



INDEPENDENT AUDITOR'S REPORT

To the Members of Roto Energy Systems Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **Roto Energy Systems Limited** ("the Company"), which comprise the Balance sheet as at March 31 2026, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its loss including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter – Pending Scheme of Amalgamation

We draw attention to Note 28.20 to the financial statements, which describes that the Board of Directors of the Company, vide its Board Resolution dated 10 February 2026, have approved a Scheme of Amalgamation of the Company with Roto Pumps Limited (holding company). The Scheme is subject to the approval of the Hon'ble National Company Law Tribunal, competent authorities, and other requisite statutory approvals. Pending such approvals and the effectiveness of the Scheme, no accounting effect has been given to the proposed amalgamation in these financial statements. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Information or another title if appropriate, such as "Information Other than the Financial Statements and Auditor's Report Thereon"

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Annual report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended]. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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



Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements on the Ind AS financial statements.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

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

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

(c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Ind AS financial statements.

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

a) The Company does not have any pending litigations which would impact its financial position.



- b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d) (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
- e). The company has not declared or paid any dividend during the year.
- f). Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2026 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For A. KAY MEHRA & CO.

Chartered Accountants

(Firm Registration No. 050004C)

Deepak Suneja

CA. Deepak Suneja
Partner

(Membership No-501957)



Place- Delhi

Date-22 /05/2026

UDIN-26501957PCRXTS1668

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of ROTO ENERGY SYSTEMS LIMITED of even date)

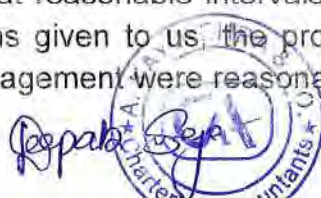
With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2026, we report the following:

(i). In respect of the Company's fixed assets:

- a) (1) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.
- (2) The Company has maintained proper records showing full particulars of Intangible Assets.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the company, all the fixed assets have been physically verified by the management during the year according to a regular program which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancy was noticed on such verification. According to the information and explanation given to us, the company has not disposed-off substantial part of fixed assets during the year under review.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company is not holding any immovable property under the head property, plant and equipment during the year and hence the provisions of the clause 1 (c) of the Order are not applicable to the Company.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the company, revaluation is not done by the company of its property, plant and equipment (including the right of use assets) or intangible assets or both during the year.
- e) There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder for the Financial Year.

(ii). In respect of the Inventories: -

- (a) According to the information and explanations given to us, inventories were physically verified during the year by the management at reasonable intervals. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in



relation to the size of the company and the nature of its business. The company has maintained proper records of inventories and no material discrepancies.

- (b) During the Financial Year Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of Guarantee provided by Holding Company.

The company has been sanctioned working capital limits of Rs. 5 Crores & Working Capital Term Loan (WCTL) of Rs. 10 Crore from DBS Bank against FDR and corporate guarantee from parent company Roto Pumps Limited. Quarterly returns or statements filed by the company with financial institutions or banks are in agreement with the books of account of the Company.

(iii). According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not made investments in, provided any guarantee or security or any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (f) of the Order are not applicable to the Company and hence not commented upon.

(iv.) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not granted any loan, making investments and providing guarantees and securities. Hence compliance with the provisions of Sections 185 and 186 of the Act is not applicable.

(v). The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2026 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

(vi). According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii). According to the information and explanations given to us, in respect of statutory dues:

- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, there is no transaction which are not recorded in the accounts have been disclosed or surrendered before the tax authorities as income during the year.

(ix). According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not defaulted in the repayment of dues to banks.



(x) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.

(xi). (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) There are no whistle blower complaints received during the year hence this clause 3(xi)(c) is not applicable to the company.

(xii). The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

(xiii). In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

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

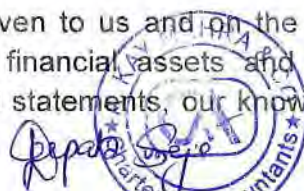
(b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(c) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditor during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of

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

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For A. KAY MEHRA & CO.

Chartered Accountants

(Firm Registration No -050004C)

Deepak Suneja

CA. Deepak Suneja
Partner

(Membership No-501957)

Place- Delhi

Date- 22/05/2026

UDIN-26501957PCRXTS1668



ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of **Roto Energy Systems Limited** ("the Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

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Meaning of Internal Financial Controls with Reference to Financial Statements

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

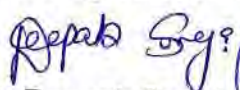
Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2026 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A. KAY MEHRA & CO.
Chartered Accountants
(Firm Registration No. 060004C)


CA. Deepak Suneja
Partner
(Membership No-501957)



Place- Delhi
Date- 22/05/2026
UDIN-26501957PCRXTS1668

ROTO ENERGY SYSTEMS LIMITED

CIN - U29120UP2021PLC144352

31, Sector Ecotech XII Greater Noida Gautam Buddha Nagar UP 201008

Balance Sheet as on 31st March, 2026

(Amount INR Lakhs)

Particulars	Note No	As at 31st March, 2026	As at 31st March, 2025
ASSETS			
NON -CURRENT ASSETS			
(a) Property, Plant and Equipment	2	185.32	227.84
(b) Capital work-in-progress	3	0.08	0.08
(c) Right- to- Use Assets	4	-	-
(d) Intangible assets	5	265.21	286.96
(e) Deferred Tax Assets (Net)	6	213.87	118.91
TOTAL NON-CURRENT ASSETS		664.48	633.78
CURRENT ASSETS			
(a) Inventories	7	107.04	87.46
(b) Financial Assets			
(i) Trade receivables	8	12.86	61.84
(ii) Cash and cash equivalents	9	1.02	2.36
(iii) Other financial assets	10	4.80	17.25
(c) Other current assets	11	176.07	155.73
TOTAL CURRENT ASSETS		301.79	324.64
TOTAL ASSETS		966.27	958.43
EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share Capital	12	990.00	500.00
b) Other Equity	13	(885.94)	(582.31)
TOTAL EQUITY		104.06	(82.31)
LIABILITIES			
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	15(a)	-	29.63
(ii) Lease Liabilities	14(a)	-	-
TOTAL NON-CURRENT LIABILITIES		-	29.63
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	15(b)	762.94	928.95
(ii) Lease Liabilities	14(b)	-	-
(iii) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	16	0.28	5.41
Total outstanding dues of creditors other than micro enterprises and small enterprises		30.14	35.44
(b) Other liabilities	17	54.89	30.69
(c) Provisions	18	13.96	10.62
TOTAL CURRENT LIABILITIES		862.21	1,011.11
TOTAL EQUITY AND LIABILITIES		966.27	958.43
The Significant Accounting policies and accompanying notes mentioned are an integral part of financial statements	1-28		

As per our report of even dates attached

For A. Kay Mehra & Co.

