longer required written back | - | 41.95 |
| | Interest on arbitration award | 19.75 | - |
| | Miscellaneous income | 7.30 | 0.61 |
| | Income from sale of Nagpur facility (Refer note 56) | 1,902.54 | - |
| | | **1,929.59** | **42.56** |
| | **Total** | **1,946.55** | **65.51** |

## 21. Cost of Materials Consumed

| | Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|---|
| (a) | Opening stock (including scrap) | 797.00 | 1,470.75 |
| (b) | Purchases | 4,330.24 | 4,267.88 |
| (c) | Less: Capitalised during the year | - | (22.27) |
| (d) | Less: Stock transferred on sale of Nagpur facility | (180.84) | - |
| (e) | Less: Closing stock (including scrap) | (388.00) | (797.00) |
| | **Total** | **4,558.40** | **4,919.36** |

## 22. Changes in inventories of work-in-progress and contracts-in-progress

| | Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|---|
| (a) | Opening Work-in-progress | 1,572.35 | 1,459.33 |
| | Opening Contracts-in-progress | 69.47 | 156.67 |
| (b) | Less: Closing Work-in-progress & Finished goods | (2,147.45) | (1,572.35) |
| | Less: Closing Contracts-in-progress | (445.27) | (69.47) |
| | **Total** | **(950.90)** | **(25.82)** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

### 23. Employee benefit expense

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Salaries and wages | 1,575.21 | 1,298.30 |
| Contribution to provident and other funds | 77.12 | 58.43 |
| Staff welfare expenses | 62.04 | 23.26 |
| **Total** | **1,714.37** | **1,379.99** |

### 24. Finance costs

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Interest expense on :** | | |
| (i) Borrowings | 459.75 | 543.99 |
| (ii) Mobilisation advances received from customers | 30.08 | 44.36 |
| (iii) Loan received from the Holding Company | 168.62 | 142.15 |
| (iv) Loan received from the related party other then Holding Company (Refer note 29) | 56.80 | 7.64 |
| (v) Delay in payment of statutory dues | 0.23 | 0.95 |
| (vi) Due to micro enterprises and medium enterprises | - | 2.36 |
| (vii) Lease liabilities | 28.73 | 22.18 |
| Guarantee commission on corporate guarantee received from the Holding Company | 1.41 | 33.92 |
| Other borrowing costs | 232.04 | 232.32 |
| **Total** | **977.66** | **1,029.87** |

### 25. Depreciation and amortisation expense

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Depreciation of property, plant and equipment | 124.65 | 123.17 |
| Amortisation of intangible assets | - | 2.99 |
| Depreciation of right-of-use assets | 115.25 | 77.57 |
| **Total** | **239.90** | **203.73** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## 26. Project execution expenses

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| **Cost of erection and other site expenses** | | |
| - Subcontracting charges for mechanical, civil, manpower and painting works | 4,881.55 | 3,795.29 |
| - Equipment hiring charges | 87.55 | 251.01 |
| - Others | 292.72 | 300.71 |
| Insurance charges | 71.68 | 67.50 |
| Bank guarantee and other charges | - | 22.88 |
| **Total** | **5,333.50** | **4,437.39** |

## 27. Other Expenses

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Rent | 72.07 | 32.20 |
| Rates and taxes | 61.18 | 28.93 |
| Repairs & Maintenance - Others | 11.58 | 25.77 |
| Travelling expenses | 138.44 | 105.49 |
| Legal and professional fees | 155.56 | 148.37 |
| Payment to auditors (Refer note 38) | 20.35 | 16.94 |
| Postage and telephone | 11.00 | 15.56 |
| Printing and stationery | 11.25 | 13.56 |
| Business development expenses | 30.77 | 6.06 |
| Directors' sitting fee | 15.10 | 10.60 |
| Input tax credit written off | 120.38 | - |
| Provision for onerous contracts | - | 21.41 |
| Motor vehicle expenses | 32.50 | 57.18 |
| Electricity and water charges | 174.86 | 151.30 |
| Miscellaneous expenses | 94.14 | 69.28 |
| **Total** | **949.18** | **702.65** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## 28. Income taxes

Tax expense in the Statement of Profit and Loss comprises:

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Current taxes | - | - |
| Deferred taxes charge/(credit) | 131.35 | (374.82) |
| **Income tax expense** | **131.35** | **(374.82)** |

Tax expense/(credit) recognised in other comprehensive income comprises:

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Income tax relating to items that will not be reclassified subsequently to Profit and Loss | 3.71 | (1.36) |
| **Income tax expense recognised in other comprehensive income** | **3.71** | **(1.36)** |

**Tax expense recognised directly in equity comprises:**

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Aggregate current and deferred tax arising in the reporting period and not recognised in Statement of profit and loss including other comprehensive income but directly debited/(credited) to equity: | | |
| Deferred tax: | | |
| On financial benefit of the corporate guarantee issued by the Holding Company | - | 1.25 |
| On equity portion of the Interest - free loan received from the Holding Company | 14.67 | 384.51 |
| **Income tax expense recognised directly in equity** | **14.67** | **385.76** |

**28.1 The income tax expense for the year can be reconciled to the accounting profit as follows:**

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Profit before tax | 479.78 | 230.38 |
| Tax rate at 27.82% for FY 2024-25 (FY 2023-24 : 27.82%) (A) | 133.47 | 64.09 |
| Tax effect of amounts which are not deductible (taxable) in calculating taxable income (B) | - | 6.88 |
| Effect of recognition of deferred tax asset on carry forward losses (C) | - | (454.00) |
| Others (D) | (2.12) | 8.21 |
| **Income tax expense (A+B+C+D)** | **131.35** | **(374.82)** |
| Tax expense recognised in profit or loss | **131.35** | **(374.82)** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## 29. Related party transactions

