

DIRECTOR'S REPORT

To
The Members
Kanohar Electricals Limited

Your Directors have pleasure in presenting their 53rd Annual Report on the business and operation of the company and the accounts for the financial period ended 31st March, 2025.

1. FINANCIAL SUMMARY OR HIGHLIGHTS AND FINANCIAL PERFORMANCE:

The financial results for the year ended 31st March, 2025 and the corresponding figures for the last year are as under:-

(INR in Lakhs)

Particulars	2024-25	**2023-24
Revenue from Operations	45,061.23	27,668.95
Other income	668.27	443.09
Total Expenditure	36,950.42	25,526.53
Profit Before Tax	8,779.08	2,585.51
Less: Tax Expenses		
Current Tax	2,572.00	811.00
Income Tax related to prior period	(2.05)	10.01
Deferred Tax (net)	(310.89)	(10.02)
Profit for the period	6,520.02	1,774.52

** figures of FY 2023-24 restated due to adoption of Indian Accounting Standards in FY 2024-25

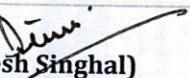
2. TRANSFER TO GENERAL RESERVE

The Board of Directors of your company has decided not to transfer any amount to General Reserves for the financial year under review. The Company transferred the entire amount of Profit to Retained Earnings.

3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

Financial

- Company's turnover during the year Rs. 45,061.23 lakhs as compared to previous year Rs. 27,668.95 lakhs.
- Net Profits after Tax were at Rs. 6,520.02 lakhs as compared to previous year Rs. 1,774.52 lakhs.
- Basic Earnings Per Share (EPS) is at Rs. 175.18 as compared to previous year Rs. 47.68.


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

4. WEB LINK OF ANNUAL RETURN AND EXTRACT OF ANNUAL RETURN

The Company is having website i.e. <https://www.kanohar.com> and annual return of Company has been published on such website.

5. CHANGE IN THE NATURE OF BUSINESS:

There is no Change in the nature of the business of the Company done during the year

6. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

7. DIVIDEND:

During the financial year ended on 31st March 2025, no dividend was declared. The Board of Directors of the Company has not recommended any Final Dividend for the financial year 2024 – 25 in view of ploughing back the profits of the Company.

8. MEETINGS OF THE BOARD AND ITS COMMITTEES

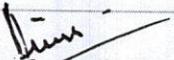
A. BOARD OF DIRECTORS

Twenty-seven Meetings of Board of Directors were held during the financial year. These Meetings were held on 25.04.2024, 18.06.2024, 24.06.2024, 28.06.2024, 10.07.2024, 18.07.2024, 29.07.2024, 09.08.2024, 12.08.2024, 31.08.2024, 05.09.2024, 09.09.2024, 13.09.2024, 16.09.2024, 24.09.2024, 26.09.2024, 30.09.2024, 05.10.2024, 21.10.2024, 13.11.2024, 16.11.2024, 02.12.2024, 09.12.2024, 14.12.2024, 23.12.2024, 21.02.2025, 25.03.2025.

During the year two Extra-Ordinary General Meeting (EOGM) on the dates 12.08.2024 and 22.02.2025 and Annual General Meeting (AGM) on 30.09.2024 were also held.

Attendance of Directors at the Board Meetings: -

Name of the Director	DIN No.	Designation	Board Meeting Held during the Year	Board Meeting Attended during the Year	Whether Attended Last AGM
Dinesh Singhal	00178786	Managing Director	27	27	Yes
Brijesh Singhal	00178848	Whole-time Director	27	27	Yes
Adesh Singhal	00178712	Whole-time Director	27	27	Yes
Vivek Singhal	00181919	Whole-time Director	27	27	Yes


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

Abhishek Singhal	00181575	Whole-time Director	27	27	Yes
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B. COMMITTEES OF THE BOARD

With a view to promote better governance and accountability, your Board has constituted following mandatory committee's viz. Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

The terms of reference of these Committees are determined by the Board considering applicable provisions of Companies Act, 2013 including rules made thereunder, relevance and expectation of the Board from committee and are reviewed from time to time.

AUDIT COMMITTEE

The Audit Committee comprised of the following directors as its members as on 31st March, 2025

Mr. Dinesh Singhal, Chairman

Mr. Adesh Singhal, Member

Mr. Brijesh Singhal, Member

During the year, 5 (five) number of meetings of the Committee were held i.e. on 15.07.2024, 26.08.2024, 04.11.2024, 21.02.2025 and 25.03.2025. The details are as under:

S.no	Name of Member	No. of Meetings attended
1	Dinesh Singhal	5
2	Adesh Singhal	5
3	Brijesh Singhal	5

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company comprised of the following directors as its members as on 31st March 2025:

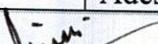
Mr. Dinesh Singhal, Chairman

Mr. Adesh Singhal, Member

Mr. Brijesh Singhal, Member

During the year, the Nomination and Remuneration Committee held 1 (one) meeting i.e. on 15.07.2024. The details are as under:

S.no	Name of Member	No. of Meetings attended
1	Dinesh Singhal	1
2	Adesh Singhal	1


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Corporate Social Responsibility Committee comprised of following directors as its members as on 31st March, 2025:

Mr. Dinesh Singhal, Chairman
 Mr. Adesh Singhal, Member
 Mr. Brijesh Singhal, Member

During the year the Nomination and Remuneration Committee held 2 (two) meetings i.e. on 15.07.2024 and 21.02.2025. The details are as under:

S.no	Name of Member	No. of Meetings attended
1	Dinesh Singhal	2
2	Adesh Singhal	2
3	Brijesh Singhal	2

CONSTITUTION/ RE-CONSTITUTION OF COMMITTEES OF THE BOARD

The company was in search of suitable candidates for the position of Independent Directors; however, it was unable to appoint any during the financial year under review. As a result, an adequate number of Independent Directors could not be inducted into the Board Committees.

However, after the close of the financial year under review, the company has appointed Independent Directors to the Board. Accordingly, the Board Committees have been re-constituted along with constitution of Risk Management Committee and Stakeholders Committee in compliance of SEBI ICDR Regulations.

