

**in**xel

Creating Infrastructure  
A PPP INITIATIVE OF GOVERNMENT OF KERALA

**18<sup>TH</sup>**

**ANNUAL  
REPORT**  
2024-2025  
**INKEL LIMITED**



### **Industrial Business Park, Angamaly**

Spread across 30 acres, with two state-of-the-art industrial towers offering 2 lakh+ sq. ft. of built-up space each, designed to support modern industrial and business needs



### **INKEL Greens Industrial Park, Malappuram**

Spanning 250 acres, this dynamic hub is home to 100+ thriving industries, fostering innovation, investment, and sustainable industrial growth.



പ്രിയ ഓഹരി ഉടമകളെ,

ഇൻകെൽ-ന്റെ എല്ലാ പ്രവർത്തന മേഖലകളിലും കൂടുതൽ കരുത്തുറ്റ സാന്നിധ്യമായി മാറാൻ കഴിഞ്ഞ സന്തോഷത്തോടെയാണ് ഓഹരി ഉടമകളെ ഇത്തവണ സംബോധന ചെയ്യുന്നത്. കമ്പനിയുടെ സ്ഥായിയായ വളർച്ച ലക്ഷ്യമിട്ട് വിഭിന്ന മേഖലകളിലേക്കുള്ള ചുവടുമാറ്റം കുറിക്കാനും മികച്ച കാര്യക്ഷമത കൈവരിക്കാനും നമുക്ക് കഴിഞ്ഞിരിക്കുന്നു.

വാർഷിക വിറ്റുവരവിൽ മുൻ സാമ്പത്തിക വർഷത്തെ അപേക്ഷിച്ച് നേരിയ ഇടിവ് ഉണ്ടായെങ്കിലും അറ്റാദായ വർധനവിൽ സർവ്വകാല റെക്കോർഡാണ് ഇത്തവണ രേഖപ്പെടുത്തിയിരിക്കുന്നത്. കമ്പനി 22.61 കോടി രൂപയുടെ എക്കാലത്തേയും മികച്ച ലാഭം ഈ സാമ്പത്തിക വർഷം രേഖപ്പെടുത്തി. മുൻ വർഷത്തേക്കാൾ 39% ന്റെ വർദ്ധനവാണ്. സഹ സ്ഥാപങ്ങളുടേത് കൂടി കണക്കിലെടുക്കുമ്പോൾ ഇൻകെൽ ഗ്രൂപ്പിന്റെ വിറ്റുവരവ് 123.87 കോടി രൂപയായി വർദ്ധിച്ചു. മുൻ വർഷം ഇത് 115.11 കോടിയാണ്. മികച്ച സാമ്പത്തിക മാനേജ്മെന്റ്, വിഭവ വിനിയോഗം തുടങ്ങിയ തത്വങ്ങളിലൂന്നിയാണ് ഈ നേട്ടം കൈവരിക്കാനായത്. ഹൈബ്രിഡ് എനർജി ഉൾപ്പെടെ ഗ്രൂപ്പിന്റെ വിവിധ ഊർജ്ജ പദ്ധതികളിൽ അതിവേഗം മുന്നേറുന്ന കമ്പനിയായി നാം മാറി. വിൻഡ് എനർജി പദ്ധതികളിൽ കെ.എസ്.ഇ.ബി.യുമായി സഹകരിച്ചുള്ള പദ്ധതികളും മികച്ച ഫലം കാണുകയാണ്. ഇപ്രകാരം, സ്ഥായിയായ വളർച്ചയും മികവും കൈവരിക്കാൻ കഴിയുന്ന സ്ഥാപനമായി ഇൻകെൽ മാറി എന്ന് നിങ്ങളെ അറിയിക്കുന്നതിൽ അതിയായ സന്തോഷമുണ്ട്. കാര്യക്ഷമമായ ഭരണ നിർവഹണവും അച്ചടക്കത്തോടെയുള്ള പദ്ധതി നിർവഹണവും വഴിയാണ് ഈ മാറ്റം സൃഷ്ടിച്ചത്.

