



BOARD'S REPORT FOR THE FINANCIAL YEAR 2023-2024

The Members,
M/s. Himcon Engineers (India) Private Limited

Your Directors have pleasure in presenting herewith their **Twenty Second (22nd)** Annual Report of the Company together with the Audited Accounts for the year ending **31st March, 2024**.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year figures are given hereunder:

(Amount in Hundreds)

PARTICULARS	31.03.2024 (Rs.)	31.03.2023 (Rs.)
Turnover for the year	88,80,432.89	87,20,030.16
Other Income for the year	85,885.55	79,958.14
Total Expense	86,95,150.56	81,29,126.31
Profit/Loss before Tax	2,71,167.88	6,70,861.99
Provision for Taxation	72,000.00	1,30,000.00
Deferred Tax	(3,503.62)	(5,795.21)
Profit/Loss transferred to Balance Sheet	2,02,671.50	5,46,657.19

2. AMOUNTS TRANSFERRED TO RESERVES

The Company does not propose to carry any sum to the General Reserves or any other reserve for the year under consideration.

3. DIVIDEND

To maintain the liquidity of funds & to provide for future expansion needs, the Board of Directors has decided not to declare any dividend for the current financial year **2023-2024**.

4. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Related party transactions were entered into by the Company during the financial year on arm's length basis and also in ordinary course of the business. Details of such contracts and arrangements are enclosed as **Annexure-I** in Form AOC-2 as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

[Signature] *[Signature]*
CIN No. : U45201DL2002PTC117961

HIMCON ENGINEERS (I) PVT. LTD.

5. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

7. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The business volume is expected to increase in the coming years and the Directors are confident of projecting better results in the future.

There is no change in the nature of business during the financial year under consideration

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

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.

9. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

(A) CONSERVATION OF ENERGY

The Company's operations are not energy-intensive and as such involve low energy consumption. However, adequate measures have been taken to conserve the consumption of energy.

(B) TECHNOLOGY ABSORPTION

Operations of the Company do not involve any kind of special technology and there was no expenditure on research & development during this financial year.

However, your Company continues to upgrade its technology (computer technology and telecom infrastructure) in ensuring it is connected with its clients across the globe.

10. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earnings and outgo during the financial period ended **31st March, 2024** is as follows:

Particulars	31st March, 2024
Foreign Exchange Earnings	-
Foreign Exchange Outgo	-

11. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company had constituted a CSR Committee to decide upon and implement the CSR Policy of the Company.

As per the provision of Section 135 the Company was required to spend Rs. 9,74,345/- (Rupees Nine Lacs Seventy Four Thousand Three Hundred Forty Five Only) during the F.Y. 2023-24 and the same has been spent on the areas mentioned under Schedule VII of Companies Act 2013.

The Brief Outline of CSR Policy and initiatives undertaken during the year has been annexed as '**Annexure - II**' to the Directors' Report

12. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS, THE PRACTICING COMPANY SECRETARY AND COST AUDITOR IN THEIR REPORTS

The Auditor has qualified their Audit Report as the Company does not maintain proper stock records. It is not possible to maintain stock record as the nature of business is civil construction and the business is carried out on various sites and hence it is not possible to maintain proper stock records. The provisions relating to submission of Secretarial Audit Report and Cost Audit Report are not applicable to the Company.

13. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Director's qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

14. EXTRACT OF ANNUAL RETURN

The Company is having website himcon.co.in and annual return of Company has been published on such website.

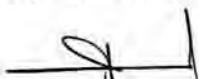
15. NUMBER OF BOARD MEETINGS AND COMMITTEE MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 23 Board Meetings during the Financial Year and details of such meeting are annexed as per **ANNEXURE-III**.

As per the provisions of the Companies Act, 2013 Company has constituted CSR Committee and such committee has conducted 2 Meetings during the year and Details of such meeting are annexed as per **ANNEXURE-IV**.

16. RISK MANAGEMENT POLICY

The Company does not have any separate policy for risk management. The Board of Directors analyses the risk factors from time to time and are of the opinion that no such risk exists that may affect the existence of the Company.



17. DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your Directors confirm that:

- a) In the preparation of the annual accounts for the financial year ended **31st March, 2024**, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at **31st March, 2024** and of the profit of the Company for that year;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company.

19. DEPOSITS

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

20. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED

During the financial year **2023-2024**, no significant and material orders were passed by any regulator/court/tribunal impacting the going concern status or operations of the Company.

21. MANAGEMENT OF THE COMPANY

There were no changes in the constitution of the Board of Directors of the Company during the year.

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

22. PARTICULARS OF EMPLOYEES

None of the employees of the Company were in receipt of remuneration in excess of limits as prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.