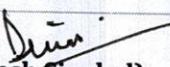
as detailed below. The Board has also constituted

Composition of Board Committees

1. Audit Committee

Name	Role	Category
1) Mr. Anil Girotra	Chairperson	Independent Non-Executive Director
2) Mr. Ashok Kumar Goel	Member	Independent Non-Executive Director
3) Mr. Abhishek Singhal	Member	Executive Director

2. Nomination and Remuneration Committee


 (Dinesh Singhal)
 Managing Director
 DIN No. 00178786
 Date: 14.08.2025
 Place: Meerut


 (Brijesh Singhal)
 Whole-time Director
 DIN NO. 00178848

Name	Role	Category
1) Mr. Ashok Kumar Goel	Chairperson	Independent Non-Executive Director
2) Mr. Anil Bhardwaj	Member	Independent Non-Executive Director
3) Mr. Ram Kumar Chugh	Member	Independent Non-Executive Director

3. Corporate Social Responsibility Committee

Name	Role	Category
1) Mr. Dinesh Singhal	Chairperson	Executive Director
2) Mr. Anil Bhardwaj	Member	Independent Non-Executive Director
3) Dr. Sangeeta Khorana	Member	Independent Non-Executive Director

4. Risk Management Committee

Name	Role	Category
1) Mr. Anil Girotra	Chairperson	Independent Non-Executive Director
2) Mr. Adesh Singhal	Member	Executive Director
3) Mr. Abhishek Singhal	Member	Executive Director

5. Stakeholders Relationship Committee

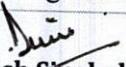
Name	Role	Category
1) Mr. Ram Kumar Chugh	Chairperson	Independent Non-Executive Director
2) Mr. Brijesh Singhal	Member	Executive Director
3) Mr. Vivek Singhal	Member	Executive Director

9. DETAILS IN RESPECT OF FRAUD:

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

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- Mr. Adesh Singhal, Whole-time Director who retires by rotation at ensuing Annual General Meeting and being eligible offers himself for re-appointment.
- Mr. Brijesh Singhal, Whole-time Director, who retires by rotation at ensuing Annual General Meeting and being eligible offers himself for re-appointment.


(Dinesh Singhal)
Managing Director
DIN No. 00178786
Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

- The Board of Directors has appointed Mr. Anil Bhardwaj (DIN: 11033621), as an Additional Director (Independent, Non-Executive Director) of the Company w.e.f. 03rd July, 2025 pursuant to the provisions of the Companies Act, 2013 after the closure of the Financial Year 2024-25 to hold the office till conclusion of ensuing Annual General Meeting. The Board has recommended the regularization and re-appointment of Additional Director (Independent-Non-Executive) for the term of 5 (five) years in ensuing Annual General Meeting.
- The Board of Directors has appointed Mr. Anil Girotra (DIN: 02221989), as an Additional Director (Independent, Non-Executive Director) of the Company w.e.f. 03rd July, 2025 pursuant to the provisions of the Companies Act, 2013 after the closure of the Financial Year 2024-25 to hold the office till conclusion of ensuing Annual General Meeting. The Board has recommended the regularization and re-appointment of Additional Director (Independent-Non Executive) for the term of 5 (five) years in ensuing Annual General Meeting.
- The Board of Directors has appointed Mr. Ashok Kumar Goel (DIN: 11033472), as an Additional Director (Independent, Non-Executive Director) of the Company w.e.f. 03rd July, 2025 pursuant to the provisions of the Companies Act, 2013 after the closure of the Financial Year 2024-25 to hold the office till conclusion of ensuing Annual General Meeting. The Board has recommended the regularization and re-appointment of Additional Director (Independent-Non Executive) for the term of 5 (five) years in ensuing Annual General Meeting.
- The Board of Directors has appointed Mr. Ram Kumar Chugh (DIN: 05166164), as an Additional Director (Independent, Non-Executive Director) of the Company w.e.f. 03rd July, 2025 pursuant to the provisions of the Companies Act, 2013 after the closure of the Financial Year 2024-25 to hold the office till conclusion of ensuing Annual General Meeting. The Board has recommended the regularization and re-appointment of Additional Director (Independent-Non Executive) for the term of 5 (five) years in ensuing Annual General Meeting.
- The Board of Directors has appointed Mrs. Sangeeta Khorana (DIN: 06674198), as an Additional Director (Independent, Non-Executive Director) of the Company w.e.f. 03rd July, 2025 pursuant to the provisions of the Companies Act, 2013 after the closure of the Financial Year 2024-25 to hold the office till conclusion of ensuing Annual General Meeting. The Board has recommended the regularization and re-appointment of Additional Director (Independent-Non Executive) for the term of 5 (five) years in ensuing Annual General Meeting.

Except above there is no change in the Directors and Key Managerial Personnel. The independent Directors of the Company have given declaration about their independence.

11. ANNUAL BOARD EVALUATION

According to Section 134 sub-section 3(p) read with Sub-rule (4) of Rule 8 of the Companies (Accounts) Rules, 2014 every listed company and every other public company having paid- up share capital of twenty five crores or more calculated at the end of the preceding financial year should include in the report by its Board of Directors, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors. Since the Company doesn't fall into any of the criteria for mandatory implementation of Board Evaluation Policy, hence not applicable to the Company.


(Dinesh Singhal)
Managing Director
DIN No. 00178786
Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

12. DIRECTOR'S APPOINTMENT AND REMUNERATION POLICY

The Board of Directors in its meeting had adopted a Director's Appointment and Remuneration Policy. This policy has been framed as per requirement of Sections 134, 178, Schedule IV of the Companies Act, 2013 read with applicable Regulations under the Act.

The Nomination & Remuneration Committee (NRC) of the Company determines the criteria of appointment to the Board and is vested with the authority to identify candidates for appointment to the Board of Directors. The NRC, along with the Board, on continuous basis reviews appropriate skills, characteristics and experience required of the Board as a whole and its individual members.

In evaluating the suitability of individual Board member, the NRC takes into account multiple factors, including general understanding of the business, education, professional background, personal achievements, etc. Few important criteria against which each prospective candidate is evaluated are personal and professional ethics, integrity and values.

The form and amount of director remuneration is recommended by the NRC to the Board for approval within the maximum amount permissible under the law.

13. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Board of Directors of the company has constituted the Corporate Social Responsibility Committee (CSR Committee), as per the requirement of the Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The said committee has formulated the CSR Policy indicating the activities to be undertaken by the company, monitoring the implementation of the frame work of the CSR Policy and recommending the amount to be spent on CSR activities. Additionally, the CSR Policy has been uploaded on the website of the company at <https://kanohar.com/csr>.

As per the provision of Section 135 the Company was required to spend INR. Rs. 56.03 Lakhs (Rupees Fifty-Six Lacs Three Thousand Only) during F.Y. 2024-25. The budgeted amount could not be spent on ongoing long-term CSR projects during the financial year under review. The entire unspent amount was transferred to "KEL Unspent CSR Account FY 2024-25" in compliance with sub section (6) of section 135 of Companies Act. Annual Report on CSR Activities is enclosed as Annexure A.

14. RISK MANAGEMENT POLICY:

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy

15. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY:

The company has no Subsidiary, Joint Venture and Associate Company.

16. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

Dinesh
(Dinesh Singhal)
Managing Director
DIN No. 00178786
Date: 14.08.2025
Place: Meerut

W
(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

During the year no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

17. CAPITAL STRUCTURE :

At present, the Authorized share capital of the Company is Rs 500 Lakhs (Five Hundred Lakhs) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- each.

At present, the issued and paid up Share Capital of the Company is Rs. 372.20/- (Three Hundred Seventy Two Lakhs and Twenty Thousand) comprising of 37,22,000 (Thirty Seven Lakhs Twenty Two Thousand) Equity Shares of Rs. 10/- each.

