

DIRECTORS' REPORT

To the Members of VINIR Engineering Limited

Dear Members,

Your Directors take great pleasure in presenting the 42nd Annual Report together with the Audited Annual Financial Statements of your Company for the financial year ended March 31, 2025.

COMPANY'S PERFORMANCE

The financial performance of your Company for the financial year ended March 31, 2025 is summarized as below:

Particulars	In ₹ Mn.	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations	1899.62	2295.27
Other Income	28.71	59.60
Total Income	1928.33	2354.87
Total Expenditure	1533.09	1833.37
EBIDTA	395.24	521.50
Finance Cost	7.46	6.14
Depreciation and amortization	52.13	49.54
Profit before tax	335.65	465.82
Tax Expenses		
Current Tax	85.88	104.53
Deferred Tax	1.57	12.74
Tax for earlier years	1.60	3.66
On Buy-back of shares	-	59.09
Net Profit after tax (PAT)	246.60	285.80
Other Comprehensive income	0.65	0.37
Total Comprehensive income for the year	247.25	286.17
Earnings per equity shares (in ₹)		
Basic and diluted earnings per share	1.16	1.24

Dividend

The Board of Directors of the Company had approved a Dividend Distribution Policy on December 21, 2024, in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof ('SEBI LODR Regulations'). The Policy is available on the Company's website: <https://vinirforge.org/wp-content/uploads/2025/01/Dividend-Policy.pdf>

No dividend has been recommended in order to conserve long term resources.

Review of Operations

During the financial year ended March 31, 2025 ("FY25"), the Company witnessed a decline in its overall operational and financial performance as compared to the preceding financial year ("FY24"). The key financial indicators including turnover and profitability were impacted by several adverse macroeconomic factors beyond the control of the management of the Company such as economic

slowdown, global geopolitical uncertainty, competitive pressures. The Board is confident that with the gradual easing of these external constraints coupled with ongoing initiatives, the Company is poised to improved operational performance in years to come.

Transfer to Reserves

Company propose to transfer Rs. 100 Mn. to the general reserve. For complete details on movement in Reserves and Surplus during the financial year ended March 31, 2025, please refer to the Statement of Changes in Equity included in the financial statements.

Capital Structure

During the Year under review, the authorized share capital of the Company was increased from Rs. 300 Mn. (comprised of 30,000,000 equity shares of Rs. 10/- each) to Rs. 600 Mn. (comprised of 300,000,000 nos. shares of Rs. 2/- each) vide shareholders' resolution dated November 30, 2024.

During the year, your Company split the face value of equity shares of Rs. 10/- each into 5 nos equity shares of Rs. 2/- each and issued and allotted 141,752.920 equity shares of 2/- each as fully paid up bonus shares in the ratio of 2:1 (two shares of Rs. 2/- each for every 1 share of Rs. 2/- each) of the Company to eligible shareholders.

Consequently, the issued, subscribed and paid-up equity share capital increased from Rs. 141,752,920/- represented by 14,175,292 equity shares of 10/- each as on April 1, 2024 to Rs. 425,258,760/- represented by 212,629,380 equity shares of 2/- each as on March 31, 2025.

During the year under review, the Company has not issued any:

- a) shares with differential rights as to dividend, voting or otherwise.
- b) sweat equity shares.

Company does not have any Employee Stock Option Scheme.

Company has filed its Draft Red Herring Prospectus (DRHP) with Securities & Exchange Board of India (SEBI) on January 17, 2025, with 100% Offer for Sale (OFS) upto 53,300,000 equity shares of Rs. 2/- each aggregating up to Rs. [●] million made by Mr Nitesh Gupta, promoter selling shareholder and made application for in-principle approval to list its equity shares on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

Directors and Key Managerial Personnel

Non-Executive Director

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Mr. Naresh Chandra Gupta (DIN: 00532105), Non-Executive Non-Independent Director was appointed as Chairman who has attained the prescribed age limit of 75 years and a Special Resolution was passed on 21st December, 2024, in accordance with Regulation 17(1A) of SEBI Listing Regulations.