ഈ പുരോഗതിയുടെ അടിസ്ഥാനത്തിൽ കൂടുതൽ ഉയർന്ന ഡിവിഡന്റ് ഈ വർഷം നൽകണമെന്ന് ബോർഡ് ശുപാർശ ചെയ്യുന്നു. അടുത്ത വർഷവും ഈ നേട്ടം തുടരാൻ കഴിയുമെന്ന് പ്രതീക്ഷിക്കുന്നു.

സമർപ്പിത മനസ്സോടെ സ്ഥാപനത്തെ നയിച്ച ഡയറക്ടർ ബോർഡ് അംഗങ്ങൾ, മാനേജിങ് ഡയറക്ടർ, ഇൻകെൽ ടീം അംഗങ്ങൾ എന്നവർക്ക് നന്ദി രേഖപ്പെടുത്തട്ടെ. നിങ്ങളുടെ ഉറച്ച പിന്തുണ പ്രതീക്ഷിച്ചുകൊണ്ട്.....

പി. രാജീവ്





## Dr. K. Ellangovan

**Managing Director**

Former Additional Chief Secretary,  
Government of Kerala

Dear Shareholders,

I am pleased to inform you that INKEL has delivered a strong performance for the third consecutive year, marking its highest profit ever recorded. This milestone has been achieved through various strategic initiatives, including diversifying our portfolio and effectively leveraging our assets.

INKEL has registered an impressive profit of ₹22.61 Cr, the highest ever since the Company came into existence. This is a 39% hike over the previous financial year. This was achieved by prudent financial management, closer project management, and the identification of profitable projects. While our annual turnover has slightly declined from ₹79.20 Cr to ₹65.24 Cr, our group companies have reported a consolidated turnover of ₹123.87 Cr, marking an increase over the previous financial year, ₹115.11 Cr. As per the consolidated financials, the group's profit stood at ₹23.53 Cr. This is after factoring in the loss (₹1.91 Cr) sustained by MIV due to investment into the Seabird Seaplane project in the financial year 2014-15.

Further, I am happy to inform the shareholders that INKEL's credit rating has improved from 'BB Stable' to 'BBB minus', making it investment-ready. During FY 2024-25, INKEL repaid a loan of ₹23.72 Cr to INKEL EKK, thereby reducing the interest burden. In addition, there has been expenditure compression on various fronts, which improved the bottom line.

As part of our growth story, INKEL and its subsidiary company, IIDPL, have initiated a 23.2 MW Solar Energy Project in INKEL GREEN, Malappuram, to cater to three prominent Extra High-Tension Electricity Consumers in the State. This project, estimated to be around ₹110 Cr, will bring in steady revenue to IIDPL over the next 25 years due to the sale of power. This project will be implemented in a 'Group Captive Power Plant' mode, as in the Kerala State Electricity Regulations. Besides, the envisaged Hybrid Renewable energy project at Palakkad will be realised

soon as KSEBL has agreed to establish a 110 KV substation on our land, to facilitate an easier evacuation of power to the grid. This hybrid energy plant will be one of its kind in Kerala, where a combined generation of 18 MW through Wind and another 18 MW through Solar energy will be generated in the State.

Shareholders may also note that the Company is facing a large number of litigations filed in various legal forums by a former Director and others. While these petitions lack merit and are vexatious, the Company has taken sufficient action to protect the shareholders' interests. The legal subcommittee, specifically constituted for effectively monitoring the legal cases, has provided timely and necessary decisions. Despite these challenges, INKEL has formulated a project pipeline of ₹1035 Cr and presented the same in the INVEST KERALA held in February 2025. Of the nine projects presented, we have already initiated a ₹110 Cr solar energy project in Malappuram. Further, we plan to raise the necessary capital and implement the rest of the projects in the coming years.

Finally, despite the pressing need for capital to fuel our growth, keeping your interests at heart, the Board of Directors has recommended a dividend of 5.5 % for FY 2024-25. This will amount to ₹9.78 Cr, the highest dividend ever paid by INKEL. The Company has paid ₹26.23 Cr dividends for the last three years. We are optimistic that with continued strong performance, we will soon be able to create substantial value for all shareholders.