Chartered Accountants

(FRN: 0050004C)

Deepak Suneja

Partner

Membership No.: 501957

Place: Delhi

Date: 22/05/2026

UDIN:26501957PCRXTS1668



For and on behalf of the Board

(ARVIND VEER GUPTA)

Director

(DIN : 00334233)

(ANURAG GUPTA)

Director

(DIN : 00334160)

ROTO ENERGY SYSTEMS LIMITED

CIN - U29120UP2021PLC144352

31, Sector Ecotech XII Greater Noida Gautam Buddha Nagar UP 201008

Statement of Profit & Loss for the Year ended 31st March, 2026

(Amount INR Lakhs)

Particulars	Note No	For Year ended 31st March, 2026	For Year ended 31st March, 2025
INCOME			
Revenue from Operations	19	112.62	125.27
Other Income	20	13.57	1.87
TOTAL INCOME		126.19	127.14
EXPENSES			
Cost of Materials consumed	21	38.14	92.36
Change in Inventories of Finished goods and Work in Progress	22	(0.46)	(25.52)
Employee Benefits Expense	23	191.16	181.30
Finance Costs	24	83.68	71.51
Depreciation & Amortisation Expense	25	72.66	136.58
Other Expenses	26	141.59	104.15
TOTAL EXPENSES		526.77	560.38
Profit/(Loss) before Tax		(400.58)	(433.24)
Tax expenses			
Current tax		-	-
Deferred Tax	6	94.62	72.93
Short/(Excess) Provisions- earlier years		-	-
Profit/(Loss) for the year		(305.96)	(360.31)
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
- Remeasurement of Defined benefit plans		1.99	(0.24)
(ii) Income tax relating to items that will not be reclassified to profit or loss			
- Remeasurement of Defined benefit plans		0.34	(0.04)
Total Other Comprehensive Income/(Loss) for the Year (Net of Tax)		2.33	(0.28)
Total comprehensive income/ (Loss) for the year		(303.63)	(360.59)
Earnings per equity share:			
Basic and Diluted (Face value Rs.10 per equity share)		(3.89)	(7.21)
The Significant Accounting policies and accompanying notes mentioned are an integral part of financial statements	1-28		

As per our report of even dates attached

For A. Kay Mehra & Co.

Chartered Accountants

(FRN: 0050004C)

Deepak Suneja

Partner

Membership No.: 501957

Place: Delhi

Date: 22/05/2026

UDIN:26501957PCRXTS1668



For and on behalf of the Board

(Signature)
(ARVIND VEER GUPTA)
Director
(DIN :00334233)

(Signature)
(ANURAG GUPTA)
Director
(DIN : 00334160)

ROTO ENERGY SYSTEMS LIMITED
CIN - U29120UP2021PLC144352
31, Sector Ecotech XII Greater Noida Gautam Buddha Nagar UP 201008

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026		
	(Amount INR Lakhs)	
PARTICULARS	Year Ended 31st March, 2026	Year Ended 31st March, 2025
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before tax	(400.58)	(433.24)
Adjustment for :		
Depreciation	72.66	136.58
Finance Cost	83.68	69.92
Net (gains)/loss on disposal of property, plant and equipment	0.00	-0.05
Remeasurement of defined benefit liabilities	1.99	-0.24
Interest on Lease Liabilities	-	1.59
Operating Profit / (Loss) before Working Capital Changes	(242.25)	(225.44)
Movement in working capital		
Adjustments for (increase)/decrease in operating assets:		
Trade receivables	48.98	(48.61)
Inventories	(19.59)	(59.87)
Other current assets	(7.67)	(47.01)
Adjustments for increase/(decrease) in operating liabilities:		
Trade payables	(10.43)	25.57
Other current liabilities	24.20	9.40
Provisions	3.34	4.73
Cash generated from operations (A)	(203.42)	(341.23)
Direct Tax Paid (Net)	(0.23)	-0.18
Net cash generated from operating activities	(203.65)	(341.41)
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Payment of Property , Plant and Equipment	(8.37)	(30.02)
Payment of Capital Work In Progress	0.00	(0.08)
Proceeds from disposal of Property, Plant and Equipment	0.00	7.75
Net (Gain)/Loss on fair valuation of derivative contract		
Net Cash used in Investing Activities (B)	(8.37)	(22.35)
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Share issue	490.00	-
Proceeds/(repayment) of Short Term Borrowings	-29.63	29.63
Proceeds/(repayment) Loans from Parent Company	0.00	450.00
Interest Paid	(83.68)	(69.92)
Proceeds/(repayment) of Loans from Bank	(166.01)	23.89
Payment against Lease Liabilities	0.00	(68.73)
Net Cash used in Financing Activities	210.68	364.87
Net increase in Cash and Cash Equivalents (A+B+C)	(1.34)	1.11
Cash and Cash Equivalents as at the beginning of the year	2.36	1.25
Cash and Cash Equivalents as at the end of the year (Note No -9)	1.02	2.36

For A. Kay Mehra & Co.

Chartered Accountants

(FRN: 0050004C)

Deepak Suneja

Partner

Membership No.: 501957

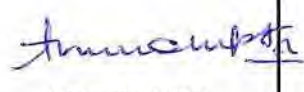
Place: Delhi

Date: 22/05/2026

UDIN:26501957PCRXTS1668

For and on behalf of the Board


(ARVIND VEER GUPTA)
 Director
 (DIN :00334233)


(ANURAG GUPTA)
 Director
 (DIN : 00334160)

ROTO ENERGY SYSTEMS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 March, 2026

A EQUITY SHARE CAPITAL

Particulars	Amount (INR Lakhs)
Balance as at 31st March, 2024	500.00
Changes in equity share capital during the year 2024-25	-
Balance as at 31st March, 2025	500.00
Changes in equity share capital during the year 2025-26	490.00
Balance as at 31st March, 2026	990.00

B OTHER EQUITY

Particulars	Reserves and Surplus			Total Other Equity
	Securities Premium	General Reserve	Retained Earnings	
As at 01st April 2024	-	-	(221.72)	(221.72)
Profit/(loss) for the year 2024-25			(360.31)	(360.31)
Other comprehensive income for the year 2024-25 (net of tax)			-	-
Remeasurement of Net defined benefit liability/(asset) (net of tax)			(0.28)	(0.28)
Total comprehensive income for the year	-	-	(360.59)	(360.59)
As at 31st March, 2025	-	-	(582.31)	(582.31)
Profit/(loss) for the year 2025-26			(305.96)	(305.96)
Other comprehensive income for the year 2025-26 (net of tax)			-	-
Remeasurement of Net defined benefit liability/(asset) (net of tax)			2.33	2.33
Total comprehensive income for the year	-	-	(303.63)	(303.62)
As at 31st March, 2026	-	-	(885.94)	(885.93)

For A. Kay Mehra & Co.