The Board has proposed subdivision of shares from Rs. 10 (ten) each to Rs. 2 (Two) in ensuing Annual General Meeting of the Company for the approval of Shareholders. After Sub-Division of share capital structure shall be revised accordingly.

The Board has also proposed for increase of Authorized Share capital from Rs. 500 Lakhs to Rs. 1,700 Lakhs in ensuing Annual General Meeting of the Company for the approval of Shareholders.

There was no allotment of shares during the period under review.

18. BUY BACK OF SHARES:

The Company has not bought back any shares during the year under review.

19. STATUTORY AUDITORS:

M/s R P S G & CO., Chartered Accountant (FRN: 036209C) were appointed as the Statutory Auditor of the Company from the conclusion of Extra-Ordinary General Meeting held on 12th August 2024 to fill the casual vacancy caused due to resignation of M/s Rajeev Devendra & Co., till the conclusion of Next Annual General Meeting for the audit of the Financial Year 2023-24 and also re-appointed in Annual General Meeting to hold office from the conclusion of Annual General Meeting held in FY 2024-25 to the conclusion of Annual General Meeting to be held in the year 2029-30.

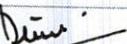
M/s S. S. Kothari Mehta & Co., Chartered Accountants, (FRN: 022150N) were appointed as the Statutory Auditor of the Company from the conclusion of Extra-Ordinary General Meeting held on 22nd February 2025 to fill the casual vacancy caused due to resignation of RPSG & Co, Chartered Accountant till the conclusion of Next Annual General Meeting for the audit of the Financial Year 2024-25.

M/s S. S. Kothari Mehta & Co., Chartered Accountants, (FRN: 022150N) the company's Auditors retire at the conclusion of this ensuing Annual General Meeting and offered themselves for reappointment to hold office from the conclusion of this Annual General Meeting to the conclusion of Annual General Meeting to be held in the year 2030-31.

They have confirmed their eligibility to the effect that their reappointment if made would be within the prescribed limits under the Act and that they are not disqualified for reappointment.

20. AUDITOR'S REPORT :

(i) Statutory Auditor's Report


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

There are no reservations, or adverse remark by the auditor in his report requiring information and explanation except of the followings:

1. Auditor's Remarks:

(i) *According to the information and explanation given to us and based on our examination of records, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The returns/statement filed at end of the quarter with banks are in agreement with books of accounts of company except the instances disclosed in note no. 43 of Financial Statements.*

Management Reply: The difference in Inventory and Trade Receivables is due to the amount included in financial statements on account of sales not considered for the risk and rewards not transferred in view of compliance of Ind AS 115. Additionally, the difference in Inventory, Trade Receivables and Trade Payables is carried out because the substation projects are performed at customer's site that's why the actual movement of inventory cannot be exactly reconciled with the books and returns does not reflect that inventory. But there are not any variances in previous years because management considers the substation's inventory in the returns as per books.

(ii) *There are no statutory dues referred to in clause 3 (vii) (a) above which have not been deposited on account of any dispute except for the following:*

<i>Name of Statute</i>	<i>Nature of Dues</i>	<i>Amount of Dispute*</i>	<i>Period to which the amount relates</i>	<i>(Rs. In Lakhs) Forum where the dispute is pending</i>
<i>Goods & Services Act, 2017</i>	<i>SGST & CGST Act 2017 as applicable</i>	<i>21.76</i>	<i>FY 2020-21</i>	<i>Commissioner Appeal (Karnataka)</i>
<i>Goods & Services Act, 2017</i>	<i>SGST & CGST Act 2017 as applicable</i>	<i>8.78</i>	<i>FY 2019-20</i>	<i>Commissioner Appeal (Odisha)</i>
<i>Goods & Services Act, 2017</i>	<i>SGST & CGST Act 2017 as applicable</i>	<i>0.20</i>	<i>FY 2019-20</i>	<i>Commissioner Appeal (Uttar Pradesh)</i>
<i>UP Trade Tax Act</i>	<i>UP Trade Tax Act</i>	<i>4.08</i>	<i>FY 2016-17</i>	<i>High Court Allahabad</i>
<i>Bihar Value Added Tax 2005</i>	<i>Bihar Vat Act</i>	<i>8.57</i>	<i>FY 2015-16</i>	<i>Appellate-Tribunal (Bihar)</i>

Dinesh Singhal
 (Dinesh Singhal)
 Managing Director
 DIN No. 00178786
 Date: 14.08.2025
 Place: Meerut

Brijesh Singhal
 (Brijesh Singhal)
 Whole-time Director
 DIN NO. 00178848

Management Reply:

The Company has been diligent in complying with all applicable statutory laws and regulations. However, the following demands have been contested based on strong legal grounds and interpretations, and appeals have been duly filed before the appropriate appellate authorities. The Management is hopeful of a favorable outcome upon disposal of appeals. The Company continues to monitor the progress of these cases and will take appropriate accounting actions based on future developments.

(iii) In our opinion, the company is in compliance with section 188 of the Act with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the note no 40 of Financial Statements as required by the applicable Ind AS, however the company is not in compliance with the Section 177 of the Act.

Management Reply:

The Management confirms that there was an inadvertent contravention by the Company in complying with the provisions of Section 149(1) of the Companies Act, 2013, due to an oversight of the Company. The Management further submit that the Company is a closely held public limited company and the shares of the Company are listed on stock exchange on 01st October 1995 till 20th October 2010. Due to oversight on the part, no independent directors were appointed on the board of directors of the Company and because of this the constitution of audit committee is not as per Section 177 of the Companies Act, 2013. The Company shall make an application for the adjudication of Offense under Section 149 in respect of Independent Directors. The application will be made on sue moto basis by the Company before the Registrar of Companies, Kanpur Uttar Pradesh.

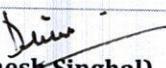
However, the Company immediately after taking cognizance of the non- compliance and after appointment of Independent Directors the Company has constituted an Audit Committee at the Board meeting held on 03rd July, 2025

2. Secretarial Audit Report 2023-24 and 2024-25

a) The company has not appointed adequate Independent Directors as required under Section 149 of the Companies Act, 2013.