### 29.1 Details of related parties

| Description of relationship | | Names of related parties |
|---|---|---|
| (i) | Ultimate Holding Company | Tata Sons Private Limited (w.e.f. 27th October, 2023) |
| (ii) | Holding Company | Tata Projects Limited |
| (iii) | Fellow subsidiary | TP Luminaire Private Limited |
| (iv) | Key Management Personnel | Mr. Vinayak Pai, Chairman |
| | | Mr. Deepak Natarajan, Non-Eexecutive Director (From 10th June, 2024) |
| | | Mr. Shashank Jha, Whole Time Director & CEO (from 2nd January, 2023 as CEO and from 19th April, 2023 as Whole Time Director & CEO) |
| | | Mr. Jyotisman Dasgupta, Independent Director (from 19th April, 2023) |
| | | Mr. Ashish Kulkarni, Independent Director (from 18th March, 2024) |
| | | Ms. Priya Kher, Independent Director (from 18th March, 2024) |
| | | Mr. Sanjay Sharma, Director (upto 10th June, 2024) |
| | | Ms. Leja Hattiangadi, Independent Director (upto 18th March, 2024) |
| | | Mr. Sunil Potdar, Independent Director (upto 29th April, 2023) |
| | | Mr. Pralhad Pawar, Director (upto 17th August, 2023) |
| | | Mr. K Siva Rama Krishna, Chief Financial Officer (upto 28th February, 2025) |
| | | Mr. Manoj Shah, Chief Financial Officer (From 7th April, 2025) |
| | | Mr. Deepak Tibrewal, Company Secretary & Compliance Officer |

### 29.2 Details of related party transactions with the Holding Company.

| S. No. | Particulars | Transactions during the year ended | | Balances outstanding at the end of the year | |
|---|---|---|---|---|---|
| | | 31st March, 2025 | 31st March, 2024 | 31st March, 2025 | 31st March, 2024 |
| 1 | Revenue from sale of goods and fabrication activities | (4,744.23) | (3,244.95) | - | - |
| 2 | Revenue from contracts | (222.61) | (1,299.17) | - | - |
| 3 | Consideration on sale of Nagpur facility | (1,744.63) | - | - | - |
| 4 | Purchase of inventory | 28.94 | 37.36 | - | - |
| 5 | Reimbursement of expenses to Holding company (including employee deputation cost) | 215.97 | 208.37 | - | - |
| 6 | Trade receivables | - | - | 2,214.82 | 1,982.81 |
| 7 | Receivables on account of sale of Nagpur facility | - | - | 786.16 | - |
| 8 | Unbilled revenue (net of advance billing) | - | - | 828.88 | 637.89 |
| 9 | Trade payables | - | - | (896.69) | (1,033.48) |
| 10 | Long term borrowings* | 55.00 | 1,443.20 | (1,213.88) | (1,042.97) |
| 11 | Advances from customers including mobilisation advances | - | - | (123.21) | (692.85) |
| 12 | Corporate guarantees given by Holding Company (including corporate guarantees given to bankers) | - | - | 9,169.32 | 9,472.84 |

**Note:** The Company has utilised the Bank guarantee and letter of credit limits of Holding Company. The outstanding bank guarantee and letter of credits as at 31st March, 2025 is 2,926.68 (31st March, 2024: 1,527.33).

Refer note 24 for effective interest on loan received from the Holding Company and guarantee commission on corporate guaratee received from the Holding Company.

* Transaction during the year represents actual amounts received and balance outstanding as at year end represents discounted closing balance.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**29.3 Details of related party transactions with the TP Luminaire Private Limited, Fellow subsidiary.**

| S. No. | Particulars | Transactions during the year ended | | Balances outstanding at the end of the year | |
|---|---|---|---|---|---|
| | | 31st March, 2025 | 31st March, 2024 | 31st March, 2025 | 31st March, 2024 |
| 1 | Short-term borrowings | 200.00 | 400.00 | 200.00 | 400.00 |
| 2 | Interest on loan received | 56.80 | 7.64 | - | - |

**29.4 Details of related party transactions with the Tata Sons Private Limited, Ultimate Holding Company.**

| S. No. | Particulars | Transactions during the year ended | | Balances outstanding at the end of the year | |
|---|---|---|---|---|---|
| | | 31st March, 2025 | 31st March, 2024 | 31st March, 2025 | 31st March, 2024 |
| 1 | Brand equity & Business Promotion Royalty | 22.60 | - | - | - |

**29.5 Compensation of Key Managerial Personnel**

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| Short-term benefits | 293.90 | 194.61 |
| Directors' sitting fee | 15.10 | 10.60 |
| **Total** | **309.00** | **205.21** |

Note: As gratuity and compensated absences are computed for all the employees on an aggregate basis in the actuarial valuation report, the amounts relating to the Key Managerial Personnel cannot be individually identified.

## 30. Earnings per share of ₹ 1 Face value

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| Basic & Diluted earnings per share | 0.94 | 1.64 |

**Reconciliation of earnings used in calculating earnings per share**

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| Profit attributable to the equity holders of the Company used in calculating basic earnings per share | 348.43 | 605.20 |

**Weighted average number of shares used as the denominator**

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| Weighted average number of equity shares used as the denominator in calculating basic earnings per share (Nos. in lakhs) | 369.20 | 369.20 |
| Weighted average number of equity shares used as the denominator in calculating diluted earnings per share (Nos. in lakhs) | 369.20 | 369.20 |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## 31. Employee benefits plans

### 31.1 Defined Contribution plan

In respect of defined contribution plans, contributions are made to provident fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is 76.06 (31st March, 2024 – 55.51).

