

NITIRAJ ENGINEERS LIMITED

L31909MH1999PLC119231

306 A BABHA BLDGN M MARG NEAR POLICE STATION MUMBAI - 400011

Email ID- investor@nitiraj.net

Website - www.nitiraj.net

Date - 04/09/2020

To,
The National Stock Exchange of India Limited,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai-400051

SUB:- Submission of Annual Report for the financial year 2019-20 in accordance to the provisions of Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scrip Symbol: NITIRAJ

Dear Sir,

In compliance with Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Report of the Company for the financial year ended 2019-2020 including Notice convening the 21st Annual General Meeting of the Company, to be held on Monday, 28th September, 2020 at 11.00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

The Annual Report including AGM Notice is also available on the Company's website www.nitiraj.net

Kindly take the above information on your record.

Thanking You,

Yours faithfully,

For, NITIRAJ ENGINEERS LIMITED

RAJESH
RAGHUNATH
BHATWAL

Digitally signed by RAJESH RAGHUNATH
BHATWAL
DN: c=IN, o=Personal, postalCode=424001,
st=MAHARASHTRA,
serialNumber=aa4c4622a70041858d271d8bf
17c9b9957508e991a30ad19d144fa66e89ca0
2e, cn=RAJESH RAGHUNATH BHATWAL
Date: 2020.09.04 18:36:53 +05'30'

RAJESH RAGHUNATH BHATWAL

Managing Director
(DIN: 00547575)

Encl: As stated



NITIRAJ ENGINEERS LIMITED

(CIN: - L31909MH1999PLC119231)

Electronic Weighing Scales & Systems

Currency Counting Machines

Digital Fare Meters

Home & Hotel Automation Products

Health Measurement Products

ANNUAL REPORT 2019-20

21st ANNUAL GENERAL MEETING

On Monday, the 28th day of September 2020 at 11:00 a.m.

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

Registered Office :

306 A, BABHA BUILDING MARG

NEAR POLICE STATION, MUMBAI – 400011 (MH) INDIA

Contact No :- +91-2562-239080, Fax No :- 02562-239332

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

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COMPANY INFORMATION**BOARD OF DIRECTORS**

- Chairman & Managing Director : MR. RAJESH RAGHUNATH BHATWAL
- Whole Time Director & Women Director : MRS. SHAKUNTALA RAJESH BHATWAL
- Whole Time Director : MR. HUNG SIN CHUNG HUANYI
- Independent Director : MR. ANIL NANDKISHOR BANGAD
- Independent Director : MR. PRADEEP CHANDRAKANT SHAH
- Independent Director : MR. SHABBIR SADRUDDIN MASANI
- Chief Financial Officer : MR. KAILAS MADANLAL AGRAWAL
E-mail: expenses@nitiraj.net

- Company Secretary & Compliance Officer : CS. DEEPIKA AMIT DALMIYA
E-mail: investor@nitiraj.net

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

- Corporate Office : City Survey No. 496 A/3, 4,
Behind Gurudwara, Mumbai - Agra
Road, Dhule-424001
E-mail:-investor@nitiraj.net

- Statutory Auditors : **P. D. DALAL & CO.,**
Chartered Accountants 11, Town
Centre I, Andheri Kurla Road,
Marol, Andheri (East),
Mumbai – 400059
E-mail Id: askakaria@gmail.com

- Secretarial Auditors : **PIYUSH WANI AND ASSOCIATES,**
Practicing Company Secretaries,
1255/1, Behind Manik Chowk,
Nandurbar - 425412 (MH)
E-mail Id :-cspiyushwani@gmail.com

- Shares listed with : National Stock Exchange of India Limited,
(SME EMERGE)

- Registrar & Share Transfer Agents : **BIGSHARE SERVICES PRIVATE LIMITED**
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai 400059

- Bankers : **HDFC Bank Limited**

BOARD COMMITTEES

- **Audit Committee**

Mr. Pradeep Chandrakant Shah : Chairman
Mr. Rajesh Raghunath Bhatwal : Member
Mr. Anil Nandkishor Bangad : Member

- **Nomination and Remuneration Committee**

Mr. Pradeep Chandrakant Shah : Chairman
Mr. Rajesh Raghunath Bhatwal : Member
Mr. Anil Nandkishor Bangad : Member

- **Stakeholders Relationship Committee**

Mr. Pradeep Chandrakant Shah : Chairman
Mr. Rajesh Raghunath Bhatwal : Member
Mr. Anil Nandkishor Bangad : Member

- **Corporate Social Responsibility Committee**

Mr. Pradeep Chandrakant Shah : Chairman
Mr. Rajesh Raghunath Bhatwal : Member
Mr. Anil Nandkishor Bangad : Member

- **Internal Complaints Committee**

Mr. Pradeep Chandrakant Shah : Chairman
Mr. Rajesh Raghunath Bhatwal : Member
Mr. Anil Nandkishor Bangad : Member

- **Sexual Harassment Committee**

Mr. Rajesh Raghunath Bhatwal : Chairman
Mrs. Shakuntala Rajesh Bhatwal : Member
Mr. Pradeep Chandrakant Shah : Member

NOTICE OF THE 21ST ANNUAL GENERAL MEETING

To,
The Members,
NITIRAJ ENGINEERS LIMITED
(CIN- L31909MH1999PLC119231)
306 A BABHA BLDGN M MARG
NEAR POLICE STATION
MUMBAI – 400011.

NOTICE is hereby given that the 21st Annual General Meeting of **NITIRAJ ENGINEERS LIMITED** will be held on Monday, 28th, September 2020 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTIONS:

1. TO RECEIVE, CONSIDER AND ADOPT STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS AND REPORT THEREON WITH DIRECTOR REPORT FOR THE YEAR ENDED 31ST MARCH 2020.

- a) **"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the year 2019-20 together with the Reports of the Board of Directors' and Auditors' thereon of the Company for the year 2019-20 as presented to the meeting, be and hereby, adopted."
- b) **"RESOLVED THAT** the Consolidated Financial Statements of the Company for the year 2019-20 together with the Reports of the Auditors' thereon of the Company for the year 2019-20 as presented to the meeting, be and hereby, approved and adopted."

2. TO RE-APPOINT ROTATIONAL DIRECTOR –

To consider re-appointment of Mrs. Shakuntala Rajesh Bhatwal, Whole Time Women Director holding (DIN : 01953906), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re- appointment. For details of Director seeking re-appointment at the Annual General meeting please refer Annexure I.

3. TO RE-APPOINT OF STATUTORY AUDITORS AND FIX THEIR REMUNERATION AND THIS REGARDS PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, M/s. P. D. Dalal & Co., Chartered Accountants, Mumbai (Firm Registration No: 102047W), be and is hereby re-appointed as the Statutory Auditor of the Company and have confirmed their eligibility to be appointed as Auditor in terms of Provision of Section 141 of the Act, and Rule 4 of the Rules to audit the accounts up-to the conclusion of the forthcoming Annual General Meeting of the Company, on a remuneration to be



21st Annual General Meeting

decided by the Board or its Committee with the Audit of the Account of the Company for the Financial Year ended March 31st 2021.

**By order of the Board of Directors,
NITIRAJ ENGINEERS LIMITED**

(RAJESHRAGHUNATH BHATWAL)

Managing Director
DIN- 00547575

Place : Dhule, Maharashtra
Date : 26th August 2020
(Corporate Office)

Registered Office :- 306A Bhabha Building,
N.M. Joshi Marg, Delisle Road, Near Police
Station, Mumbai – 400 011

NOTES :

- 1. GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 1ST AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING.**
 - a.** In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 21st AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 21st AGM shall be the Registered Office of the Company. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 20 and available at the Company’s website www.nitiraj.net
 - b.** In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 21st AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 1st AGM through VC/OAVM Facility and e-Voting during the 21st AGM
 - c.** In line with the MCA Circulars and SEBI Circular, the Notice of the 21st AGM will be available on the website of the Company at www.nitiraj.net and on the website of NSE Limited at www.nseindia.com.
 - d.** Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 - e.** NSDL Limited will be providing facility for voting through remote e-Voting, for participation in the 21st AGM through VC/OAVM Facility and e-Voting during the 21st AGM.

- f.** Members may note that the VC/OAVM Facility, provided by NSDL limited, allows participation on a first-come-first-served basis. The large shareholders (i.e. 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. can attend the 21st AGM without any restriction on account of first-come first-served principle.
- g.** Attendance of the Members participating in the 21st AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h.** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 21st AGM and facility for those Members participating in the 21st AGM to cast vote through e-Voting system during the 21st AGM.
- i.** In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.pashupaticotspin.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively.

- j. Members may join the 21st AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10.45 p.m. IST i.e. 15 minutes before the time scheduled to start the 21st AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 21st AGM.
2. All the documents referred to in the accompanying notice and the annexures to it are open for inspection at the Registered Office of the Company during business hours from Monday to Friday up to the date of this Annual General Meeting of the Company.
3. In-terms of Section 101 and 136 of the Companies Act, read together with Rules made there under electronic copy of the Annual Report and the notice of the Annual General Meeting of the Company along with attendance slip are being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same on our e-mail ID investor@nitiraj.net For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
4. Members desiring any information relating to the Accounts are requested to write to the Company well in advance so as to enable management to keep the information ready.
5. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
6. Members may also note that the notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download (**www.nitiraj.net**). The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 306 A Babha Building, M Marg, Near Police Station, Mumbai - 400011, during office hours on working days except Saturdays between 11.00 a.m. to 1.00 p.m. for inspection. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
7. Pursuant to provision of Section 91 of the Companies Act, 2013 and Listing Agreement, the Register of Members and Share Transfer Book will remain closed from 22nd September 2020 to 28th September 2020 (Both days inclusive).
8. Notice of AGM along with Annual Report 2019-20 is being sent by electronic mode to those members who is registered as a members as on 21st August 2020 as per list provided by Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.
9. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a Contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with the Bigshare Services Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in de-mat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

- 10.** The Board of Directors has appointed CA Piyush Agrawal, Chartered Accountants (Membership No. 135041) as scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair transparent manner.
- 11.** The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have de-mat accounts.
- 12.** Members are requested to bring their copy of Annual report of the meeting as the same shall not be circulated thereat.
- 13.** Members are requested to intimate their email id at investor@nitiraj.net in order to meet the requirement of green initiatives.
- 14.** Electronic copy of Notice of the AGM along with Annual Report 2019-20 including remote E Voting Instruction, attendance slip is being sent by electronic mode to those members who is registered as a member as on 21st August, 2020 on their registered E mail ID. For those shareholders whose name stands registered in the register of member as on Friday 21st August, 2020 and who have not registered mail Address, Physical copy of notice of the Annual general Meeting along with Annual reports, including Remote E voting instructions s being sent to them in the permitted mode.
- 15.** Shareholders are also informed that voting shall be by E-voting.
- 16.** The company has set Friday, August 21st, 2020 as the Cutoff date for taking record of the shareholders of the company who will be eligible for casting their vote on the resolution to be passed in the ensuring AGM for both E-Voting and Physical mode through Polling Paper.
- 17.** Board of Director Appointed CA Piyush Ramesh Agrawal, Practicing Chartered Accountant, Jalna as scrutinizer, for conducting E voting and Poll Papers voting process for the AGM in a fair and transparent manner.

18. General Information of E Voting :-

- k.** The e-voting period commences on Friday, 25th September 2020 at 9:00 a.m. and ends on Sunday, September 27th, 2020 at 5.00 p.m. During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

19. How do I vote electronically using NSDL e-Voting system?

The way to below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into 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 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 de-mat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 114052 then user ID is 114052001***

5. Your password details 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 de-mat 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 mail box. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
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.
 - d) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to piyushragrawal@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

ANNEXTURE 1

Details of the Directors seeking re-appointment at the AGM of the Company Pursuant to Regulation 36(3) of the (Listing Obligation and Disclosure Requirement) Regulation, 2015

Name of the Director	SHAKUNTALA RAJESH BHATWAL
DIN	01953906
Date of Birth	18/12/1966
Date of Appointment of the Board	27/04/1999
Brief Resume, Qualification and nature of expertise in functional areas	Mrs. Shakuntala Bhatwal, w/o of Mr. Rajesh Bhatwal, is the Whole-time Director of our Company belonging to Promoter Group. She has done B.E. Electronics from University of Mumbai and has an experience of over 25 years in the area of manufacturing Electronic Weighing Scales. She is actively working with Nitiraj since 1990. Her job responsibilities include overseeing manufacturing activities, sourcing of components, administrative work etc. She is well conversant with Electronic Industry and latest emerging trends in Electronics
Directorship in other Public Companies	NIL
Membership/Chairmanship of Committee of other Public Companies	NIL
No. of Shares held in the Company	2350500 (as on 12 th August, 2020)

CHAIRMEN LETTER

Dear valued Shareholders,

To begin with, I am very happy to share that our Company has started operation of its new state of the art manufacturing facility at Dhule, Maharashtra which is equipped with exclusive machineries for better efficiencies and good quality products. The Company also has a corporate office and Research and Development team in the same premises which improves the operating efficiencies and ease of doing business. The Research and Development team is constantly under the process of developing new products and this year our Company has successfully launched few new products like audio door phones, new series of person weighing scales, analytical weighing balances, etc.

On our financial performance for the year however, our Company did have a tough year, recording a decline in sales by 11.17% from Rs. 53.88 cr in FY2019 to Rs 47.86 cr in FY2020. This was on mainly on account of decline in orders from the Government.

But on the brighter side, for the very first time our Company has adopted a different approach to market the products and create brand visibility through participating in exhibitions and showcasing products directly to the masses. We are also delighted and thrilled to have received a very positive response and interest in our products and have received certain enquires which we hope to convert into orders in the near future and thereby expand our client outreach. The Company also focuses on deeper market penetration by increasing and expanding the pre-existing widespread dealer network and branches.

We at Nitiraj are excited about the opportunities that the industry has to offer going forward. We are well positioned to capitalize upon the same with our focus on innovations and improving efficiencies. I am proud to have a team of motivated and dedicated people, committed to performing better and to seize the opportunity for sustainable and profitable growth. Our united aim is not only to drive sustainable growth but along with it create a brand Phoenix to be one of the best and well-established brands for all its products.

I would like to thank our employees for their persistent efforts, Board for their guidance and support and all our stakeholders for their consistent support and encouragement in all our endeavours. We continue to look forward to your guidance and support, motivating us to reach newer heights.

DIRECTOR'S REPORT

To,
The Members,
NITIRAJ ENGINEERS LIMITED.
306, Babha Building, N M. Joshi Marg,
Near Police Station, Mumbai – 400011 INDIA

Your Directors have a pleasure in presenting the **21st Annual Report** on the business and operation of the Company together with the Audited Financial Accounts for the year ended **31st March, 2020.**

1. FINANCIAL HIGHLIGHTS

Financial results of your Company for the year ended 31st March 2020 are summarized below. (Standalone)
(Amount in Lacs)

Particulars	Financial Statement	
	2019-20	2018-19
Income from Operations (A)	4786.37	5388.38
Other Income (B)	187.64	118.72
Total revenue (A) + (B)	4974.01	5,507.10
Total Expenses including Deprecation and Finance Cost	4613.05	4,658.98
Profit before exceptional item and Tax	360.97	848.12
Exceptional Item	0.00	0.00
Profit before Tax (PBT)	360.97	848.12
Tax expense	102.36	241.27
Profit for the year (PAT)	258.61	606.85

2. HIGHLIGHTS OF PERFORMANCE:-

Total Revenue for the year 2019-20 is decreased to Rs. 4974.01 lacs as compared to Rs. 5,507.10 lacs in the previous year. Profit before Tax for the year was Rs. 360.97 lacs as compared to profit of Rs. 848.12 lacs in the previous year. Profit after Tax for the year was Rs. 258.61 Lacs as compared to profit of Rs. 606.85 in the previous year.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business carried out by the Company in the Year 2019-2020.

4. SHARE CAPITAL

Company issued bonus shares, thus there is an addition in Share Capital of the company during financial year 2019-20.

5. DIVIDEND

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

6. CHANGE IN NAME

The company has not changed its name during financial year 2019-20.

7. RESERVES

The Board of the Company has decided to carry Rs.258.6 Lacs to the Reserves of the Company as on 31st March 2020.

8. THE BOARD AND KMP :**(a) Composition of the Board of Directors :**

The Board of Directors of the Company has an optimum combination of Executive, Non Executive and Independent Directors. As on the date of this report, the Board comprises of 6(Six) Directors, out of which 3 are Executive Directors, 3 is Independent Non Executive Director and is that includes one Woman Director. The Chairman of the Board is an executive Director.