Thank you for your continued trust and support.

Best wishes,

**Dr. Ellangovan K**  
**Managing Director**



## Board of Directors



**Mr. P. Rajeeve**  
Chairman



**Dr. K. Ellangovan**  
Managing Director



**Mr. S. Harikishore, IAS**  
Director



**Mr. C. V. Rappai**  
Director



**Mr. Varghese Kurian**  
Director



**Mr. Mohamed Althaf**  
Director



**Mr. Jacob Kovoov Ninan**  
Independent Director



**Adv. Geethakumary P. S.**  
Independent Director



**Mr. Jayakrishnan Krishna  
Menon**  
Director

**INKEL LIMITED**

CIN: U45209KL2007PLC020471

**Board of Directors**

|                                     |   |  |
|-------------------------------------|---|--|
| Chairman                            | : | Mr. P. Rajeeve<br>Hon'ble Minister (Law, Industries & Coir),<br>Government of Kerala   |
| Managing Director                   | : | Dr. K. Ellangovan  |
| Directors                           | : | Mr. S. Harikishore, IAS<br>Mr. Varghese Kurian<br>Mr. C.V. Rappai<br>Mr. Mohamed Althaf<br>Mr. Jayakrishnan Krishna Menon<br>Adv. Geethakumary P.S<br>Mr. Jacob Koor Ninan |
| Chief Financial Officer             | : | CA Riju Thomas   |
| Company Secretary                   | : | CS Baiju Thankayathil  |
| Statutory Auditors                  | : | M/s. Krishnamoorthy & Krishnamoorthy,<br>Chartered Accountants, Ernakulam  |
| Secretarial Auditors                | : | RVS & Associates, Company Secretaries LLP<br>Thiruvananthapuram  |
| Bankers                             | : | SBI, CSEZ Branch, Kakkanad   |
| Registrar and Share Transfer Agents | : | Integrated Registry Management Services Pvt Ltd,<br>Bangalore  |
| Registered Office                   | : | Door No. 14/812 & 813, 1 <sup>st</sup> Floor,<br>Ajiyal Complex, Kakkanad, Cochin,<br>Ernakulam, Kerala – 682030, India  |
| Website                             | : | <a href="http://www.inkel.in">www.inkel.in</a>   |
| E-mail ID                           | : | <a href="mailto:deptcs@inkel.in">deptcs@inkel.in</a>   |
| Phone                               | : | 0484 2978101, 2978103  |

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## INKEL – AN OVERVIEW

**INKEL Limited**, a Public-Private Partnership (PPP) initiative of the Government of Kerala with substantial participation from Non-Resident Malayalees and other stakeholders, is on a dynamic growth trajectory aimed at expanding its investment portfolio. In addition to its ongoing projects in the development of high-quality infrastructure, particularly in the sectors of health, education, tourism, transport, and finance INKEL has distinguished itself as a top-performing Special Purpose Vehicle (SPV) in the Kerala Infrastructure Investment Fund Board (KIIFB) assessment, recognised for its commitment to quality.

Driven by an unwavering commitment to excellence, INKEL places the highest emphasis on safety and quality in every project it undertakes. Our consistent efforts to deliver exceptional outcomes to our valued clients have left a lasting imprint on Kerala's landscape of progress and development.

At INKEL, our expertise spans a broad spectrum of services, including comprehensive Project Management Consultancy (PMC) and Engineering, Procurement, and Construction (EPC) solutions within the civil construction sector. We have also made significant strides in the Renewable Energy domain, with a strong focus on hybrid renewable energy solutions through collaborations with high-tension consumers under group captive power purchase mechanisms, as well as wind energy project in association with the Kerala State Electricity Board (KSEB).