Management Reply:

The Management confirms that due to oversight on the part of the Company, no independent directors were appointed on the board of directors of the Company till 03rd July 2025. However, the Company immediately after taking cognizance of the non- compliance, appointed Ms. Sangeeta Khorana (DIN: 06674198), Mr. Anil Girotra (DIN: 02221989), Mr. Ram Kumar Chugh (DIN: 05166164), Mr. Anil Bhardwaj (DIN: 11033621) and Mr. Ashok Kumar Goel (DIN: 11033472) as the non-executive and independent directors of the Company on 03rd July, 2025. The Company shall make an application for the adjudication of Offense under Section 149 in respect of Independent Directors. The application will be made on sue moto basis by the Company before the Registrar of Companies, Kanpur Uttar Pradesh


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

b) *The following Committees which are mandatory to be formed by the Company as per the Companies Act 2013, are formed but are not properly constituted as the Company does not have adequate Independent Directors:*

I. Audit Committee
II. Nomination and Remuneration Committee
III. Corporate Social Responsibility Committee

Management Reply:

The Management confirms that due to oversight on the part of the Company, no independent directors were appointed on the board of directors of the Company and because of this the constitution of various committees of Board of Directors such Audit committee is not as per Section 177, Nomination & Remuneration Committee as per section 178 and Corporate Social Responsibility as per section 135 of the Companies Act, 2013. The Company shall make an application for the adjudication of Offense under Section 149 in respect of Independent Directors. The application will be made on sue moto basis by the Company before the Registrar of Companies, Kanpur Uttar Pradesh. However, the Company immediately after taking cognizance of the non- compliance and after appointment of Independent Directors the Company has constituted an Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee at the Board meeting held on 03rd July, 2025.

c) *Company has not appointed Woman Director as required under Section 149 of the Companies Act, 2013.*

Management Reply:

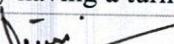
The Management confirms that there was an inadvertent contravention by the Company in complying with the provisions of Section 149(1) of the Companies Act, 2013, due to an oversight of the Company. The Management further submit that the Company is a closely held public limited company and the shares of the Company are listed on stock exchange on 01 st October 1995 till 20th October 2010.

The Management hereby confirms that the omission happened unknowingly and once noticed the same, the Company immediately after taking cognizance of the non- compliance, appointed Ms. Sangeeta Khorana on 03 rd July, 2025 as Woman Director of the Company. The Company shall make an application for the adjudication of Offense under Section 149 in respect of Independent Directors. The application will be made on sue moto basis by the Company before the Registrar of Companies, Kanpur Uttar Pradesh.

d) *The Company has not complied the provisions of Section 204 of the Companies Act, 2013 regarding Secretarial Audit given by Practicing Company Secretary for the Financial Year 2023-24.*

Management Reply:

The Management acknowledges the requirement under Section 204 of the Companies Act, 2013 to appoint a Secretarial Auditor. Section 204 of the Companies Act, 2013 provides that every public company having a turnover of two hundred fifty crore rupees or more shall annex with its Board's report


(Dinesh Singhal)
Managing Director
DIN No. 00178786
Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

made in terms of sub-section (3) of section 134, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed. However, due to oversight from the part of the company, it missed to conduct the Secretarial Audit for the Financial Year 2023-24. However the Company immediately after taking cognizance of the non-compliance, conduct the secretarial audit and placed before the board in Form MR-3 from M/s Vinayak Malgave & Associates a Practicing Company Secretary on 14th August, 2025.

The Company shall make an application for the adjudication of Offense in respect of Secretarial Audit. The application will be made on sue moto basis by the Company before the Registrar of Companies, Kanpur Uttar Pradesh

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 :

During the year under review, the Company has not advanced any loans/ given guarantees/ made investments.

22. DEPOSIT:

The Company has neither accepted nor renewed any deposits during the year under review

23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All the related party transactions were entered by the Company in ordinary course of business and were in arm's length basis. The Company presents all related party transactions before the Board specifying the nature, value, and terms and conditions of the transaction in Note 40 of the Financial Statements. The details of all Related Party Transactions annexed in AOC-2 as **Annexure B**

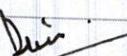
24. PARTICULARS OF EMPLOYEES

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, information of the employees in terms of remuneration drawn and the name of every employee who was:

A. Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees: **Annexure C**

B. Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month: **None**

C. Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing director or Whole-time director or Manager and holds by


(Dinesh Singhal)
Managing Director
DIN No. 00178786
Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: **None**

25. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (POSH): RULE 8(5)(X) OF COMPANIES (ACCOUNT) RULES, 2014

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

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

A.	Number of complaints of Sexual Harassment received in the Year	0
B.	Number of Complaints disposed off during the year	0
C.	Number of cases pending for more than ninety days	0

26. INTERNAL FINANCIAL CONTROL

The Company has established a comprehensive internal control system for all its functions with adequate checks and balances. The Statutory Auditors submitted Annexure C Report on Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"). There are no reservation, qualification, or adverse remark by the auditor in his report requiring information and explanation from management.

27. MAINTENANCE OF COST RECORDS AND APPOINTMENT OF COST AUDITORS

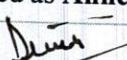
Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained.

The Board on the recommendation of the Audit Committee appointed M/s Sourabh Jain & Associates, Cost Accountants as Cost Auditors for FY 2025-2026. The Cost Auditors will submit their report for FY 2024-2025 on or before the due date.

In accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014 since the remuneration payable to the Cost Auditors is required to be ratified by the shareholders the Board recommends the same for approval by shareholders at the ensuing Annual General Meeting.

28. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed M/s Vinayak Malgave & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2023-24 and financial year 2024-25. The Secretarial Audit Report is enclosed as **Annexure D**.


(Dinesh Singhal)
Managing Director
DIN No. 00178786
Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

29. STATEMENT ON DECLARATION FROM INDEPENDENT DIRECTORS:

The Company did not appoint Independent Director during the period under review. The Company was not required to receive declarations from all Independent Directors of the Company in accordance with the provisions of Section 149(7) of the Companies Act, 2013. However, after the closure of the financial year under review, Independent Directors have been inducted into the Board of Directors, and declarations confirming their independence have been received.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earning and outgo are as follows:

a) Conservation of Energy:

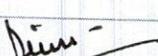
(I)	the steps taken or impact on conservation of energy	Company's operation does not consume significant amount of energy. However, the company has endeavored to conserve energy, wherever feasible.
(ii)	the steps taken by the company for utilizing alternate sources of energy.	Not applicable, in view of comments in clause (i)
(iii)	the capital investment on energy conservation equipment's	Not applicable, in view of comments in clause (i)

b) Technology Absorption

(i)	the effort made towards technology absorption	The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.
(ii)	the benefits derived like product improvement cost reduction product development or import substitution	Product Development
(iii)	in case of imported technology (important during the last three years reckoned from the beginning of the financial year) (a) the details of technology imported (b) the year of import (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Nil
(iv)	the expenditure incurred on Research and Development	Nil

c) Foreign exchange earnings and outgo

During the year, the total foreign exchange used was NIL and the total foreign exchange earned was Rs. 22.06 Lakhs


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

31. DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

32. 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 were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

33. MATERNITY BENEFIT:

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and extends all statutory benefits to eligible women employees. However, during the under review no such claim was filed with the Company by any woman employee of the company.

34. CHANGE IN ACCOUNTING POLICIES DUE TO ADOPTION OF INDIAN ACCOUNTING STANDARDS (IND AS)

During the year under review, the Company has adopted the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, as amended from time to time. Accordingly, the financial statements for the financial year ended 31st March 2025 have been prepared in compliance with Ind AS, replacing the previous Generally Accepted Accounting Principles in India (Indian GAAP).

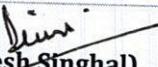
The transition to Ind AS has resulted in changes to certain accounting policies and adjustments to the figures reported in the previous periods. These changes have been made in accordance with Ind AS 101 – *First-time Adoption of Indian Accounting Standards*. The comparative financial information for the previous year has also been restated to conform to the current year's presentation under Ind AS.