The Company has following composition of the Board

1 Mr. Rajesh Bhatwal	Managing Director and Executive Director
2 Mrs.ShakuntalaBhatwal	Whole Time and Women Director
3 Mr. Hung Sin Chung Huanyi	Whole Time Director
4 Mr. Anil NandkishorBangad	Independent Director Non-Executive Director
5 Mr.PradeepChandrakant Shah	Independent Director Non-Executive Director
6 Mr.ShabbirSadruddinMasani	Independent Director Non-Executive Director

Director Retiring by Rotation

Pursuant to Section 152 of the Companies Act, 2013 and in accordance with the Article of Association of the Company, Mrs. Shakuntala Bhatwal (DIN No- 01953906), Whole Time Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. The Board of Directors recommends her re-appointment.

Company Secretary & Compliance Officer.

During the year CS Preeti Bhala resigned from the post of Company Secretary and Compliance Officer of the Company and CS Deepika Dalmiya (Membership No. A58029) appointed as Company Secretary and Compliance Officer of the Company in his place.

9. MEETINGS OF BOARD OF DIRECTOR AND SHAREHOLDERS

Eighteen Board Meetings were held during the Year 2019-20 and Six Audit Committee Meetings and Four Nomination and Remuneration Committee Meetings and Six Stakeholders' Relationship Committee.

Meetings and the intervening gap between meetings was within the period prescribed under Secretarial Standards applicable to the company.

10. BOARD EVALUATION

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

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

11. COMPANY POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

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

12. DETAILS OF REMUNERATION TO DIRECTORS :-

The remuneration paid to the Directors is in accordance with the recommendations of Nomination and Remuneration Committee formulated in accordance with Section 178 of the Companies Act, 2013 and any other re-enactment(s) for the time being in force.

The information relating to remuneration of Directors and details of the ratio of the remuneration of each Director to the median employee's remuneration and other details as required pursuant to section 197(12) of the Act read along with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure.

13. DECLARATION BY INDEPENDENT DIRECTORS:-

Every Independent Director, at the first meeting of the Board in which he participates as a Director and hereafter at the first meeting of the Board in every Financial Year, gives a declaration that he meets the criteria of independence as provided under law.

14. COMMITTEES OF THE BOARD

Currently, the Board has Six Committees :- the Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Internal Complaints Committee, Sexual Harassment Committee. All Committees, except the Corporate Social Responsibility Committee, Internal Complaints Committee and, Sexual Harassment Committee consist of Independent Directors.

(a) Audit Committee

The Board has constituted Audit Committee as required under Companies Act, 2013. The Composition of the Committee is as under:

Name of the Member	Designation
MR. PRADEEP CHANDRAKANT SHAH	Chairman
MR. ANIL NANDKISHOR BANGAD	Member
MR. RAJESH RAGHUNATH BHATWAL	Member

(b) Nomination and Remuneration Committee

- The Board has constituted Nomination and Remuneration Committee as required under Companies Act, 2013. The Composition of the Committee is as under:

Name of the Member	Designation
MR. PRADEEP CHANDRAKANT SHAH	Chairman
MR. ANIL NANDKISHOR BANGAD	Member
MR. RAJESH RAGHUNATH BHATWAL	Member

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

(c) Stakeholder Relationship Committee:-

The Board has constituted Stakeholder Relationship Committee as required under Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").

(d) Corporate Social Responsibility Committee

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

- A. To recommend the policy on Corporate Social Responsibility (CSR) and Implementation of the CSR Projects or program to be undertaken by the company as per the CSR Policy for consideration and approval by the Board of Directors.

- B.** Recommend the amount of expenditure to be incurred on the corporate social responsibility activities; and
- C.** Monitor the implementation of the Company's corporate social responsibility policy.

During the financial year ended 31st March, 2020, CSR Expenses required to be spend is Rs. 13,05,158.84. However Company have not spent any amount on CSR due to non availability of good projects

The Corporate Social Responsibility Committee comprises the following:

The Composition of the Committee is as under:

Name of the Member	Designation
MR. PRADEEP CHANDRAKANT SHAH	Chairman
MR. ANIL NANDKISHOR BANGAD	Member
MR. RAJESH RAGHUNATH BHATWAL	Member

Four meetings were held during the year 2019-20 on 01/05/2019, 15/08/2019, 20/12/2019 and 25/03/2020.

The Company's CSR Policy statement and Annual Report on the CSR activities undertaken during the financial year ended 31st March, 2020, in accordance with section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) is set out in "Annexure B" to this Report.

Investor Grievance Redressal Policy

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

15. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES :

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

16. RISK MANAGEMENT POLICY

The Company has formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day to day operations of the Company. Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures to be adopted by the Board.

The Company has adequate internal control systems and procedures to combat the risk. The Risk management procedure will be reviewed by the Audit Committee and Board of Directors on time to time basis.

17. POLICY ON PRESERVATION OF THE DOCUMENTS

The Company has formulated a Policy pursuant to Regulation 9 of the Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) on Preservation of the Documents to ensure safekeeping of the records and safeguard the Documents from getting manhandled, while at the same time avoiding superfluous inventory of Documents.

18. POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

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

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

19. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

During the year ended 31st March, 2020, the Company has not received any complaint pertaining to sexual harassment.

In order to prevent Sexual Harassment of Women at Workplace a new act “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013” has been notified on 09th December, 2013. Under the said Act every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

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

20. AUDITORS:**a. Statutory Auditors:-**

M/s. P. D. Dalal & Co, Chartered Accountants, Mumbai, Firm Registration Number 102047W, were re-appointed as Statutory Auditors of the Company in the Annual General Meeting held on 31st August 2019 to hold office until the conclusion of the upcoming Annual General Meeting. It has been recommended to re-appoint M/s. P. D. Dalal & Co., Chartered Accountants, as Statutory Auditors of the Company until the conclusion of the forthcoming next Annual General Meeting of the Company

In this regard the Company has received certificate from the Auditors to the effect that if they are appointed it would be in accordance with the provisions of section 141 of the Companies Act, 2013.

Accordingly, proposal for their re-appointment as Statutory Auditors is being placed before the shareholders for approval at the 20th Annual General Meeting.

b. Secretarial Auditors:

M/s. Piyush Wani and Associates, Nandurbar Firm of Practicing Company Secretaries, having Membership No. 46049 and Certificate Practice Number 19225 were appointed as Secretarial Auditors of the Company as per provisions of Section 204 of the Companies Act, 2013 and Rules made there under for the Financial Year 2020-21. The Secretarial Audit Report for the Financial Year 2019 - 20 form part of the Annual Report as Annexure to the Board Report. As the Board is satisfied with the performance of these Secretarial Auditors, the Board proposes to appoint them as secretarial Auditors for the Financial Year 2020-21 also.

c. Internal Auditor

M/s. Santosh B. Gandhi and Co., (CA Piyush Agrawal, Jalna), Chartered Accountants, Pune , Firm Registration Number 116435W, were re-appointed as Internal Auditors of the Company. It has been recommended to re-appoint M/s. Santosh B. Gandhi and Co., Chartered Accountants, as Internal Auditors of the Company.

21. AUDITORS' REPORT**Statutory Audit Report:-**

M/s. P. D. Dalal and Co., Chartered Accountants, Mumbai, Firm Registration Number 102047W have issued their Report for the Financial Year ended 31st March 2020.

There is one qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their report.

According to Note 2A(g) on the Significant Accounting Policies the accounting of provision of Gratuity Liability and Leave Encashment Liability is not recorded fully and thus is not in accordance with Accounting Standard 15 on "Employee Benefits" issued by the Institute of Chartered Accountants of India.

Clarification: - The Company has started making provision from current year in the books of accounts as reported to board by the company official.

Disclosure about Cost Audit

The Central Government has not prescribed the maintenance of Cost records under section 148(1) of the Companies Act, 2013, for any of the services rendered by the Company.

MANAGEMENT DISCUSSION ANALYSIS:-

MANAGEMENT DISCUSSION AND ANALYSIS

Forward looking statement - Legal team to review and approve this section

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.

The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013 (the Act) and comply with the Accounting Standards. The management of Nitiraj Engineers Limited has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements, reflect in a true and fair manner, the state of affairs and profit for the year.

Corporate Finance team to review and approve above para

The following discussions on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "Nitiraj" are to Nitiraj Engineers Ltd.

ECONOMIC OVERVIEW

Global Industry

In recent years, the market has experienced an increasing trend in weighing scales due to higher accuracy and lower cost of production. Total production in industrial electronic and control instrumentation is showing growth every year. This is because measuring weight using a digital weighing machine is user-friendly and provides a variety of applications. This product requires a good marketing set up. Most importantly, it must be duly backed by after-sales service facilities.

In the 19th century, industrial revolution brought a rapid development in new measurement techniques and instruments to meet the needs of industrialized production techniques. The market for electronic weighing scales likely to witness substantial growth owing to the constant need for determining exact weight. The global electronic

weighing scales market was valued at US\$ 4.85 bn in 2017 and expected to expand at a CAGR of 4.8% during the forecast period from 2018 to 2026.

The precise measurements provided by the electronic weighing scales drives the demand from various sectors including healthcare, retail, industrial, etc. Moreover, advantages of electronic weighing scales such as ease of handling, compact size along with easy availability likely to drive the adoption of electronic weighing scales, thereby augmenting the market growth. In recent times, demand for electronic weighing scales has increased significantly as measuring weight has become user-friendly. Rising dependence on these scales in diverse areas like hospitals, pharmacies, labs, supermarkets, kitchen, industries, and factories is growing at a greater extent, thereby enhancing the growth of electronic weighing scales market during the forecast period from 2018 to 2026. Asia Pacific considered as high growth market and projected to remain dominant during the forecast period from 2018 to 2026.

The market for currency counting machines is anticipated to be driven by a number of factors such as increasing number of fake currency production globally, time-saving potential of the currency counting machines, rising consumer awareness regarding fake note detection, and various governmental regulations regarding placement of currency counting machines in places such as banks. Furthermore, rising demand for currency counting machines in various business & financial organizations and retail stores is expected to drive market growth.

Geographically, the currency counting machines industry can be divided by major regions which include North America, Latin America, Western Europe, Eastern Europe, Asian-Pacific Excluding Japan (APEJ), Japan, and Middle-East & Africa (MEA). The currency counting machines market is projected to witness a considerable growth in CAGR from 2016 to 2026.

Currently, North America and Western Europe are the matured market for currency counting machines. However, Asia-Pacific, and MEA are expected to become lucrative regional market for key players operating in the currency counting machines market. FMI forecasts, the market in Asia-Pacific region is expected to grow at fastest CAGR over the forecast period.

Source: <https://www.electronicsb2b.com/eb-specials/industry-report/manufacturing-electronic-weighing-scales/>
<https://www.futuremarketinsights.com/reports/currency-counting-machines-market>
<https://www.credenceresearch.com/report/electronic-weighing-scales-market>

Indian Industry

India's GDP growth is expected to grow in the range of 6.0 to 6.5 per cent in 2020-21. The economy of India is characterized as a [developing market economy](#). It is the world's [fifth-largest](#) economy by [nominal GDP](#) and the [third-largest](#) by [purchasing power parity](#) (PPP). Since the start of the 21st century, annual average GDP growth has been 6% to 7%, and from 2014 to 2018, India was the world's [fastest growing major economy](#), surpassing [China](#). The long-term growth perspective of the Indian economy remains positive due to its young population and corresponding low dependency ratio, healthy savings and investment rates, and is increasing integration into the global economy. Nearly 60% of India's GDP is driven by domestic private consumption and continues to remain the world's sixth-largest consumer market. Apart from private consumption, India's GDP is also fueled by government spending, investment, and exports.

Revenue of India's offline retailers, also known as brick and mortar (B&M) retailers, is expected to increase by Rs 10,000-12,000 crore (US\$ 1.39-2.77 billion) in FY20. With the rising need for consumer goods in different sectors including consumer electronics and home appliances, many companies have invested in the Indian retail space in the past few months. The total production in industrial electronic and control instrumentation is showing growth rate every year.

The healthcare market can increase three-fold to Rs 8.6 trillion (US\$ 133.44 billion) by 2022. Indian medical tourism market is growing at the rate of 18 per cent year on year and is expected to reach US\$ 9 billion by 2020. There is a significant scope for enhancing healthcare services considering that healthcare spending as a percentage of Gross Domestic Product (GDP) is rising. The hospital and diagnostic centers attracted Foreign Direct Investment (FDI) worth US\$ 6.34 billion between April 2000 and June 2019, according to data released by the Department of Industrial Policy and Promotion (DIPP).

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 7 per cent of the country's GDP and 15 per cent to India's total merchandise exports. It also employs over 4.64 million workers and is expected to employ 8.23 million by 2022. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote 'Brand India' in the international market. India's gems and jewellery sector is one of the largest in the world contributing 29 per cent to the global jewellery consumption. Its market size will grow by US\$ 103.06 billion during 2019-2023.

Source: https://en.wikipedia.org/wiki/Economy_of_India
<https://www.ibef.org/industry/gems-jewellery-india.aspx>
<https://www.ibef.org/industry/healthcare-india.aspx>
<https://www.ibef.org/industry/retail-india.aspx>

About Nitiraj Engineers Ltd

Established in 1989, Nitiraj Engineers Ltd. is one of the leading manufacturers of wide range of Electronic Weighing Scales and Systems, Currency Counting Machines and Electronic Fare Meters catering to both industrial and domestic consumption. These products are classified according to their applications and utilities in the categories of Industrial, Commercial, Jewellery, Healthcare, Household and Automobile. The Company supplies machines to various state governments under Child Growth Monitoring Systems (CGMS) program. These machines have advanced technology support in form of data collection, plotting, MIS and dissemination.

The new manufacturing facility is a sophisticated, state-of-the-art facility located at Dhule, Maharashtra for continuous research, stringent quality control and consistent production with a capacity to produce around six lakh scales per annum. The products are supplied under brand name 'PHOENIX', through a well-connected sales and service network of 17 branches in the states of Chhattisgarh, Maharashtra and Odisha and about 400 dealers across India as well as abroad. The Company is an ISO 9001:2015 certified company and has more than one million customers. The Company caters to customers' evolving needs effectively with a team of qualified and experienced engineers equipped with modern facilities are engaged in designing and developing electronic hardware and software. The Company has a well-equipped Research & Development Department and Corporate Office situated at Dhule, Maharashtra.

FINANCIAL OVERVIEW –

The consolidated performance of the Company for the financial year ended March 31st, 2020, is as follows:

Total revenue from operations at Rs. 47.86 crore for the year ended March 31, 2020, as against Rs. 53.88 crore for the corresponding previous period, decline of 11%, mainly on account of decline in orders from the Government

The EBIDTA (earnings before interest, depreciation and tax, excluding other income) was Rs. 3.60 crore for the year

ended March 31, 2020, as against Rs. 8.66 crore for the corresponding previous period, decline of 58% mainly on account of decline in revenue

EBITDA margins decreased by 856 basis points to 7.52% in FY20 from 16.08% in FY19

Net Profit was at Rs. 2.41 crore in FY20 as against Rs. 6.02 crore in FY19, YoY decline of 60%

Net Profit margin decreased by 613 basis points to 5.04% in FY20 from 11.17% in FY19

EPS declined by 60% to Rs. 2.35 in FY20 from Rs. 5.87 in FY19

RESOURCES AND LIQUIDITY

As on March 31, 2020, the consolidated net worth stood at Rs. 69.21 crore.

The cash and cash equivalents at the end of March 31, 2020 were Rs. 5.22 crore.

Segment wise Business Performance

The Company is operating in five broad segments i.e., Electronic Weighing Scales and Systems, Electronic Currency Counting Machines and Digital Fare Meters, Home & Hotel Automation and Mechanical Scales. The diverse product portfolio caters to various sectors - industrial range, commercial range, jewellery range, healthcare range, household range, automobile range and home and hotel.

Revenue share of five broad segments are stated below:

Name and Description of main products / services	% to total turnover of the Company
Electronic Weighing Scales & Systems	66.41%
Electronic Currency Counting Machines	2.07%
Digital Fare Meters	0.02%
Home & Hotel Automation	0.14%
Mechanical Scales	31.36%

ACHIEVEMENTS IN BUSINESSES DURING THE YEAR:

RISKS AND CONCERNS

Like every business, the company faces risks, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives. A detailed policy drawn up and dedicated risk

workshops are conducted for each business vertical and key support functions wherein risks are identified, assessed, analyzed and accepted / mitigated to an acceptable level within the risk appetite of the organization. The risk registers are also reviewed from time to time.

The Company faces the following Risks and Concerns:

Credit Risk

To manage its credit exposure, Nitiraj has determined a credit policy with credit limit requests and approval procedures. Company does its own research of client's financial health and project prospects before bidding for a project. Timely and rigorous process is followed up with clients for payments as per schedule. The company has suitably streamlined the process to develop a focused and aggressive receivables management system to ensure timely collections.

Interest Rate Risk

The Company has judiciously managed the debt-equity ratio. It has been using a mix of loans and internal cash accruals. The Company has well managed the working capital to reduce the overall interest cost.