Looking ahead, INKEL is poised to further expand into strategic areas such as logistics and power

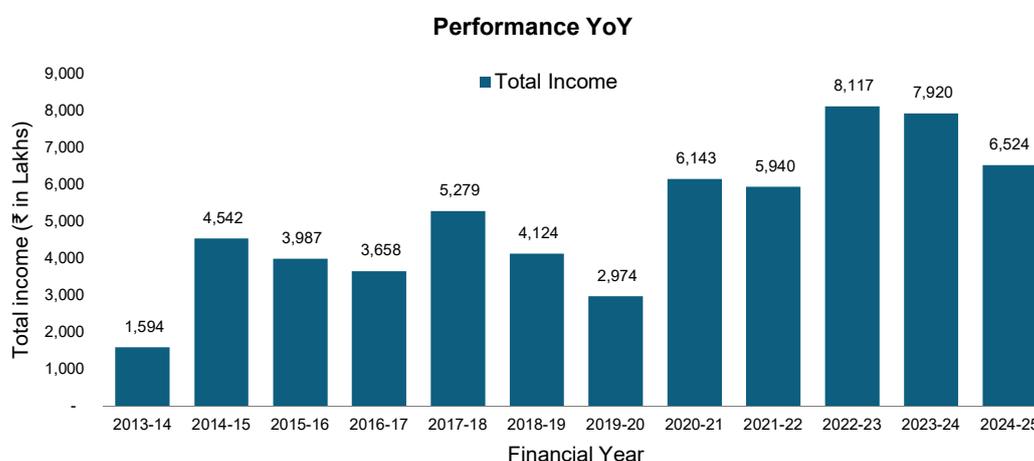
infrastructure across the state, reinforcing its role as a key driver of Kerala's sustainable development.

## PERFORMANCE YOY

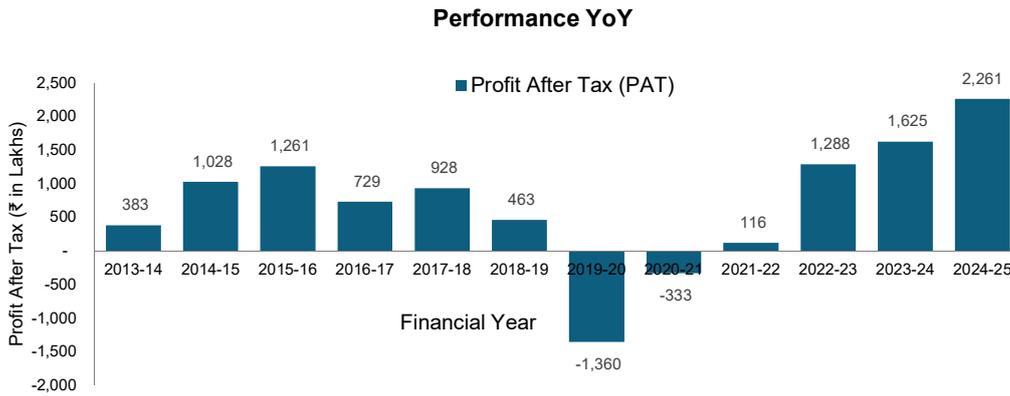
The Company's annual turnover, although recorded a marginal decline from ₹79.20 Cr to ₹65.24 Cr, representing a decrease of 17.62%, the Profit After Tax (PAT) increased to ₹22.61 Cr, up from ₹16.25 Cr in the previous year, marking a growth of 39.17%. This notable improvement in profitability was primarily driven by the increase in PMC revenue, interest earned and dividend income from subsidiaries. This marks a strategic shift, as the Company is now actively harnessing profits generated by its subsidiaries, an initiative not previously undertaken. Through prudent management of revenue and expenses, INKEL has achieved a record-high net profit of ₹22.61 Cr, marking a historic milestone in the Company's financial performance, by breaking its previous year's record. The growth in income from subsidiaries and associate companies has also bolstered the overall turnover of the INKEL Group, which has reached ₹123.87 Cr in FY 2024-25. Graph 1 below illustrates the financial performance trend of INKEL over the past 11 years.