Chartered Accountants

(FRN: 0050004C)

Deepak Suneja

Partner

Membership No.: 501957

Place: Delhi

Date: 22/05/2026

UDIN: 26501957PCRXTS1668



For and on behalf of the Board

(Signature)

(ARVIND VEER GUPTA)

Director

(DIN : 00334233)

(Signature)

(ANURAG GUPTA)

Director

(DIN : 00334160)

2. PROPERTY, PLANT AND EQUIPMENT

Particulars	DEEMED COST/GROSS BLOCK			ACCUMULATED DEPRECIATION/AMORTIZATION			NET BLOCK	
	Balance as at 31st March, 2025	Additions/Reclassification	Disposals/Reclassification	Balance as at 31st March, 2026	Depreciation/Amortization expenses	Eliminated/Disposals/Reclassification of assets	Balance as at 31st March, 2025	Balance as at 31st March, 2026
Plant and Machinery	267.90	0.51	-	268.41	51.32	39.46	216.58	177.63
Furniture and Fixtures	9.99	-	-	9.99	2.70	1.89	7.29	5.40
Office Equipment	5.09	0.36	-	5.45	2.28	1.39	2.81	1.78
Computers	3.50	0.13	-	3.63	2.34	0.78	1.16	0.51
Total	286.49	0.98	-	287.48	58.64	43.52	227.84	185.32

3. CAPITAL WORK-IN-PROGRESS

(Amount in INR Lakhs)			
CARRYING AMOUNT	Balance as at 31st March, 2025	Additions/Reclassification	Capitalised/Disposals/Reclassification
Capital work-in-progress	0.08	-	-
Total	0.08	-	0.08

4. CWIP aging schedule as on 31.03.2026

	Year Wise CWIP Details			
	Less Than 1 year	1 to 2 years	2 to 3 Years	More than 3 Year
Capital work in progress	-	-	-	-
Project in Progress	-	0.08	-	-
Greater Noida	-	-	-	-
Total	-	0.08	-	0.08

5. CWIP aging schedule as on 31.03.2025

	Year Wise CWIP Details			
	Less Than 1 year	1 to 2 years	2 to 3 Years	More than 3 Year
Capital work in progress	-	-	-	-
Project in Progress	0.08	-	-	-
Greater Noida	-	-	-	-
Total	0.08	-	-	0.08

4. Right-to-Use Assets

Particulars	DEEMED COST/GROSS BLOCK			ACCUMULATED DEPRECIATION/AMORTIZATION			NET BLOCK	
	Balance as at 31st March, 2025	Additions/Reclassification	Disposals/Reclassification	Balance as at 31st March, 2026	Depreciation/Amortization expenses	Eliminated/Disposals/Reclassification of assets	Balance as at 31st March, 2025	Balance as at 31st March, 2026
Right-to-Use Assets	189.25	-	-	189.25	-	-	189.25	-
Total	189.25	-	-	189.25	-	-	189.25	-

5. INTANGIBLE ASSETS

Particulars	DEEMED COST/GROSS BLOCK			ACCUMULATED DEPRECIATION/AMORTIZATION			NET BLOCK	
	Balance as at 31st March, 2025	Additions/Reclassification	Disposals/Reclassification	Balance as at 31st March, 2026	Depreciation/Amortization expenses	Eliminated/Disposals/Reclassification of assets	Balance as at 31st March, 2025	Balance as at 31st March, 2026
Technical Design and Drawings	322.26	7.39	-	329.65	29.12	-	286.78	265.05
Trademark and Patents	0.20	-	-	0.20	0.02	-	0.18	0.16
Total	322.46	7.39	-	329.85	29.14	-	286.96	265.21

i) Trade Mark, Technical Design and Drawings and Patents has been amortized over the period of 10 years.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

6 DEFERRED TAX ASSETS/LIABILITIES

(Amount in INR Lakhs)

PARTICULARS	As at	As at
	31st March, 2026	31st March, 2025
Deferred Tax Liability		
Carrying Value of Property, Plant & Equipment and Others	15.56	12.66
TOTAL DTL	15.56	12.66
Deferred Tax Assets		
Prelim Exp Disallowed	-0.01	0.02
Provision of Gratuity & Leave Encashment	2.15	1.82
Loss Carry forward	227.29	131.82
Difference of IND AS 116 Leases accounting treatment	-	-2.09
TOTAL DTA	229.43	131.57
NET DEFERRED LIABILITIES/(ASSETS)	213.87	118.91

i) Income Tax Recognised in Statement of Profit and Loss

Particulars	For the year ended 30th Jun 2025	For the year ended 31st March 2025
Current Tax Expenses(A)		
Current Year	-	-
Short/(Excess) provision of earlier years	-	-
Deferred Tax expenses (B)		
Origination and reversal of temporary differences	(94.62)	(72.93)
Tax expense recognized in the income statement (A+B)	(94.62)	(72.93)

ii) Reconciliation of Effective Tax Rates

Particulars	For the year ended 31st March 2026		For the year ended 31st March 2025	
	%	Amount (Rs.)	%	Amount (Rs.)
Profit before Tax		(400.58)		(433.24)
Other Comprehensive Income		-		-
Tax using the company's domestic tax rate	17.16%	(68.74)	17.16%	(74.34)
Tax effect of				
Non-deductible tax expenses	6%	(25.89)	0%	1.41
Profit/ (Loss) on sale/discard/impairment of fixed assets	0%	-	0%	-
Short/(Excess) provision of earlier years	0%	-	0%	-
Interest on Income Tax	0%	-	0%	-
Others	0%	-	0%	-
Effective Income Tax rate	23.62%	(94.62)	16.83%	(72.93)



iii) Movement of Deferred Tax (Assets) & Liabilities

Particulars	Balance as on 01st April 2025	Recognised in P&L during 2025-26	Recognised in OCI during 2025-26	Balance as on 31st March 2026
Property, plant & equipment (Includes Intangible Assets)	(12.66)	(2.90)	-	(15.56)
Prelim Exp Disallowed	-	0.00	-	(0.01)
Loss Carry forward	131.82	95.47	-	227.29
Provision of Gratuity & Leave Encashment	1.82	(0.67)	0.34	2.15
Difference of IND AS 116 Leases accounting treatment	-	-	-	-
	-	-	-	-
Total (Assets)/Liabilities (Net)	120.98	91.89	0.34	213.87

iv) Unrecognised Deferred Tax (Assets)/Liabilities

There are no temporary differences on which Deferred Tax (Assets)/Liabilities have not been recognised for the year ended 31st March 2025.



7 INVENTORIES

(Amount in INR Lakhs)

PARTICULARS	As at	As at
	31st March, 2026	31st March, 2025
a) Raw Materials and Boughtout items	42.87	31.50
b) Work In Progress	7.23	14.87
c) Finished Goods	45.58	37.48
d) Finished Goods-In Transit		
e) Consumables Stores	7.78	-
d) Other Stores & Spares	0.52	-
e) Tools	1.46	2.62
h) Packing Material	1.60	0.99
f) Scrap and Wastage	-	-
TOTAL	107.04	87.46

The mode of valuation has been stated in Significant Accounting Policy of Standalone Financial Statements

8 TRADE RECEIVABLES

(Amount in INR Lakhs)

PARTICULARS	As at	As at
	31st March, 2026	31st March, 2025
Unsecured unless stated otherwise (Considered Good)		
Trade Receivables	12.86	61.84
Less - Allowance for bad and doubtful debts	-	-
TOTAL	12.86	61.84

Age wise Outstanding as on 31.03.2026	Not Due	Less than 6 months	6 month to 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Particulars							
A.Undisputed trade receivables - considered good							
a.Related Parties	-	10.70	0.76	-	-	-	11.46
b.Others	-	-	0.70	0.70	-	-	1.40
Total	-	10.70	1.46	0.70	-	-	12.86

Age wise Outstanding as on 31.03.2025	Not Due	Less than 6 months	6 month to 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Particulars							
A.Undisputed trade receivables - considered good							
a.Related Parties	-	60.00	-	-	-	-	60.00
b.Others	-	1.84	-	-	-	-	1.84
Total	-	61.84	-	-	-	-	61.84

i) The average credit period for collection is 90 days for the FY 2025-26.

ii) No trade receivable are due from directors either severally or jointly with any other person.