Competition Risk

This risk arises from more players wanting a share in the same pie. Like in most other industries, opportunity brings with itself competition. We face different levels of competition in each segment, from domestic as well as multinational companies. The Company has created strong differentiators in project execution, quality and delivery which make it resilient to competition. Furthermore, the Company continues to invest in technology and its people to remain ahead of the curve. A strong, stable client base consisting of large and mid-sized corporations further helps to insulate the Company from this risk. We counter this risk with the quality of our infrastructure, our customer-centric approach and our ability to innovate customer specific solutions, focusing on pricing and aggressive marketing strategy, disciplined project executions, coupled with prudent financial and human resources management and better control over costs. Thus, we do not expect to be significantly affected by this risk.

Input Cost Risk

Our profitability and cost effectiveness may be affected due to change in the prices of raw materials, power and other input costs. Some of the risks that are potentially significant in nature and need careful monitoring are Raw Materials prices, availability of Power etc.

Liability Risk

This risk refers to our liability arising from any damage to equipment, life and third parties which may adversely affect our business. The Company attempts to mitigate this risk through contractual obligations and insurance policies.

OPPORTUNITIES

- Huge potential in marketing of specialised weighing scales for Infant and Childcare run by Aanganwadis and other Government establishments.
- Demand of weighing scale systems spurred by high growth in retail and logistics sector.
- Growth in financial sector and preference for automated currency counting and detection machines

THREATS

- Competition from local and multinational players
- Execution risk
- Regulatory changes
- Input Cost risk
- Attraction and retention of human capital
- Technological Advancements

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company implemented proper and adequate systems of internal control to ensure that all assets are safeguarded and protected against loss from any unauthorized use or disposition and all transactions are authorized, recorded and reported correctly. The Company also implemented effective systems for achieving highest level of efficiency in operations, to achieve optimum and effective utilization of resources, monitoring thereof and the compliance with provisions all laws including the Companies Act, 2013, Listing Agreement, directions issued by the Securities and Exchange Board of India, labour laws, tax laws etc. It also aimed at improvement in financial management, and investment policy. The System ensures appropriate information flow to facilitate effective monitoring. The internal audit system also ensures formation and implementation of corporate policies for financial reporting, accounting, information security, project appraisal, and corporate governance. A qualified and independent Audit Committee of the Board of Directors also reviews the internal control system and its impacts on improvement of overall performance of the Company.

HUMAN RESOURCES

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. As on March 31, 2020, Company is giving direct employment to 309 employees. Industrial relations are cordial and satisfactory.

OUTLOOK

India is one of the world's fastest growing major economies. But increasingly it is still a developing country. There are different government directives at different levels and industries and also there is widespread interest and development in the healthcare and child development and welfare sector through government initiatives administered by Ministry of Women and Child Development (MoWCD). The availability of new child growth Standards and implementation of Eleventh 5-Year Plan provided an opportune moment to review the use of different child growth standards in India, different classifications used, and to analyze different options for updating and harmonizing the use of child growth standards in both ICDS and National Rural Health Mission (NRHM). The Company is supplying weighing scales to central and state government under Child Growth Monitoring System (CGMS) programs. The machines used under this program are specially developed for by the Company for them for efficiency and faster results.

The Company started operations in its new integrated state of art manufacturing facility located at Dhule, Maharashtra which has high end technology like robotic assembly line, pick and place machine setup, etc. which makes Nitiraj brand 'Phoenix' products comparable to products available in the global markets. The Company also has a strong Research & Development team which works towards developing unique products and adding new features to the already existing products. Along with developing new products, the Company also focuses on maintaining and delivering good quality products.

The Company launched several new products during the year – audio door phones, new series of person weighing scales, analytical weighing balances, etc. Analytical balance (also called a "lab balance") is designed to measure small weights in the sub-milligram range. Electronic weighing scales usually have weighing accuracies upto 0.1 grams whereas these analytical balances have accuracies of up to 0.1 milligrams and provides very high resolution and sensitivity and are typically designed for laboratory and jewelry sectors. These balances use electromagnetic force restoration technique for weight calculation. The markets and applications for this product are slightly different than those of our electronic weighing scales. The Company has worked for several years with enthusiasm and dedication towards this innovation and is very happy and proud to see it in their product portfolio.

With developing business opportunities in government as well as non-government sector, having dedicated employees and experienced management team the Company believes that it is well suited to take advantage of the anticipated growth in the industry.

22. CREDIT & GUARANTEE FACILITIES :-

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

23. INTERNAL AUDIT CONTROLS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls, commensurate with the size scale and complexity of its operations. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or

disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.

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

The internal Audit department monitors and evaluate the efficiency and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit functions, process owner undertake corrective actions in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the audit committee of the Board.

Adequacy of internal financial controls with reference to the financial statements

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

24. SETTING UP OF NEW FACTORY UNIT

The Company has started new manufacturing set-up unit at Plot No. J25, J26 MIDC Awadhan Dhule-424006 in 8 Acre Land, production has already started in Jan-2020, total area of planed construction will be 1,29,000 sq. ft. approx.

25. CORPORATE GOVERNANCE

Your Company has been complying with the principles of good Corporate Governance over the years. In compliance with Regulation 34 of the SEBI (LODR) Regulations 2015, a separate report on Corporate Governance forms an integral part of this report as Annexures.

Board diversity

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

26. DETAILS OF ASSOCIATES

The Company has following associated Company as per accounting standard 23 of ICAI. ***HYPER DRIVE INFORMATION TECHNOLOGIES PRIVATE LIMITED*** (CIN U72200KA2005PTC036535) as the holding of the company directly by way if holding is exceeding 25% of the Share Holding and also the same is disclosed in Part B of Annexure and also in related party as per AS 18 of the ICAI Act.

27. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE .:

There were no significant and material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

28. DEPOSITS FROM PUBLIC

The Company has not accepted any Deposits within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

30. CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with Accounting Standard AS-21, the Consolidated Financial Statements are furnished herewith and form part of this Report and Accounts. The same is separately attached with Audit Report.

31. INSURANCE:

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

32. EMPLOYEE RELATIONS:

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

33. STATUS OF UTILIZATION OF PROCEEDS RAISED FROM IPO :

The Company has raised an amount of Rs. 2200.80 Lacs through Initial Public Offer by getting itself listed on the Emerge Platform of National Stock Exchange of India Limited. The table below depicts the status of the utilization of the proceeds raised by the Company from IPO:

Pursuant to the provisions of clause 43 of the listing agreement with the exchange, the disclosure is as follows:

The utilization of the issue proceeds as on 31st March 2020 is as under:

Utilization of money raised through Initial Public Offer. The utilization of the issue proceeds as on 31st March 2020 is as under: Utilization planned as per prospectus [Amt. Rs .Lacs]

Particulars	Utilisation planned as per prospectus	Utilisation of IPO proceeds as on 31 st March, 2019	During FY 2019-2020	Utilisation of IPO proceeds as on 31 st March, 2020	Balance Amount to be utilized as on 31 st March, 2020
Development of new products	525.00	159.96	141.95	301.91	223.09
Setting up manufacturing Unit for the existing and new range of products	575.00	575.00	1,066.05	575.00	-
Expansion of Marketing Network and Brand building	500.00	48.56	25.00	73.56	426.44
General Corporate Purposes	500.00	500.00		500.00	-
Issue Expenses	100.80	77.88		77.88	22.92
Total	2,200.80	1,361.40	166.95	1,528.35	672.45

34. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

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

35. CERTIFICATION

Company has obtained ISO 9001:2015.

36. PARTICULARS OF EMPLOYEES

There are no employees drawing remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

37. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There are no material changes and commitments affecting the financial position of the Company from the financial year ended 31st March, 2020 to the date of signing of the Director's Report except that CS Deepika Dalmiya appointed as Company Secretary in place of CS Preeti Bhala.

38. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there are no funds which are required to be transferred to Investor Education and Protection Fund (IEPF).

39. CORPORATE SOCIAL RESPONSIBILITY

The key philosophy of all CSR initiatives of the Company is guided by three core commitments of Scale, Impact and Sustainability. Your Company's CSR Policy Statement and Annual Report on the CSR Activities undertaken during the Financial Year ended 31st March, 2020, in accordance with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this report as Annexures. During the year Company is applicable for the provision of the CSR. Hence, the applicable CSR Expenses required to spend is Rs. 1305158.84.

During the year Company has not spend any amount towards CSR due to non availability of Good Project.

40. INSIDER TRADING REGULATIONS

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992 read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prevention of insider trading and the Code for Corporate Disclosures ("Code"), as approved by the Board from time to time, are in force by the Company. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees

and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of NITIRAJ ENGINEERS LIMITED at the time when there is unpublished price sensitive information.

41. ENHANCING SHAREHOLDERS VALUE :

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building or growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions Positively impact the socioeconomic and environmental dimensions and contribute to sustainable growth and development.

42. OUR VISION

To be a most adorable global partner to all the stake holders in every aspects of weighing manufacturing.

43. OUR MISSION :

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

44. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an Extract of the Annual Return as per Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies(Management and Administration) Rules, 2014 in the prescribed Format MGT-9 is appended as Annexure - 7 to the Board's Report.

45. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, Board of Directors of the Company,

- (a) In preparation of the Annual Accounts for the financial year ended 31st March 2020, the applicable Accounting Standards have been followed along with proper explanation to material departures;
- (b) The Directors have selected Accounting Policies, consulted the Statutory Auditors and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at end of the financial year and of the profit or loss of the Company, for that period.
- (c) The Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and
- (d) The Directors have prepared the Annual Accounts of the company on a going concern basis;
- (e) The Directors, had laid down internal financial controls to be followed by the Company and

that such internal financial controls are adequate and were operating effectively; and

- (f) There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

46. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :-

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

A. Conservation of Energy:

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

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

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

- (i) Continuous research to upgrade existing products and to develop new products and services.
- (ii) To enhance its capability and customer service the Company continues to carry out R & D activities in house.

2 Benefits derived as a result of the above efforts :

- (i) Introduction of new and qualitative products.
- (ii) Upgrade of existing products.

3. Future plan of action:

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

B. Foreign Exchange Earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual Outflows

Particulars	2019-2020	2018-2019
Foreign Exchange Earnings	39,46,921	44,80,990
Foreign Exchange Outgo	2,18,83,463	4,78,10,395

47. ACKNOWLEDGMENTS

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

For and on behalf of Board of Directors,
NITIRAJ ENGINEERS LIMITED

Date : 26th August, 2020
Place : Dhule

RAJESH BHATWAL
Managing Director
DIN-00547575

SHAKUNTALA BHATWAL
Whole Time Director
DIN - 00547575

PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- I.** The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Sr. No.	Name	Ratio
1.	Mr. Rajesh Bhatwal (Managing Director)	4.98
2.	Mrs. ShakuntalaBhatwal (Whole time Director)	1.00
3.	Mr. Hung Sin (Whole Time Director)	1.00

- II.** The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year :

Sr. No.	Name	Designation	% in Increase
1.	Mr. Rajesh Bhatwal	Managing Director	(+) 0 %
2.	Mrs. ShakuntalaBhatwal	Whole time Director	(+) 0 %
3.	Mr. Hung Sin	Whole time Director	(+) 0 %
3.	Mr. Kailas Agrawal	Chief Finance Officer	(+) 3.39%
4.	Mrs. PreetiRohitBhala	Company Secretary	NA

- III.** The number of permanent employees on the rolls of company: 309

- IV.** If remuneration is as per the remuneration policy of the company: Yes

CEO AND CFO CERTIFICATION

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

Dear Members of the Board,

- a) We have reviewed the Financial Statements and the cash flow statement of Nitiraj Engineers Limited for the year ended 31st March, 2020 and to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the Company's internal control systems pertaining to financial reporting and we have not come across any reportable deficiencies in the design or operation of such internal controls.
- d) We have indicated to the Auditors and the Audit Committee:
 - (a) that there are no significant changes in internal control over financial reporting during the year;
 - (b) that there are no significant changes in accounting policies during the year; and
 - (c) that there are no instances of significant fraud of which we have become aware

FOR NITIRAJ ENGINEERS LIMITED

Place :-Dhule
Date :-26/08/2020

Sd/-
Mr. Rajesh Bhatwal
Managing Director

Sd/-
Mr. Kailas Agrawal
Chief Financial Officer

DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

Dear Members of the Nitiraj Engineers Limited,

I hereby declare that all the Members of the Board and Senior Management Personnel of the Company are aware of the provisions of the Code of Conduct laid down by the Board. All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct.

FOR NITIRAJ ENGINEERS LIMITED

Sd/-
MR. RAJESH BHATWAL
Managing Director
DIN- 00547575

Place :- Dhule
Date :- 26/08/2020

ANNEXURES
Form AOC-1

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

Statement containing salient features of the financial statement of
Subsidiaries/Associate Companies/Joint Ventures

ASSOCIATE

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.

Sr. No.	Name of Associate	HYPER DRIVE INFORMATION TECHNOLOGIES PRIVATE LIMITED - Associate Company
1.	Latest Audited Balance Sheet date	31.03.2020
2.	Shares of Associate/Joint Ventures held by the company on the year end	3334 Equity Shares face value of Rs. 10/- each
	Amount of Investment in Associates/Joint Venture (3334 Equity Shares of Rs. 10/- each at premium of Rs. 5990/- each unquoted investment. It includes goodwill paid on acquisition Rs. 3,12,557)	Rs. 2,00,04000/-
	Extent of Holding%	25 %
3.	Description of how there is significant influence	Common Promoters and Directors.
4.	Reason why the associate/joint venture is not consolidated	NA
5.	Net worth attributable to our (25%) shareholding as per latest audited Balance Sheet as on 31 st March 2020.	Rs. 1,68,48,950
6.	Profit/Loss for the year	
	i. Considered in Consolidation	Rs. (17,49,525)/-
	ii. Not Considered in Consolidation	NA

In terms of our report attached

For P.D. DALAL & Co.

Chartered Accountants

Firm Registration 102047W

FOR NITIRAJ ENGINEERS LIMITED

(Aashish S. Kakaria)

Partner

Membership No.102915

Rajesh Bhatwal

Managing

Director

Shakuntala Bhatwal

Whole Time and

Women Director

Kailas Agrawal

Chief Financial

Officer

ANNEXURES

FORM NO. AOC -2

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

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

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

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	HYPER DRIVE INFORMATION TECHNOLOGIES PRIVATE LIMITED
2.	Nature of contracts/arrangements/transaction	1. Development of ERP Software for operation of Company. 2. Rent out Premises of Nitiraj to Hyperdrive
3.	Duration of the contracts/arrangements/transaction	1 year or extended as maybe applicable
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
5.	Justification for entering into such contracts or arrangements or transactions'	NA
6.	Date of approval by the Board	NA
7.	Amount paid as advances, if any	NA
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

In terms of our report attached

For P.D. DALAL & Co.

Chartered Accountants
Firm Registration 102047W

FOR NITIRAJ ENGINEERS LIMITED

(Aashish S. Kakaria)
Partner
Membership No.102915

Rajesh Bhatwal
Managing
Director

Shakuntala Bhatwal
Whole Time and
Women Director

Kailas Agrawal
Chief Financial
Officer

DECLARATION OF INDEPENDENCE

To,
The Board of Directors,
NITIRAJ ENGINEERS LIMITED
Mumbai.

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

I, **ANIL NANDKISHOR BANGAD** (DIN: 07186755), hereby certify that I am a Non-Executive Independent Director of **NITIRAJ ENGINEERS LIMITED**, Mumbai and I comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013.

I certify that:

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company;
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
6. Neither me nor any of my relatives:
 - holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - holds together with my relatives 2% or more of the total voting power of the company; or
 - Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

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

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship/ transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking You,
Yours faithfully,**

**Sd/-
Anil Nandkishor Bangad
(DIN: 07186755)
Non-Executive and Independent Director**

**Date: 26/08/2020
Place: Dhule**

DECLARATION OF INDEPENDENCE

To,
The Board of Directors,
NITIRAJ ENGINEERS LIMITED
Mumbai.

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

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

I certify that:

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company;
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
6. Neither me nor any of my relatives:
 - holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - holds together with my relatives 2% or more of the total voting power of the company; or
 - Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

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

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship/ transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking You,
Yours faithfully,**

**Sd/-
Pradeep Chandrakant Shah
(DIN: 07186761)
Non-Executive and Independent Director**

**Date: 26/08/2020
Place: Dhule**

DECLARATION OF INDEPENDENCE

To,
The Board of Directors,
NITIRAJ ENGINEERS LIMITED
Mumbai.

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

I, Shabbir Sadruddin Masani (DIN: 07553206), hereby certify that I am a Non-Executive Independent Director of Nitiraj Engineers Limited, Mumbai and I comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013.