### 31.2 Defined benefit plans

The Company provides gratuity to employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to Life Insurance Corporation of India (LIC). The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

**(a) The principal assumptions used for the purposes of the actuarial valuations were as follows:**

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| Discount rate | 6.45% | 6.97% |
| Expected rate of salary increase | 8.00% | 8.00% |

**(b) Amounts recognised in statement of profit and loss in respect of these defined benefits plans are as follows :**

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| Current service cost | 20.75 | 21.12 |
| Net interest expense | 2.58 | 1.65 |
| **Components of defined benefit costs recognised in the statement of profit or loss** | **23.33** | **22.77** |

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| Remeasurement of the net defined benefit liability : | | |
| Actuarial losses arising from changes in financial assumptions | 3.83 | 1.23 |
| Actuarial losses arising from experience assumptions | 9.81 | (6.34) |
| Return on plan assets excluding amounts included in net interest expense on above | (0.30) | 0.24 |
| **Components of defined benefit costs recognised in other comprehensive income** | **13.34** | **(4.87)** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**(c) The amount included in the Balance Sheet arising from the Company's obligation in respect of its defined benefit plans is as follows :**

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| Present value of funded defined benefit obligation | 117.58 | 106.37 |
| Fair value of plan assets | 61.40 | 72.62 |
| **Net liability arising from defined benefit obligation** | **56.18** | **33.75** |

**(d) Change in defined benefit obligation during the year**

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| Opening defined benefit obligations | 106.37 | 96.42 |
| Current service cost | 20.75 | 21.12 |
| Interest cost | 7.08 | 6.53 |
| Actuarial losses arising from changes in financial assumptions | 3.83 | 1.23 |
| Actuarial losses arising from experience assumptions | 9.81 | (6.34) |
| Benefits paid/transfer of obligations on sale of Nagpur facility | (30.26) | (12.59) |
| **Closing defined benefit obligation** | **117.58** | **106.37** |

**(e) Change in the fair value of the plan assets during the year :**

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| Opening fair value of plan assets | 72.62 | 68.59 |
| Interest income | 4.50 | 4.88 |
| Return on plan assets (excluding amounts included in net interest expense) | 0.30 | (0.24) |
| Contribution from the employer | 14.24 | 11.98 |
| Benefits paid | (30.26) | (12.59) |
| **Closing fair value of plan assets** | **61.40** | **72.62** |

**(f) Summary of the funded status of the defined benefit plans for the past five years:**

| | 2025 | 2024 | 2023 | 2022 | 2021 |
|---|---|---|---|---|---|
| Defined benefit obligation | 117.58 | 106.37 | 96.42 | 80.77 | 67.05 |
| Fair value of plan assets | 61.40 | 72.62 | 68.59 | 73.81 | 62.12 |
| (Surplus)/Deficit | 56.18 | 33.75 | 27.83 | 6.96 | 4.93 |

**(g) Summary of the experience adjustments on the defined benefit plans for the past five years**

| | 2025 | 2024 | 2023 | 2022 | 2021 |
|---|---|---|---|---|---|
| Experience adjustment on plan liabilities ((gain)/loss) | 13.64 | (5.11) | (0.44) | (3.75) | (13.42) |
| Experience adjustment on plan asset ((gain)/loss) | (0.31) | 0.24 | (0.65) | (1.53) | (3.64) |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**(h) Sensitivity analysis - Defined benefit plan**

| | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| **Discount rate** | | |
| Impact of 1% increase to the defined benefit obligation | (110.42) | (99.85) |
| Impact of 1% decrease to the defined benefit obligation | 125.63 | 113.69 |
| **Salary escalation rate** | | |
| Impact of 1% increase to the defined benefit obligation | 125.05 | 113.19 |
| Impact of 1% decrease to the defined benefit obligation | (110.79) | (100.18) |

**(i) Expected cash flow profile of the benefits to be paid**

| Particulars | Expected Payout - Year 1 | Expected Payout - Year 2 | Expected Payout - Year 3 | Expected Payout - Year 4 | Expected Payout - Year 5 | Expected Payout - Year 6 and above |
|---|---|---|---|---|---|---|
| Expected benefits pay out | 13.25 | 10.96 | 10.70 | 9.69 | 11.86 | 55.61 |

The weighted average duration of the payment of these cash flows for the year ended 31st March, 2025 is 5.85 years.

Expected contribution to be made to plan assets in the financial year 2025-26 is 13.25.

**31.3 Other long-term employee benefits - Compensated absences**

The Compensated absences cover the Company's liability for earned leave and sick leave.

**(a) Obligation towards compensated absences and the charge in the Statement of Profit and Loss**

| Particulars | For the year ended 31st March, 2025 | For the year ended 31st March, 2024 |
|---|---|---|
| Present value of obligation | 86.38 | 69.01 |
| **Total** | **86.38** | **69.01** |
| **Charge in the Statement of Profit and Loss** | 29.13 | 22.83 |

## 32. Fair Values

The Management assessed that fair values of financial assets and financial liabilities approximate their carrying amounts largely due to the short-term maturities, nature of asset or interest bearing nature of these instruments. The fair value of non-current trade receivables can not be measured reliably due to uncertainity regarding the timing of cash flows. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**(i) Financial instruments by category**

| Particulars | Carrying value | |
|---|---|---|
| | As at 31st March, 2025 | As at 31st March, 2024 |
| **Financial assets** | | |
| **At amortised cost** | | |
| Trade receivables | 6,885.94 | 5,062.06 |
| Cash and cash equivalents | 500.50 | 12.48 |
| Other bank balances | 0.79 | 0.79 |
| Other financial assets | 4,104.17 | 3,597.15 |
| **Total financial assets** | **11,491.40** | **8,672.48** |
| | | |
| **Financial liabilities** | | |
| **At amortised cost** | | |
| Borrowings | 4,766.31 | 6,028.07 |
| Trade payables | 7,475.14 | 5,380.08 |
| Lease liabilities | 172.41 | 340.05 |
| **Total financial liabilities** | **12,413.86** | **11,748.20** |

**(ii) Fair value hierarchy**

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

**Assets and liabilities which are measured at amortised cost for which fair values are disclosed**

| As at 31st March, 2025 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial assets** | | | | |
| Trade receivables | - | - | 6,885.94 | 6,885.94 |
| Other financial assets | - | - | 4,104.17 | 4,104.17 |
| **Total financial assets** | **-** | **-** | **10,990.11** | **10,990.11** |
| | | | | |
| **Financial liabilities** | | | | |
| Borrowings | - | - | 4,766.31 | 4,766.31 |
| Trade payables | - | - | 7,475.14 | 7,475.14 |
| Lease liabilities | - | - | 172.41 | 172.41 |
| **Total financial liabilities** | **-** | **-** | **12,413.86** | **12,413.86** |

| As at 31st March, 2024 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial assets** | | | | |
| Trade receivables | - | - | 5,062.06 | 5,062.06 |
| Other financial assets | - | - | 3,597.15 | 3,597.15 |
| Total financial assets | - | - | 8,659.21 | 8,659.21 |
| | | | | |
| Borrowings | - | - | 6,028.07 | 6,028.07 |
| Trade payables | - | - | 5,380.08 | 5,380.08 |
| Lease liabilities | - | - | 340.05 | 340.05 |
| **Total financial liabilities** | **-** | **-** | **11,748.20** | **11,748.20** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

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

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

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

## 33. Financial risk management

### A. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks and other financial assets.

#### (i) Credit risk management

**Trade receivables and other financial assets:**

The Company evaluates the credentials of a customer at a very early stage of the bid. Before participating for any bid, the Company performs verification of customer credentials.