9 CASH AND CASH EQUIVALENTS

(Amount in INR Lakhs)

PARTICULARS	As at	As at
	31st March, 2026	31st March, 2025
i) Cash and cash equivalents		
a) Balance with banks	-	-
a) Cash in Hand	1.02	2.36
TOTAL	1.02	2.36

10 OTHER FINANCIAL ASSETS

(Amount in INR Lakhs)

PARTICULARS	As at	As at
	31st March, 2026	31st March, 2025
a) Interest accrued on Bank deposits	-	-
b) Security Deposits	4.80	17.25
TOTAL	4.80	17.25

11 OTHER CURRENT ASSETS

(Amount in INR Lakhs)

PARTICULARS	As at	As at
	31st March, 2026	31st March, 2025
(Unsecured and considered good)		
a) Capital Advances	6.08	8.80
b) Deposit with GST & Other Authorities	158.51	135.07
c) Other Receivables and advances	11.48	11.86
TOTAL	176.07	155.73



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

12 EQUITY SHARE CAPITAL

PARTICULARS	(Amount in INR Lakhs)	
	As at 31st March, 2026	As at 31st March, 2025
AUTHORISED SHARE CAPITAL		
10,00,00,000 (As at 31st March, 2025: 50,00,000) Equity Shares of Rs 10 each	1,000.00	500.00
ISSUED & SUBSCRIBED SHARE CAPITAL		
9,90,00,000 (As at 31st March, 2025: 50,00,000) Equity Shares of Rs 10 each	990.00	500.00
PAID UP SHARE CAPITAL		
9,90,00,000 (As at 31st March, 2025: 50,00,000) Equity Shares of Rs 10 each	990.00	500.00
TOTAL	990.00	500.00

12.1 DETAILS OF SHAREHOLDER HOLDING MORE THAN 5% SHARES

NAME OF SHAREHOLDER	As at 31st March, 2026		As at 31st March, 2025	
	NUMBER OF SHARES HELD IN THE COMPANY	% Held	NUMBER OF SHARES HELD IN THE COMPANY	% Held
Roto Pumps Limited	9,900,000	100*	5,000,000.00	100*

* Six equity shares are held by nominee shareholder each.

12.2

Details of shares held by the promoters in the Company.	31st March, 2026			31st March, 2025		
Equity shares:	Nos.	%	% Of Change during the year	Nos.	%	% Of Change during the year
Name of the Promoters						
Roto Pumps Limited	9,900,000	100	98	5,000,000	100	-

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest.



13 OTHER EQUITY

(Amount in INR Lakhs)

PARTICULARS	As at		As at	
	31st March, 2026		31st March, 2025	
RETAINED EARNINGS				
Opening Balance	(582.31)		(221.72)	
Add: Profit for the year	(305.96)		(360.31)	
Add :- Other Comprehensive Income				
Remeasurement of Defined Benefit Plan (Net of Taxes)	2.33		-0.28	
	(885.94)		(582.31)	
Less: Appropriations				
Transferred to General Reserve	-		-	
Dividend	-		-	
Tax on Dividend	-	(885.94)	-	(582.31)
TOTAL		(885.94)		(582.31)

i) OTHER COMPREHENSIVE INCOME

These are actuarial gains/ losses on employee benefit obligations.

ii) DIVIDEND

The Company has not declared any dividend during the year.



14(a) & (b) Lease liabilities

(Amount in INR Lakhs)

The Breakup of current and non current lease liabilities as at 31.03.2026 and 31.03.2025 is as follows:-

Particulars	As at 31 st March 2026	As at 31st March 2025
Current lease liabilities	-	-
Non-current lease liabilities	-	-
Total	-	-

The movement in lease liabilities during the years ended 31.03.2026 and 31.03.2025 is as follows:-

Particulars	As at 31 st March 2026	As at 31st March 2025
Balance at the beginning	-	67.14
Additions	-	-
Finance cost accrued during the period	-	1.59
Deletions	-	-
Payment of lease liabilities	-	(68.73)
Adjustment through Retained Earnings	-	-
Balance at the end	-	-0.00

15 (a) NON-CURRENT LIABILITIES - BORROWINGS

(Amount in INR Lakhs)

PARTICULARS	As at 31st March, 2026	As at 31st March, 2025
<u>Secured</u>		
Term Loan from DBS Bank*	59.08	394.86
Less: Current Maturity of Term Loan	(59.08)	(365)
TOTAL	-	29.63

15 (b) CURRENT LIABILITIES - BORROWINGS

(Amount in INR Lakhs)

PARTICULARS	As at 31st March, 2026	As at 31st March, 2025
<u>Secured</u>		
Term Loan from DBS Bank*	253.86	113.72
Current Maturity of Term Loan (refer note 15(a))	59.08	365.23
<u>Un-Secured</u>		
Term Loan from Roto Pumps Ltd (Parent Company)	450.00	450.00
TOTAL	762.94	928.95

*Securities on Term Loan from DBS Bank

(a) First and Exclusive charge on entire current assets of the Company both present and future.

(b) First and Exclusive charge on entire movable fixed assets of the Company both present and future (except for exclusively financed by other Banks/FIs)

(c) Corporate Guarantee provided by Roto Pumps Ltd (Parent Company).

(d) As per the repayment schedule of the Term Loan availed from DBS Bank, the final installment is due for repayment on April 30, 2026.

16 TRADE PAYABLES

(Amount in INR Lakhs)

PARTICULARS	As at 31st March, 2026	As at 31st March, 2025
Trade Payables to Micro and Small Enterprises (As per the Intimation Received)	0.28	5.41
Trade Payables to Others	30.14	35.44
TOTAL	30.42	40.85

DUES TO MICRO AND SMALL ENTERPRISES (AS PER THE INTIMATION RECEIVED FROM SUPPLIERS)

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). The disclosure pursuant to said MSMED Act are as follows :

PARTICULARS	As at 31st March, 2026	As at 31st March, 2025
Principal amount due to suppliers and remaining unpaid as at year end	0.28	5.41
Interest due to suppliers and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers, beyond the appointed day during the year	-	-
Interest paid , other than under Section 16 of MSMED Act, to suppliers, beyond the appointed day during the year	-	-
Interest paid , under Section 16 of MSMED Act, to suppliers, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

Repal Singh
Chartered Accountants

Particulars	Age wise Outstanding details as on 31.03.2026				
	Less Than 1 year	1 to 2 years	2 to 3 Years	More than 3 Year	Total
i.Due to MSME	0.28	-	-	-	0.28
ii.Due to Related Parties - MSME	-	-	-	-	-
ii.Due to Related Parties	-	-	-	-	-
iii.Due to Others	27.39	1.22	1.53	-	30.14
iv.Disputed dues to MSME	-	-	-	-	-
v.Disputed dues to Others	-	-	-	-	-
Total	27.67	1.22	1.53	-	30.42