The impact of the transition from Indian GAAP to Ind AS on the Company's financial position, performance, and cash flows is disclosed in the Notes to the Financial Statements. The Board believes that the adoption of Ind AS will enhance the transparency, comparability, and reliability of the Company's financial reporting.

35. DIRECTORS'S RESPONSIBILITY STATEMENT:

The Directors' Responsibility Statement referred to in clause (c) of Sub- section (3) of Section 134 of the Companies Act, 2013 shall 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) The director had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of


(Dinesh Singh)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singh)
Whole-time Director
DIN NO. 00178848

the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.

(iii) the director had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(iv) The Directors had prepared the annual accounts on a going concern basis and ;

(v) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively : NA

(vi) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

36. VIGIL MECHANISM

The Board has adopted Vigil Mechanism Policy of the Company. The purpose of the policy is to provide a framework to promote a responsible and secure Whistle Blowing and to protect directors/employees wishing to raise a concern about serious irregularities within the Company. Under the policy, protected disclosures against below Board level employees will be addressed to the Whole Time Director / Managing Director and against Board level employees to the Chairman, Audit Committee. During the year, no reporting under Vigil Mechanism was made by any employee or Director of the Company.

37. AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 – RULE 11 OF THE COMPANIES ACT, 2013

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

38. APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014 – RULE 9 OF THE COMPANIES ACT, 2013

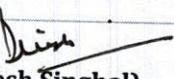
In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules, 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

The Company has proposed and appointed a Designated Person in a Board meeting and the same has been reported in the Annual Return of the Company.

39. INDUSTRIAL RELATIONS

During the year, harmonious industrial relations were maintained in the Company.

40. HEALTH SAFETY & ENVIRONMENT


(Dinesh Singhal)
Managing Director
DIN No. 00178786
Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

Your Company attaches highest priority to safety, occupational health and protection of environment in and around its working areas. Besides your Company has installed necessary fire safety measures, CCTV cameras have also been installed and the Company conducts regular fire and earthquake mock drills, health awareness programs and water and electricity conservation activities from time to time.

41. ACKNOWLEDGEMENTS

The directors place on record their sincere appreciation for the assistance and co-operation extended by Bank, its employees, its investors and all other associates and look forward to continue fruitful association with all business partners of the company.

**For Kanohar Electricals Limited.
By the Order of the Board of Directors**

Certified that this is the TRUE COPY of the Directors' Report which was sent to the members of the Company and which was presented before the members in the Annual General Meeting held on 27th August 2025

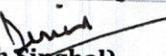
Annexure A

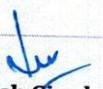
The Annual Report on CSR Activities for FY 2024-25

[Pursuant to section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 as amended from time to time]

1. Brief outline on CSR Policy of the Company

This Corporate Social Responsibility (CSR) Policy is formulated in compliance with the provisions of Section 135 of the Companies Act, 2013, and the rules framed thereunder. The policy provides the framework for planning, implementing, and monitoring CSR activities undertaken by Kanohar Electricals Limited (hereinafter referred to as "the Company").


(Dinesh Singhal)
Managing Director
DIN No. 00178786
Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

The CSR activities will be undertaken in alignment with Schedule VII of the Companies Act, 2013, and will focus primarily on the following areas:

- **Education & Employability:** Empowering individuals through education, vocational training, and skill development programs to enhance employability and foster a skilled workforce.
- **Environmental Sustainability:** Promoting environmental protection and responsible resource management through initiatives in solid waste management, water conservation, and renewable energy adoption.
- **Gender Equality & Women Empowerment:** Supporting programs that promote gender equality and empower women, especially from marginalized communities.
- **Holistic Community Development:** Engaging in projects that address fundamental community needs, including health, sanitation, and livelihood generation.

2. Composition of CSR Committee

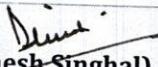
Sr. No	Name of Committee member	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Dinesh Singhal	Chairman-Executive Director	2	2
2	Mr. Adesh Singhal	Member-Executive Director	2	2
3	Mr. Brijesh Singhal	Member-Executive Director	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:
<https://kanohar.com/csr>
4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable): Not Applicable

5.

- Average net profit of the company as per section 135(5): Rs. 2,801.96 Lakhs
- Two percent of average net profit of the company as per section 135(5): Rs. 56.04 Lakhs
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- Amount required to be set off for the financial year, if any: None
- Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 56.04 Lakhs

6.


(Dinesh Singhal)
Managing Director
DIN No. 00178786
Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

- a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): NIL
- b. Amount spent in Administrative Overheads: NIL
- c. Amount spent on Impact Assessment, if applicable: Not Applicable
- d. Total amount spent for the Financial Year [(a)+(b)+(c)]: NIL
- e. CSR amount spent or unspent for the financial year: Rs. 56.04 Lakhs

Total Amount Spent for the Financial Year	(Rs. In Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount unspent (in Rs)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NIL	56.04	28/04/2025	NIL	NIL	NIL

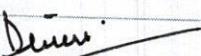
- f. Excess amount for set-off, if any: No

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

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of transfer.	
1	2021-22	*20.82	0.68	NIL	NIL	NIL	20.82
2	2022-23	*22.68	10.11	NIL	NIL	NIL	43.48
3	2023-24	NIL	88.30	NIL	NIL	NIL	NIL

*Unspent funds kept in current account of the Company

- 8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No
- 9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)


(Dinesh Singhal)
Managing Director
DIN No. 00178786
Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

a) The Company made the commitment for the ongoing CSR projects/programs which are in progress. During the financial year, the Company was unable to spend the entire prescribed CSR amount due to delays in the commencement of a key Education & Employability related CSR project focusing Empowering individuals through education, vocational training, and skill development programs to enhance employability and foster a skilled workforce. Due to procedural delays and administrative approvals, the project could not be initiated within the financial year.

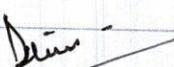
Furthermore, the Company did not come across any alternative CSR projects during the year that aligned more closely with its core values and long-term CSR objectives than the chosen education initiative. As a result, the decision was made to await the proper implementation of this impactful project rather than divert funds to unrelated short-term activities.

b) As per provisions of Section 135(6) of the Companies Act, 2013 ("the Act"), any amount remaining unspent under Section 135(5) of the Act, pursuant to any ongoing project shall be transferred by the company within a period of 30 days from the end of the financial year to a special account to be opened by the Company. Accordingly, such amount has been transferred by the Company to the specified account so opened within the prescribed period. As per the MCA circular dated 25 August 2021, this amounts to meeting of the obligation and due compliance under Section 135 of the Act and hence there is no shortfall of spends.

Annexure B

Annexure to Board's Report 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)


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

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 transactions under third proviso thereto.