I certify that:

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company;
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
6. Neither me nor any of my relatives:
 - holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - holds together with my relatives 2% or more of the total voting power of the company; or
 - Is a Chief Executive or director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

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

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship/ transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future. I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking You,
Yours faithfully,**

**Sd/-
Shabbir Sadruddin Masani
(DIN: 07553206)
Non-Executive and Independent Director**

**Date: 26/08/2020
Place: Dhule**

Annexure

FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020
[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

CIN	L31909MH1999PLC119231
Registration Date	01/04/1999
Name of the Company	NITIRAJ ENGINEERS LIMITED
Category/Sub-category of the Company	Company Limited by Shares/Public Company
Address of the Registered office & contact details	306-A, BABHA BLDGN, N M JOSHI MARG, NEAR POLICE STATION, MUMBAI-400011
Whether Listed Company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PRIVATE LIMITED, SEBI Registration No: INR000001385 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra. Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1.	WEIGHING MACHINERY	C	100 %
2.	OTHER OFFICE MACHINES	C	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	HYPER INFORMATION DRIVE TECHNOLOGIES PRIVATE LIMITED, Bangalore, Karnataka	U72200KA2005PTC03 6535	Associate	25%	Section 2(6) of Companies Act, 2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share-Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01/04/2019]				No. of Shares held at the end of the year [As on 31/03/2020]				% Change during the year
	De-mat	Physical	Total	% of Tot. Shares	De-mat	Physical	Total	% of Tot. Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	5476800	0	5476800	66.78%	6976500	0	6976500	0	1.27
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1):	5476800	0	5476800	66.78 %	6976500	0	6976500	0	1.27
(2) Foreign									
a) NRIs -Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)= (A)(1) + (A)(2)	5476800	0	5476800	66.78 %	6976500	0	6976500	0	1.27
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0

d) State Govt. (s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Clearing Members)	0	0	0	0 %	0	0	0	0	0
Sub-total (B)(1):	0	0	0	0 %	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	6,50,400	0	6,50,400	7.93 %	828000	0	828000	8.08	0.15
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual sh. holders holding nominal sh. capital up to Rs. 1 lakh	734100	0	734100	8.95	812622	0	812622	7.93	(1.02)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1234800	0	1234800	15.06	1515000	0	1515000	14.78	(0.28)
c) Others (specify)	0	0	0	0	0	0	0	0	0
HINDU UNDIVIDED FAMILY	85500	0	85500	1.04	91875	0	91875	0.90	(0.15)
Non Resident Indians	18,000	0	18,000	0.22	22500	0	22500	0.22	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	1200	0	1200	0.01 %	4500		4500	0.04	0.03
Trusts	0	0	0	0	0	0	0	0	0

Foreign Bodies-DR	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1) + (B)(2)	27,24,000	0	27,24,000	33.22 %	3274497	0	3274497	31.94	(1.27)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	82,00,800	0	82,00,800	100%	10250997	0	10250997	100.00	0

(ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total sh.	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total sh.	
1	Mr. Rajesh Bhatwal	33,67,500	41.06 %	0	4260375	41.5606	0	0
2	Ms. Shakuntala Bhatwal.	18,16,800	22.15%	0	2350500	22.9295	0	0
3	Ms. Meerabai Bhatwal	49,900	0.60%	0	62375	0.6085	0	0
4	Mr. Aalok Bhatwal	2,40,000	2.93%	0	300000	2.9265	0	0
5	Ms. Deepa Bhatwal (Khatri)	2,500	0.03%	0	3125	0.0305	0	0
6	Ms. Prachi Bhatwal	100	-	0	125	0.0012	0	0
	TOTAL	54,76,800	66.78 %	0	6976500		0	

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	54,58,800	66.56 %	-	-
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.) : Purchase from Open Market.	Bonus Allotment and purchase	-		
At the end of the year	6976500	68.0568		

(iv) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Name of the Shareholders	Shareholding at the beginning of the year 01.04.2019		Increase / Decrease in Shareholding		Cumulative Shareholding at end of the year 31.03.2020	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company
1.	ALACRITY SECURITIES LIMITED	224400	2.19%	-		252000	2.4583
2.	ARIHANT CAPITAL MKT. LTD.	230400	2.25%		-	432000	4.2142
3.	R K MANUFACTURING CO LTD	-	-	-	-	120000	1.1706
4.	PANKAJ JAJU	78000	0.95%	-	-	97500	0.9511
5.	SURESH JUGRAJ MUTHA	69600	0.85%	-	-	49500	0.4829
6.	SHANTA BHERULAL PASARI	-	-	-	-	60000	0.5853
7.	PRASHANT PRITHVIRAJ JAIN	33600	0.41%	-	-	42000	0.4097
8.	LATISH M. NAIR	33600	0.41%	-	-	40500	0.3951
9.	SIDDHARTH GAUTAM SHAH	-	-	-	-	42000	0.4097
10.	YI HUNG SIN	646800	6.31	173700	-	820500	8.0041

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Name of Directors/ Key Managerial Personnel	Shareholding at the beginning of the year 01.04.2019		Increase / Decrease in shareholding		Cumulative Shareholding at end of the year 31.03.2020	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company
1	Mr. Rajesh Bhatwal	3367500	41.0631	892875	-	4260375	41.0631
2	Ms. Shakuntala Bhatwal	1816800	22.1539	533700	-	2350500	22.9295
3	Mr. Yi Hung Sin	646800	7.8870	173700	-	820500	8.0041

(VI) Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in Rupees)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial Year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial Year	-	-	-	-
* Addition	5,96,49,123.00	-	-	-
* Reduction	61,32,603.00	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	5,35,16,520.16-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,62,531.00	-	-	-
Total (i+ii+iii)	-	-	-	-

- As per Audited Balance Sheet there was no indebtedness in the Books of Accounts.

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rupees)

S. No	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Rajesh Bhatwal	Mrs. Shakuntala Bhatwal	Mr. Yi Hung Sin	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24,04,998/-	4,84,998/-	4,84,998/-	33,74,994/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-
5	Others, please specify (Professional Fees)	19,00,000	19,00,000	4,80,000/-	42,80,000
	Total (A)	43,04,998/-	23,84,998/-	9,64,998/-	76,54,994/-

The remuneration is within the limits as per section 197 of the Companies Act, 2013 read along with Schedule V and is approved by the Shareholders by way of a Special Resolution.

B. Remuneration to other Directors.

(Amount in Rupees)

S.No	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Anil Bangad	Pradeep Shah	Mr. Shabbir Masani	
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-

2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration (A+B)	-	-	-	-

The remuneration is within the limits as per section 197 of the Companies Act, 2013 read along with Schedule V and is approved by the Shareholders by way of a Special Resolution.

C. Remuneration to key managerial personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		CS*	CFO*	Total (in Rs)
		Ms. Deepika Dalmiya	Mr. Kailas Agrawal	
1	Gross salary	1,54,203	4,92,998	6,47,201
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	1,54,203	4,92,998	6,47,201

Notes :

* Ms. Preeti Bhala has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. 14th September, 2019 and Ms. Deepika Dalmiya Appointed as Company Secretary and Compliance Officer w.e.f. 16th September 2019

VI. Penalties/Punishment/Compounding of Offences:

There were no penalties/punishment/compounding of offences for breach of any section of Companies Act as against the Company or its Directors or other officers in default, if any during the year.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority(RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY / DIRECTORS / OTHER OFFICER IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

REPORT ON CORPORATE GOVERNANCE ON 2019-20

INTRODUCTION

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

2. BOARD COMPOSITION AND PARTICULARS OF DIRECTORS:

1. Composition & Category of Directors [as on 31st March, 2020].

The Board comprises of Six Directors, of whom 1 is Managing Director, 3 directors are Non – Executive Independent Directors and 1 Executive, 1 is Women Director.

Sr. No	Name of Director	Position
1	RAJESH RAGHUNATH BHATWAL	Managing Director & CEO
2	SHAKUNTALA RAJESH BHATWAL	Whole Time Director and Woman Director
3	HUNG SIN CHUNG HUANYI	Whole Time Director
4	ANIL NANDKISHOR BANGAD	Non – Executive Independent Directors
5	PRADEEP CHANDRAKANT SHAH	Non – Executive Independent Directors
6	SHABBIR SADRUDDIN MASANI	Non – Executive Independent Directors

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

The Company held Eighteen Board Meetings during the year on 15.04.2019, 05.05.2019, 30.05.2019, 15.06.2019, 21.06.2019, 10.07.2019, 02.08.2019, 17/08/2019, 14.09.2019, 16.09.2019, 01.10.2019, 03.10.2019, 14.11.2019, 29.11.2019, 08.12.2019, 27.01.2020, 27.02.2020, 15.03.2020.

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

The notice of each Board meeting is given in writing to each Director. The Agenda along with relevant notes and others material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting. This ensures timely and informed decision by the Board. The Board reviews the performance of the Company vis a vis the budget/targets. The previous Annual General Meeting (AGM) of the Company was held on Saturday, 31st August, 2019 at 11:00 A.M.

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

Name	Number of Board Meeting attended	Directorship in other Companies as on 31st March 2020	Member/Chairman of committees of other company(s) (as on 31/03/20)
RAJESH RAGHUNATH BHATWAL	18	0	0
SHAKUNTALA RAJESH BHATWAL	15	0	0
HUNG SIN CHUNG HUANYI	17	0	0
PRADEEP CHANDRAKANT SHAH	14	0	0
SHABBIR SADRUDDIN MASANI	15	0	0
ANIL NANDKISHOR BANGAD	16	0	0

c) None of the directors on the Board is a Member of more than 10 board or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary disclosures regarding committee positions in other public companies as of March 31, 2020 have been made by the Directors.

d) None of the Independent Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

Among other important information, minutes of all the Committee meetings, are regularly placed before the Board in their meetings.

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

3. Committees of Board

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

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

1. Audit Committee:

The constitution, role and the powers of the Audit Committee of the Company are as per the guidelines set out in the Listing Agreement with Stock Exchange read with the provisions of Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. The Committee also acts as a link between the Statutory and Internal Auditors and the Board of Directors. It reviews the various reports placed before it by the

Management and addresses itself to the larger issues and examines and considers those facts that could be of vital concern to the Company including adequacy of internal controls, reliability of financial statements and other management information, adequacy of provisions of liabilities and adequacy of disclosures and compliance with all relevant statutes. All the members of the committee have requisite financials. The Committee meets periodically and reviews Audited and un-audited financial results;

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

**As on 31st March 2020, the Audit Committee comprised of the following:
(Audit Committee)**

S. R.	Name	Designation	No. Of meetings Attended
1.	PRADEEP SHAH	Chairman	6
2.	RAJESH BHATWAL	Member	6
3.	ANIL NADKISHOR BANGAD	Member	6

Details of Audit Committee meeting held during the year under review

Sr. No	Date
1	09.05.2019
2	23.08.2019
3	19.11.2019
4	15.12.2019
5	07.01.2020
6	05.03.2020

Note:

The company secretary of the company act as the secretary to the committee.

2. Nomination and Remuneration Committee

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

Committee includes the following:

1. Appointment, re-appointment, determination, fixation of the remuneration (including salaries and salary adjustments, incentives/benefits bonuses, stock options) and revision in the remuneration payable to the Managing Director of our Company from time to time.
2. Compensation and performance targets.
3. Other key issues / matters as may be referred by the Board or as may be necessary in view of the provisions of the Listing Agreement or any statutory provisions.

As on 31st March, 2020, the Committee Comprises of the following Members:

S. R.	Name	Designation	No. Of meetings Attended
1.	PRADEEP SHAH	Chairman	4
2.	RAJESH BHATWAL	Member	4
3.	ANIL NADKISHOR BANGAD	Member	4

Committee meeting held during the year under review

Sr. No	Date
1	09.05.2019
2	27.08.2019
3	29.12.2019
4	20.03.2020

Directors' Appointment Criteria / Policy

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

The criteria for Appointment to the Board includes:

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

Remuneration Policy

1. The reward policy of the Company shall be to pay market competitive reward with a strong linkage to performance, which ensures the effective recognition of performance and encourages a focus on achieving the operational results.

2. The appointment and remuneration of the Executive Directors, Key Managerial

Personnel and Senior Management are by virtue of their employment with the Company as management employees and therefore their terms of employment viz.

salary, variable pay, service contract, notice period and severance fee, if any, shall be governed by the applicable HR policies at the relevant period. The total reward package for Executive Directors, Key Managerial Personnel and

Senior Management are intended to be market competitive with a strong linkage to the performance.

The Company does not have any Employee Stock Option Scheme.

a. Details of Remuneration paid to Managing Director for the period from 1st April, 2019 to 31st March, 2020.

S. R.	Name	Salary	Professional Fees
1	Rajesh Raghunath Bhatwal	Rs. 24,04,998	Rs. 19,00,000

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

b. Non-Executive Directors' Compensation

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

3. Stakeholders Relationship Committee

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

The Stakeholders Relationship Committee comprised of

S. R.	Name	Designation	No. Of meetings Attended
1.	PRADEEP SHAH	Chairman	6
2.	RAJESH BHATWAL	Member	6
3.	ANIL NADKISHOR BANGAD	Member	6

Also the same committee will be act for resolving shareholder grievances. If any shareholder have query, compliant on any matter including Annual report, this committee is responsible for the same to resolve this.

Members can lodge their query/ complaint on investor@nitiraj.net

Committee meeting held during the year under review

Sr.No	Date
1	27.04.2019
2	23.07.2019
3	05.09.2019
4	09.10.2019
5	12.11.2019
6	18.02.2019

i. Investor Grievance Redressal:

During the Financial Year 2019-20, the Company has not received any complaints from the Shareholders. There were no complaints outstanding as on 31st March, 2020.

4. Corporate Social Responsibility Committee

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

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

As on 31st March, 2020, the Committee Comprises of the following Members:

S. R.	Name	Designation	No. Of meetings Attended
1.	RAJESH BHATWAL	Chairman	4
2.	SHAKUNTALA BHATWAL	Member	4
3.	PRADEEP SHAH	Member	4

Committee meeting held during the year under review

Sr. No	Date
1	12.05.2019
2	29.09.2019
3	07.12.2019
4	12.02.2020

Name And Designation Of Compliance Officer

Ms. Deepika Dalmiya is the Compliance Officer of the Company.

Note:

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

i. MEANS OF COMMUNICATION:

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

GENERAL SHAREHOLDER INFORMATION
i) Annual General Meeting:

AGM : Date , Time and Venue	28 th September 2020, at 11.00 A.M.
Financial Year	2019-20
Date of Book Closure	22 nd September 2020 to 28 th September 2020
Dividend Payment Date	NA
Listing on Stock Exchange	NATIONAL STOCK EXCHANGE- SME

Stock Code	NITIRAJ
Registrar and Transfer Agent	BIG SHARE SERVICES PVT LTD
Outstanding GDR/ADR /warrants or any convertible instruments conversion date and likely impact on equity	NOT ISSUED
Address for Correspondence	306A BABHA BLDG N M MARG NEAR POLICE STATION MUMBAI 400011

Non mandatory Requirements**a. Shareholders Right – Re; Half Yearly Result**

A Half Yearly declaration of financial performance including summary of the significant events in last six months is uploaded on the website of the company.

b. Audit Qualification –

There is one qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their report.

According to Note 2A(g) on the Significant Accounting Policies the accounting of provision of Gratuity Liability and Leave Encashment Liability is not recorded fully and thus is not in accordance with Accounting Standard 15 on “Employee Benefits” issued by the Institute of Chartered Accountants of India.

Clarification: - *The Company has started making provision from current year in the books of accounts as reported to board by the company official.*

c. Evaluation of the board performance

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulation 2015, the Board has carried out an annual performance evaluation of its own, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee. The result of the evaluation done by Independent Directors was reported to the Chairman of the Board.

It was reported that the performance evaluation of the Board & Committee’s was satisfactory. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. The Directors expressed their satisfaction with the evaluation process.

For and on Behalf of the Board of Directors

NITIRAJ ENGINEERS LIMITED

Sd/-

RAJESH BHATWAL

Managing Director

DIN: 00547575

ANNEXURES**Annual Report on Corporate Social Responsibility (CSR)****[Pursuant to Section 135 of the Companies Act, 2013]**

Over the years, we have been focusing on sustainable business practices encompassing economic, environmental and social imperatives that not only cover our business, but also that of the communities around us. Our Corporate Social Responsibility (CSR), thus, is not limited to philanthropy, but also includes large initiatives that lead to social development.

REPORTING:-

The period for which CSR is being reported is from 01/04/2019 to 31/03/2020. It does not include any information about associate company. The Company has its own CSR policy. During the year Company is applicable for CSR Applicability. The total CSR Expenses required to spend as per provision is Rs. 1305158.84. Due to non-availability of Viable Projects Company has not spend any amount towards CSR and Company is planning to spend CSR expenses in near future.