The Company regularly monitors the ageing of trade receivables and other financial assets. The Company believes that the unimpaired amounts that are past due are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Majority of the customers of the Company comprise of Public Sector facilities, with whom the Company does not perceive any default risk, however there would be a credit risk on account of delays in payments. Additionally the Company has significant revenue contracts with Holding Company, Tata Projects Limited, the credit risk for these transactions has been considered minimal. As regards the customers from private sector, the Company carries out financial evaluation on regular basis and provides for any amount perceived as non realisable, in the books of accounts.

Refer note 5.1 of the Financial Statements for expected credit loss.

For cash and cash equivalents and deposits with banks, only high rated banks are accepted. Based on the assessment of credit risk rating grades of banks where balances are held, the Management considers the balances with banks are not impaired. The credit risk rating grade is considered as recoverable for all the financial assets.

### B. Liquidity risk

The Company's liquidity requirements are met by a balanced mix of borrowings and project cash flows. Cash flow forecast is made for all projects on monthly basis and the same are tracked for actual performance on daily basis. Shortfall in cash flows are matched through short term borrowings and other strategic financing means. The daily project requirements are met by allocating the daily aggregated cash flows among the projects.

#### (i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

| | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| **Secured Borrowings:** | | |
| Expiring within one year (bank overdraft and working capital demand loan) | 2,717.90 | 241.53 |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**(ii) Maturities of financial liabilities**

The table below provides for non-derivative financial liabilities relevant maturity groupings based on their undiscounted contractual maturities.

| As at 31st March, 2025 | Less than 1 year | 1-2 years | 2-5 years | > 5 years | Total |
|---|---|---|---|---|---|
| Trade payables | 7,475.14 | - | - | - | 7,475.14 |
| Lease liabilities | 120.00 | 65.60 | - | - | 185.60 |
| Borrowings | 3,567.21 | - | - | 7,528.59 | 11,095.80 |

| As at 31st March, 2024 | Less than 1 year | 1-2 years | 2-5 years | > 5 years | Total |
|---|---|---|---|---|---|
| Trade payables | 5,380.08 | - | - | | 5,380.08 |
| Lease liabilities | 128.83 | 132.59 | 103.37 | 56.66 | 421.45 |
| Borrowings | 4,904.34 | 50.76 | 128.82 | 7,473.59 | 12,557.51 |

**C. Market risk**

**(i) Foreign currency risk**

The Company primarly operates domestically and is not significantly exposed to foreign currency risk.

**Foreign currency risk exposure**

The carrying amounts of the Company's foreign currency denominated monetary assets at the end of the reporting period are as follows:

| Particulars | Year ended 31st March, 2025 (₹ in Lakhs) | | Year ended 31st March, 2024 (₹ in Lakhs) | |
|---|---|---|---|---|
| | USD | KWD | USD | KWD |
| Cash and Cash equivalents | - | 0.03 | - | 0.03 |
| **Net assets** | **-** | **0.03** | **-** | **0.03** |

**(ii) Interest rate risk**

**(a) Interest rate risk exposure**

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period is as follows:

| Particulars | 31st March, 2025 | 31st March, 2024 |
|---|---|---|
| Variable rate borrowings | 3,352.43 | 4,585.10 |
| **Total Borrowings** | **3,352.43** | **4,585.10** |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**(b) Sensitivity**

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

| Particulars | Impact on Profit or Loss | |
|---|---|---|
| | 31st March, 2025 | 31st March, 2024 |
| Interest rates-increase by 50 basis points (Reduction in profit) | 16.76 | 22.93 |
| Interest rates-decrease by 50 basis points (Increase in profit) | (16.76) | (22.93) |

(c) The Company does not have any forward foreign exchange contracts during the current and previous year.

## 34. Capital Management

The Company's business model is working capital centric. The Company manages its working capital needs and long-term capital expenditure, through a balanced mix of capital (including retained earnings) and debt.

The capital structure of the Company comprises of net debt (borrowings reduced by cash and bank balances) and equity.

The Company is not subject to any externally imposed capital requirements.

The Company reviews its capital requirements on an annual basis, in the form of Annual Operating Plan (AOP). The AOP of the Company aggregates the capital required for execution of projects identified and the financing mechanism of such requirements is determined as part of AOP.

The Company's debt to adjusted capital ratio at the end of the reporting period was as follows:

| Particulars | 31st March, 2025 | 31st March, 2024 |
|---|---|---|
| Total debt | 4,938.72 | 6,368.12 |
| Less : Cash and Cash equivalents and other bank balances | 501.29 | 13.27 |
| **Net debt** | **4,437.43** | **6,354.85** |
| **Total equity** | **468.36** | **91.52** |
| **Net debt to equity ratio** | **9.47** | **69.43** |

The change in net debt to equity ratio for the current year is mainly on account of increase in equity due to profits earned during the year and due to equity component accounted on loan taken from Holding Company during the year.

## 35. Segment information

The Company's Management examines the Company's performance in only one business segment viz. Supply of equipments, steel structure and site services for mechanical works. Therefore, segment-wise reporting under Ind AS 108 is not applicable. The Company's entire revenue is earned in India and also, entire non-current assets are situated in India.