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

SL. No.	Particulars	Details
A	Name (s) of the related party & nature of relationship	NIL
B	Nature of contracts/arrangements/transaction	
C	Duration of the contracts/arrangements/transaction	
D	Salient terms of the contracts or arrangements or transaction including the value, if any	
E	Justification for entering into such contracts or arrangements or transactions'	
F	Date of approval by the Board	
G	Value of Transaction during the year	
H	Balance receivable at the end of the year	
I	Amount paid as advances, if any	
J	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

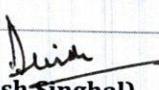
2. Details of material contracts or arrangement or transactions at arm's length basis

1. Ganpati Softech Private Limited

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Ganpati Softech Private Limited, Common Directors
B	Nature of contracts/arrangements/transactions	Service Contract/Rent Agreement
	Technical Fees	28.32 Lakhs
	Rent	36.00 Lakhs
C	Duration of the contracts / arrangements/transactions	On-Going
D	Salient terms of the contracts or arrangements or transactions including the value, if any	As per the Agreements
E	Date(s) of approval by the Board, if any?	07.05.2020 and 25.03.2021 respectively
F	Amount paid as advances, if any	N.A.

2. Northstars Furniture & Fixtures Private Limited

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Northstrar Fixtures and Furniture Private Limited, Group Company


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

B	Nature of contracts/arrangements/transactions	Lease Services
	Rent Expenses	18.00 Lakhs
C	Duration of the contracts / arrangements/transactions	01-03-2025 to 31-01-2026
D	Salient terms of the contracts or arrangements or transactions including the value, if any	Monthly Rent is 1,50,000/- and paid on or before 7 th of each English calendar month
E	Date(s) of approval by the Board, if any?	24.06.2020
F	Amount paid as advances, if any	N.A.

3. Mr. Brijesh Singhal

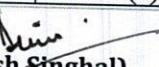
Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Brijesh Singhal, Whole-time Key Managerial Personnel
B	Nature of contracts/arrangements/transactions	Lease services
	Rent Expenses	3.00 Lakhs
C	Duration of the contracts / arrangements/transactions	01-11-2024 to 31-03-2025 and extended for period as mutually agreed by both the parties
D	Salient terms of the contracts or arrangements or transactions including the value, if any	Monthly Rent is 25,000/- and paid advance upto 10 th of each calendar month
E	Date(s) of approval by the Board, if any?	12.03.2020
F	Amount paid as advances, if any	N.A.

4. Virat Singhal & Associates

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Virat Singhal & Associates, Proprietor is relative of Director
B	Nature of contracts/arrangements/transactions	Professional Services
	Professional charges	68.94 Lakh
C	Duration of the contracts / arrangements/transactions	As per Agreement
D	Salient terms of the contracts or arrangements or transactions including the value, if any	As per Agreement
E	Date(s) of approval by the Board, if any?	12.03.2020
F	Amount paid as advances, if any	N.A.

5. Aditya Singhal & Associates

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of	Aditya Singhal & Associates,


 (Dinesh Singhal)
 Managing Director
 DIN No. 00178786
 Date: 14.08.2025
 Place: Meerut


 (Brijesh Singhal)
 Whole-time Director
 DIN NO. 00178848

	relationship	Proprietor is relative of Director
B	Nature of contracts/arrangements/transactions	Professional Services
	Professional charges	68.68 Lakh
C	Duration of the contracts / arrangements/transactions	As per Agreement
D	Salient terms of the contracts or arrangements or transactions including the value, if any	As per Agreement
E	Date(s) of approval by the Board, if any?	12.03.2020
F	Amount paid as advances, if any	N.A.

6. Mr. Dinesh Singhal

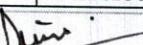
Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Dinesh Singhal, Managing Director
B	Nature of contracts/arrangements/transactions	Loan from Director
		1144.00 Lakhs
	Loan repaid including Interest to Director	1867.50 Lakh
C	Duration of the contracts / arrangements/transactions	Re-payment on demand
D	Salient terms of the contracts or arrangements or transactions including the value, if any	Loan will repay within 30 days of receipt of written demand from the lender
E	Date(s) of approval by the Board, if any?	24.06.2020
F	Amount paid as advances, if any	N.A.

7. Kanohar International Private Limited

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Kanohar International Private Limited, Group Company
B	Nature of contracts/arrangements/transactions	Loan from Related Party
	Loan repaid including Interest	81.01 Lakh
C	Duration of the contracts / arrangements/transactions	Re-payment on demand
D	Salient terms of the contracts or arrangements or transactions including the value, if any	Loan will repay within 30 days of receipt of written demand from the lender
E	Date(s) of approval by the Board, if any?	24.06.2020
F	Amount paid as advances, if any	N.A.

8. Akshita Singhal

Sr.	Particulars	Details
-----	-------------	---------


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

No.		
A	Name(s) of the related party and nature of relationship	Akshita Singhal, Relative of Director
B	Nature of contracts/arrangements/transactions	Loan from Relatives
	Loan repaid including Interest	85.55 Lakhs
C	Duration of the contracts / arrangements/transactions	Re-payment on demand
D	Salient terms of the contracts or arrangements or transactions including the value, if any	Loan will repay within 30 days of receipt of written demand from the lender
E	Date(s) of approval by the Board, if any?	24.06.2020
F	Amount paid as advances, if any	N.A.

9. Pranav Singhal

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Pranav Singhal, Relative of Director
B	Nature of contracts/arrangements/transactions	Loan from Relatives
	Loan repaid including Interest	77.14 Lakhs
C	Duration of the contracts / arrangements/transactions	Re-payment on demand
D	Salient terms of the contracts or arrangements or transactions including the value, if any	Loan will repay within 30 days of receipt of written demand from the lender
E	Date(s) of approval by the Board, if any?	24.06.2020
F	Amount paid as advances, if any	N.A.

10. Prakhar Singhal

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Prakhar Singhal, Relative of Director
B	Nature of contracts/arrangements/transactions	Loan from Relatives
	Loan repaid including Interest	72.99 Lakhs
C	Duration of the contracts / arrangements/transactions	Re-payment on demand
D	Salient terms of the contracts or arrangements or transactions including the value, if any	Loan will repay within 30 days of receipt of written demand from the lender
E	Date(s) of approval by the Board, if any?	24.06.2020
F	Amount paid as advances, if any	N.A.

11. Ishita Singhal

Dinesh
(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut

Brijesh
(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

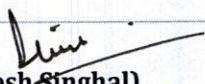
Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Ishita Singhal, Relative of Director
B	Nature of contracts/arrangements/transactions	Loan from Relatives
	Loan repaid including Interest	85.55 Lakhs
C	Duration of the contracts / arrangements/transactions	Re-payment on demand
D	Salient terms of the contracts or arrangements or transactions including the value, if any	Loan will repay within 30 days of receipt of written demand from the lender
E	Date(s) of approval by the Board, if any?	24.06.2020
F	Amount paid as advances, if any	N.A.

12 Dinesh Singhal

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Dinesh Singhal, Managing Director
B	Nature of contracts/arrangements/transactions	Director's Remuneration and other Payment
	Remuneration	82.80 Lakhs
	Professional Fees including sitting Fees	74.00 Lakhs
C	Duration of the contracts / arrangements/transactions	5 years effective from 01.01.2022
D	Salient terms of the contracts or arrangements or transactions including the value, if any	As per Appointment Letter and Board and Shareholders resolutions
E	Date(s) of approval by the Board, if any?	04.03.2023
F	Amount paid as advances, if any	N.A.