The Company has a Board Committee (CSR committee) that provides oversight of CSR policy execution to ensure that the CSR objectives of the Company are met. CSR committee comprises:

Name of the Member	Designation
MR. PRADEEP CHANDRAKANT SHAH	Chairman
MR. ANIL NANDKISHOR BANGAD	Member
MR. RAJESH RAGHUNATH BHATWAL	Member

ANNEXURE –
M/S. PIYUSH WANI AND ASSOCIATES,
Practicing Company Secretary

Office:- 1255/1, Behind Union Bank, Manik Chowk, NANDURBAR-425412

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FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31ST, 2020

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

To,
The Members,
NITIRAJ ENGINEERS LIMITED
(CIN-L31909MH1999PLC119231)
306 A Babha Building, N M Joshi Marg
Near Police Station, Mumbai – 400011.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. NITIRAJ ENGINEERS LIMITED** having the (CIN:- L31909MH1999PLC119231) (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing 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 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 March 31st, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31st, 2020 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

At present company has not accepted any foreign direct investment or External Commercial Borrowing.

- 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;

- **The Company has not made any substantial acquisition of shares during the year under review and has made mandatory disclosures under Regulation 30 (1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**
- b) Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015,
The Company is listed of SME Exchange Board. The company has followed all the required compliances as provided under the above Regulation.
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
On Scrutiny it was found that there was no insider trading in the Company during the year under review.
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
-The company has not given any ESOP to its Employees and Directors during the year under review.
- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 –
- *The Company has not issued or listed any debt securities during the year.*
- h) 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 –
- **The Company has appointed M/s. Bigshare Services Private Limited., as Registrar to an Issue and Share Transfer Agent. The Share Transfer Agent has maintained all record of share Transfer thereto in Electronic Form as provided under the Regulation**
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ;and
- j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - .
- The Company has not undertaken any buy back of shares during the year under review.

I am of the opinion that the Management has complied with the following Laws specifically applicable to the Company:

- (a) The Payment of Wages Act, 1936
- (b) The Minimum Wages Act, 1948
- (c) Employees Provident Funds and Miscellaneous Provisions Act, 1952
- (d) The Payment of Bonus Act, 1965
- (e) The Payment of Gratuity Act, 1972
- (f) The Contract Labour (Regulation & Abolition) Act, 1970
- (g) The Child Labour (Prohibition & Regulation) Act, 1986
- (h) The Industrial Employment (Standing Order) Act, 1946
- (i) The Employee Compensation Act, 1923
- (j) Information Technology Act, 2000 and the Rules made there under
- (k) Factories Act and other Labour Laws namely provident Fund Act, ESI Act 1948 and other applicable Laws *The Manufacturing division of Nitiraj Engineers Limited is located at Shimla-Kalka Highway,*

Near Corporation Bank, Khasra No. 961/890 Sector-1, Parwanoo, Tah. Kasouli, Dist Solan (H.P.) 173220.

- (I) The Company has obtained consent from Himachal Pradesh Pollution Control Board and certificate is valid up to 31st March 2020.

I further report that as the Company is engaged into Weighing Scales, Note counting Machines, and Digital Meter Fairs hence Special Act applicable to Company is as per following

Legal Metrology Act, 2008

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange (SME Platform);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *The Company has filed e-forms with Registrar of Companies with additional fees.*
2. *During the year Company has allotted Bonus Equity in the ratio of 1:4, and Company has not complied the provisions of SEBI (Listing of Obligations and Disclosure Requirements, 2015) and delayed in making allotment of Equity Shares in due time as per provisions*

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 carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

I further report that during the audit period the company has no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

Place: Nandurbar
Date: 26/08/2020

Sd/-
PIYUSH A. WANI
Company Secretary
ACS No.: 46049
C P No.: 19225

UDIN -A046049B000664392

Note:- This report is to be read with my letter of even date which is annexed as 'Annexure ' and forms an integral part of this report.

ANNEXURE

To,
The Members
Nitiraj Engineers Limited,
Mumbai

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

1. Maintenance of secretarial records is the responsibility of the management of NITIRAJ ENGINEERS LIMITED, (**"the Company"**). My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as per 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 processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Nandurbar
Date: 26/08/2020

Sd/-
CS PIYUSH A. WANI
Company Secretary
ACS No.: 46049
C P No.: 19225

UDIN - **A046049B000664392**

Annexure

CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Board of Directors,
NITIRAJ ENGINEERS LIMITED
306 A Babha Bldgn M Marg
Near Police Station
Mumbai – 400011.

We have examined the relevant records of Nitiraj Engineers Limited for the purpose of certifying compliance with the conditions of corporate governance for the year ended 31st March 2020, as stipulated in Schedule V (E) of the SEBI (LODR) Regulation, 2015 of the said Company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of corporate governance as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

FOR PIYUSH WANI & ASSOCIATES
Company Secretaries,

Piyush Anilkumar Wani
Proprietor
(ACS No: 46049 CP No: 19225)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015** read with regulation 34(3) of the said Listing Regulations).

To
The Members,
NITIRAJ ENGINEES LIMITED

As required by item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 we certify that none of the directors on the board of NITIRAJ ENGINEERS LIMITED have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

For PIYUSH WANI AND ASSOCIATES
Company Secretaries

Sd/-
PIYUSH ANILKUMAR WANI
M. No. 46049 COP 19225

Independent Auditor's Report

To
The Members,
Nitiraj Engineers Limited,
Mumbai

Report on the Standalone Financial Statements**Opinion**

We have audited the accompanying Standalone financial statements of **M/s. Nitiraj Engineers Limited** ("*the Company*") which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements 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 31st March 2020 and profit/loss, and its cash flows for the year ended on that date.

Basis for Qualified Opinion

The Company's provision of Gratuity Liability and Leave Encashment Liability is not recorded fully and thus is not in accordance with Accounting Standard 15 on "Employee Benefits" issued by the Institute of Chartered Accountants of India.

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report *except for*

Covid Impact – In view of the highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent on the circumstances, as they evolve.

Management's Responsibility for the Standalone Financial Statements

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

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

COVID Impact

Since there are increasing restrictions on travel & meetings, as a result we faced practical issues for access to the audit location in carrying out the audit.

Challenges in carrying audit at audit location

During this pandemic, challenges never before faced by auditors in performing audits are emerging. In response we need to be more agile and creative in performing audits and complying with the auditing standards. Now, more than ever, auditors might rely on technology in performing audit procedures. Performing auditing procedures in the middle of this pandemic is troublesome and we as auditor have encountered challenges in:

- Physical verification of inventory, fixed assets etc
- Assessing records
- Understanding and testing internal control
- Account and balance confirmations
- Performing subsequent event procedures

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give (in the Annexure A) a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

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

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

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

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.

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

- i. The Company does not have any pending litigations which would impact its financial position;
- ii. The Company has Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For and on behalf of

P.D.Dalal & Co.

Chartered Accountants

Firm Registration No.102047W

(Aashish S. Kakaria)

Partner

Membership No.102915

UDIN : 20102915AAAACX3614

Mumbai

29th June, 2020

Annexure A to the Independent Auditors Report

The Annexure referred to in our Independent Auditors' Report to the members of Nitiraj Engineers Limited on the standalone financial statements for the year ended 31st March, 2020, we report that:

- (i)(a) In our opinion the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) As informed to us the Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us the title deeds of the Immovable properties are held in the name of the company.
- (ii) As explained to us the inventory has been physically verified by the management during the year at reasonable intervals. In our opinion the frequency of such verification is reasonable. No material discrepancies noticed on physical verification of inventories as compared to the book record.
- (iii) In our opinion the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Therefore, sub clauses (a), (b) and (c) are not applicable.
- (iv) In our opinion and according to the information and explanations provided to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under Section 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us the company has not accepted any deposits during the year from the public within the meaning of provisions of section 73 to 76 of the companies act 2013 and the rules framed there under and therefore, the provisions of clause (v) of the Order are not applicable to the company.
- (vi) The maintenance of cost records under sub section(1) of section 148 of the Companies Act, 2013 is not applicable in view of rule 3 of the Companies Act (Cost Records and Audit) Amendment Rules 2014 and therefore, the provisions of clause (vi) of the Order are not applicable to the Company.

- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Sales-tax, Goods and Services tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues applicable to it.
- (b) According to the information and explanations provided to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Sales Tax, Goods and Service tax, Duty of custom, Duty of excise, Value added tax, Cess and Other Statutory Dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no material dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company has not defaulted in repayment of dues to financial institutions or banks. The company did not have borrowings by way of debentures.
- (ix) In our opinion the Company did not raise any money by way of Debt Instruments and term loans during the year.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations provided by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations provided by the management, the managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and the explanations given to us, the Company is not a Nidhi company and therefore, the provisions of clause (xii) of the order are not applicable to the company.
- (xiii) In our opinion and according to the information and the explanations given to us, and based on our examination of the records of the company, all transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations provided to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) of the Order are not applicable to the Company and, not commented upon.

(xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For and on behalf of

P.D.Dalal & Co.

Chartered Accountants

Firm Registration No.102047W

(Aashish S. Kakaria)

Partner

Membership No.102915

UDIN : 20102915AAAACX3614

Mumbai

29th June, 2020

Annexure “B” to the Independent Auditors Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Nitiraj Engineers Limited as of 31st March, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of

P.D.Dalal & Co.

Chartered Accountants

Firm Registration No.102047W

(Aashish S. Kakaria)

Partner

Membership No.102915

UDIN : 20102915AAAACX3614

Mumbai

29th June, 2020

Particulars	Note No.	As at 31.03.2020		As at 31.03.2019	
EQUITY AND LIABILITIES					
Share Holders Funds					
Share Capital	" 3 "	10,25,10,000	69,46,92,418	8,20,08,000	66,88,31,626
Reserves & Surplus	" 4 "	59,21,82,418		58,68,23,626	
Non-Current Liabilities					
Deferred Tax Liabilities (Net)		43,46,221	43,46,221	19,03,255	19,03,255
Current Liabilities					
Short Term Borrowings	" 5 "	5,35,16,520	8,81,16,441	-	5,80,00,473
Trade Payables	" 6 "	3,45,99,920		5,80,00,473	
TOTAL			78,71,55,080		72,87,35,354
ASSETS					
Non-Current Assets					
Fixed Assets					
Tangible Assets	" 7 "	32,84,92,755	37,52,93,322	23,54,33,949	26,80,39,228
Intangible Assets		4,68,00,567		3,26,05,278	
Non-Current Investments	" 8 "	2,01,09,925	11,56,46,403	2,01,09,925	10,90,15,691
Long Term Loans And Advances	" 9 "	9,55,36,478		8,89,05,766	
Current Assets					
Inventories	"10"	14,22,63,679	29,62,15,356	17,46,10,700	35,16,80,435
Trade Receivables	"11"	9,71,67,125		15,38,49,903	
Cash And Cash Equivalents	"12"	5,22,28,873		1,59,82,119	
Other Current Assets	"13"	45,55,679		72,37,713	
TOTAL			78,71,55,080		72,87,35,354

See accompanying notes forming part of the financial statements

For P.D.Dalal & Co.,
 Chartered Accountants,
 Firm Registration No.102047W

For Nitiraj Engineers Limited,

(Aashish S. Kakaria)
 Partner
 Membership No.102915
 UDIN : 20102915AAAACX3614

(Rajesh R. Bhatwal) (Shakuntala R. Bhatwal)
 Managing Director Director
 Din No.00547575 Din No.01953906

Mumbai
 29th June, 2020

Statement of Profit and Loss for the year ended 31st March 2020
[Amount Rs.]

Particulars	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Continuing Operations			
Revenue from Operations (Net)	" 14 "	47,86,37,221	53,88,37,843
Other Income	" 15 "	1,87,63,822	1,18,72,919
Total Revenue		49,74,01,043	55,07,10,762
Expenses			
Cost of Materials Consumed	" 16 "	22,54,00,537	29,65,20,816
Changes in Inventory	" 17 "	3,59,54,708	(3,06,02,160)
Employee Benefit Expenses	" 18 "	4,83,22,320	4,14,56,958
Finance Cost	" 19 "	44,65,354	11,03,539
Depreciation	" 20 "	1,42,14,034	1,25,82,031
Other Expenses	" 21 "	13,29,47,598	14,48,37,265
Total Expenses		46,13,04,552	46,58,98,449
Profit before Tax		3,60,96,491	8,48,12,313
Net profit after exceptional items		3,60,96,491	8,48,12,313
Tax Expenses			
Current Tax		77,92,734	2,51,61,134
Deferred Tax		24,42,965	(10,34,489)
Total Tax Expenses		1,02,35,699	2,41,26,645
Profit for the year		2,58,60,792	6,06,85,668
Earnings per share (of Rs.10 each):			
Basic / Diluted Earnings per share		2.52	7.40
Adjusted Earnings per share		2.52	5.92

See accompanying notes forming part of the financial statements

For P.D.Dalal & Co.,
Chartered Accountants,
Firm Registration No.102047W

For Nitiraj Engineers Limited,

(Aashish S. Kakaria)
Partner
Membership No.102915
UDIN : 20102915AAAACX3614
Mumbai
29th June, 2020

(Rajesh R. Bhatwal) (Shakuntala R. Bhatwal)
Managing Director Director
Din No.00547575 Din No.01953906

Nitiraj Engineers Limited

Cash Flow Statement for the Year ended 31 March, 2020

[Amount in Rs.]

	For the half year ended 31th March, 2020		For the year ended 31st March 2019	
A.) CASH FLOW FROM OPERATING ACTIVITIES				
Net profit after tax and extraordinary items		2,58,60,792		6,06,85,667
adjustments for:				
Depreciation on Fixed Assets	1,42,14,034		1,25,82,031	
(Profit)/Loss on Sale of assets	(91,80,531)		5,23,750	
Interest Expense	39,43,748		6,22,912	
Others (Dividend & Tax)	77,92,734		2,51,61,134	
Sundry balances written off / written back	3,03,443		5,50,803	
Preliminary Expenses written off	18,45,280	1,89,18,708	18,50,825	4,12,91,454
Operating profit before working capital changes		4,47,79,500		10,19,77,121
Adjustments for :				
Decrease (Increase) in Investments	-		22,67,49,525	
Decrease (Increase) in Loans & Advances	(66,30,711.49)		(2,00,81,018)	
Decrease (Increase) in Receivables	5,63,79,335.15		(11,25,18,308)	
Decrease (Increase) in Inventories	3,23,47,021.03		(5,10,50,029)	
Decrease (Increase) in Other Current Assets	8,36,754.00		1,16,22,228	
Increase / (Decrease) in Deferred Tax Liabilities	24,42,966.27		(10,34,489)	
Increase / (Decrease) in Trade Payables	(3,11,93,286.09)		29,58,002	
Increase / (Decrease) in Short Term Provisions	-		-	
		5,41,82,079		5,66,45,911
Operating profit after working capital changes		9,89,61,579		15,86,23,032
B.) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(10,63,97,246)		(14,39,41,091)	
Sale of fixed assets	1,16,36,662		3,96,302	
Investment in Intangibles	(1,41,95,289)		(1,25,95,637)	
Net cash from investing activities		(10,89,55,873)		(15,61,40,426)
C.) CASH FLOW FROM FINANCIAL ACTIVITIES				
Proceeds from current borrowings	5,94,04,041		-	
Repayment of current borrowings	(99,20,755)			
Interest Paid	(32,42,239)		(6,22,912)	
Net cash used in financial activities C		4,62,41,047		(6,22,912)
Net increase/(decrease) in Cash and Cash Equivalents		3,62,46,753		18,59,694
Cash and cash equivalent at the beginning of the year		1,59,82,119		1,41,22,425
Cash and cash equivalent at the end of the year		5,22,28,872		1,59,82,119

See accompanying notes forming part of the financial statements

For P.D.Dalal & Co.,
Chartered Accountants,
Firm Registration No.102047W

For Nitiraj Engineers Limited,

(Aashish S. Kakaria)
Partner
Membership No.102915
UDIN : 20102915AAAACX3614
Mumbai
29th June, 2020

(Rajesh R. Bhatwal) (Shakuntala R. Bhatwal)
Managing Director Director
Din No.00547575 Din No.01953906