In accordance with the provisions of Section 152 of the Companies Act, 2013. And the Articles of Association of the Company, Mr. Ritesh Gupta, (DIN: 00532426) Non-executive and non-independent director of the Company retires by rotation and being eligible offers himself for re-appointment. Necessary proposal for his re-appointment has been placed for your approval at the forthcoming AGM. The brief profile has been detailed in the Notice convening the AGM of your Company. Your Directors recommend his re-appointment as a Non-Executive Non-Independent Director of your Company. The brief resume and other information of the above retiring Director, as required to be disclosed under this section is provided in the Notice of the Annual General Meeting.

Managing Director

Mr. Nitesh Gupta (DIN: 00532501) continues to be the Managing Director of the Company till the tenure of his appointment till February 14, 2027.

Independent Directors

Ms. Anita Sanghi (DIN: 01638548), Dr. Muthumanickam Matheswaran (DIN: 07197847) and Mr. Madhukar Anand (DIN: 10855599) were appointed as Independent Directors of the Company at the extra-ordinary general meeting held on January 14, 2025.

They have submitted declarations stating that they meet the criteria of independence as per the provisions of the Act and SEBI Listing Regulations. All the Independent Directors have also confirmed that in terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Director's database as prescribed under the Act. Further, in terms of Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, one Independent Director has to pass the Online Proficiency Self-Assessment test conducted by Indian Institute of Corporate Affairs (IICA) and the other two Independent Directors have already passed the online proficiency test conducted by IICA.

In the opinion of the Board, the Independent Directors fulfil the conditions specified under the Act, the Rules made thereunder and SEBI Listing Regulations and are independent of the management.

All the directors of the Company have confirmed that they are not disqualified for being appointed as directors pursuant to Section 164 of the Act.

Key Managerial Personnel

In accordance with the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, Mr. Nitesh Gupta, Managing Director, Mr. Narasimha Kerur, Chief Financial Officer and Mr. Pradeep Kumar Chamaria, Company Secretary are the Key Managerial Personnel of the Company as on March 31, 2025.

Further, during the year, Mr. Narasimha Kerur was promoted from GM (F&A) to Chief Financial Officer and Mr. Pradeep Kumar Chamaria was appointed as Company Secretary and Compliance officer of the Company under SEBI Listing Regulations w.e.f., November 16, 2024. During the year, Mr. Pramod Amin, Company Secretary, resigned from the services of the Company w.e.f. April 1, 2024. Subsequently Mr. Abhijit Baliga was appointed as Company Secretary w.e.f. July 22, 2024 and he also resigned on September 30, 2024.

Number of Meetings of the Board and Committees

During the FY 2024-25, 14 (Fourteen) meetings of the Board of Directors of your Company were held and the details of Board and Committee meetings held are provided in the Report of the Directors on Corporate Governance, which forms part of this report.

Details of Subsidiary, Joint Venture or Associate Company:

As on March 31, 2025, Company does not have any Subsidiary & Joint Venture and Associate Companies.

Annual Evaluation

The Board of Directors have evaluated the performance of all Independent Directors, Non-Independent Directors and its Committees. The Board deliberated on various evaluation attributes for all directors and after due deliberations made an objective assessment and evaluated that all the directors in the Board have adequate expertise drawn from diverse industries and business and bring specific competencies relevant to the Company's business and operations. The Board found that the performance of all the Directors was quite satisfactory.

The Board also noted that the term of reference and composition of the Committees was clearly defined. The Committee performed their duties diligently and contributed effectively to the decisions of the Board.

Enterprise Risk Management Policy

The Policy on Enterprise Risk Management of your Company was reviewed and approved by the Board. This policy provides for the Risk Management Framework (RMF) to identify, assess, monitor and mitigate various business risks. This framework incorporates the checks, process and procedures to identify potential risks in the investment and operational areas of the business and minimize their impact through necessary control on your Company. The framework is designed to identify risks, assess their likelihood and impact, ensure the review of mitigation measures and requires reporting on a regular basis. The Audit Committee of the Board of Directors at their meetings periodically reviews the functioning of the RMF.

Adequacy of Internal Controls

Your Company has adequate internal control systems commensurate with the size and complexity of its operations.

The internal control systems comprise of standardised policies and procedures covering all functional areas aimed at ensuring sound management of operations, reliable financial reporting, safeguarding of assets and prevention and detection of frauds and errors. The Audit Committee of the Board of Directors, at regular intervals and in co-ordination with Internal and Statutory Auditors, review the adequacy of Internal Controls within your Company.