Particulars	Age wise Outstanding details as on 31.03.2025				
	Less Than 1 year	1 to 2 years	2 to 3 Years	More than 3 Year	Total
i.Due to MSME	5.41	-	-	-	5.41
ii.Due to Related Parties - MSME	-	-	-	-	-
ii.Due to Related Parties	-	-	-	-	-
iii.Due to Others	33.75	1.69	-	-	35.44
iv.Disputed dues to MSME	-	-	-	-	-
v.Disputed dues to Others	-	-	-	-	-
Total	39.16	1.69	-	-	40.85

17 OTHER LIABILITIES

(Amount in INR Lakhs)

PARTICULARS	As at 31st March, 2026	As at 31st March, 2025
GST Payable	0.02	0.33
Other Statutory dues	8.52	9.69
Interest Payable	-	-
Salary Payable	9.40	6.60
Other Payables	10.77	11.24
Advances From Customers	26.18	2.83
TOTAL	54.89	30.69

18 PROVISIONS

(Amount in INR Lakhs)

PARTICULARS	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits		
- Gratuity	6.96	5.27
- Un-availed Leave	7.00	5.35
TOTAL	13.96	10.62



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

19 REVENUE FROM OPERATIONS

(Amount in INR Lakhs)

PARTICULARS	Year Ended		Year Ended	
	31st March, 2026		31st March, 2025	
Sale of Products				
Pumps	104.17		116.23	
Spares	7.18	111.35	7.94	124.17
Other Operating Revenue		1.27		1.10
GROSS REVENUE FROM OPERATIONS		112.62		125.27

i) In accordance with the Indian Accounting Standard-115 Revenue Recognition and Schedule III of the Companies Act 2013, GST is not the part of Revenue therefore the sales amount is net of GST.

19.1 PARTICULARS OF REVENUE FROM OPERATIONS

(Amount in INR Lakhs)

PARTICULARS	Year Ended		Year Ended	
	31st March, 2026		31st March, 2025	
DOMESTIC				
Sale of Products:				
Pumps	11.57		52.81	
Spares	-	11.57		52.81
Other Operating Revenue		1.27		1.10
		12.84		53.91
EXPORT				
Sale of Products:				
Pumps	92.60		63.18	
Spares	7.18	99.78	8.18	71.36
		99.78		71.36
TOTAL		112.62		125.27

20 OTHER INCOME

(Amount in INR Lakhs)

PARTICULARS	Year Ended	Year Ended
	31st March, 2026	31st March, 2025
Interest Income		
- On Bank Deposits	-	1.82
Custom Duty Draw Back	0.06	-
Profit on Sale of Fixed Assets	-	0.05
Foreign Exchange Diff.	3.12	-
Revenue From-Services rendered	10.38	-
Misc.Balance (Written Off/Back)	0.01	-
TOTAL	13.57	1.87

Depata Singh

A. KAY MEHRA & CO.
Chartered Accountants

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

21 COST OF MATERIALS CONSUMED

(Amount in INR Lakhs)

PARTICULARS	Year Ended		Year Ended	
	31st March, 2026		31st March, 2025	
i) RAW MATERIALS CONSUMED				
Opening Stock	-		-	
Add: Purchases & Expenses thereon	-		-	
Less: Closing Stock	-		-	
ii) BOUGHT OUT COMPONENTS CONSUMED				
Opening Stock	31.50		12.02	
Add: Purchases & Expenses thereon	57.00		107.41	
Less: Closing Stock	42.87	45.63	31.50	87.93
iii) CONSUMABLE STORES AND SPARES				
Opening Stock	-		-	
Add: Purchases & Expenses thereon	0.82		4.43	
Less: Closing Stock	8.31	(7.49)	-	4.43
TOTAL		38.14		92.36

22 CHANGE IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS

(Amount in INR Lakhs)

PARTICULARS	Year Ended		Year Ended	
	31st March, 2026		31st March, 2025	
OPENING STOCK:				
Finished Goods	37.48		17.65	
Work in Progress	14.87		9.18	
Scrap & Wastage	-	52.35	-	26.83
LESS: CLOSING STOCK:				
Finished Goods	45.58		37.48	
Work in Progress	7.23		14.87	
Scrap & Wastage	-	52.81	-	52.35
Net Change in Inventories		(0.46)		(25.52)



23 EMPLOYEE BENEFITS EXPENSE

(Amount in INR Lakhs)

PARTICULARS	Year Ended	Year Ended
	31st March, 2026	31st March, 2025
Wages, Salary, Bonus Gratuity & Other Allowances	177.42	167.22
Contribution to Provident & Other Funds	8.48	8.46
Workmen & Staff Welfare	5.26	5.62
TOTAL	191.16	181.30

24 FINANCE COST

(Amount in INR Lakhs)

PARTICULARS	Year Ended	Year Ended
	31st March, 2026	31st March, 2025
Interest-Bank OD	12.56	40.70
Interest-Term Loan	23.18	14.51
Interest-Others	47.94	14.71
Interest on Lease Liabilities	-	1.59
TOTAL	83.68	71.51

25 DEPRECIATION & AMORTISATION EXPENSE

(Amount in INR Lakhs)

PARTICULARS	Year Ended	Year Ended
	31st March, 2026	31st March, 2025
Depreciation on Property, plant & Equipment	43.52	50.87
Depreciation on Right of Use	-	54.99
Depreciation on Intangible assets	29.14	30.72
TOTAL	72.66	136.58

26 OTHER EXPENSES

(Amount in INR Lakhs)

PARTICULARS	Year Ended	Year Ended
	31st March, 2026	31st March, 2025
Audit Fee	1.00	1.00
Festival Expenses	0.57	1.13
Claim & Free Replacement	1.47	0.54
Filing Fee	4.15	0.02
Foreign Exchange Diff.	-	0.44
EDP Expense	0.53	0.43
Office Expenses	-	0.09
Bank Charges	2.32	5.23
Jobwork charges	0.28	0.72
Printing & Stationery Expenses	2.61	3.39
Photo Copy Expenses	0.27	-
Security & Guard Expenses	0.99	-
Tools	1.16	0.77
Testing and Inspections	0.05	2.80
Packing & Forwarding Expenses	11.97	7.80
Repair and Maintenance	0.50	0.72
Traveling and Conveyance	15.27	18.39
Professional Charges	4.30	12.70
Gardening Exp.	0.01	-
Advertisement and publicity Expenses	30.66	18.11
Membership Fee & Subscription	0.14	0.07
Local Conveyance	13.31	16.81
Misc Expense	0.82	0.76
Rent	39.61	5.32
Electricity Expense	4.18	4.35
Insurance Expense	0.30	0.94
Rates and Taxes	4.79	1.50
Postage and Telephone Exp.	0.32	0.12
TOTAL	141.59	104.15

Deepak Singh

 Chartered Accountants

(All amounts in INR Lakhs, unless otherwise stated)