Particulars	As at 31.03.2020	As at 31.03.2019
NOTE 3 - SHARE CAPITAL		
Authorised Share Capital 1,10,00,000 Equity Shares of Rs. 10 each	11,00,00,000	9,00,00,000
Pursuant to the members resolution the authorised capital of the company was increased from Rs. 9 crore to Rs. 11 crores by creation of additional 20,00,000 shares		
Issued, Subscribed & Paid - up 60,00,000 Equity Shares of Rs. 10 each, fully paid- up	6,00,00,000	6,00,00,000
The Company had issued 22,00,800 fresh equity shares of face value of Rs.10 each by way of an Initial Public Offering during 2016 - 2017 at a premium of Rs.90 per share	2,20,08,000	2,20,08,000
The company has allotted 20,50,200 fully paid up shares of face value Rs.10 each during the period ended 31st March 2020, pursuant to bonus issue approved by the shareholders at the AGM conducted on 31st August 2019.	2,05,02,000	-
All Shares are Equity Shares of a Single Class having equal voting rights and other rights, preferences and restrictions including restrictions on distribution of dividend and repayment of capital.		-
	10,25,10,000	8,20,08,000
Reconciliation of shares - (No. of shares)		
Equity shares at the beginning of the year	82,00,800	82,00,800
Add : Issue of shares during the year (Bonus)	20,50,200	-
Less : Shares forfeited / cancelled during the year	-	-
Equity shares at the end of the year	1,02,51,000	82,00,800
More than 5% shares held by each shareholders at the end		
Name of shareholder	No of shares held	
1. Shri Rajesh Raghunath Bhatwal	42,60,375	33,67,500
2. Mrs. Shakuntala Rajesh Bhatwal	23,50,500	18,16,800
3. Shri Yi Hung Sing	8,20,500	6,46,800
NOTE 4 - RESERVES & SURPLUS		
I Securities Premium Account		
Balance at The Beginning of The Year	19,80,72,000	19,80,72,000
Add : Amount received on Public Issue of Equity Shares		
Less : Utilised During The Year for Issue of Bonus Shares	2,05,02,000	
Balance at The End of The Year	17,75,70,000	19,80,72,000
II GENERAL RESERVE		
Balance at the beginning of the year		-
Add : Additions / Transfer during the year		-
Less : Utilised / during the year	-	-
Balance at the end of the year	-	-
III SURPLUS / (DEFICIT) IN THE STATEMENT OF PROFIT AND LOSS		
Balance at the beginning of the year	38,73,46,080	32,66,60,412
Add : Profit / (Loss) during the year	2,58,60,792	6,06,85,668
Add : MAT Credit available		
	41,32,06,872	38,73,46,080
Less : Transfer to Reserve during the year		
Interim Dividend paid during the year		
Tax on the above Dividend		
Bonus Shares Issued during the year	-	-
	-	-
Balance at the end of the year	41,32,06,872	38,73,46,080
IV CAPITAL RESERVES		
Cash Subsidy	14,05,546	14,05,546
	59,21,82,418	58,68,23,626

Notes on the financial statements for the year ended 31th March, 2020

Particulars	As at 31.03.2020	As at 31.03.2019
NOTE 5 - SHORT TERM BORROWINGS		
Secured loans (Term Loan)		
HDFC BANK LTD DHULE	5,35,16,520	-
Term loan from HDFC Bank Ltd has been taken for setup of new production unit and is secured by hypothecation of MIDC Dhule Unit. The rate of interest 10.50% p.a.. The loan is repayable in 60 structured monthly installments.		
	5,35,16,520	-
NOTE 6 - TRADE PAYABLES		
Sundry Creditors	2,37,14,589	2,48,54,671
Advances from Customers	1,12,64,589	33,26,803
Provision	(1,85,08,584)	1,44,24,892
Other Liabilities	1,81,29,326	1,53,94,107
	3,45,99,920	5,80,00,473
NOTE 8 - NON CURRENT INVESTMENTS		
OTHER INVESTMENTS		
INVESTMENTS (Unquoted) (Long Term) (At cost)		
690 Shares of 10 each of Merchant Co-op. Bank Ltd	6,905	6,905
In Associates		
Equity Shares of Hyper Drive Information Technologies Private Limited 3334 Equity Shares of Rs.10 each at a premium of Rs.5990 per share (Unquoted) (Long Term)	2,00,04,000	2,00,04,000
National Savings Certificate	99,020	99,020
	2,01,09,925	2,01,09,925
NOTE 9 - LONG TERM LOANS AND ADVANCES		
[Unsecured, considered good, except otherwise stated]		
Loans & Advances		
Advances recoverable in cash or kind or for value to be received	8,92,48,063	7,93,93,663
Deposits	46,18,764	78,42,453
Stock of Gold	16,69,650	16,69,650
	9,55,36,478	8,89,05,766
NOTE 10 - INVENTORIES		
[As Valued, Verified and Certified by the Management]		
Raw Materials	10,74,38,340	10,38,30,652
Work in progress	95,65,546	1,97,37,083
Stock in Trade	-	-
Finished Goods	2,52,59,794	5,10,42,965
	14,22,63,679	17,46,10,700
NOTE 11 - TRADE RECEIVABLES		
SUNDRY DEBTORS		
[Unsecured, considered good except otherwise stated]		
Over Six Months	1,95,40,622	4,99,81,618
Others	7,76,26,503	10,38,68,285
	9,71,67,125	15,38,49,903
NOTE 12 - CASH AND CASH EQUIVALENTS		
Cash in hand and remittance in transit	26,74,621	26,63,847
Balances with Banks :		
Scheduled Banks		
Current Account	4,21,30,571	76,33,621
Fixed Deposit Accounts	74,23,680	56,84,651
	5,22,28,873	1,59,82,119
NOTE 13 - OTHER CURRENT ASSETS		
Interest Accrued	3,96,325	3,96,391
Unamortized Expenditure	41,59,354	68,41,322
	45,55,679	72,37,713

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2020
Note 7 : Fixed Assets

Assets	GROSS BLOCK (AT COST)					DEPRECIATION / AMORTISATION				NET BLOCK	
	As at April 1, 2019	Additions	WIP Additions	Disposals	As at March 31, 2020	As at April 1, 2019	For the period	Deductions / Adjustments	As at March 31, 2020	As at March 31, 2020	As at April 1, 2019
Tangible Assets											
LAND	40,83,760	2,97,225	3,75,71,052	-	4,19,52,037	-	-	-	-	4,19,52,037	40,83,760
FACTORY BUILDING	30,71,787	5,54,72,543	5,35,89,200	24,56,131	10,96,77,399	-	20,62,382	-	20,62,382	10,76,15,017	30,71,787
OFFICE BUILDING	83,06,081	-	-	-	83,06,081	-	8,27,833	-	8,27,833	74,78,248	83,06,081
GUEST HOUSE	2,13,85,913	-	-	-	2,13,85,913	-	10,69,295	-	10,69,295	2,03,16,618	2,13,85,913
PLANT & MACHINERY	4,52,82,732	3,61,65,143	17,27,039	-	8,31,74,915	-	70,86,640	-	70,86,640	7,60,88,275	4,52,82,732
OFFICE EQUIPMENT	28,84,173	7,48,134	8,058	-	36,40,365	-	4,29,424	-	4,29,424	32,10,941	28,84,173
ELECTRIC INSTALLATION	28,71,877	91,57,517	35,080	-	1,20,64,474	-	3,43,080	-	3,43,080	1,17,21,394	28,71,877
FURNITURE & FIXTURES	66,72,075	44,27,281	-	-	1,10,99,357	-	6,64,584	-	6,64,584	1,04,34,773	66,72,075
COMPUTERS	11,14,749	20,09,511	10,00,000	-	41,24,260	-	7,22,378	-	7,22,378	34,01,882	11,14,749
VEHICLE	53,66,405	5,68,429	-	-	59,34,834	-	7,78,018	-	7,78,018	51,56,816	53,66,405
SOLAR SYSTEM	5,76,000	-	-	-	5,76,000	-	2,30,400	-	2,30,400	3,45,600	5,76,000
Total	10,16,15,552	10,88,45,785	9,39,30,429	24,56,131	30,19,35,635	-	1,42,14,034	-	1,42,14,034	28,77,21,601	10,16,15,552
Capital Work in Progress											
LAND	3,75,71,052	-	-	3,75,71,052	-	-	-	-	-	-	3,75,71,052
FACTORY BUILDING	9,34,77,168	-	8,83,187	5,35,89,200	4,07,71,155	-	-	-	-	4,07,71,154	9,34,77,168
PLANT & MACHINERY	17,27,039	-	-	17,27,039	0	-	-	-	-	0	17,27,039
OFFICE EQUIPMENT	8,058	-	-	8,058	-	-	-	-	-	-	8,058
ELECTRIC INSTALLATION	35,080	-	-	35,080	-	-	-	-	-	-	35,080
COMPUTERS	10,00,000	-	-	10,00,000	-	-	-	-	-	-	10,00,000
Total	13,38,18,397	-	8,83,187	9,39,30,429	4,07,71,155	-	-	-	-	4,07,71,154	13,38,18,396
Grand Total	23,54,33,949	10,88,45,785	9,48,13,616	9,63,86,560	34,27,06,790	-	1,42,14,034	-	1,42,14,034	32,84,92,755	23,54,33,948
Previous Year	10,49,94,941	14,39,41,091		9,20,051	24,80,15,981		1,25,82,032		23,54,33,949	23,54,33,949	10,49,94,941
Intangible Assets											
Software Development	49,95,520	-	-	-	49,95,520	-	-	-	-	49,95,520	49,95,520
Research & Development	2,76,09,758	1,41,95,289	-	-	4,18,05,047	-	-	-	-	4,18,05,047	2,76,09,758
Total	3,26,05,278	1,41,95,289	-	-	4,68,00,567	-	-	-	-	4,68,00,567	3,26,05,278
Previous Year	2,00,09,641	1,25,95,638			3,26,05,278					3,26,05,278	2,00,09,641

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
NOTE 14 - REVENUE FROM OPERATIONS		
Sales of Manufactured Goods	48,38,86,709	55,67,07,121
<i>Less : Inter Unit Sales</i>	50,75,773	1,77,66,172
Less : Local and Central Sales Tax	(1,73,715)	1,03,106
Net Sales of Manufactured Goods	47,86,37,221	53,88,37,843
NOTE 15 - OTHER INCOME		
Gain on Mutual Fund	-	49,45,644
Profit on Sale of Assets	91,80,531	-
Other Income	95,83,291	69,27,275
	1,87,63,822	1,18,72,919
NOTE 16 - COST OF MATERIALS CONSUMED		
Raw Material Consumption	22,54,00,537	29,65,20,816
	22,54,00,537	29,65,20,816
NOTE 17 - CHANGES IN INVENTORY		
Inventories at the end of the year		
Finished Goods	2,52,59,794	5,10,42,965
Material - in - Progress	95,65,546	1,97,37,083
	3,48,25,339	7,07,80,048
Inventories at the beginning of the year		
Finished Goods	5,10,42,965	2,71,78,808
Material -in-progress	1,97,37,083	1,29,99,080
	7,07,80,048	4,01,77,888
Net (Increase) / Decrease	3,59,54,708	(3,06,02,160)
NOTE 18 - EMPLOYEE BENEFIT EXPENSES		
Payments to & Provision for Employees :		
Salaries, Wages and Bonus	3,04,84,550	2,70,83,409
Contribution to Provident & Other Funds	30,65,179	32,37,547
Other Benefits	1,37,54,597	1,01,37,908
Salary to Managing Director & Directors	10,17,994	9,98,094
	4,83,22,320	4,14,56,958
NOTE 19 - FINANCE COST		
Interest Expenses	39,43,748	6,22,912
Bank Charges	5,21,606	4,80,627
	44,65,354	11,03,539

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
NOTE 20 - DEPRECIATION		
Depreciation on		
Buildings	39,59,510	21,11,862
Plant and Machineries	70,86,640	74,06,424
Solar System	2,30,400	3,84,000
Electric Installation	3,43,080	2,43,039
Office Equipments	4,29,424	4,70,173
Furniture and Fixtures	6,64,584	6,49,943
Computers	7,22,378	6,37,786
Vehicles	7,78,018	6,78,804
	1,42,14,034	1,25,82,031
NOTE 21 - OTHER EXPENSES		
MANUFACTURING EXPENSES		
Power & Fuel	14,52,180	18,80,589
Labour and Processing Charges	4,37,11,664	4,51,09,642
	4,51,63,843	4,69,90,231
SELLING AND OTHER EXPENSES		
Commission to Selling Agents	19,39,621	14,57,980
Stamping Fee	2,41,34,432	3,59,23,278
Brokerage	23,68,746	20,14,690
Advertisement	27,40,083	23,56,466
Transportation & Handling Charges [Net]	2,16,85,403	1,82,10,718
Tender Expenses	8,19,971	8,33,750
	5,36,88,256	6,07,96,882
OTHER EXPENSES		
Repairs & Maintenance of :		
Plant & Machinery	4,34,929	3,21,858
Others	5,89,676	6,66,272
Rent	12,17,428	11,98,754
Rates & Taxes	15,43,930	12,36,584
Insurance [Net]	12,75,524	10,90,274
Telephone Exp.	10,45,522	10,99,951
Donations	6,96,098	71,701
Software & Computer Exp.	19,26,559	13,38,601
Professional Fees	45,16,576	73,69,845
Travelling	1,15,31,442	1,17,36,598
Loss on Sale of Assets	-	5,23,750
Sundry balances written off / written back	3,03,443	5,50,803
Preliminary Expenses written off	18,45,280	18,50,825
Miscellaneous Expenses	67,09,091	70,44,338
	3,36,35,499	3,61,00,153
Payment to Auditor comprises of -		
As Auditor	3,50,000	7,00,000
For Taxation Matters	1,10,000	2,50,000
	4,60,000	9,50,000
	13,29,47,598	14,48,37,265

Nitiraj Engineers Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2020

1. Corporate Information:

Nitiraj Engineers was incorporated in April 1999 as a private limited company. The company is engaged in the manufacturing and selling of a variety of Electronic Weighing Scales, Currency Counting Machines, Taxi Fare Meters etc.

The company launched its Initial Public Offer of equity shares during the F.Y. 2016 – 2017 and got listed on the NSE Emerge [SME] Exchange.

2. The Significant Accounting Policies followed by the company are as stated below

A. BASIS OF ACCOUNTING POLICIES:

a) Account Convention:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements are prepared under the historical cost convention on an accrual basis in accordance with applicable accounting standards, **except** for accounting of liability of Gratuity & Leave encashment which is not fully provided in the books of accounts.

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b) Fixed Assets :-

Fixed assets are stated at cost less accumulated depreciation and impairment loss, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from de recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Intangible Assets

The company has debited the Research & Development expenditure incurred on development on new technologies and products under the Intangible assets.

c) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily take substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

d) Depreciation

During the year the company has charged depreciation on its fixed assets based on the useful life of that Asset as derived by the management.

Depreciation on fixed assets is calculated on a written-down-value basis using the rates arrived at based on the useful lives estimated by the management. The Company has considered the useful life of its Fixed Assets as follows to provide depreciation

Sr.No.	Particulars of Class of Asset	Estimated Life in Years
1	FACTORY BUILDING	10
2	OFFICE BUILDING	10
3	GUEST HOUSE	20
4	PLANT & MACHINERY	6.67
5	OFFICE EQUIPMENT	6.67
6	ELECTRIC INSTALLATION	10
7	FURNITURE & FIXTURES	10
8	COMPUTERS	2.5
9	VEHICLE	6.67
10	SOLAR SYSTEM	2.5

e) Translation of Foreign Currency Items:

Transactions in foreign currency are recorded at the rate of exchange in force at the date of transaction. Gains and losses resulting from the settlement of such transactions are recognized in the statement of profit & loss.

f) Investments:

Long term Investments are stated at cost.

g) Inventories

Inventories are valued at the lower of the cost and estimate net realizable value. Cost of inventories is computed on FIFO Basis. Finished goods and work in progress include costs of conversion and other cost incurred in bringing the inventories to their present location and condition. Obsolete, defective and unserviceable stocks are duly provided for.

h) Retirement Benefits:

Retirement benefits viz. Gratuity and Leave encashment are being accounted as and when paid. The company has not provided fully for Gratuity as per AS 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India. In the absence of information the effect on the profitability cannot be quantified.

i) Taxes on Income

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same

- j) Dividend
During the year the company has not declared any dividend.
- k) Research & Development Expenditure
Revenue Expenditure is charged to the Profit & Loss Account and capital expenditure is added to the cost of Fixed Assets in the year in which it is incurred. The company is pursuing development of new technologies and has capitalized the expenditure incurred on the R&D.
- l) Provisions, Contingent liabilities and Contingent Assets
Provisions are recognized only when :
- The company has a present obligation as a result of past events
 - A probable outflow of resources is expected to settle the obligation and
 - The amount of obligation can be reliably estimated

Since the company has not provided for Gratuity and Leave encashment as per AS 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India, Contingent Liability arising from post-employment benefit obligations cannot be quantified.