Further, the internal financial controls related to financial statements are found to be adequate and operating effectively and that no material weakness has been noticed during the year under review.

Corporate Social Responsibility

In terms of Section 135 of the Act, your Company has constituted Corporate Social Responsibility ('CSR') Committee to inter-alia formulate and recommend to the Board a "Corporate Social Responsibility Policy" which shall indicate activities to be undertaken by the Company as specified in Schedule VII of the Companies Act; review and recommend the amount of expenditure to be incurred on such activities and to monitor the CSR policy of the Company and its implementation from time to time.

The Committee consist of Mr. Naresh Chandra Gupta (Chairman), Ms. Anita Sanghi (Member) and Mr. Nitesh Gupta (Member). The Company Secretary acts as the Secretary to the Committee.

The Company undertakes its CSR activities through a variety of effective programs. The major thrust of the CSR activities of the Company is in the areas of promoting education and health care. The Company also undertakes CSR activities in the areas of promoting sports and environment sustainability. These activities are in accordance with Schedule VII to the Act.

The annual report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended, is set out at Annexure II to this report.

During the year, the Company has fully spent the required amount towards CSR activities.

The composition of the CSR Committee, CSR Policy, CSR activities undertaken by the Company are available on the **Company's website** at <https://vinirforge.org/wp-content/uploads/2024/11/Corporate-Social-Responsibility-Policy.pdf>

Particulars of Contracts or Arrangements with Related Parties

During the year your Company has entered into transactions with related parties as defined under Section 2(76) of the Act read with Companies (Specification of Definitions Details) Rules, 2014, SEBI Listing Regulations and applicable Accounting Standards, which were in the ordinary course of business and on arms' length basis and in accordance with the policy on Related Party Transactions of the Company.

The Policy ensures proper approval and reporting of the concerned transactions between the Company and related parties.

The policy on Related Party Transactions is placed on the Company's website at <https://vinirforge.org/wp-content/uploads/2024/11/Policy-on-Material-Related-Party-Transaction.pdf>

During the year, there was no material transaction with any related parties as per the Related Party Transactions Policy of the Company or any other related party transaction entered into by the Company that requires disclosure in Form AOC- 2.

The disclosures pertaining to related party transactions as per the applicable Accounting Standards form part of the notes to the financial statements provided in this Annual Report and also in AOC 2.

Particulars of Loans, Guarantees or Investments

Details of loans, guarantees and investments, if any, covered under the provisions of Section 186 of the Act are provided in the notes to financial statements.

Deposits

During the year, your Company has not accepted any deposits within the meaning of Sections 73 and 74 of the Act read together with the Companies (Acceptance of Deposits) Rules, 2014.

Unclaimed Dividend on Shares

As at March 31, 2025, there are no unclaimed dividends.

Vigil Mechanism / Whistle Blower Policy

Whistle Blower Policy is in place and details of the same are provided in the Report of the Directors on Corporate Governance, which forms part of this report.

Please refer vigil mechanism policy placed on the Company's website at <https://vinirforge.org/wp-content/uploads/2024/11/Whistle-Blower-Policy.pdf>

Fraud Monitoring / Prevention

Your Company has in place the 'Policy for Prevention of Frauds', aimed at promoting consistently ethical organizational behaviour by assigning responsibility and enforcement of controls to aid prevention and detection of fraud in the Company. Frauds, if any identified by and/or reported to the Company are investigated for assessment of root cause and relevant corrective steps are undertaken including any preventive actions. No frauds were identified/ reported for the financial year 2024-25.

Particulars Regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information pertaining to the conservation of energy and technology absorption in terms of Section 134(3)(m) of the Act, read with the Companies (Accounts) Rules, 2014 is stated as below:

(a) Conservation of energy

Your Company adopt appropriate energy conservation measures and moving to Piped Natural Gas (PNG) as fuel in unit-2/3. Company has replaced all lights to LED. The Company has been steadily shifting towards cleaner energy sources to optimise its business processes and minimise energy consumption. Company received Greenco silver award at CII-GREENCO Summit 2025 at Hyderabad.

(b) Technology absorption

Company is using indigenous technology.