27 Ratio Analysis and its elements

	March 31,2025	March 31,2024		
	Ratios	Ratios	Variation	Remarks
27.01 Current Ratios (Current Assets / Current Liabilities)	0.35	0.32	9% NA	
Current Assets	301.79	324.64		
Current Liabilities	862.21	1,011.11		
27.02 Debt- Equity Ratio				
[(Long term borrowing including current maturities + short term borrowing) / Share holder's equity]	7.33	-11.65	-163%	Variation arise due to decrease in the borrowings and losses incurred during the year.
Long Term Borrowings	-	29.63		
Short Term Borrowings	762.94	928.95		
Share holder's equity	104.06	-82.31		
27.03 Debt Service Coverage ratio				
[(Earnings before interest, depreciation, tax and exceptional items) / (Interest expense on short term and long term borrowings + scheduled principal repayment of long term borrowing during the year)]	(1.71)	(0.52)	228%	Variation arise due to decrease in the borrowings and losses incurred during the year.
Profit before Tax	(400.58)	(433.24)		
Depreciation	72.66	136.58		
Interest expense on short term and long term borrowings	83.68	69.92		
Scheduled principal repayment of long term borrowing during the year	59.08	365.23		
27.04 Return on Equity ratio (Net Profits after taxes / Average Shareholder's Equity)	(28.13)	(3.68)	665%	Variation arise due to issuing of share capital and decrease in losses during the year.
Profit after tax	(305.96)	(360.31)		
Equity	990.00	500.00		
Other Equity	(885.94)	(582.31)		
Opening Shareholder's Equity	(82.31)	278.28		
Average Shareholder's Equity	10.88	97.99		
27.05 Inventory Turnover ratio (Net Sales / Average inventories)	1.14	1.42	-19% NA	
Net Sales of Goods	111.35	124.17		
Average Inventories	97.25	87.46		
27.06 Trade Receivable Turnover Ratio				
(Revenue from contract with customers / Average trade receivables)	3.29	3.93	NA	
Net Sales of Goods and Services	123.00	125.27	-16%	
Average trade receivables	37.35	31.91		
27.07 Trade Payable Turnover Ratio (Net Credit Purchase / Average trade payable)	1.62	2.74	-41%	Variation arise due to reduction in purchase volume.
Net Credit Purchases	57.82	111.84		
Average Trade Payable	35.64	40.85		
27.08 Net Capital Turnover Ratio				
(Revenue from contract with customers / Average working capital)	(0.20)	(0.23)	NA	
Net Sales of Goods and Services	123.00	125.27	-15%	
Opening Working Capital	(686.48)	(396.80)		
Closing Working Capital	(560.42)	(686.48)		



27.09 Net Profit ratio				
(Profit / (loss) for the period / Revenue from operations)	(2.29)	(2.88)	-20%	NA
Net Profit after Tax	(305.96)	(360.31)		
Net Sales of Goods and Services	133.38	125.27		
27.10 Return on Capital Employed				
(Earnings before interest and taxes / Average capital employed)	(0.36)	(0.45)	NA	
			-19%	
Profit Before Tax	(400.58)	(433.24)		
Interest on Loan	83.68	69.92		
Opening Capital Employed	876.27	733.34		
Closing Capital Employed	867.00	876.27		
27.11 Return on Investment				
Net Income / Cost of Investment	N/A	N/A	N/A	N/A



28 Notes on Financial Statements for the year ended 31 March 2026

(Amount in ₹ Lacs)

28.01 Roto Energy Systems Limited referred to as "RESL" or "the Company" was incorporated on 26th March 2021. "RESL" is a wholly owned subsidiary company of Roto Pumps Limited. The company is engaged in manufacturing of solar pumps and parts of solar pumps. During the previous year ended 2024, the company has started its commercial production from 05th February 2024.

28.02 Earning per share

Particulars	Year ended 31st March 2026	Year ended 31st March 2025
Profit attributable to equity holders of the Company for basic and diluted earnings per share	(305.96)	(360.31)
Number of Equity Shares	9,900,000	5,000,000
Face Value per Share	10	10
Weighted average number of shares at the end of the year for basic and diluted earnings per share	7,858,333	5,000,000
Basic and Diluted Earning per Shares	(3.89)	(7.21)

28.03 Contingent Liabilities & Commitments

(a) Contingent Liabilities

There is no Contingent Liabilities as on 31st March 2026.

(b) Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 0.00 lacs/- (Previous Year ₹ 0.09 lacs)

28.04 The Company has not provided any loan, Security, Guarantee and made Investment which are eligible to be disclosed under Section 186 read with sub-section (4) of the companies Act 2013, during the financial year 2025-26.

28.05 Fair value measurement hierarchy:

(Amount in ₹ Lacs)

Particulars	Carrying amount	As at 31st March, 2026		
		Level of input used in		
		Level 1	Level 2	Level 3
Financial assets				
At FVTPL	-	-	-	-
At FVTOCI	-	-	-	-
At Amortized cost				
Trade receivables	12.86	-	-	-
Cash and cash equivalents	1.02	-	-	-
Bank balances other than above	-	-	-	-
Other financial assets	4.80	-	-	-
Financial liabilities				
At FVTPL	-	-	-	-
At Amortized cost				
Borrowings	762.94	-	-	-
Trade payables	30.42	-	-	-
Lease Liabilities	-	-	-	-
Other Financial liabilities	-	-	-	-

Particulars	Carrying amount	As at 31st March, 2025		
		Level of input used in		
		Level 1	Level 2	Level 3
Financial assets				
At FVTPL	-	-	-	-
At FVTOCI	-	-	-	-
At Amortized cost				
Trade receivables	61.84	-	-	-
Cash and cash equivalents	2.36	-	-	-
Bank balances other than above	-	-	-	-
Other financial assets	17.25	-	-	-
Financial liabilities				
At FVTPL	-	-	-	-
At Amortized cost				
Borrowings	928.95	-	-	-
Trade payables	40.85	-	-	-
Lease Liabilities	-	-	-	-
Other Financial liabilities	-	-	-	-

FVTPL :- Fair Value through Profit & Loss A/c.

FVTOCI :- Fair Value through Other Comprehensive Income



The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended 31st March, 2025.

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. In the case of Derivative contracts, the Company has valued the same using the forward exchange rate as at the reporting date.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

***Calculation of fair values:**

Financial assets and liabilities measured at fair value as at Balance Sheet date:

The fair values of the derivative financial instruments has been determined using valuation techniques with market observable inputs. The models incorporate various inputs including the credit quality of counter-parties and foreign exchange forward rates.

Other financial assets and liabilities:-

-Cash and cash equivalents, trade receivables, other financial assets (except derivative financial instruments), trade payables, and other financial liabilities (except derivative financial instruments) have fair values that approximate to their carrying amounts due to their short-term nature.