## 36. Disclosure in accordance with Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

According to information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has the following amounts due to micro and small enterprises under the said Act:

Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

| S. No. | Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|---|
| i | Principal amount remaining unpaid to any supplier as at the end of the accounting year# | 271.31 | 67.54 |
| ii | Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | - | 2.36 |
| iii | The amount of interest paid along with the amounts of the payment made to suppliers beyond the appointed day | - | - |
| iv | The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding interest specified under the MSMED Act | - | - |
| v | The amount of interest accrued and remaining unpaid at the end of the accounting year | 56.25 | 56.25 |
| vi | The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 | 56.25 | 56.25 |

# amounts unpaid to micro and small enterprises on account of retention money has not been considered for the purpose of interest calculations.

Dues to the Micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

## 37. Significant customers

Three customers individually accounted for more than 10% of the revenues in the year ended 31st March, 2025 (31st March, 2024: Three customers individually accounted for more than 10% of the revenues).

## 38. Auditors' remuneration

| Nature of Services | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|---|---|---|
| Statutory Audit | 17.70 | 14.25 |
| Tax Audit | 1.45 | 1.15 |
| Out of pocket expenses | 1.20 | 1.54 |
| **Total** | **20.35** | **16.94** |

## 39. Corporate social responsibility expenditure

Corporate social responsibility expenditure under section 135(5) of the Act is not applicable to the Company for the current and previous year.

Details of excess CSR expenditure under Section 135(5) of the Act

| Balance excess spent as at 1st April, 2024 | Amount required to be spent during the year | Amount spent during the year | Balance excess spent as at 31st March, 2025 |
|---|---|---|---|
| 4.20 | - | - | 4.20 |

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**40.** Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is - Nil (31st March, 2024 - Nil ).

**41. Contingent liabilities**

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|---|---|
| **Contingent liabilities** | | |
| **Claim against the Company not acknowledged as debts** | | |
| **Matters under dispute:** | | |
| (i) Sales Tax Matters/ Value Added Tax Matters | 5.95 | 43.12 |
| (ii) Claims from disputes relating to contracts/employment | 66.32 | 66.32 |
| (iii) Service Tax matters* | 2,347.96 | - |
| (iv) Income tax related matters | 25.01 | - |
| (v) GST related matters* | 367.96 | - |
| | **2,813.20** | **109.44** |

* Excludes interest payable, which is not quantified in the demand order but is to be calculated as per the applicable Act.

**42.** The Company have significant accumulated losses as at 31st March, 2025.

The Management, including the Board of Directors of the Company, performed an assessment of the Company's ability to continue as a going concern. Considering the following aspects, the Management and the Board of Directors have assessed that the Company would be able to meet its cash flow requirements for the next twelve months from the date of these financial statements and have accordingly, prepared these financial statements on a going concern basis.

a) Tata Projects Limited, Holding Company has provided a letter of support to provide adequate business, financial and operational support to the Company, to enable it to meet its financial obligations and to continue its operations.

b) Review of the approved business plan and the future cash flow projections.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**43. Key financial ratios**

| S.No | Particulars | Numerator | Denominator | As at 31st March, 2025 | As at 31st March, 2024 | Variance % | Reason (for variance in excess of 25%) |
|---|---|---|---|---|---|---|---|
| 1 | Current Ratio | Total current assets | Total current liabilities | 1.05 | 0.95 | 11% | Not applicable |
| 2 | Debt-equity ratio (no of times) | Borrowings (Current + Non-current) | Total Equity | 10.18 | 65.87 | -85% | The change in ratio when compared to previous year is mainly on account of repayment of borrowings and increase in equity due to profit during the current year. |
| 3 | Debt service coverage ratio (no of times) | Profit/(Loss) before tax+Interest cost+Depreciation and amortisation expense+other non cash items as included in the statement of cash flows. | Interest and lease payments + Repayment of Borrowings during the current year | 0.31 | 0.28 | -11% | Not applicable |
| 4 | Return on equity Ratio | Profit/(Loss) after tax | Average Total Equity | 1.24 | (0.85) | -246% | The change in ratio when compared to previous year is mainly on account of profit during the year and positive average networth. |
| 5 | Inventory turnover ratio | Cost of materials consumed and changes in inventories of work-in-progress and contracts-in-progress | Average Inventory | 1.33 | 1.77 | -25% | Not applicable |
| 6 | Trade receivables turnover ratio | Revenue from operations | Average Trade receivables (Non current & Current) | 1.90 | 2.33 | -18% | Not applicable |
| 7 | Trade payables turnover ratio | Credit expenses during the year | Average Trade payables | 1.52 | 1.63 | -7% | Not applicable |
| 8 | Net capital turnover ratio | Revenue from operations | Current assets - Current liabilities | 14.11 | (21.18) | -167% | The change in ratio when compared to previous year is mainly on account of increase in net current assets as at current year end. |
| 9 | Net profit ratio | Profit/(Loss) for the year | Revenue from operations | 3% | 5% | -40% | The change in ratio when compared to previous year is mainly on account of decrease in profit after tax. |
| 10 | Return on Capital employed | Profit/(Loss) before tax + Interest on Borrowings | Tangible Networth + Borrowings (Current and Non current) + Deferred Tax Liability | 21.87 | 16.72 | 31% | The change in ratio when compared to previous year is mainly on account of increase in profit before tax. |

Note 1: The Company has not made any investments during the period ended 31st March, 2025 and 31st March, 2024 respectively. Accordingly, the ratio pertaining to Return on investment has not been disclosed.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

## Note 44: Summary of other accounting policies

This note provides a list of other accounting policies adopted in the preparation of these financial statements to the extent they have not already been disclosed in the other notes. These policies have been consistently applied to all the years presented, unless otherwise stated.

**a) Property, plant and equipment**

The historical cost of property, plant and equipment comprises its purchase price and other attributable expenditure incurred in making the asset ready for its intended use and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Property, Plant and Equipment retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

**b) Leases**

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Payments associated with short-term leases are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

**c) Financial Instruments**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Statement profit and loss.

(i) Financial assets carried at amortized cost: - Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in Other income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in statement of profit and loss. Impairment losses are presented as separate line item in the statement of profit and loss.