(c) Foreign Exchange, earnings and expenditure during the year - *

- Foreign exchange earnings: Rs.160.84 Mn. (previous year: Rs309.06 Mn.)
- Foreign exchange expenditure: Rs. 302.27 Mn. (previous year: 399.90 Mn.)

Particulars of Employees

As on March 31, 2025, your Company has 214 permanent employees (men 184 and women 30) .

Since the Company is not a listed company, the information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014 (as amended) in respect of Directors/employees of the Company is not required to be given. In terms of the requirements under section 134 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the particulars of employees drawing remuneration exceeding Rs. 60 Lakhs per annum if employed throughout the year or Rs. 5 Lakhs per month if employed for part of the year is disclosed in the Annexure IV;

Prevention of Sexual Harassment Policy and Its Reporting

Your Company has framed and implemented a Policy on Sexual Harassment of Women at Workplace aiming at prevention of harassment of employees which lays down the guidelines for identification, reporting and prevention of undesired behaviour. A Committee was constituted in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Policy, Committee Members' details and the penal consequences of violating the said Act/ Policy are displayed at all offices/works and on the website of the Company. Employee awareness session was conducted to generate awareness about the policy, reporting mechanism and prevention of sexual harassment at the workplace. During the year, no complaint pertaining to sexual harassment was received.

Please refer to Policy on Prevention of Sexual harassment at Workplace placed on the Company's website at <https://vinirforge.org/wp-content/uploads/2024/11/Policy-on-Prevention-of-Sexual-Harassment-at-Workplace.pdf>

Statement on Maternity Benefit Compliance:

The Company has complied with all applicable provisions of the maternity benefit Act, 1961 and the relevant state-specific rules. All eligible women employees shall be provided paid monthly leave, medical benefits and other entitlements as prescribed under the Act.

The Company remain committed to maintaining a work environment that is supportive and inclusive for female employees and ensure compliance with statutory requirements concerning maternity benefits.

Other Disclosures

- There was no change in the nature of the business of the Company.
 - There was no revision in the financial statements of the Company.
 - Disclosure pertaining to maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Act:
 - There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year.
 - There was no one-time settlement entered into with any Bank or financial institutions in respect of any loan taken by the Company.
 - Details of the Audit Committee of the Board of Directors including its composition are provided in the Report of the Directors on Corporate Governance, which forms part of this report.
 - The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. As these are the Company's first financial statements prepared in accordance with Ind AS, Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance is provided in Note 61 forming an integral part of the accounts. As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment. The same election has been made in respect of intangible assets also. The carrying values of property, plant and equipment as aforesaid are after making adjustments relating to decommissioning liabilities.
- Attention is also drawn to Note 61 providing a reconciliation of other equity as on April 1, 2023 and March 31, 2024; Reconciliation of total comprehensive income for the year ended March 31, 2024 and reconciliation of Balance Sheet as on April 1, 2023 and March 31, 2024.

Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Act and based on the information provided by the management, your Directors state that:

- (i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) Accounting policies selected were applied consistently. Reasonable and prudent judgements and estimates were made so as to give a true and fair view of the state of affairs of the Company at the end of March 31, 2025 and of the profit of the Company for year ended on that date;
- (iii) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (iv) The annual accounts of the Company have been prepared on a going concern basis;
- (v) Internal financial controls have been laid down to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- (vi) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Secretarial Standards

Your Company is in compliance with the provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India in terms of the Act.

EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the draft Annual Return of the Company for the financial year ended 31st March, 2025 is available on the Company's website and may be accessed at <https://vinirforge.org/wp-content/uploads/2025/01/Form-MGT-7-31.03.2024.pdf>

Significant/Material orders passed by the regulators

There are no significant and material orders by any regulator, court, tribunal impacting the going concern status of the Company and its operations in future.

Material Changes and Commitments, if any, affecting the Financial Position of the Company from the Financial Year end till the date of this Report

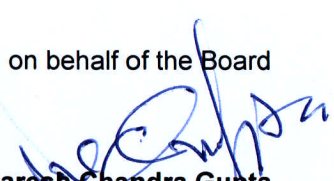
There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2024-25 and the date of this Report.

Acknowledgements

The Directors take this opportunity to thank its shareholders, bankers, customers, vendors, key partners, service providers and all government agencies and intermediaries for their continued support. The Directors wish to place on record their appreciation to employees at all levels for their dedication and commitment.