23. STATUTORY AUDITORS

M/s. A K R A & Associates, Chartered Accountants, (ICAI Firm Registration No. 008693C) were appointed as the Statutory Auditor of the Company at 21st AGM held on 29th September 2023 to hold the office for a period of 5 (five) years till the conclusion of the 26th AGM to be held in the year 2028, in terms of the applicable provisions of Section 139 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules 2014.

24. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers), Rules, 2013 is not applicable to the Company.

25. FRAUD REPORTING (REQUIRED BY COMPANIES AMENDMENT BILL, 2014) [Section 143(12)]

Since no fraud committed during the year, hence this reporting is not applicable to the Company.

26. SHARE CAPITAL**CHANGES IN SHARE CAPITAL, IF ANY**

Since no share capital issued during the Financial Year **2023-2024**, hence this reporting is not applicable to the Company.

DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

Since the Company did not issue any equity shares with differential right, hence details to be given as stated in Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014) is not applicable to the Company.

DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS

Since the Company did not issue any employee stock options, hence Details to be given as stated in Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014) is not applicable to the Company.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES

Since the Company did not issue any sweat equity shares, hence details as specified in Rule 8(13) of Companies (Share Capital and Debenture Rules, 2014) is not applicable to the Company.

DISCLOSURE REGARDING BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

DISCLOSURE REGARDING BONUS SHARES

The Company has not issued any Bonus Shares during the year under review.

27. DISCLOSURE OF MAINTENANCE OF COST RECORD

The Company has maintained Cost records as per the provisions of Section 148 of the Companies Act, 2013.

28. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

The Company has neither made any application nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year or as at the year end.

29. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

The Company has not taken any loan from Banks or Financial Institutions therefore such reporting is not required.

30. DISCLOSURE OF CONSTITUTION OF INTERNAL COMPLAINTS COMMITTEE

The company has in place a Policy for Prevention of Sexual Harassment at the workplace in line with the requirements of the Sexual harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All Employees (permanent, contractual, temporary, trainees) are covered under this policy.

There is no such case pending at the beginning of the year & received during the year.

31. ACKNOWLEDGEMENT

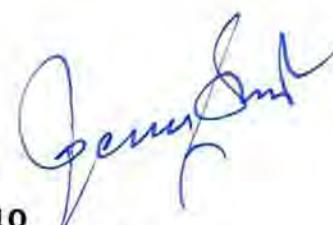
Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continual support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed to your Company.

On behalf of the Board of Directors

For M/s. Himcon Engineers (India) Private Limited



Dhirendra Kumar Singh
Director
DIN: 00095878
A-56, Sector 27, Noida,
Gautam Buddha Nagar, UP-201301



Renu Singh
Director
DIN: 00095910
A-56, Sector 27, Noida,
Gautam Buddha Nagar, UP-201301

Place: Delhi
Date: 30.08.2024

ANNEXURE-I

Form No. AOC-2

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

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

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

(a) Name(s) of the related party and nature of relationship	No Such Transaction
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) Date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) 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

(a) Name(s) of the related party and nature of relationship	Mr. Dhirendra Kumar Singh (Director of the Company) Rent Agreement Eleven Months Rs. 20,000/- p.m. 04.05.2023
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	
(e) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any:	

(a) Name(s) of the related party and nature of relationship	Mr. Dhirendra Kumar Singh (Director of the Company) Renewal of Rent Agreement Eleven Months Rs. 10,000/- p.m. 09.12.2023
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	
(e) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any:	

(a) Name(s) of the related party and nature of relationship	Mrs. Renu Singh (Director of the Company) Rent Agreement Sixty Months Rs. 50,000/- p.m. 20.05.2023
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	
(e) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any:	

(a) Name(s) of the related party and nature of relationship	M/s. Pritech Enterprises LLP (Both Company/LLP have same Directors) Rent Agreement Eleven Months Rs. 3,00,000/- p.m. 10.05.2023
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	
(e) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any:	

(a) Name(s) of the related party and nature of relationship	M/s. Pritech Enterprises LLP (Both Company/LLP have same Directors) Work Order For Construction of RCC Building Rs. 3,13,07,853/- (R/A Bill Raised) 16.03.2022
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	
(e) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any:	

(a) Name(s) of the related party and nature of relationship	M/s. Topfab & Steels (Both Company/LLP have same Directors) Job Work Expenditure Paid Rs. 1,92,90,520/- 01.06.2023
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	
(e) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any:	

For M/s. Himcon Engineers (India) Private Limited

Dhirendra Kumar Singh
 Director
 DIN: 00095878
 A-56, Sector 27, Noida,
 Gautam Buddha Nagar, UP-201301

Renu Singh
 Director
 DIN: 00095910
 A-56, Sector 27, Noida,
 Gautam Buddha Nagar, UP-201301

ANNEXURE - II
CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY



1. CSR Philosophy

The M/S. HIMCON ENGINEERS (INDIA) PRIVATE LIMITED strives to be a socially responsible Company and strongly believe to development of society at large.