Graph 2 highlights the fluctuations in PAT during the same period. Notably, the years from FY 2019–20 to FY 2021–22 witnessed a downward trend, with negative figures primarily due to investments in the private entity Seguro Foundations and Structures (SFS). The total loss from this investment, amounting to ₹13.8 Cr, was written off in FY 2019–20. However, the past three years have shown consistent improvement, driven by strong Renewable Energy and Estate Divisions revenues.

**GRAPH 1 – PERFORMANCE OF INKEL IN THE LAST 11 YEARS.**



**GRAPH 2 – PROFIT AFTER TAX OF INKEL IN THE LAST 11 YEARS**



**PROJECT MANAGEMENT CONSULTANCY (PMC)**

The PMC division of INKEL is one of the company's major divisions. It commenced its operations in 2007 with the aim of setting sustainable infrastructure models to address the infrastructure requirements in the state. The work undertaken by the PMC division includes PMC services and non-PMC / EPC construction. The PMC projects are carried out under the funding from Kerala Infrastructure Investment Fund Board (KIIFB) and other Government Departments like National Health Mission, Departments of Transport, Education, Tourism, Finance, Smart Mission Limited, KSIDC, KINFRA and KMSCL.

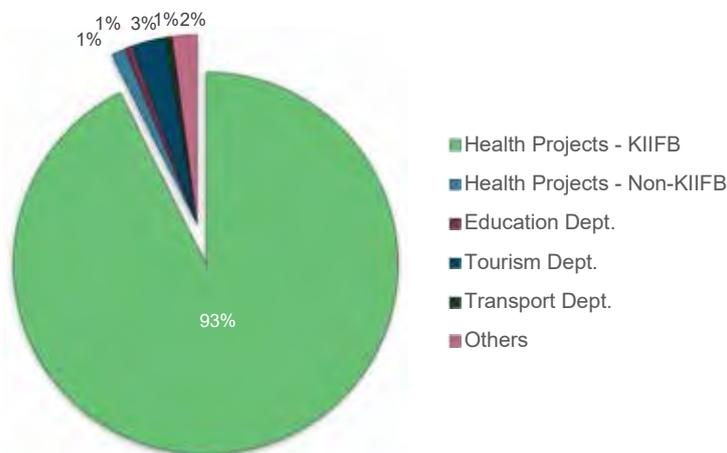
As an established Project Management Consultancy, the division offers comprehensive solutions for infrastructure projects, from concept to commissioning, in diverse sectors such as super-speciality hospitals, roads and bridges, logistics, education, housing, research, heritage conservation, and more. We provide our clients with innovative and cost-efficient solutions while ensuring effective risk management. In addition

to core project management activities, our PMC division excels in assisting with statutory approvals and offering training sessions for in-house capacity building in their core tasks and teamwork.

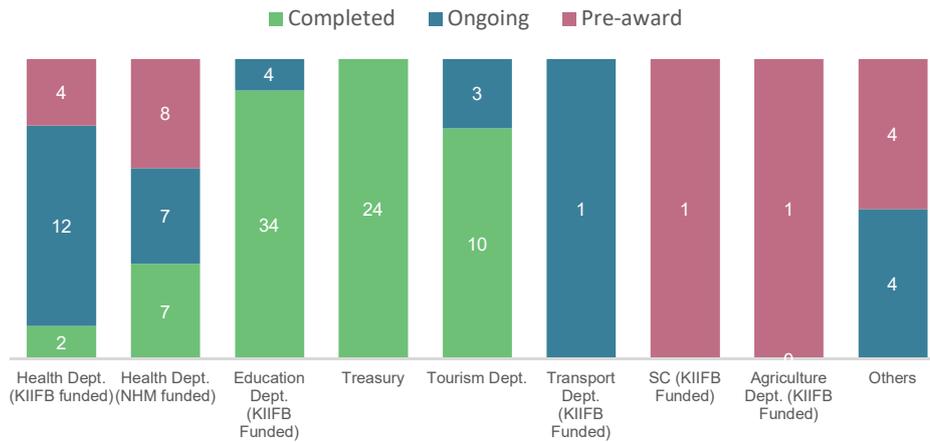
Our in-house team is skilled in project consulting, engineering, and design services, including feasibility studies, concept notes, DPRs, estimation, tendering, value engineering, construction management, supervision, and project closure services. The division is committed to delivering projects that are environmentally, socially, and financially sustainable.