(All amounts are in ₹ lakhs unless otherwise stated)

(ii) Financial assets at fair value through other comprehensive income (FVOCI): - Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses).

(iii) Financial assets at fair value through profit or loss: - Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a financial assets that are subsequently measured at fair value through profit or loss is recognized in statement of profit and loss and presented net in the period in which it arises. Interest income from these financial assets is included in other income.

(iv) Financial liabilities: - Financial liabilities are measured at amortized cost using the effective interest method.

**Derecognition of Financial Assets**

**A financial asset is derecognized only when**

1. The Company has transferred the rights to receive cash flows from the financial asset or
2. Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

**Offsetting financial instruments**

Financial Assets and Liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**d) Revenue recognition**

**Determination of transaction price and its subsequent assessment:**

The Company assesses the transaction price considering the contract price as agreed with the customer in the contract document, that includes Letter of Acceptance/Intent or any document evidencing the contractual arrangement. Where consideration is not specified within the contract and is variable, the Company estimates the amount of consideration to be received from its customer. The consideration recognized is the amount which the Company assesses to be highly probable not to result in a significant reversal in future periods.

Modification to existing contracts, if any, are assessed to be either a separate performance obligation or an extension of existing scope and transaction price is determined accordingly. The Company considers the retention moneys held by customer to be protection money in the hands of the customers and hence are not subjected to discounting pursuant to para 61 and 62(c) of Ind AS 115. The mobilisation advances received, free of interest, from customers, also are not subjected to discounting, as the Company considers the objective behind the transaction to be that of ensuring and protecting timely execution of the project and not deriving financial benefit in the nature of interest.

The significant payment terms are as per the terms and conditions agreed as per the contract.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**Performance obligations in a contract with customer**

Company determines the performance obligations, considering the nature and scope of each contract.

**Measuring Progress of a construction contract**

When the outcome of individual contracts can be estimated reliably, contract revenue and contract costs are recognized as revenue and expenses respectively by reference to the stage of completion as at the reporting date. The stage of completion is determined on the basis of proportion of cost of work performed to-date, to the total estimated contract costs. Costs are recognized as incurred and revenue is recognized on the basis of the proportion of total actual costs as at the reporting date, to the estimated total costs of the contract.

For the purpose of recognising revenue, contract revenue comprises the initial amount of revenue agreed in the contract, the variations in contract work, claims and incentive payments to the extent that is probable they will result in revenue, and they are capable of being reliably measured.

The percentage of completion method is applied on a cumulative basis in each accounting year to the current estimates of contact revenue and contract costs. The effect of a change in the estimate of the outcome of a contract is accounted for as a change in accounting estimates and the effect of which is recognized in the Statement of Profit and Loss in the year in which the change is made and in subsequent years.

When the outcome of a construction contract cannot be estimated reliably, revenue is recognized only to the extent of contract costs incurred of which recovery is probable and the related contract costs are recognized as an expense in the year in which they are incurred.

When it is probable that the total contract cost will exceed total contract revenue, the expected loss is recognized as an expense in the Statement of Profit and Loss in the year in which such probability occurs.

Provision is made for all known or expected losses on individual contracts once such losses are foreseen. Revenue in respect of variations to contracts and incentive payments is recognized when it is probable it will be agreed by the customer.

**Contract assets and Contract liabilities**

If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, such amount is recognized as a contract asset, excluding any amounts presented as a receivable. The contract asset becomes receivable when the entity's right to consideration is unconditioned, which is the case when only passage of time is required before payment of consideration is due. The contract asset represents the Company's right to consideration in exchange for goods or services that the Company has transferred to the customer. The Company shall assess a contract asset for impairment in accordance with Ind AS 109. An impairment of a contract asset shall be measured, presented and disclosed on the same basis as a financial asset that is within the scope of Ind AS 109.

If the customer pays consideration, or an Company has a right to an amount of consideration that is unconditional, before the Company transfers a good or service to the customer, such amount is recognized as a contract liability. The contract liability represents the Company's obligation to transfer goods or services to the customer for which the Company has received consideration from the customer.

**e) Other income**

(i) Interest income is accrued on a time basis using the effective interest method by reference to the principal outstanding and the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

(ii) Any amount received/receivable in respect of Arbitration Awards in favour of the Company is treated as income of the year of receipt of the final award or any update to the current outstanding award.

**f) Taxation**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India in accordance with the provisions of the Income Tax Act, 1961. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognized in statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

**g) Impairment of assets**

All Property, Plant and Equipment are tested for impairment at the end of each financial year. The impairment loss being the excess of carrying value over the recoverable value of the assets, if any, is charged to the Statement of Profit and Loss in the respective financial year. The impairment loss recognized in prior years is reversed in cases where the recoverable value exceeds the carrying value, upon reassessment in the subsequent years.

**h) Cash and cash equivalents**

For the purpose of presentation in the Statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**i) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

**j) Borrowings**

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in statement of profit and loss.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**k) Provisions, contingent liabilities and contingent assets**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Also, when it is probable at any stage of the contract that the total cost will exceed the total contract revenue, the expected loss is recognized immediately.

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or

(b) a present obligation that arises from past events but is not recognized because:

(i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) The amount of the obligation cannot be measured with sufficient reliability.

**l) Employee Benefits**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**(ii) Other long-term employee benefit obligations**

Other long-term employee benefits comprise of earned leave and sick leave compensated absences that are not expected to be settled wholly within 12 months after the end of the period in which the employees renders related services. These obligations are therefore measured as the present value of expected future payments and expected utilisations (in case of sick leaves) to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in Statement of Profit and loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**(iii) Post-employment obligations**

The Company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity.

(b) defined contribution plans such as provident fund.

**(a) Defined benefit plans - Gratuity**

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The gratuity plan is a funded plan and the Company makes contributions to Life Insurance Corporation of India (LIC). The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the statement of profit and loss.

**(b) Defined contribution plan**

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due

**m) Earnings Per Share**

**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year.

**(ii) Diluted Earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**n) Operating cycle**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle. The operating cycle is the time between acquisition of assets for construction/fabrication activities and their realization in cash and cash equivalents. Based on the nature of activities performed and time between acquisition of assets for construction/fabrication activities and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months.