13 Adesh Singhal

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Adesh Singhal, Whole-time Director
B	Nature of contracts/arrangements/transactions	Director's Remuneration and other Payment
	Remuneration	82.80 Lakhs
	Professional Fees including sitting Fees	74.00 Lakhs
C	Duration of the contracts / arrangements/transactions	5 years effective from 01.01.2022
D	Salient terms of the contracts or arrangements or transactions including the value, if any	As per Appointment Letter and Board Resolutions


 (Dinesh Singhal)
 Managing Director
 DIN No. 00178786

Date: 14.08.2025

Place: Meerut


 (Brijesh Singhal)
 Whole-time Director
 DIN NO. 00178848

E	Date(s) of approval by the Board, if any?	04.03.2023
F	Amount paid as advances, if any	N.A.

14 Brijesh Singhal

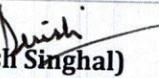
Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Brijesh Singhal, Whole-time Director
B	Nature of contracts/arrangements/transactions	Director's Remuneration and other Payment
	Remuneration	82.80 Lakhs
	Professional Fees including sitting Fees	26.00 Lakhs
C	Duration of the contracts / arrangements/transactions	5 years effective from 01.01.2022
D	Salient terms of the contracts or arrangements or transactions including the value, if any	As per Appointment Letter and Board Resolutions
E	Date(s) of approval by the Board, if any?	04.03.2023
F	Amount paid as advances, if any	N.A.

15 Vivek Singhal

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Vivek Singhal, Whole-time Director
B	Nature of contracts/arrangements/transactions	Director's Remuneration and other Payment
	Remuneration	81.00 Lakhs
	Professional Fees including sitting Fees	74.00 Lakhs
C	Duration of the contracts / arrangements/transactions	5 years effective from 01.01.2022
D	Salient terms of the contracts or arrangements or transactions including the value, if any	As per Appointment Letter and Board Resolutions
E	Date(s) of approval by the Board, if any?	04.03.2023
F	Amount paid as advances, if any	N.A.

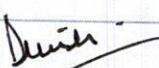
16 Abhishek Singhal

Sr. No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	Abhishek Singhal, Whole-time Director
B	Nature of contracts/arrangements/transactions	Director's Remuneration and other Payment
	Remuneration	81.00 Lakhs
	Professional Fees including sitting Fees	74.00 Lakhs


(Dinesh Singhal)
Managing Director
DIN No. 00178786
Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

C	Duration of the contracts / arrangements/transactions	5 years effective from 01.01.2022
D	Salient terms of the contracts or arrangements or transactions including the value, if any	As per Appointment Letter and Board Resolutions
E	Date(s) of approval by the Board, if any?	04.03.2023
F	Amount paid as advances, if any	N.A.

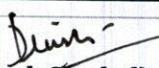

(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

Annexure C

S. No.	Particulars	1	2	3	4	5
(a)	Name and Designation of the employee	Dinesh Singhal, Managing Director	Adesh Singhal, Whole-time Director	Brijesh Singhal, Whole-time Director	Vivek Singhal, Whole-time Director	Abhishek Singhal, Whole-time Director
(b)	Remuneration Received including Professional Fees and Sitting Fees	INR 156.80 Lakhs	INR 156.80 Lakhs	INR 108.80 Lakhs	INR 155.00 Lakhs	INR 155.00 Lakhs
(c)	Nature of employment	Full time employment	Full time employment	Full time employment	Full time employment	Full time employment
(d)	Qualifications of the employee	Graduate	Graduate	Graduate	Graduate	Graduate
(e)	Experience of employee	45 years	44 years	43 years	11 years	11 years
(f)	Date of commencement of employment	20/11/1979	01/04/1981	12/06/1982	01/01/2014	01/01/2014
(g)	The age of such employee	70 years	67 years	63 years	47 years	45 years
(h)	The last employment held by such employee before joining the Company	None	None	None	None	None
(i)	The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of sub-rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	0.002	0.002	0.002	0.002	0.002
(j)	Whether any such employee is a relative of any director or manager of the Company and if so, name of such Director	Relative of all Whole-time Directors	Relative of Managing Director	Relative of Managing Director	Relative of Managing Director	Relative of Managing Director


 (Dinesh Singhal)
 Managing Director
 DIN No. 00178786

Date: 14.08.2025
 Place: Meerut


 (Brijesh Singhal)
 Whole-time Director
 DIN NO. 00178848

or manager

Annexure D

**Annexure III
FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2024

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

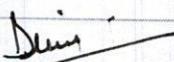
To,
The Members
KANOHAR ELECTRICALS LIMITED
Rithani Delhi Road, Meerut,
Uttar Pradesh, India, 250004

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by Kanohar Electricals Limited (Hereinafter called "the Company").

The Secretarial Audit was conducted for the period from 1st April 2023 to 31st March 2024, in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances of the Company and expressing our opinion thereon. We have been engaged as Secretarial Auditors of the Company to conduct the Audit of the Company to examine the compliance of Companies Act and the laws specifically listed below.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024 according to the provisions of the following list of laws and regulations. The documents provided to us were treated as final for verification purposes as per the declaration given by the Management of the Company. The following are our observations on the same:


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

(i) The Companies Act, 2013 (the Act) and the rules made there under: The Company has satisfactorily complied with the provisions of the Companies Act 2013 and the Rules made there under except for the points reported below.

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under: The Company is an unlisted Public Company and therefore provisions of The Securities Contracts (Regulation) Act, 1956 ('SCRA') are not applicable.

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under: The company is an unlisted public company and all the shares are in dematerialized form. The Company dematerialized its shares and has received ISIN in accordance with the provisions of The Depositories Act, 1996 and the Regulations and Bye-laws framed there under and Companies Act, 2013. There was no allotment during the period under review.

(iv) The provisions of the 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 are not applicable to the Company. There was no allotment of shares or the Company has not availed any External Commercial Borrowings during the year.

(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. **NOT APPLICABLE**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **NOT APPLICABLE**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **NOT APPLICABLE**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **NOT APPLICABLE**

(e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **NOT APPLICABLE** and

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **NOT APPLICABLE**

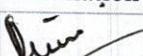
(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **NOT APPLICABLE**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **NOT APPLICABLE**

The Company is an unlisted Public Company and therefore provisions of Regulations and Guidelines mentioned above and prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable.

During the period under review the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. which are mentioned above except as specified below.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, there are no laws which


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

are specifically applicable to the Company other than the General Laws for the year ended 31st March 2024.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India have been followed by the Company.
- ii. The Company being an unlisted Public Company the clauses of Listing agreement / SEBI (Listing Obligations and Disclosure Requirements), 2015 are not applicable.

We further report that: -

There are adequate systems and processes in the Company commensurate with its size & operation to monitor and ensure compliance with applicable laws including general laws, labour laws, competition law and environmental laws.