Currently works to the tune of ₹1853 Cr is under construction with INKEL, of which nearly 97% are Government Projects funded by KIIFB. In order to expand further strategic initiatives were taken to explore new business verticals including strengthening of Design & Engineering Wing, empanelment with other agencies / Government Departments, Training Academy, focusing on Facility Management and an attempt to enter the private sector.

**SECTOR-WISE DISTRIBUTION OF CURRENT PMC PROJECTS:**



**DISTRIBUTION OF PMC PROJECTS BASED ON WORK STATUS (NOS)**



**NON-PMC / EPC WORKS**

Our Services in EPC operation cover overall basic and conceptual engineering, detailed engineering, life-cycle solutions, project management, procurement, logistics, installation, testing, commissioning and initial start-up across various projects. Supported by the in-house PMC and Engineering & Design Team, INKEL has taken up construction of projects as an EPC contractor, possessing a full range of expertise in the whole EPC process. Our clientele includes MIV, KMML, GED, and Koppam Cooperative Bank. Given the increasing revenue from EPC works, efforts are being made to take up EPC works other than government projects and engage empanelled contractors / JV to execute them.

**RENEWABLE ENERGY (RE)**

INKEL Limited is one of the leading turnkey Solar EPC players in the State. It has an experienced in-house design, engineering, and construction team that, with its technical expertise and in-depth industry know-how, can develop the most cost-effective and energy efficient PV solar plants of any scale for any kind of terrain.

INKEL’s systematic and integrated approach enables it to execute large-scale solar power projects on time, every time. INKEL has the prowess to manage solar energy projects of any scale and deliver turnkey projects across utility sectors, rooftops, and special projects like floating solar plants, BESS (battery energy storage system), mini, and micro-grids. INKEL is backed by an energetic team of renewable energy experts with years of experience in the sector.

INKEL is the Government accredited agency for installing and maintaining Solar Power Plants in the Local Self-Governing Department and the Department of Co-Operation. Further, INKEL has also extended its wings to the State of Karnataka by executing Hybrid

Rooftop Solar Systems for the Rural Development and Panchayath Raj Department in 8 districts. Currently, almost 500+ installations have been completed.

INKEL has received a LoA for a 14MWp Wind energy project from KSEBL, and the PDA is awaiting signing soon. Based on the field study, an additional 18 MW of solar energy plant is also proposed in a hybrid fashion in the same location. The portfolio of clients in the renewable energy division includes KSEB, ANERT, Local Self-Governing Department, Kerala Rural Development and Panchayath Raj Department, Karnataka, Kerala State Transport Project, SCST Department - Kerala, Smart City Trivandrum Limited, Department of Health – Kerala, etc.

Major Projects like 3.5MWp Ground Mounted Solar power plant under 11MWp PMKUSUM at Mylatty, 2MWp Ground Mounted Solar power plant for KSEBL under 11MWp at Kanjikode, 1.25MWp Ground Mounted Solar power plant for KSEBL under 8MWp at Kanjikode have completed their installation. They are awaiting the statutory approvals for commissioning. To evacuate the 32MWp wind solar hybrid park, KSEBL has sanctioned a 110kV substation, Vadakarapathy, on the land provided by INKEL Limited on a 50:50 cost-sharing basis. INKEL has signed a term sheet with the state’s leading electricity consumers to execute the project under the Group Captive Power Purchase (CPP) mode, marking it as one of its first in Kerala.