Date: July 23, 2025
Place: Bengaluru

For and on behalf of the Board


Naresh Chandra Gupta
Non-executive Chairman
DIN 00532105

ANNEXURE- I TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy is sustained profitable growth and increase in stakeholders' value. This will be done through proper transparency and disclosures, adequate internal controls in its business practices and risk management, proper communication and good standards in safety, health, environment management, highest standards in accounting fidelity, product and service quality. The Company has complied with all the laws to the extent applicable and is committed to good Corporate Governance. The Board fully understands and takes responsibility for its commitments to stakeholders, employees, vendors, customers and the communities where it operates. Report on various aspects of Corporate Governance of the Company is as follows.

2. BOARD OF DIRECTORS:

The composition of the Board of Directors of the Company is in conformity with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

a. THE BOARD OF DIRECTORS AND THE MEETINGS ATTENDED BY RESPECTIVE DIRECTORS DURING THE YEAR 2024-25 AS UNDER:

Name of the Director	Category	Board Meeting Held	Board Meetings Attended	Attended Last AGM
Mr. Naresh Chandra Gupta	Chairperson – Non-Executive and non-independent Director	14	14	Yes
Mr. Nitesh Gupta	Executive Director	14	14	Yes
Mr. Ritesh Gupta	Non-Executive and non-independent Director	14	14	Yes
Ms. Anita Sanghi	Independent	3*	3	NA
Dr. Muthumanickam Matheswaran	Independent	3*	1	NA
Mr. Madhukar Anand	Independent	3*	3	NA

*were appointed on December 21, 2024, as additional director at the Board meeting and were appointed as independent directors on January 14, 2025, vide a resolution at the extra-ordinary general meeting.

b. Certificate from Directors:

A Certificate confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India or Ministry of Corporate Affairs or any such

statutory authority have been received from all the directors.

c. DETAILS OF THE BOARD MEETINGS HELD DURING THE FINANCIAL YEAR:

The Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive meetings.

The Board of Directors duly met 14 (Fourteen) times during the year on: April 1, 2024; May 8, 2024; June 21, 2024; July 22, 2024; September 4, 2024; October 4, 2024; November 5, 2024; November 16, 2024; November 19, 2024; November 21, 2024; December 21, 2024; January 8, 2025; January 12, 2025 and January 17, 2025.

3. OTHER DIRECTORSHIPS / COMMITTEE MEMBERSHIP AS ON MARCH 31, 2025:

None of the directors are directors on the Board of any other listed company.

4. AUDIT COMMITTEE:

The Company has complied with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to the composition of the Audit Committee and constituted an Audit Committee on December 21, 2024. The composition of the Audit Committee and the attendance details of each Member of the Committee are as follows:

Name of the Director	No. of Meetings held	No. of Meetings attended
Mrs. Anita Sanghi, Chairperson	1*	1
Mr. Madhukar Anand, Member	1*	1
Mr. Nitesh Gupta, member	1*	1

*Committee was constituted on December 21, 2024.

Company Secretary of the Company acts as the Secretary to the Committee Meetings.

The terms of reference / role of the Audit Committee cover the matters specified for the Audit Committees under Regulation 18 and Part C of Schedule II of SEBI (LODR) Regulations, 2015 as well as the provisions of Section 177 of the Companies Act, 2013. The brief description of the terms of reference of the Audit Committee is given below:

- (1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- (2) recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval;
- (5) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

- (6) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;
- (7) evaluation of internal financial controls and risk management systems;
- (8) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- (9) reviewing the functioning of the whistle blower mechanism;

5. NOMINATION AND REMUNERATION COMMITTEE (NRC):

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015, the Board has constituted the Nomination and Remuneration Committee on December 21, 2024 consisting of Mr. Madhukar Anand (Chairman), Ms. Anita Sanghi (Member) and Mr Naresh Chandra Gupta (Member). No meeting was held during the year under review.

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company a policy relating to the remuneration of the directors, key managerial personnel and other employees ;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Recommend to the board, all remuneration, in whatever form, payable to senior management;
- perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended
- carrying out any other activities as may be delegated by the Board and other functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Remuneration paid to the Managing Director for the year 2024-25 was Rs. 9.9 Mn as per Board Resolution dated February 28, 2022 for the five year tenure till February 14, 2027.