2. Objective

The objective of this Policy is to set guidelines for carrying out CSR activities by the Company and also to set up process of execution implementation and monitoring of the CSR activities to be undertaken by the Company.

3. CSR Obligations

Pursuant to Section 135 of the Companies Act, 2013 (Act) and Companies (Corporate Social Responsibility Policy) Rules, 2014 (Rules) and Schedule VII appended to said Act and Circular No. 21/2014 dated 18.06.2014 of Ministry of Corporate Affairs (Collectively referred hereinafter as "Regulations") since net profit of the company exceeds Rs. 5 crores during financial year 2022-23 provisions of CSR are applicable to the Company.

4. Composition of CRS Committee

In compliance of above Regulations, Board of Directors of the Company has constituted CSR Committee consisting of following three Directors:

1. Dhirendra Kumar Singh
2. Renu Singh
3. Bhupender Singh

5. Committee

In terms of Section 135(3) of the said Act, the CSR Committee shall:

- (a) Formulate and recommend to the Board, a CSR Policy;
- (b) Recommend to the Board CRS activities to be undertaken by the Company as specified in Schedule VII appended to the Act during any financial year along with detailed plan, modalities of execution, implementation, schedule, monitoring process and amount to be incurred on such activities.
- (c) Monitor the CSR Policy of the Company from time to time and ensure its compliance.

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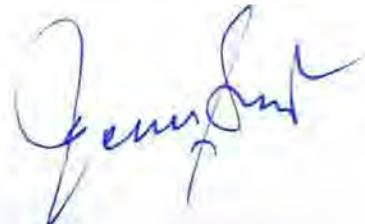
6. Governance

- (i) The CSR Committee is responsible for monitoring all CSR activities from start to finish.
- (ii) Programs to be supported via CSR will be selected by it through a transparent process and it shall institute a transparent monitoring mechanism for implementation of the CSR activities undertaken by the Company.

7. CSR Activities

The Policy recognizes that corporate social responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of underprivileged by one or more of the following focus areas as notified under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014:

- (i) Promoting education, including special education & employment enhancing vocation skills especially among children, women, elderly & the differently-able and livelihood enhancement projects;
- (ii) Reducing child mortality and improving maternal health by providing good hospital facilities and low cost medicines;
- (iii) Providing with hospital and dispensary facilities with more focus on clean and good sanitation so as to combat human immunodeficiency virus (HIV), acquired immune deficiency syndrome (aids), malaria and other Diseases;
- (iv) Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agro-forestry, conservation of natural resources & maintaining quality of soil, air & water;
- (v) Protection of national heritage, art & culture including restoration of building sites of historical importance & works of art, setting up of public libraries, promotion & development of traditional arts & handicrafts;
- (vi) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- (vii) Rural development projects;
- (viii) Any such activities which may be recognized by the Ministry of Corporate Affairs from time to time for the purpose of CSR activities as prescribed in Schedule VII of the Companies Act, 2013.



8. The Geographical reach

Regulations provides that the CSR activities shall be undertaken only in India for the benefit of the public in general and not only for the employees of the Company and their family.

9. Implementation of CSR activities

- (i) The Company may undertake CSR activities through registered trust or society or any company, established by the company, its holding or subsidiary company under Section 8 of the Act for such non-for-profit objectives. Provided that the Company can carry out the CSR activities through such other institutes having an established track record of 3 (three) years in undertaking the CSR activities.
- (ii) The Company may collaborate with other Companies for undertaking the CSR activities subject to fulfillment of separate reporting requirements as prescribed in the Regulations.
- (iii) The CSR activities shall not include any activities undertaken by the Company in pursuance of normal course of business of the Company.
- (iv) The Company shall not make any payment directly or indirectly to Political Party (ies) for CSR activities.

10. Governance:

Himcon Engineers (India) Private Limited's Board of Directors have formed a CSR committee. This committee shall be responsible for decision making with respect to its CSR policy.

The CSR committee shall meet at least twice in a year to review the implementation of CSR projects/programs and give suitable direction.

11. CSR Expenditure

The Company would strive to spend at least 2% (two percent) of the average Net Profits of the Company made during the three immediately preceding financial years. The surplus arising out of the CSR activity will not be part of business profits of the Company.

In case if 2 % of the average net profit of last three years is not spent in a financial year the reasons for the same shall be specified in CSR report.



12. CSR REPORT OF THE COMPANY

Himcon Engineers (India) Private Limited recognizes its obligations to act responsibly, ethically and with integrity in its dealings with employees, community, customers and the environment as a whole, we know that corporate responsibility is essential to our current and future success as a business. The company believes it has better opportunity to drive values through CSR initiatives in areas pertaining* to Health, Education, Women empowerment, and rural development and is committed to improving the quality of life in communities in many years. During the financial year the company has incurred a sum of Rs. 9,74,345/- on CSR Activities. The amount is 2 % of average profit of last three years.