-Loans have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

**28.06 Financial Risk Management
Risk Management framework and policies**

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

The Company has exposure to the following risks arising from financial instruments:

- A) Credit Risk
- B) Liquidity Risk
- C) Market Risk
- D) Interest Rate Risk

The table below explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact in the financial statements:-

Risk	Exposure arising from	Measurement	Management
Credit Risk	Trade receivables, cash and cash equivalents and	Credit ratings Ageing Analysis	No of overdue days
Liquidity Risk	Other liabilities	Maturity Analysis	Maintaining sufficient cash/ cash equivalents and marketable securities.
Market Risk - Foreign Exchange	Highly probable forecast transactions and financial assets and liabilities not denominated in	Sensitivity Analysis	Forward foreign exchange contracts

Credit Risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. Credit Risk arises from credit exposures from customers, cash and cash equivalent with banks, security deposits and loans.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company uses an allowance matrix to measure the expected credit losses of trade receivables. The loss rates are computed using a 'roll rate' method based on the probability of receivable progressing through successive stages of delinquency to write off.

The following table provides information about the exposure to credit risk and ECLs for trade receivables:

Ageing of Trade Receivables

Particulars	Amount in INR Lakhs	
	As at 31st March 2026	As at 31st March 2025
Not due	-	-
Less than 6 months	10.70	61.84
6 month to 1 year	1.46	-
1 to 2 years	0.70	-
2 to 3 years	-	-
More than 3 years	-	-
TOTAL	12.86	61.84
Expected Credit Loss	-	-

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

The derivative contracts are entered into with scheduled banks which have good credit ratings.



Liquidity Risk

Liquidity Risk is the risk that a company could encounter if it faces difficulty in meeting the obligations associated with financial liabilities by delivering cash and other financial asset or the risk that the Company will face difficulty in raising financial resources required to fulfill its commitments. The Company's exposure to liquidity risk is very minimal as it has a prudent liquidity risk management process in place which ensures maintaining adequate cash and marketable securities to pay its liabilities when they are due. To ensure continuity of funding, the Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Exposure to Liquidity Risk

Amount in INR Lakhs

Particulars	As at 31st March 2026			
	Carrying amount			
	Within one Year	One to five years	More than five years	Total
Non-derivative financial liabilities				
Borrowings	762.94	-	-	762.94
Trade Payables	30.42	-	-	30.42
Lease Liabilities	-	-	-	-
Other financial liabilities	-	-	-	-
Derivative financial liabilities				
Foreign exchange forward contract	-	-	-	-
TOTAL	793.36	-	-	793.36

Particulars	As at 31st March ,2025			
	Carrying amount			
	Within one Year	One to five years	More than five years	Total
Non-derivative financial liabilities				
Borrowings	928.95	29.63	-	958.58
Trade Payables	40.85	-	-	40.85
Lease Liabilities	-	-	-	-
Other financial liabilities	-	-	-	-
Derivative financial liabilities				
Foreign exchange forward contract	-	-	-	-
TOTAL	969.80	29.63	-	999.43

Market Risk

The Company operates internationally and a major portion of the business is transacted in several currencies. Consequently the company is exposed to foreign exchange risk through its sales and services in the US and elsewhere, and purchases from the overseas suppliers in various foreign currencies. The Company holds derivative financial instruments such as foreign exchange forward contract to mitigate the risk of changes in exchange rates on foreign currency exposure. The exchange rate between rupee and foreign currency has changed substantially in recent years and may fluctuate substantially in future. Consequently, the results of the Company's operation are adversely affected as the rupee appreciates/ depreciates against these currencies.

The Company exposure to foreign currency risk in respect of major currencies is given below:

Amount in INR Lakhs

Particulars	As at 31st March 2026	As at 31st March 2025
Trade Receivables		
USD	2.72	57.28
AUD	4.01	3.64
EURO	1.04	0.36
Total	7.77	61.28
Net Exposure		
USD	2.72	57.28
AUD	4.01	6.62
EURO	1.04	0.36
Total	7.77	61.29

Foreign Currency sensitivity

The sensitivity of profit or loss to changes in the exchange rate arises mainly from foreign currency denominated financial instruments. The sensitivity to variations in respect of major currencies is given below. This analysis assumes that all other variables remain constant.

Particulars	As at 31st March 2026	As at 31st March 2024
USD - Increase by 5%	0.14	2.86
USD - Decrease by 5%	(0.14)	(2.86)
AUD - Increase by 5%	0.20	0.33
AUD - Decrease by 5%	(0.20)	(0.33)
EURO - Increase by 5%	0.05	0.02
EURO - Decrease by 5%	(0.05)	(0.02)

The Company, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rate variations. The counter party is generally a bank. These contracts are for a period between one day and one year. The above sensitivity does not include the impact of foreign currency forward contracts which largely mitigate the risk.

Forward Foreign Exchange Contracts

The Company has not entered into short term Forward Exchange Contracts.

Interest Rate Risk

Interest Rate Risk can be the cash flow interest rate risk. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in market interest rates.



28.07 Employees Benefit

a) Defined Contribution Plan

Contribution to Defined Contribution Plan, recognised are charged off for the year are as under:

Particulars	As at 31st March 2026	As at 31st March 2025
Employer's Contribution to Provident fund	8.04	8.01

b) Defined Benefit Plan

The present value of the defined benefit plan and related current service cost (Other than Foreign branches) were measured using the Projected unit credit method, with actuarial valuation being carried out at each Balance Sheet date.

Investment Risk	The Present Value of the defined benefit plan liability is calculated using a discount rate determined by reference to government bond yields. If the return on plan asset is below this rate, it will create a plan deficit.
Interest Risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants during the employment.
Salary Escalation Risk	The Gratuity and Leave Encashment benefits, being based on last drawn salary, will be substantially effected in case of increase in future salaries being more than assumed.

Sensitivity Analysis :

Significant actuarial assumption for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. The Sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below :

Particulars	As at 31st March 2026			
	Gratuity		Leave Encashment	
	Amount (₹ Lakhs)	%	Amount (₹ Lakhs)	%
Defined Benefit Obligation (Base)	6.96		7.00	
Liability with 1% increase in Discount Rate	6.27	-9.88%	6.32	-9.78%
Liability with 1% decrease in Discount Rate	7.75	11.41%	7.80	11.46%
Liability with 1% increase in Salary Growth	7.76	11.50%	7.81	11.54%
Liability with 1% decrease in Salary Growth	6.26	-10.12%	6.30	-10.01%
Liability with 1% increase in Withdrawal Rate	6.95	-0.14%	7.11	1.52%
Liability with 1% decrease in Withdrawal Rate	6.95	-0.15%	6.89	-1.63%

Particulars	As at 31st March 2025			
	Gratuity		Leave Encashment	
	Amount (₹ Lakhs)	%	Amount (₹ Lakhs)	%
Defined Benefit Obligation (Base)	5.27		5.35	
Liability with 1% increase in Discount Rate	4.74	-10.09%	4.81	-10.06%
Liability with 1% decrease in Discount Rate	5.88	11.66%	5.97	11.66%
Liability with 1% increase in Salary Growth	5.89	11.68%	5.98	11.69%
Liability with 1% decrease in Salary Growth	4.73	-10.29%	4.80	-10.25%
Liability with 1% increase in Withdrawal Rate	5.19	-1.55%	5.41	1.03%
Liability with 1% decrease in Withdrawal Rate	5.34	1.25%	5.28	-1.26%