Sitting fees paid/payable to independent directors @ Rs. 25,000 for any Board/Committee meeting attended.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR):

Pursuant to the provisions of Section 135 of the Companies Act, 2013 , the Board has constituted CSR Committee on December 21, 2024 consisting of Mr Naresh Chandra Gupta (Chairman), Ms. Anita Sanghi (Member) and Mr Nitesh Gupta (Member). No meeting was held during the year under review.

The Corporate Social Responsibility Committee is authorized to perform the following functions:

- formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act;
- review and recommend the amount of expenditure to be incurred on the activities referred to in clause above;
- monitor the corporate social responsibility policy of the Company and its implementation from time to time; and
- any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

One meeting of the CSR Committee was held on January 17, 2025. and all the members were present.

7. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee on December 21, 2024 consisting of Dr. Muthumanickam Matheswaran (Chairperson), Mr. Madhukar Anand (Member) and Mr Nitesh Gupta (Member). No meeting was held during the year under review. The Stakeholders' Relationship Committee is responsible inter-alia for the following:

- considering and looking into various aspects of interest of shareholders, debenture holders and other security holders including complaints related to transfer or transmission of shares/debentures/any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, dematerialization /rematerialization of securities, general meetings etc.;
- formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar & share transfer agent;
- review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company
- carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

8.INDEPENDENT DIRECTORS' MEETING AND PERFORMANCE EVALUATION:

Independent Directors were appointed on January 14, 2025 vide a resolution passed at the Extra-ordinary general meeting. Independent directors did not meet for performance evaluation during the year under review.

9.GENERAL MEETINGS:

The details of the last three Annual General Meetings of the Company:

Year	Date	Time	Venue
2021-22	30.09.2022	10.00 a.m.	Registered office at No 104, Bommasandra Industrial Area, Bengaluru-560099
2022-23	02.08.2023	2.00 p.m.	Registered office at No 104, Bommasandra Industrial Area, Bengaluru-560099
2023-24	31.08.2024	2.00 p.m.	Registered office at No 104, Bommasandra Industrial Area, Bengaluru-560099

Special resolutions passed at the last three annual general meetings (AGM):

Date of AGM	Special Resolution
02.08.2023	Buy-back of shares under sections 68,69 and 70 of the Companies Act, 2013, upto 30,58,823 equity shares of Rs.10/- each for an aggregate consideration not exceeding Rs. 25,99,99,995/- (not exceeding 25% of the paid up share capital and its free reserves

Postal Ballot:

During the year under review, the Company did not pass any resolution by postal ballot.

10. NAME & DESIGNATION OF THE COMPLIANCE OFFICER:

Mr. Pradeep Kumar Chamaria, FCA, FCS
Company Secretary & Compliance Officer,
Tel: +91 80 27832313 Email: compliance@vinirforge.org

11.DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT PURSUANT TO SEBI CIRCULAR NO SEBI/LAD-NRO/GN/2015-16/013 DATED SEPTEMBER 2, 2015:

NIL.

12. RELATED PARTY TRANSACTIONS:

There are no material significant related party transactions with the promoters, directors, key-managerial personnel and senior managerial personnel which may have a potential conflict of interest with the Company. Details of related party transactions are disclosed in form AOC-2 annexed to the Directors' Report. The Company is in compliance with the requirements of the stock exchanges and SEBI (LODR) Regulations, 2015, as amended

13. Chief Executive Officer(CEO) & Chief Financial Officer(CFO) certification:

The CEO and CFO have certified the accuracy of financial statements and adequacy of internal controls for the year ended march 31, 2025, as required by Sebi(LODR) Regulations, 2015.

14. CODE OF CONDUCT:

The Company has adopted a code of conduct for Board Members, key managerial personnels and senior management personnels which is available at the website of the Company <https://vinirforge.org/wp-content/uploads/2024/11/Code-of-Conduct-for-Board-and-Senior-Management.pdf>

15.WHISTLE BLOWER POLICY & VIGIL MECHANISM:

As required by the Companies Act, 2013, and Sebi (LODR) Regulations, 2015, the Company has laid down Whistle Blower Policy & Vigil mechanism for employees and directors of the Company which is available on the website of the Company <https://vinirforge.org/wp-content/uploads/2024/11/Whistle-Blower-Policy.pdf>

16. CERTIFICATE ON CORPORATE GOVERNANCE:

The Company has obtained certificate from statutory auditors of the Company regarding compliance with the provisions relating to Corporate Governance as required by SEBI(LODR) Regulations, 2015.