**o) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

**45.** The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

**46.** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

**47.** No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**48.** The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

**49.** The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

**50.** The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

**51.** The Company is a subsidiary of Tata Projects Limited and forms part of the TATA Group (the "Group"). The Group includes the following Core Investment Companies (CIC) in its structure:

a) Tata Industries Limited (registered with RBI)

b) Tata Sons Private Limited (registered with RBI)

c) Pantalone Finvest Limited (registered with RBI)

d) TMF Holding Limited (registered with RBI)

e) Protraviny Private Limited (registered with RBI)

f) T S Investments (not registered with RBI)

**52.** The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

### 53. Valuation of property, plant and equipment

The Company has not revalued its property, plant and equipment (including right-of-use assets) during the current or previous year.

### 54. Compliance with approved schemes of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

### 55. Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

### 56. Sale of Nagpur facility

The Company entered into a Business Transfer Agreements (BTA) with Tata Projects Limited, Holding Company on November 19, 2024. The Company and Holding Company have agreed the closing date for this transaction as November 30, 2024. Pursuant to this BTA, the Company has transferred the following assets and liabilities to Tata Projects Limited.

# Notes to Financial Statements for the year ended 31st March, 2025 (Contd.)

(All amounts are in ₹ lakhs unless otherwise stated)

The carrying amount of assets and liabilities as at 30th November, 2024, which were transferred are as follows:

| Particulars | Amount |
|---|---|
| Property, plant and equipment | 228.61 |
| Trade receivables | 351.23 |
| Inventories | 180.84 |
| Other current assets | |
| GST credit receivable | 64.52 |
| **Total assets (A)** | **825.20** |
| | |
| Trade payables | 962.40 |
| Employee benefit payables | 32.21 |
| **Total liabilities (B)** | **994.61** |
| | |
| **Net assets transferred (C=A-B)** | **(169.41)** |
| **Consideration (D)** | **1,744.63** |
| | |
| **Gain on sale of Nagpur facility (E=D-C)** | 1,914.04 |
| Less: Prepaid expenses written off pertaining to Nagpur facility (F) | 11.50 |
| **Net gain on sale of Nagpur facility recognised under Other income (G=E-F)** | **1,902.54** |

As per our report of even date

For Price **Waterhouse & Co Chartered Accountants LLP**
FRN: 304026E/ E-300009

**Ashish Taksali**
Partner
Membership No: 99625

Place: Jaipur
Date: 24th April 2025

For and on behalf of the Board of Directors

**Vinayak Pai**
Chairman
DIN:03637894

**Shashank Jha**
Whole-Time Director & CEO
DIN:10116448

**Manoj Shah**
Chief Financial Officer
Membership No. 116194

**Deepak Tibrewal**
Company Secretary
Membership No. F8925

Place: Mumbai

Date: 24th April 2025

# ARTSON LIMITED

**(Formerly Artson Engineering Limited)**
**CIN: L27290MH1978PLC020644**
**(A Subsidiary of Tata Projects Limited)**

**Registered Office:** 14th Floor, Cignus, Plot No. 71A, Kailash Nagar, Mayur Nagar Passpoli, Powai, Mumbai - 400087, Maharashtra, India.
**Phone:** +91 40 6601 8194; **Email:** investors@artson.net; **Website:** www.artson.net

## SHAREHOLDERS DETAILS UPDATION FORM

To
**MUFG Intime India Private Limited**
**(Formerly known as Link Intime Private Limited)**
(Unit: Artson Limited)
C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083, Maharashtra
Email ID: rnt.helpdesk@in.mpms.mufg.com

I /we hereby request you to record/ update the following details against my/ our folio no.:

| | | |
|---|---|---|
| **Name of the Sole/ First named shareholder** | : | |
| **Folio No.** | : | |
| **Full Address (with pin code)** | : | |
| **CIN / Registration number: *** (applicable to corporate shareholders) | : | |
| E-mail Id (to be registered) | : | |
| **PAN no. *** (of the sole/ first named shareholder) | : | |
| **Phone / Mobile number** | : | |

***self-attested copy of the document enclosed**

**Bank Details:**

| | | |
|---|---|---|
| IFSC | : | |
| MICR | : | |
| Bank A/c type | : | |
| Bank Account No.@ | : | |
| Name of the Bank | : | |
| Name of the Branch | : | |
| Bank Branch Address | : | |

@ A blank cancelled cheque is enclosed to enable verification of bank details

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete information, I / we would not hold the Company / RTA responsible. I /We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above mentioned Folio No. / Beneficiary account.

Place:
Date:

……………………………………………………...
Signature of Sole/ First Shareholder

# REQUEST FOR KYC UPDATION

Dear Shareholders,

Subject: Request to update KYC details pursuant to SEBI Circular bearing reference nos. SEBI / HO / MIRSD / POD-1 / P / CIR / 2023 / 181 dated November 17, 2023 & SEBI / HO / MIRSD / MIRSD-PoD- 1 / P / CIR / 2023 / 37 dated March 16, 2023 (now rescinded due to issuance of Master Circular dated May 07,2024) & SEBI / HO / MIRSD / POD-1 / CIR / 2024 / 81 dated June 10, 2024 SEBI directive vide e-mail to RTA on January 23, 2024

We refer to the above circulars issued by SEBI that mandates all the Listed Companies to record PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature of physical securities. Email Address and Nomination of shareholders is optional, the security holders are requested to register Nomination and email address to avail online services. This is applicable for all security holders holding shares in physical mode.

**The salient features and requirements of the circular are as follows:**

A) In case of non-updation of PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024, upon furnishing all the aforesaid details in entirety.