**ABOUT INKEL GROUP OF COMPANIES**

INKEL Group is a conglomerate comprising its Subsidiaries, Joint Ventures and Associate Companies. INKEL has deployed its resources in these companies to benefit from the economies of scale and leverage synergies between its different units. A brief about them is as follows:

- **INKEL KSIDC Projects Limited (INKID)**

INKID is a joint venture between INKEL and Kerala State Industrial Development Corporation Limited (KSIDC), incorporated with the primary objective of developing land infrastructure for industrial purposes. It holds two land parcels at Angamaly and Malappuram, handed over by the Government of Kerala for development on a 90-year lease. This land is being developed with state-of-the-art infrastructure facilities and leased to various small-scale and medium-scale industries.

- **INKEL EKK Roads Private Limited (INKEL EKK)**

INKEL-EKK is a Special Purpose Vehicle (SPV) incorporated by INKEL and EKK Infrastructure Limited to execute the Project 'Rehabilitation of State Highways and Major district Roads-Package B' in Kottayam and Thiruvananthapuram districts. INKEL EKK has been awarded the work of Rehabilitation of State Highways and Major district Roads in Kottayam / Thiruvananthapuram districts, which consists of 2 roads, namely Kanjirappally Kanjiram Kavala 36.1 Km and Vellanad - Chettachal 21.9 Km on DBFMT (Design, Build, Finance, Maintain and Transfer) by Road Infrastructure Company Kerala Limited (RICKL), a Company owned by the Government of Kerala, on an Annuity basis. Currently, INKEL EKK is engaged in the operation and maintenance activities of these roads and is progressing satisfactorily.

- **INKES Trade Centre Limited (INKES)**

INKEL and Kerala State Industrial Enterprises Limited (KSIE) have set up the Joint Venture company INKES to commercially develop KSIE's land. While KSIE provided the land, INKEL has invested in acquiring additional land and developing the project. The company is actively considering building a trade centre.

- **INKEL Infrastructure Development Projects Limited (IIDPL)**

IIDPL, a 100% subsidiary of INKEL, was constituted as an investing arm of INKEL for infrastructure development in various sectors. The first project invested by IIDPL on behalf of INKEL is the Calicut Expressway Project Limited (CEPL). However, IIDPL and INKEL have decided to exit the project. INKEL has infused equity capital of ₹14 Cr in IIDPL in the year 2023-24, and made its net worth close to positive, with an intention to restart the projects in IIDPL. In order to reinvigorate IIDPL, it has incorporated a wholly owned subsidiary company, INKEL Renewable Energy Private Limited, with the objective to further facilitate infrastructure facilities in the renewable energy sector. A 23.2 MWp solar

energy project in Malappuram to cater to the needs of some of the private electricity consumers, under a group captive power producer pattern approved by the Kerala Electricity Regulatory Commission, is under consideration.

- **INKEL Renewable Energy Private Limited (INKEL RE)**

INKEL RE was incorporated as a wholly owned subsidiary of IIDPL. This move aligns with INKEL's commitment to sustainable energy and its vision of positively impacting our renewable energy landscape. It aims to bring in large-scale private investment in renewable energy infrastructure development under government control. At INKEL RE, our mission is to develop and operate renewable energy projects that are socially, environmentally, and economically sustainable while delivering superior value to our stakeholders. The company will execute a hybrid renewable energy project in Palakkad with over 36MWp of energy with wind and solar contributing equally.

- **INKEL Green Energy Private Limited**

On 25<sup>th</sup> April 2025, the company incorporated a step-down subsidiary under IIDPL as a Special Purpose Vehicle (SPV) named INKEL Green Energy Private Limited. This SPV will own and operate a 23.2 MWp solar power plant in Group Captive Power Producer mode at the INKEL Green Industrial Park, Malappuram.

Several leading commercial bulk electricity consumers have approached INKEL Limited for support in achieving their net-zero carbon emission targets, as they lack sufficient rooftop or land space to establish their own captive solar power facilities.