Contingent Assets are neither recognized nor disclosed in the financial statements.

i) Remuneration to Auditors

	<u>2019 – 2020</u>	<u>2018-2019</u>
Audit Fees	Rs. 3,50,000	Rs. 7,00,000
Taxation Matters	Rs. 1,10,000	Rs.2,50,000
Certifications & Other Services	Rs. Nil	Rs. Nil
Out of Pocket Expenses	Rs. Nil	Rs. 59,630

m) Earnings per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity share

The company issued Bonus shares in the ratio of 1:4 during the year thereby making the total number of fully paid up equity shares to 10251000

Earnings Per Share [Basic and Diluted]

	<u>2019 – 2020</u>	<u>2018-2019</u>
Net Profit after tax	Rs.2,58,60,792	Rs. 6,06,85,667
Number of Equity Shares	10,25,10,000	82,00,800
Nominal Value of Shares	Rs.10 per share	Rs.10 per share
Basic Earnings per Share	Rs.2.52	Rs.7.40
Adjusted Earnings per Share (Bonus Issue)	Rs 2.52	Rs 5.92

B. Segment Reporting

The company is operating one manufacturing unit in Himachal Pradesh and another at Dhule Maharashtra producing Electronic Weighing scales and other products. Hence there are no reportable segments under Accounting Standard 17. The conditions prevailing in India being uniform no separate geographical disclosures are considered necessary.

C. In the opinion of the Board, subject to the debts considered doubtful, Current Assets and Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

D. Relate Party Disclosure.

Particulars	Relations	Amount Rupees	Amount Rupees	Balance as on
		2019-2020	2018-2019	31.03.2020
<u>Salary</u>				
Rajesh Raghunath Bhatwal	Director	24,00,000	24,00,000	1,38,000
Shakuntala Rajesh Bhatwal	Director	4,80,000	4,80,000	38,000
Yi Hung Sin	Director	4,80,000	4,80,000	38,000
Kailash Madanlal Agrawal	CFO	4,88,000	4,72,000	38,946
Ankush Uttamrao Patil	Company Secretary	-	1,21,592	-
Preeti Rohit Bhala	Company Secretary upto Sep-19	90,006	90,006	-
Deepika Amit Dalmiya	Company Secretary w.e.f Oct-19	1,51,704	-	25,084
Prachi Rajesh Bhatwal	Relative of Director	4,16,000	3,68,000	30,000

Particulars	Relation	Amount Rupees	Amount Rupees	Balance as on
		2019-2020	2018-2019	31.03.2020
<u>Bonus</u>				
Rajesh Raghunath Bhatwal	Director	4,998	4,998	4,998
Shakuntala Rajesh Bhatwal	Director	4,998	4,998	4,998
Yi Hung Sin	Director	4,998	4,998	4,998
Kailash Madanlal Agrawal	CFO	4,998	4,998	4,998
Ankush Uttamrao Patil	Company Secretary	-	2,499	-
Preeti Rohit Bhala	Company Secretary upto Sep-19	2,499	2,499	2,499
Deepika Amit Dalmiya	Company Secretary w.e.f Oct-19	2,499		2,499
Prachi Rajesh Bhatwal	Relative of Director	4,998	4,998	4,998
<u>Advance Fees</u>				
Prachi Rajesh Bhatwal	Relative of Director	10,00,000	-	10,00,000
<u>Professional Fees</u>				
Rajesh Raghunath Bhatwal	Director	19,00,000	18,00,000	-
Shakuntala Rajesh Bhatwal	Director	19,00,000	18,00,000	-
Yi Hung Sin	Director	4,80,000	4,80,000	-
Prachi Rajesh Bhatwal	Relative of Director	19,00,000	-	-
<u>Software Maintenance (included in Other Expense)</u>				
Hyper Drive Information Technologies Pvt LTd.	Associate	11,54,000	4,72,000	-
<u>Investment in Associates</u>				
Hyper Drive Information Technologies Pvt Ltd. [1667 Equity Shares of Rs. 10 each at a premium of Rs. 5990 per Share]	Associate	-	-	2,00,04,000
<u>Rent Income</u>				
Hyper Drive Information Technologies Pvt LTd.	Associate	11,800	-	5,900

Related parties are as identified by the management and relied upon by the auditors

E) Miscellaneous Expenditure

During the year the company has capitalized the expenditure incurred on Term loan stamp duty & processing fees. It is writing off this expenditure over a period of five years.

F) Previous Years Figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

G) Utilization of money raised through Initial Public Offer

The utilization of the issue proceeds as on 31st March 2020 is as under:
Utilization planned as per prospectus

[Amt Rs.Lacs]

Particulars	Utilisation planned as per prospectus	Utilisation of IPO proceeds as on 31 st March, 2019	During the F.Y. 2019-20	Utilisation of IPO proceeds as on 31 st March, 2020	Balance Amount to be utilized as on 31 st March, 2020
Development of new products	525.00	159.96	141.95	301.91	223.09
Setting up manufacturing Unit for the existing and new range of products	575.00	575.00	1,066.05	575.00	-
Expansion of Marketing Network and Brand building	500.00	48.56	25.00	73.56	426.44
General Corporate Purposes	500.00	500.00	-	500	-
Issue Expenses	100.80	77.88	-	77.88	22.92
Total	2,200.80	1,361.40	166.95	1528.35	672.45

H) Values of Export Sales on Machines & Spares Sales during the financial year

[Amount Rs.]

<u>Financial Year</u>	<u>2019-2020</u>	<u>2018-2019</u>
Machines Sales	38,89,845	43,85,150
Spares Sales	57,076	95,840

- I) Values of all imported raw material, spares parts and components Purchase during the financial year

<u>Financial Year</u>	<u>2019-2020</u>	<u>2018-2019</u>
Raw Material (Imported)	2,16,62,311	4,75,76,053
Exchange Rate Variation	2,21,152	2,34,342

[Amount Rs.]

- J) The Company is in the process of identifying SSI units amongst its creditors, hence the information regarding dues to SSI units is not disclosed presently
- K) Creditors, Debtors (Including Credit Balances) Advances etc, are subject to confirmation and reconciliation
- L) Valuation of stock is taken as certified by the management

CORPORATE SOCIAL RESPONSIBILITY

As explained to us the management is identifying suitable projects for spending the CSR amount of the current financial year and would be spending the same in subsequent years. The management has deferred the spending due to the excessively heavy cash outflow during the year on the erection of its new manufacturing unit in Dhule.

COVID Impact

Covid-19 has put significant accounting and auditing challenges due to the Government's restrictions imposed during the lockdown for safety concerns. We have performed alternate audit procedures based on documents and information made available and relied upon by us.

For and on behalf of
P.D.Dalal & Co.,
Chartered Accountants,
Firm Reg. No.: 102047W

(Aashish S. Kakaria)
Partner
Membership No.102915
UDIN : 20102915AAAACX3614

Mumbai
29th June, 2020

Independent Auditor's Report

To
The Members,
Nitiraj Engineers Limited,
Mumbai

Report on the Audit of the Consolidated Financial Statements**Opinion**

We have audited the accompanying consolidated financial statements of **M/s. Nitiraj Engineers Limited** (hereinafter referred to as the 'Holding Company') and its, associate **Hyper Drive Information Technologies Private Limited** (*hereinafter referred to as the Associate Company*), which comprise the consolidated Balance Sheet as at March 31, 2020, and the consolidated statement of Profit and Loss and the consolidated Cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2020, of consolidated profit/loss, and its consolidated cash flows for the year then ended.

Basis for Qualified Opinion

The Holding Company's provision of Gratuity Liability and Leave Encashment Liability is not recorded fully and thus is not in accordance with Accounting Standard 15 on "Employee Benefits" issued by the Institute of Chartered Accountants of India. As explained to us, these are the Associate's first financial statements prepared in accordance with Ind AS. Whereas, the Holding Company is preparing its accounts under the Indian GAAP. To that extent there is a mismatch of the Accounting Standards followed by both the Holding Company and the associate. Since we have not audited the associate company we cannot arrive at the profit based on Indian GAAP of the associate and hence cannot quantify the impact on the profitability of the Group as a whole due to the change of the accounting standard by the associate.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Holding Company in accordance with the Code of Ethics issued by ICAI, and we have

fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report *except for*

Covid Impact – In view of the highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent on the circumstances, as they evolve.

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Holding Company including its Associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Holding company and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Holding Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Holding Company and of its associate are responsible for assessing the ability of the Holding Company and of its associate 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 Holding Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Holding Company and of its associate are responsible for overseeing the financial reporting process of the Holding Company and of its associate.

Auditor's Responsibility for the Audit of the Financial Statements

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

COVID Impact

Since there are increasing restrictions on travel & meetings, as a result we faced practical issues for access to the audit location in carrying out the audit of the Holding Company

Challenges in carrying audit at audit location

During this pandemic, challenges never before faced by auditors in performing audits are emerging. In response we need to be more agile and creative in performing audits and complying with the auditing standards. Now, more than ever, auditors might rely on technology in performing audit procedures. Performing auditing procedures in the middle of this pandemic is troublesome and we as auditor have encountered challenges in:

- Physical verification of inventory, fixed assets etc
- Assessing records
- Understanding and testing internal control
- Account and balance confirmations
- Performing subsequent event procedures

Other Matters

We did not audit the financial statements of **Hyper Drive Information Technologies Private Limited** the associate company, whose financial statements reflect total assets of Rs. 908.61 Lacs as at 31st March, 2020, total revenues of Rs. 472.12 Lacs and net cash flows amounting to Rs. (18.95) Lacs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Holding Company's share of net loss of Rs. 17.50 for the year ended 31st March, 2020, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of

associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of the other auditors.

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

Report on Other Legal and Regulatory Requirements

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 of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

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

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and the reports of associate companies incorporated in India, none of the directors of, Holding Company and its associate companies incorporated in India is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of internal financial controls over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate report in Annexure A.

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

- i. There were no pending litigations which would impact the consolidated financial position of the Holding Company, its associate.

- ii. The Holding Company, its associate did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its associate companies incorporated in India

For and on behalf of

P.D.Dalal & Co.

Chartered Accountants

Firm Registration No.102047W

(Aashish S. Kakaria)

Partner

Membership No.102915

UDIN: 20102915AAAACY5415

Mumbai

29th June, 2020

Annexure "A" to the Independent Auditors Report

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

In conjunction with our audit of the Consolidated Financial Statements of **Nitiraj Engineers Limited** we have audited the internal financial controls over financial reporting of **Nitiraj Engineers Limited** (hereinafter referred to as the "Holding Company") and its associate which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its associate which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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. 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company and its associate which are companies incorporated in India, internal financial controls over financial reporting with reference to these Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting

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

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Consolidated 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 over financial reporting with reference to these Consolidated Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, the Holding Company and its associate, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2020 based on the internal control over financial

reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For and on behalf of

P.D.Dalal & Co.

Chartered Accountants

Firm Registration No.102047W

(Aashish S. Kakaria)

Partner

Membership No.102915

UDIN : 20102915AAAACY5415

Mumbai

29th June, 2020

Nitiraj Engineers Limited

Consolidated Balance Sheet as at 31st March, 2020

[Amount Rs.]

Particulars	Note No.	As at 31.03.2020		As at 31.03.2019	
EQUITY AND LIABILITIES					
Share Holders Funds					
Share Capital	" 3 "	10,25,10,000	69,21,19,136	8,20,08,000	66,80,07,870
Reserves & Surplus	" 4 "	58,96,09,136		58,59,99,870	
Non-Current Liabilities					
Deferred Tax Liabilities (Net)		43,46,221	43,46,221		19,03,255
Current Liabilities					
Short Term Borrowings	" 5 "	5,35,16,520	8,81,16,441	-	5,80,00,473
Trade Payables	" 6 "	3,45,99,921		5,80,00,473	
TOTAL			78,45,81,799		72,79,11,598
ASSETS					
Non-Current Assets					
Fixed Assets					
Tangible Assets	" 7 "	32,84,92,755	37,52,93,322	23,54,33,949	26,80,39,228
Intangible Assets		4,68,00,567		3,26,05,278	
Non-Current Investments	" 8 "	1,75,36,644	11,30,73,122	1,92,86,169	10,81,91,935
Long Term Loans And Advances	" 9 "	9,55,36,478		8,89,05,766	
Current Assets					
Inventories	"10"	14,22,63,679	29,62,15,356	17,46,10,700	35,16,80,435
Trade Receivables	"11"	9,71,67,125		15,38,49,903	
Cash And Cash Equivalents	"12"	5,22,28,873		1,59,82,119	
Other Current Assets	"13"	45,55,679		72,37,713	
TOTAL			78,45,81,799		72,79,11,598

See accompanying notes forming part of the financial statements

For P.D.Dalal & Co.,
 Chartered Accountants,
 Firm Registration No.102047W

For Nitiraj Engineers Limited,

(Aashish S. Kakaria)
 Partner
 Membership No.102915
 UDIN : 20102915AAAACY5415

(Rajesh R. Bhatwal) (Shakuntala R. Bhatwal)
 Managing Director Director
 Din No.00547575 Din No.01953906

Mumbai
 29th June, 2020

Consolidated Statement of Profit and Loss for the year ended 31st March 2020
[Amount Rs.]

Particulars	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Continuing Operations			
Revenue from Operations (Net)	" 14 "	47,86,37,221	53,88,37,843
Other Income	" 15 "	1,87,63,822	1,18,72,919
Total Revenue		49,74,01,043	55,07,10,762
Expenses			
Cost of Materials Consumed	" 16 "	22,54,00,537	29,65,20,816
Changes in Inventory	" 17 "	3,59,54,708	(3,06,02,160)
Employee Benefit Expenses	" 18 "	4,83,22,320	4,14,56,958
Finance Cost	" 19 "	44,65,354	11,03,539
Depreciation	" 20 "	1,42,14,034	1,25,82,031
Other Expenses	" 21 "	13,29,47,598	14,48,37,265
Service Tax		-	-
Total Expenses		46,13,04,552	46,58,98,449
Profit before Tax		3,60,96,491	8,48,12,313
Share in Profit / [Loss] of Associates		(17,49,525)	(5,21,154)
Net profit after exceptional items		3,43,46,966	8,42,91,159
Tax Expenses			
Current Tax		77,92,734	2,51,61,134
Deferred Tax		24,42,965	(10,34,489)
Total Tax Expenses		1,02,35,699	2,41,26,645
Profit for the year		2,41,11,267	6,01,64,514
Earnings per share (of Rs.10 each):		2,58,60,792	
Basic / Diluted Earnings per share		2.35	7.34
Adjusted Earnings per share		2.35	5.87

See accompanying notes forming part of the financial statements

For P.D.Dalal & Co.,
Chartered Accountants,
Firm Registration No.102047W

For Nitiraj Engineers Limited,

(Aashish S. Kakaria)
Partner
Membership No.102915
UDIN : 20102915AAAAACY5415

(Rajesh R. Bhatwal)
Managing Director
Din No.00547575

(Shakuntala R. Bhatwal)
Director
Din No.01953906

Mumbai
29th June, 2020

	For the half year ended 31st March, 2020		For the year ended 31st March 2019	
A.) CASH FLOW FROM OPERATING ACTIVITIES				
Net profit after tax and extraordinary items		2,41,11,267		6,01,64,512
adjustments for:				
Depreciation on Fixed Assets	1,42,14,034		1,25,82,031	
(Profit)/Loss on Sale of assets	(91,80,531)		5,23,750	
Share of Profit/(Loss) of associates	17,49,525		5,21,155	
Interest Expense	39,43,748		6,22,912	
Others (Dividend & Tax)	77,92,734		2,51,61,134	
Sundry balances written off / written back	3,03,443		5,50,803	
Preliminary Expenses written off	18,45,280	2,06,68,233	18,50,825	4,18,12,609
Operating profit before working capital changes		4,47,79,500		10,19,77,121
Adjustments for :				
Decrease (Increase) in Investments	-		22,67,49,525	
Decrease (Increase) in Loans & Advances	(66,30,711.49)		(2,00,81,018)	
Decrease (Increase) in Receivables	5,63,79,335.15		(11,25,18,308)	
Decrease (Increase) in Inventories	3,23,47,021.03		(5,10,50,029)	
Decrease (Increase) in Other Current Assets	8,36,754.00		1,16,22,228	
Increase / (Decrease) in Deferred Tax Liabilities				
	24,42,966.27		(10,34,489)	
Increase / (Decrease) in Trade Payables	(3,11,93,286.09)		29,58,002	
Increase / (Decrease) in Short Term Provisions	-		-	
		5,41,82,079		5,66,45,911
Operating profit after working capital changes		9,89,61,579		15,86,23,032
B.) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(10,63,97,246)		(14,39,41,091)	
Sale of fixed assets	1,16,36,662		3,96,302	
Investment in Intangibles	(1,41,95,289)		(1,25,95,637)	
Net cash from investing activities		(10,89,55,873)		(15,61,40,426)
C.) CASH FLOW FROM FINANCIAL ACTIVITIES				
Proceeds from current borrowings	5,94,04,041		-	
Repayment of current borrowings	(99,20,755)			
Interest Paid	(32,42,239)		(6,22,912)	
Net cash used in financial activities C		4,62,41,047		(6,22,912)
Net increase/(decrease) in Cash and Cash Equivalents		3,62,46,753		18,59,694
Cash and cash equivalent at the beginning of the year		1,59,82,119		1,41,22,425
Cash and cash equivalent at the end of the year		5,22,28,872		1,59,82,119