17. SHARE TRANSFER SYSTEM:

Company has appointed Kfin Technologies Ltd, Selenium Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nankramguda, Serilingampally, Hyderabad-500 032 (Telangana) having necessary infrastructure as registrar and transfer agents or securities in physical as well as demat form. Company's total equity shares have been dematerialized.

18. COMPANY'S PLANT LOCATION:

Registered office and Unit -1 at No. 102-104, Bommasandra Industrial Area, Bengaluru-560099
Unit-2 at Plot No 139 & 140 Sipcot Industrial Complex, Hosur-635126 (Tamilnadu)
Unit-3 at No 245/1-B & 253/2A, Kalukondapalli Village, Thally Road, Denkanokottai Taluk, Krishnagiri Dist., Tamilnadu- 635 001

19. SHAREHOLDING PATTERN AS ON MARCH 31,2025:

Category	No. of shareholders	No of shares held	%age of shareholding
Promoters	3	212628780	100.00
Directors & Their Relatives	4	600	Negligible
Total	7	212629380	100.00

DETAILS OF SHARES IN ELECTRONIC MODE:

Category	No of shares held	%age of shareholding
Physical	0	0
NSDL-Demat	212629080	100.00

CDSL-Demat	300	Negligible
Total	212629380	100.00

20. LISTING

Company's shares are yet to be listed.

21. CREDIT RATING:

Company has been rated by CRISIL BBB+ (triple BBB plus) for its working capital facilities from State Bank of India upto Rs. 126 Mn

Place: Bengaluru
Date: July 23, 2025


Naresh Chandra Gupta
Chairman
DIN 00532105

ANNEXURE-II

**ANNUAL REPORT ON
CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

1. Brief outline on CSR Policy of the Company:

Company's focus on activities in the area of Education and Healthcare. The policy of the Company is to give back to society that is in need of education, healthcare and upliftment of deprived people.

2. Composition of CSR Committee:

Sl. No.	Name of directors	Designation	CSR Committee meetings held during the year	Attendance
1	Mr. Naresh Chandra Gupta	Chairman	1	1
2	Ms. Anita Sanghi	Member	1	1
3	Mr. Nitesh Gupta	Member	1	1

3. Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company at <http://vinirforge.org>**4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable - Not applicable as average CSR obligation of the Company is less than Rs. 10 Crores in the three immediately preceding financial years.****5.**

a.Average net profit of the Company as per Section 135(5)	Rs. 34,32,74,942
b. 2% of average net profit of the Company as per section 135(5)	Rs 68,65,499
c.Surplus arising out of the CSR projects of the previous financial years	NIL
d.Amount available for set-off for the current financial year	NIL
e. Total CSR amount to be spent for the current financial year	Rs 68,65,499

6. (a) Amount spent on CSR Projects : Rs. 69,14,422

(b) Amount spent in Administrative Overheads: NIL

(c) Amount spent on Impact Assessment, if applicable: NIL

(d) Total amount spent for the Financial Year [(a)+(b)+(c)] : Rs. 69,14,422

(e) CSR amount spent or unspent for the financial year:

(i) Spent: Rs. 69,14,422

(ii) Unspent: Nil

Amount transferred to unspent CSR Account as per Section 135(6)/ fund specified as under Schedule VII as per second proviso to section 135(5) : Not required

(f) Excess amount for set-off, if any: Nil

7 Details of unspent CSR amount for the preceding 3 financial years: Nil

8 Whether any capital assets have been acquired through CSR amount spent in the financial year: No

9 Specify the reasons, if the Company has failed to spend 2% of the average net profits as per section 135(5): Not applicable

Place: Bengaluru
Date: July 23, 2025



Naresh Chandra Gupta
Chairman
DIN 00532105

ANNEXURE-III**FORM NO. AOC -2**

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

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

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

SL. No.	Particulars	Details
1)	Name (s) of the related party & nature of relationship	-
2)	Nature of contracts/arrangements/transaction	-
3)	Duration of the contracts/arrangements/transaction	-
4)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
5)	Justification for entering into such contracts or arrangements or transactions'	-
6)	Date of approval by the Board	-
7)	Amount paid as advances, if any	-
8)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