B) If a security holder updates the PAN, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 01, 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from April 01, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

In this connection, we request you to comply with required mandatory fields on top priority:

| Name of the Security holder(s) | PAN and Aadhar Link (Mandatory) (A) | Specimen Signature (Mandatory) (B) | Mobile No. (Mandatory) (C) | Nominee Details (Optional) (D) | Email ID (Optional) (E) |
|---|---|---|---|---|---|
| | | | | | |

**Bank Details:**

| | |
|---|---|
| Name of the Bank | |
| Bank Account Number | Account Type |
| IFSC | MICR No |

Email address and choice of nomination even though optional, security holders are encouraged to provide the same in their own interest.

The formats for nomination and updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circulars are available on the website of the Company's RTA as mentioned below:

https://www.linkintime.co.in Resources→ Downloads→KYC →Formats for KYC.

**We would request you to comply with the above requirements at the earliest.**

**Note:** Shareholders holding shares in physical form are requested to kindly convert shares from physical form to demat form at the earliest possible as it will be beneficial for market liquidity

# DEMATERIALIZATION OF SHARES

## Introduction:

In order to mitigate the risks associated with share trading in paper format, concept of dematerialization was introduced in Indian Financial Market. Dematerialization (Demat) in short is the process through which an investor's physical share certificate gets converted to electronic format which is maintained in an account with the Depository Participant (DP). The ownership thereof is entered into and retained in a fungible form on a Depository by way of electronic balances. The name of the Shareholder is registered as a Beneficial Owner.

## Depository

Depository is the body which is responsible for storing and maintaining investor's securities in demat or electronic format. In India there are two depositories i.e. NSDL and CDSL.

## Advantages of Demat

Dealing in demat format is beneficial for investors, brokers and Companies alike. It reduces the risk of holding shares in physical format from investor's perspective. From share issuing Company's perspective, issuance in demat format reduces the cost of new issue as papers are not involved. Efficiency and timeliness of the issue is also maintained while Companies deal in demat form.

**The benefits of conversion of shares in to demat form to the common investor are listed herein below:**

- No stamp duty payable on transfer of shares.
- Safer and quicker process of transfer/ trading of shares.
- Faster settlement cycle.
- Faster disbursement of non-cash corporate benefits like rights, bonus etc.
- Demat form reduces the risk of bad deliveries.
- Time and money is saved as you are not dealing in paper now. You need not go to the notary, broker for taking delivery or submitting the share certificate.
- Liquidity is very high in case of demat format as whole process in automated.
- All the benefits of corporate action like bonus, stock split, rights etc. are managed through the depository leading to elimination of transit losses.
- Interest on loan against demat shares are less as compared to physical shares.
- One needs to pay less brokerage in case of demat shares.
- Periodic status reports and information available on internet thereby facilitating convenience in monitoring shareholding in all the Companies.

## Procedure to be followed for dematerialization of shares:

- The Shareholder has to fill up a Demat Request Form (DRF) and has to submit to the Depository Participant (DP) the DRF as well as the defaced share certificate;
- The concerned DP will verify the details and if found in order, it will generate a Demat Request Number (DRN) and intimate the Depository and Registrar and Share Transfer Agent (RTA) through e-system. Simultaneous to this, the DP will send the DRF and share certificate to RTA;
- RTA will verify the details of the electronic request as well as those mentioned in the DRF and Share Certificates with the records maintained by it.

## When demat request is found valid in all respects:

- RTA will update the Register of Members and then validate the request; it will then electronically confirm the DRN to Depository and DP;
- The Depository will credit the DP's account and consequently, the DP will update the investor's demat account and inform the investor accordingly.

## When demat request is found invalid for any reasons:

- RTA will electronically reject the DRN and intimate the same with reasons of rejection to the Depository and DP. The Depository and the DP will cancel the DRN from its system, respectively;
- RTA will then return the DRF and Share Certificates to the DP with an objection memo stating the grounds of objection/ rejection.

## Legal Requirement

Pursuant to SEBI notification no. SEBI/LAD-NRO/GN/2018/24 dated 8$^{th}$ June 2018 and Circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7$^{th}$ September 2020 requests for effecting transfer of securities (except in case of transmission and transposition of securities) held in physical mode has been discontinued w.e.f. 31$^{st}$ March 2019, and re-lodgement, if any as the case may be, were also permitted only up to 31$^{st}$ March 2021. Therefore, holders of the Company's equity shares in physical form may consider dematerializing their holdings.

# NOTICE TO PHYSICAL SHAREHOLDERS

## SPECIAL WINDOW FOR RELODGEMENT OF TRANSFER REQUESTS OF PHYSICAL SHARES

Pursuant to SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July 2025, a **special window of Six Months** has been opened from **7th July 2025 to 6th January 2026** to facilitate the investors for **re-lodgement of transfer requests of physical shares**.

This special window is available only where the original transfer requests were lodged prior to 1st April 2019 and were returned / rejected / not attended due to deficiencies in documents / process / or otherwise. Such shareholders can now re-lodge their transfer requests **after rectifying the errors** within the specified period i.e., from **7th July 2025 to 6th January 2026.**

The shareholders are requested to note that the shares re-lodged for transfer will be processed only in dematerialized form, once all documents are found in order by the Company's Registrar and Share Transfer Agent (RTA) viz., **MUFG Intime India Private Limited (Formerly known as Link Intime Private Limited)**. Eligible shareholders may submit their transfer requests along with the requisite documents to **MUFG Intime India Private Limited,** the Company's RTA at below address or write to the Company at investors@artson.net for further assistance. The lodger must have a demat account and provide its Client Master List (CML), along with the transfer documents and share certificate, while lodging the documents for transfer with RTA.

**For assistance, shareholders may contact:**

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| **Artson Limited**<br>(Formerly Artson Engineering Limited)<br>Corporate Office:<br>1-7-80 to 87, Ground Floor, Mithona Towers-1, PG Road, Secunderabad – 500003, Telangana, India.<br>E-mail: investors@artson.net<br>Website: www.artson.net | **MUFG Intime India Private Limited**<br>(Formerly Link Intime India Private Limited)<br>C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India.<br><br>Email ID: rnt.helpdesk@in.mpms.mufg.com |

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# NOTES

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A TATA Enterprise

# ARTSON LIMITED

CIN: L27290MH1978PLC020644

(Subsidiary of Tata Projects Limited)

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