The Board of Directors of the Company is not properly constituted due to non-appointment of Independent Directors and woman Director as required under Section 149 of the Companies Act, 2013.

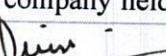
Adequate notice is given to all directors about the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or with proper consents of Board of Directors for shorter notices wherever applicable , and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. All decisions at Board Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

We further report that

- a. The company has not appointed adequate Independent Directors as required under Section 149 of the Companies Act, 2013.
- b. The following Committees which are mandatory to be formed by the Company as per the Companies Act 2013, are formed but are not properly constituted as the Company does not have adequate Independent Directors:
 - I. Audit Committee
 - II. Nomination and Remuneration Committee
 - III. Corporate Social Responsibility Committee
- c. Company has not appointed Woman Director as required under Section 149 of the Companies Act, 2013.
- d. The Company has not complied the provisions of Section 204 of the Companies Act, 2013 regarding Secretarial Audit given by Practicing Company Secretary for the Financial Year 2023-24.

We further report that, except below mentioned matter, no other major decisions, specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.:

1. The company has passed a Special Resolution at the Extra-ordinary General Meeting of the company held on 04th April 2023 for approval for increase in limits under section 180 (1) (a) of


(Dinesh-Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

the companies Act, 2013 and approval for increase in overall borrowing limits of the company as per section 180 (1) (c) of the companies Act, 2013.

**FOR VINAYAK MALGAVE & ASSOCIATES,
Company Secretaries**

VINAYAK MALGAVE

Proprietor

ACS: A67564 CP: 25209

PR NO: 7076/2025

Place: Pune

Date: 14/08/2025

UDIN: A067564G001013707



**(Dinesh Singhal)
Managing Director
DIN No. 00178786**

Date: 14.08.2025

Place: Meerut



**(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848**

ANNEXURE A

To,
The Members
KANOHAR ELECTRICALS LIMITED
Rithani Delhi Road, Meerut,
Uttar Pradesh, India, 250004

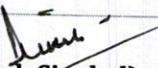
Our report of even date is to be read along with this letter.

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

**FOR VINAYAK MALGAVE & ASSOCIATES,
Company Secretaries**

VINAYAK MALGAVE
Proprietor
ACS: A67564 CP: 25209
PR NO: 7076/2025

Place: Pune
Date: 14/08/2025
UDIN: A067564G001013707


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2025

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

To,
The Members
KANOHAR ELECTRICALS LIMITED
Rithani Delhi Road, Meerut,
Uttar Pradesh, India, 250004

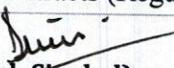
We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by Kanohar Electricals Limited (Hereinafter called "the Company").

The Secretarial Audit was conducted for the period from 1st April 2024 to 31st March 2025, in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances of the Company and expressing our opinion thereon. We have been engaged as Secretarial Auditors of the Company to conduct the Audit of the Company to examine the compliance of Companies Act and the laws specifically listed below.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2025 according to the provisions of the following list of laws and regulations. The documents provided to us were treated as final for verification purposes as per the declaration given by the Management of the Company. The following are our observations on the same:

- (i) The Companies Act, 2013 (the Act) and the rules made there under: The Company has satisfactorily complied with the provisions of the Companies Act 2013 and the Rules made there under except for the points reported below.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under: The Company is an unlisted Public Company and therefore provisions of The Securities Contracts (Regulation) Act, 1956 ('SCRA') are not applicable.


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under: The company is an unlisted public company and all the shares are in dematerialized form. The Company dematerialized its shares and has received ISIN in accordance with the provisions of The Depositories Act, 1996 and the Regulations and Bye-laws framed there under and Companies Act, 2013. There was no allotment during the period under review.

(iv) The provisions of the 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 are not applicable to the Company. There was no allotment of shares or the Company has not availed any External Commercial Borrowings during the year.

(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. **NOT APPLICABLE**
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **NOT APPLICABLE**
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **NOT APPLICABLE**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **NOT APPLICABLE**
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **NOT APPLICABLE** and
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **NOT APPLICABLE**
- (g) 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; **NOT APPLICABLE**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **NOT APPLICABLE**

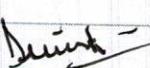
The Company is an unlisted Public Company and therefore provisions of Regulations and Guidelines mentioned above and prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable.

During the period under review the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. which are mentioned above.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, there are no laws which are specifically applicable to the Company other than the General Laws for the year ended 31st March 2025.

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

- iii. Secretarial Standards issued by The Institute of Company Secretaries of India have been followed by the Company.


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

iv. The Company being an unlisted Public Company the clauses of Listing agreement / SEBI (Listing Obligations and Disclosure Requirements), 2015 are not applicable.

We further report that: -

There are adequate systems and processes in the Company commensurate with its size & operation to monitor and ensure compliance with applicable laws including general laws, labour laws, competition law and environmental laws.

The Board of Directors of the Company is not properly constituted due to non-appointment of Independent Directors and woman Director as required under Section 149 of the Companies Act, 2013

Adequate notice is given to all directors about the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or with proper consents of Board of Directors for shorter notices wherever applicable, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. All decisions at Board Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

We further report that

e. The company has not appointed adequate Independent Directors as required under Section 149 of the Companies Act, 2013.

f. The following Committees which are mandatory to be formed by the Company as per the Companies Act 2013, are formed but are not properly constituted as the Company does not have adequate Independent Directors:

IV. Audit Committee

V. Nomination and Remuneration Committee

VI. Corporate Social Responsibility Committee

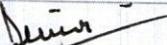
g. Company has not appointed Woman Director as required under Section 149 of the Companies Act, 2013.

h. The Company has not complied the provisions of Section 204 of the Companies Act, 2013 regarding Secretarial Audit given by Practicing Company Secretary for the Financial Year 2023-24.

We further report that no major decisions, specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.:

**FOR VINAYAK MALGAVE & ASSOCIATES,
Company Secretaries**

**VINAYAK MALGAVE
Proprietor
ACS: A67564 CP: 25209**


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

Place: Pune

Date: 14/08/2025

UDIN: A067564G001013641

ANNEXURE A

To,

The Members

KANOHAR ELECTRICALS LIMITED

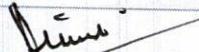
Rithani Delhi Road, Meerut,
Uttar Pradesh, India, 250004

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

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

**FOR VINAYAK MALGAVE & ASSOCIATES,
Company Secretaries**

VINAYAK MALGAVE



(Dinesh Singhal)
Managing Director
DIN No. 00178786

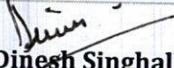
Date: 14.08.2025
Place: Meerut



(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848

Proprietor
ACS: A67564 CP: 25209
PR NO: 7076/2025

Place: Pune
Date: 14/08/2025
UDIN: A067564G001013641


(Dinesh Singhal)
Managing Director
DIN No. 00178786

Date: 14.08.2025
Place: Meerut


(Brijesh Singhal)
Whole-time Director
DIN NO. 00178848