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

SL. No.	Particulars	Details
1.	Name (s) of the related party	Vinir Aerodefense Technologies (Erstwhile Vishnu Forge, Hosur)
2.	Nature of relationship	A partnership firm in which Directors of the Company are partners
3.	Nature of contracts/arrangements/transaction	Rent for manufacturing unit no 2 at Plot no 139/140, Sipcot Industrial Complex, Hosur, Tamilnadu
4.	Duration of the contracts / arrangements / transaction	Lease cum rental agreement deed dated April 1, 2023 for period upto March 31, 2028

5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent paid / payable Rs. 72,00,000/- p.a.
6.	Date of approval by the Board	
7.	Amount paid as advances, if any	NA

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

SL. No.	Particulars	Details
1.	Name (s) of the related party	Metalkarma Engineering Technologies Private Limited
2.	Nature of relationship	Common directors and shareholdings
3.	Nature of contracts/arrangements/transaction	Sale of goods
4.	Duration of the contracts / arrangements/ transaction	-
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Sale of goods amounting to Rs. 112.28 Mn for FY 2024-25 being 5.91% of the Sales turnover
6.	Date of approval by the Board	Board approval is not required since it is in ordinary course of business and at arms' length prices and as per materiality policy adopted by audit committee.
7.	Amount paid as advances, if any	NA

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

SL. No.	Particulars	Details
1.	Name (s) of the related party	Dhruv Gupta
2.	Nature of relationship	Son of managing Director and majority shareholder
3.	Nature of contracts/arrangements/transaction	Place of profit as Head Digital and Growth Strategy at a Remuneration of Rs. 3 Lakhs p.m. w.e.f. August 1, 2023

4.	Duration of the contracts/arrangements/transaction	3 years
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Monthly remuneration of Rs. 3 Lakhs
6.	Date of approval by the Board	Date of board approval: 31/07/2023 And subsequent approval by the shareholders at the general meeting on 02.08.2023
7.	Amount paid as advances, if any	-

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

SL. No.	Particulars	Details
1.	Name (s) of the related party	Nitesh Gupta
2.	Nature of relationship	Managing Director
3.	Nature of contracts/arrangements/transaction	Remuneration
4.	Duration of the contracts/arrangements/transaction	February 15, 2022 to February 14, 2027
5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Annual remuneration of Rs. 99 Lakhs in ordinary course of business
6.	Date of approval by the Board	February 28, 2022
7.	Amount paid as advances, if any	-

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

SL. No.	Particulars	Details
1.	Name (s) of the related party	Nitesh Gupta
2.	Nature of relationship	Managing Director
3.	Nature of contracts/arrangements/transaction	Rent for Unit 3
4.	Duration of the contracts/arrangements/transaction	Lease deed dated June 10, 2020 on annual rent of Rs. 12,000/- for a period up to June 9, 2030

5.	Salient terms of the contracts or arrangements or transaction including the value, if any	Annual rent of Rs.12,000/- in ordinary course of business
6.	Date of approval by the Board	Not required
7.	Amount paid as advances, if any	Nil

For and on behalf of the Board of Directors


NARESH CHANDRA GUPTA
CHAIRMAN
DIN: 00532105

Place: Bengaluru

Date: 23.07.2025

ANNEXURE-IV

Information as per Rule 5 of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Details of Employees as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and also Top 10 employees in terms of remuneration drawn during the year 2024-25

Employee Name	: Nitesh Gupta
Designation	: Managing Director
Educational qualification	: B.E.(Mech.), M.B.A.
Age	: 53 years
Experience (in years)	: 31 years
Date of joining	: September 4, 1994
Location	: Bengaluru
Remuneration in 2024-25 (In Rs. Mn.)	: 9.90
Previous employment	: None

The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of rule 5(2) of Companies (Appointment and remuneration of managerial personnel) rules, 2014 : 84%

For and on behalf of the Board of Directors


NARESH CHANDRA GUPTA

CHAIRMAN

DIN: 00532105

Place: Bengaluru

Date: 23.07.2025