See accompanying notes forming part of the financial statements

For P.D.Dalal & Co.,
 Chartered Accountants,
 Firm Registration No.102047W

For Nitiraj Engineers Limited,

(Aashish S. Kakaria)
 Partner
 Membership No.102915
 UDIN : 20102915AAAACY5415
 Mumbai
 29th June, 2020

(Rajesh R. Bhatwal) (Shakuntala R. Bhatwal)
 Managing Director Director
 Din No.00547575 Din No.01953906

Particulars	As at 31.03.2020	As at 31.03.2019
NOTE 3 - SHARE CAPITAL		
Authorised Share Capital 1,10,00,000 Equity Shares of Rs. 10 each	11,00,00,000	9,00,00,000
Pursuant to the members resolution the authorised capital of the company was increased from Rs. 9 crore to Rs. 11 crores by creation of additional 20,00,000 shares		
Issued, Subscribed & Paid - up 60,00,000 Equity Shares of Rs. 10 each, fully paid- up	6,00,00,000	6,00,00,000
The Company had issued 22,00,800 fresh equity shares of face value of Rs.10 each by way of an Initial Public Offering during 2016 - 2017 at a premium of Rs.90 per share	2,20,08,000	2,20,08,000
The company has allotted 20,50,200 fully paid up shares of face value Rs.10 each during the period ended 31st March 2020, pursuant to bonus issue approved by the shareholders at the AGM conducted on 31st August 2019.	2,05,02,000	-
All Shares are Equity Shares of a Single Class having equal voting rights and other rights, preferences and restrictions including restrictions on distribution of dividend and repayment of capital.		-
	10,25,10,000	8,20,08,000
Reconciliation of shares - (No. of shares)		
Equity shares at the beginning of the year	82,00,800	82,00,800
Add : Issue of shares during the year (Bonus)	20,50,200	-
Less : Shares forfeited / cancelled during the year	-	-
Equity shares at the end of the year	1,02,51,000	82,00,800
More than 5% shares held by each shareholders at the end		
<u>Name of shareholder</u>	No of shares held	
1. Shri Rajesh Raghunath Bhatwal	42,60,375	33,67,500
2. Mrs. Shakuntala Rajesh Bhatwal	23,50,500	18,16,800
3. Shri Yi Hung Sing	8,20,500	6,46,800
NOTE 4 - RESERVES & SURPLUS		
I Securities Premium Account		
Balance at The Beginning of The Year	19,80,72,000	19,80,72,000
Add : Amount received on Public Issue of Equity Shares	2,05,02,000	
Less : Utilised During The Year for Issue of Bonus Shares	17,75,70,000	19,80,72,000
Balance at The End of The Year		
II GENERAL RESERVE		
Balance at the beginning of the year		-
Add : Additions / Transfer during the year	-	-
Less : Utilised / during the year	-	-
Balance at the end of the year		
III SURPLUS / (DEFICIT) IN THE STATEMENT OF PROFIT AND LOSS		
Balance at the beginning of the year	38,65,22,324	32,63,57,810
Add : Profit / (Loss) during the year	2,41,11,267	6,01,64,514
Add : MAT Credit available	41,06,33,590	38,65,22,324
Less : Transfer to Reserve during the year		
Interim Dividend paid during the year	-	-
Tax on the above Dividend	-	-
Bonus Shares Issued during the year	-	-
Balance at the end of the year	41,06,33,590	38,65,22,324
IV CAPITAL RESERVES		
Cash Subsidy	14,05,546	14,05,546
	58,96,09,136	58,59,99,870

Notes on the Consolidated financial statements for the year ended 31st March, 2020

Particulars	As at 31.03.2020	As at 31.03.2019
NOTE 5 - SHORT TERM BORROWINGS		
Secured loans (Term Loan)		
HDFC BANK LTD DHULE	5,35,16,520	-
Term loan from HDFC Bank Ltd has been taken for setup of new production unit and is secured by hypothecation of MIDC Dhule Unit. The rate of interest 10.50% p.a.. The loan is repayable in 60 structured monthly installments.		
	5,35,16,520	-
NOTE 6 - TRADE PAYABLES		
Sundry Creditors	2,37,14,589	2,48,54,671
Advances from Customers	1,12,64,589	33,26,803
Provision	(1,85,08,584)	1,44,24,892
Other Liabilities	1,81,29,326	1,53,94,107
	3,45,99,921	5,80,00,473
NOTE 8 - NON CURRENT INVESTMENTS		
OTHER INVESTMENTS		
INVESTMENTS (Unquoted) (Long Term) (At cost)		
690 Shares of 10 each of Merchant Co-op. Bank Ltd	6,905	6,905
In Associates		
Equity Shares of Hyper Drive Information Technologies Private Limited 3334 Equity Shares of Rs.10 each at a premium of Rs.5990 per share (Unquoted) (Long Term)	1,91,80,244	1,97,01,398
Add: Share in Profit / (Loss) after tax during the year	(17,49,525)	(5,21,154)
National Savings Certificate	99,020	99,020
	1,75,36,644	1,92,86,169
NOTE 9 - LONG TERM LOANS AND ADVANCES		
[Unsecured, considered good, except otherwise stated]		
Loans & Advances		
Advances recoverable in cash or kind or for value to be received	8,92,48,063	7,93,93,663
Deposits	46,18,764	78,42,453
Stock of Gold	16,69,650	16,69,650
	9,55,36,478	8,89,05,766
NOTE 10 - INVENTORIES		
[As Valued, Verified and Certified by the Management]		
Raw Materials	10,74,38,340	10,38,30,652
Work in progress	95,65,546	1,97,37,083
Stock in Trade	-	-
Finished Goods	2,52,59,794	5,10,42,965
	14,22,63,679	17,46,10,700
NOTE 11 - TRADE RECEIVABLES		
SUNDRY DEBTORS		
[Unsecured, considered good except otherwise stated]		
Over Six Months	1,95,40,622	4,99,81,618
Others	7,76,26,503	10,38,68,285
	9,71,67,125	15,38,49,903
NOTE 12 - CASH AND CASH EQUIVALENTS		
Cash in hand and remittance in transit	26,74,621	26,63,847
Balances with Banks :		
Scheduled Banks		
Current Account	4,21,30,571	76,33,621
Fixed Deposit Accounts	74,23,680	56,84,651
	5,22,28,873	1,59,82,119
NOTE 13 - OTHER CURRENT ASSETS		
Interest Accrued	3,96,325	3,96,391
Unamortized Expenditure	41,59,354	68,41,322
	45,55,679	72,37,713

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2020
Note 7 : Fixed Assets

Assets	GROSS BLOCK (AT COST)					DEPRECIATION / AMORTISATION				NET BLOCK	
	As at April 1, 2019	Additions	WIP Additions	Disposals	As at March 31, 2020	As at April 1, 2019	For the period	Deductions / Adjustments	As at March 31, 2020	As at March 31, 2020	As at April 1, 2019
Tangible Assets											
LAND	40,83,760	2,97,225	3,75,71,052	-	4,19,52,037	-	-	-	-	4,19,52,037	40,83,760
FACTORY BUILDING	30,71,787	5,54,72,543	5,35,89,200	24,56,131	10,96,77,399	-	20,62,382	-	20,62,382	10,76,15,017	30,71,787
OFFICE BUILDING	83,06,081	-	-	-	83,06,081	-	8,27,833	-	8,27,833	74,78,248	83,06,081
GUEST HOUSE	2,13,85,913	-	-	-	2,13,85,913	-	10,69,295	-	10,69,295	2,03,16,618	2,13,85,913
PLANT & MACHINERY	4,52,82,732	3,61,65,143	17,27,039	-	8,31,74,915	-	70,86,640	-	70,86,640	7,60,88,275	4,52,82,732
OFFICE EQUIPMENT	28,84,173	7,48,134	8,058	-	36,40,365	-	4,29,424	-	4,29,424	32,10,941	28,84,173
ELECTRIC INSTALLATION	28,71,877	91,57,517	35,080	-	1,20,64,474	-	3,43,080	-	3,43,080	1,17,21,394	28,71,877
FURNITURE & FIXTURES	66,72,075	44,27,281	-	-	1,10,99,357	-	6,64,584	-	6,64,584	1,04,34,773	66,72,075
COMPUTERS	11,14,749	20,09,511	10,00,000	-	41,24,260	-	7,22,378	-	7,22,378	34,01,882	11,14,749
VEHICLE	53,66,405	5,68,429	-	-	59,34,834	-	7,78,018	-	7,78,018	51,56,816	53,66,405
SOLAR SYSTEM	5,76,000	-	-	-	5,76,000	-	2,30,400	-	2,30,400	3,45,600	5,76,000
Total	10,16,15,552	10,88,45,785	9,39,30,429	24,56,131	30,19,35,635	-	1,42,14,034	-	1,42,14,034	28,77,21,601	10,16,15,552
Capital Work in Progress											
LAND	3,75,71,052	-	-	3,75,71,052	-	-	-	-	-	-	3,75,71,052
FACTORY BUILDING	9,34,77,168	-	8,83,187	5,35,89,200	4,07,71,155	-	-	-	-	4,07,71,154	9,34,77,168
PLANT & MACHINERY	17,27,039	-	-	17,27,039	0	-	-	-	-	0	17,27,039
OFFICE EQUIPMENT	8,058	-	-	8,058	-	-	-	-	-	-	8,058
ELECTRIC INSTALLATION	35,080	-	-	35,080	-	-	-	-	-	-	35,080
COMPUTERS	10,00,000	-	-	10,00,000	-	-	-	-	-	-	10,00,000
Total	13,38,18,397	-	8,83,187	9,39,30,429	4,07,71,155	-	-	-	-	4,07,71,154	13,38,18,396
Grand Total	23,54,33,949	10,88,45,785	9,48,13,616	9,63,86,560	34,27,06,790	-	1,42,14,034	-	1,42,14,034	32,84,92,755	23,54,33,948
Previous Year	10,49,94,941	14,39,41,091		9,20,051	24,80,15,981		1,25,82,032		23,54,33,949	23,54,33,949	10,49,94,941
Intangible Assets											
Software Development	49,95,520	-	-	-	49,95,520	-	-	-	-	49,95,520	49,95,520
Research & Development	2,76,09,758	1,41,95,289	-	-	4,18,05,047	-	-	-	-	4,18,05,047	2,76,09,758
Total	3,26,05,278	1,41,95,289	-	-	4,68,00,567	-	-	-	-	4,68,00,567	3,26,05,278
Previous Year	2,00,09,641	1,25,95,638			3,26,05,278					3,26,05,278	2,00,09,641

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
NOTE 14 - REVENUE FROM OPERATIONS		
Sales of Manufactured Goods	48,38,86,709	55,67,07,121
Less : Inter Unit Sales	50,75,773	1,77,66,172
Less : Local and Central Sales Tax	(1,73,715)	1,03,106
Net Sales of Manufactured Goods	47,86,37,221	53,88,37,843
NOTE 15 - OTHER INCOME		
Gain on Mutual Fund	-	49,45,644
Profit on Sale of Assets	91,80,531	-
Other Income	95,83,291	69,27,275
	1,87,63,822	1,18,72,919
NOTE 16 - COST OF MATERIALS CONSUMED		
Raw Material Consumption	22,54,00,537	29,65,20,816
	22,54,00,537	29,65,20,816
NOTE 17 - CHANGES IN INVENTORY		
Inventories at the end of the year		
Finished Goods	2,52,59,794	5,10,42,965
Material - in - Progress	95,65,546	1,97,37,083
	3,48,25,339	7,07,80,048
Inventories at the beginning of the year		
Finished Goods	5,10,42,965	2,71,78,808
Material -in-progress	1,97,37,083	1,29,99,080
	7,07,80,048	4,01,77,888
Net (Increase) / Decrease	3,59,54,708	(3,06,02,160)
NOTE 18 - EMPLOYEE BENEFIT EXPENSES		
Payments to & Provision for Employees :		
Salaries, Wages and Bonus	3,04,84,550	2,70,83,409
Contribution to Provident & Other Funds	30,65,179	32,37,547
Other Benefits	1,37,54,597	1,01,37,908
Salary to Managing Director & Directors	10,17,994	9,98,094
	4,83,22,320	4,14,56,958
NOTE 19 - FINANCE COST		
Interest Expenses	39,43,748	6,22,912
Bank Charges	5,21,606	4,80,627
	44,65,354	11,03,539

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
NOTE 20 - DEPRECIATION		
Depreciation on		
Buildings	39,59,510	21,11,862
Plant and Machineries	70,86,640	74,06,424
Solar System	2,30,400	3,84,000
Electric Installation	3,43,080	2,43,039
Office Equipments	4,29,424	4,70,173
Furniture and Fixtures	6,64,584	6,49,943
Computers	7,22,378	6,37,786
Vehicles	7,78,018	6,78,804
	1,42,14,034	1,25,82,031
NOTE 21 - OTHER EXPENSES		
MANUFACTURING EXPENSES		
Power & Fuel	14,52,180	18,80,589
Labour and Processing Charges	4,37,11,664	4,51,09,642
	4,51,63,843	4,69,90,231
SELLING AND OTHER EXPENSES		
Commission to Selling Agents	19,39,621	14,57,980
Stamping Fee	2,41,34,432	3,59,23,278
Brokerage	23,68,746	20,14,690
Export Expenses	-	-
Advertisement	27,40,083	23,56,466
Transportation & Handling Charges [Net]	2,16,85,403	1,82,10,718
Tender Expenses	8,19,971	8,33,750
	5,36,88,256	6,07,96,882
OTHER EXPENSES		
Repairs & Maintenance of :		
Buildings	-	-
Plant & Machinery	4,34,929	3,21,858
Others	5,89,676	6,66,272
Rent	12,17,428	11,98,754
Rates & Taxes	15,43,930	12,36,584
Insurance [Net]	12,75,524	10,90,274
Telephone Exp.	10,45,522	10,99,951
Donations	6,96,098	71,701
Software & Computer Exp.	19,26,559	13,38,601
Professional Fees	45,16,576	73,69,845
Travelling	1,15,31,442	1,17,36,598
Loss on Sale of Assets	-	5,23,750
Sundry balances written off / written back	3,03,443	5,50,803
Preliminary Expenses written off	18,45,280	18,50,825
Miscellaneous Expenses	67,09,091	70,44,338
	3,36,35,499	3,61,00,153
Payment to Auditor comprises of -		
As Auditor	3,50,000	7,00,000
For Taxation Matters	1,10,000	2,50,000
	4,60,000	9,50,000
	13,29,47,598	14,48,37,265

Nitiraj Engineers Limited

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2020

1. Corporate Information:

Nitiraj Engineers was incorporated in April 1999 as a private limited company. The company is engaged in the manufacturing and selling of a variety of Electronic Weighing Scales, Currency Counting Machines, Taxi Fare Meters etc.

The company launched its Initial Public Offer of equity shares during the F.Y.2016 – 2017 and got listed on the NSE Emerge [SME] Exchange.

2. The Significant Accounting Policies followed by the company are as stated below

A. BASIS OF ACCOUNTING POLICIES:

A.1 BASIS OF PREPARATION AND PRESENTATION

The consolidated financial statements relate to Nitiraj Engineers Limited ('the Company') and its associate Hyper Drive Information Technologies Limited. The consolidated financial statements have been prepared on the following basis:

- a) Investment in Associates has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.
- b) As explained to us, these are the Associate's first financial statements prepared in accordance with Ind AS. Whereas, the Holding Company is preparing its accounts under the Indian GAAP. To that extent there is a mismatch of the Accounting Standards followed by both the Holding Company and the associate.
Since we have not audited the associate company we cannot arrive at the profit based on Indian GAAP of the associate and hence cannot quantify the impact on the profitability of the Group as a whole due to the change of the accounting standard by the associate.
- c) As per the information and explanations given to us the 3334 equity shares of Hyper Drive Information Technologies Limited are held by the holding company, thereby making its holding 25% in the Equity of the associate.
- d) The Total Assets of the associate company as on 31st March 2020 were Rs.9,08,609,00 and the holding company's share in the Net Assets of the associate company of 25% was Rs.2,27,15,225
- e) The holding company's share in the profit / [loss] of the associate company for the year ended 31st March 2020 is Rs.(-)17,49,525

B. OTHER SIGNIFICANT ACCOUNTING POLICIES

These are set out under "Significant Accounting Policies" as given in the Company's standalone financial statements.

For and on behalf of

P.D.Dalal & Co.,
Chartered Accountants,
Firm Reg. No..102047W

(Aashish S. Kakaria)

Partner

Membership No.102915

UDIN : 20102915AAAACY5415

Mumbai

29th June, 2020