In respect of Employees in India

Particulars	Gratuity (Unfunded)	Gratuity (Unfunded)	Leave Encashment (unfunded)	Leave Encashment (unfunded)
	As at 31st Mar 2025	As at 31st Mar 2025	As at 31st Mar 2025	As at 31st Mar 2025
	Amount (₹ Lakhs)	Amount (₹ Lakhs)	Amount (₹ Lakhs)	Amount (₹ Lakhs)
The principle assumptions used in actuarial valuation				
-Discount rate	7.50%	7.00%	7.50%	7.00%
-Expected rate of future salary increase	5.75%	5.75%	5.75%	5.75%
-Withdrawal Rate (per annum)	5.00%	5.00%	5.00%	5.00%
Change in Present value of Obligation				
-Present value of obligation as at the beginning of the year	5.27	2.86	5.35	3.03
-Interest Costs	0.37	0.21	0.37	0.22
-Current Service Cost	2.33	2.34	2.47	2.46
-Past Service Cost(vested benefit)	0.64	-	0.56	-
-Benefits Paid	-	-	(1.41)	(0.74)
-Actuarial (Gain) / Loss on obligations	(1.65)	(0.14)	(0.34)	0.38
-Unpaid Liability	-	-	-	-
-Present value of obligation as at end of the year	6.96	5.27	7.00	5.35
Liability Recognised in balance Sheet				
-Present value of obligation as at end of the year	(6.96)	(5.27)	(7.00)	(5.35)
-Fair value of plan assets as at the end of the year	-	-	-	-
-Unfunded status	-	-	-	-
-Unrecognised Actuarial (Gain)/Loss	-	-	-	-
Net Assets/ (Liability) recognised in Balance Sheet	-	(5.27)	(7.00)	(5.35)



Expenses recognised in Profit and Loss Account				
-Current Service Cost	2.33	2.34	2.47	2.46
-Interest Costs	0.37	0.21	0.37	0.22
-Expected Return on Plan assets	-	-	-	-
-Past Service Cost(vested benefit) Recognised	0.64	-	0.56	-
-Net Actuarial (Gain)/ Loss recognised during the year	-	-	-	0.38
Total Expenses recognised in Profit and Loss a/c	3.34	2.55	3.41	3.06

28.08 List of Related Parties

Name of Related Parties	Relation
Mr. Harish Chandra Gupta	Director
Mr. Anurag Gupta	Director
Mr. Arvind Veer Gupta	Director
Mrs. Asha Gupta	Director
Roto Pumps Limited	Parent Company
Roto Pumps America Inc.	Fellow Subsidiary
Roto Pumps North America Inc	Fellow Subsidiary (Stepdown)
Roto Pumpen GmbH.	Fellow Subsidiary
Roto Overseas Pte. Ltd	Fellow Subsidiary
Roto Pumps Africa (Pty) Ltd	Fellow Subsidiary (Stepdown)
Roto Pumps (Malaysia) SDN BHD	Fellow Subsidiary (Stepdown)

28.09 (i) Related Party Transactions :

Particulars	Relationship	Nature of Transactions	Year ended 31st March 2026	Year ended 31st March 2025
1. Issue of Shares Roto Pumps Limited	Holding company	Shares issued	490.00	-
2. Loan Taken Roto Pumps Limited	Holding company	Loan Taken	-	735.00
3. Loan Repaid Roto Pumps Limited	Holding company	Loan Repaid	-	285.00
4. Payment of Interest Roto Pumps Limited	Holding company	Payment of Interest on Loan	40.28	8.40
5. Payment of Consideration on Corporate Guarantee Roto Pumps Limited	Holding company	Payment of Consideration on Corporate Guarantee	7.50	6.25
6. Revenue from Operation Roto Pumps Limited- Australia Branch	Holding company	Sales	43.72	5.16
Roto Pumps Africa (Pty) Ltd.	Fellow Subsidiary	Sales	3.16	57.06
Roto Pumps North America INC	Fellow Subsidiary	Sales	1.75	-

28.09 (ii) Balances Outstanding's with related party

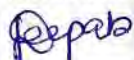
Particulars	Relationship	Nature of Transactions	Year ended 31st March 2026	Year ended 31st March 2025
1. Shares holds by Parent Company Roto Pumps Limited	Holding company	Shares issued	990.00	500.00
2. Loan Taken Roto Pumps Limited	Holding company	Loan Payable	450.00	450.00
3. Payment of Interest Roto Pumps Limited	Holding company	Interest Payable	-	-
4. Trade Receivables Roto Pumps Limited- Australia Branch	Holding company	Trade Receivables	4.01	6.52
Roto Pumps Africa (Pty) Ltd.	Fellow Subsidiary	Trade Receivables	0.84	-
Roto Pumps North America INC	Fellow Subsidiary	Trade Receivables	1.61	-



- The company has taken loan from 100% holding company during the year amounting INR 0.00 Lakhs (31st March 2025: INR 735 Lakhs), at an interest rate not exceeding the rate applicable to the holding company in cash credit account availed by it with DBS Bank India Ltd. (currently 8.95% p.a) for project funding requirements and loan is repaid during the year.
- 28.09 (iii) Roto Pumps Ltd. has provided Corporate Gaurantee of INR 15.00 Crores for the Credit Facilities from DBS Bank India Ltd.
- 28.10 Previous Year's figures have been re-grouped/re-arranged wherever necessary to render them comparable with the current year's figures and better disclosure requirements.
- 28.11 The Company has not done any transactions with the Companies struck off under section 248 of the Companies Act 2013.
- 28.12 There is no Immovable Properties, Title deeds of those are not held in the name of the Company.
- 28.13 The Company neither have any Benami property, nor any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act.1988 and rule made thereunder.
- 28.14 The Company does not have any charges or satisfaction which is yet to be registered with Registrar Of Companies (ROC) beyond the statutory period.
- 28.15 The company is not declared wilful defaulter by any bank or financial institution or other lender.
- 28.16 The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 28.17 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year ended 31 March 2026.
- 28.18 No revaluation of Property, Plant & Equipment & Intangible assets has been carried out during the year.
- 28.19 The company is not having any subsidiaries Company, hence compliance with number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (restriction on number of layers) Rules, 2017 is not applicable.
- 28.20 Board of Directors of the Company, vide its Board Resolution dated 10 February 2026, have approved a Scheme of Amalgamation of the Company with Roto Pumps Limited (holding company). The Scheme is subject to the approval of the Hon'ble National Company Law Tribunal, competent authorities, and other requisite statutory approvals
- 28.21 Figures have been rounded off to the INR Lakhs. Amounts appearing as zero "0" in financial are below the rounding off norm adopted by the Company.

As per our Report of even date.

For A. KAY. MEHRA & Co
Chartered Accountants
(Registration No. 050004)



Deepak Suneja
Partner
Membership No.: 501957
Place: Delhi
Date: 22/05/2026
UDIN:26501957PCRXTS1668



For and on behalf of the Board



(ARVIND VEER GUPTA)
Director
(DIN:00334233)



(ANURAG GUPTA)
Director
(DIN :00334160)