- **MIV Logistics Private Limited (MIV)**

MIV, the associate company of INKEL, was formed with 39.43% equity participation by INKEL and five others. INKEL has also infused additional capital of ₹16 Cr in 2015-16 as 10.75% redeemable cumulative preference share capital. MIV has been incorporated as a Container Freight Station (CFS) to be engaged in the cargo and logistics business for all container and cargo-related activities. MIV CFS is one of the largest CFS in Kerala, equipped with world-class infrastructure that offers a wide range of services for smooth cargo transportation. The CFS is strategically located at Vallaradam Terminal in close proximity to Cochin Port Trust. The CFS is spread over 18.76 acres with a capacity of 80,000 Tonnes per annum. The company is not performing as expected owing to a bad investment in the Seabird Seaplane project, with ₹5.72 Cr. The project could not

take off, and the investments have to be written off. Otherwise, the company will make operational profits, have paid the huge loan from SBI, and reduced the exposure to the limit required by Customs for bonding the cargo in the CFS.

• **Other investments- Seguro Foundations & Structures Private Limited (SFS) & SEGURO INKEL Consortium LLP (SEGURO LLP)**

Following INKEL's acquisition of a 65% stake in SFS in 2017, the company faces multiple litigations across various legal forums from the former Managing Director of SEGURO and some former Directors of INKEL on multiple grounds. Owing to specific allegations of financial irregularities in SFS, a committee was constituted by INKEL's Board to examine the allegations. The committee constituted by the Board of INKEL has found out serious lapses, irregularities, diversion of funds and misappropriations including "Overvaluation of Seguro's shares for investment by INKEL, Practice of showing inflated unbilled revenue (work in progress), Non Utilisation of Investment by INKEL on any projects, Irregularities in financial transactions and diversion of funds, absence of transparency in related party transactions, Statutory non compliances and malpractices to hide the same, availing higher working capital facility from bank by submitting inflated receivable" etc. and recommended the Board

to consider legal remedies against the erstwhile management of SFS.

The audits conducted by the management of INKEL by engaging a firm of chartered accountants had also confirmed these findings. Based on these reports, INKEL has initiated legal actions against SFS and its erstwhile management. Having regard to the report that SFS's shares were overvalued through misrepresenting its financial positions, and the investment made by INKEL was siphoned away by the Managing Director of SFS, the Board of INKEL has declared the transaction of investment in SFS as a fraud on INKEL by SFS.

INKEL wrote off the investment of ₹13.8 Cr in SFS in the FY 2019-20. The last nominee director of INKEL from the SFS Board was withdrawn on 25.10.2019. Arbitration cases are being conducted to seek the possibility of the Director(s) of SFS compensating INKEL for the losses sustained by the company due to the investment, as mentioned earlier. Indeed, INKEL as a company has no involvement in the affairs of SFS after the suspension of the former Managing Director of SEGURO. The company now has no Board, and the same was not reconstituted post-withdrawal of Directors from INKEL. Therefore, INKEL has approached NCLT with a prayer to appoint a panel of experts and an Administrator to oversee the functioning of SFS.

## PROJECTS AT GLANCE

### PMC Project



#### **Cochin Cancer Research Centre**

Kerala's first EDGE-certified project by GBCI  
Built-up Area: 58,248 m<sup>2</sup> | Project Cost: ₹379.73 Cr



#### **Super Specialty Block, Govt. Medical College, Ernakulam**

Built-up Area: 79,554 m<sup>2</sup> (LG3, G+4) | Project Cost: ₹285.31 Cr



#### **Overbridge across Kollam-Kottappuram National Waterway, Chavara, Kollam**

Project Cost: ₹5.07 Cr



**New Hospital Block - Taluk Hospital, Pathanapuram**  
Built-up Area: 16,034 m<sup>2</sup> (LG + G + 4) | Project Cost: ₹91.88 Cr



**New Hospital Block, Taluk Hospital, Mavelikkara**

Built-up Area: 22,470 m<sup>2</sup> (G+6)  
Project Cost: ₹102.79 Cr



**Taluk Hospital, Kunnamkulam**

The project is designed to be Edge L1 GRIHA Complaint, with a built-up area of 14339 m<sup>2</sup> (LG, G+5) at a Project Cost - ₹76.5 Cr



**Mother & Child Block, Govt. Medical College, Thrissur**

Built-up Area: 47,398 m<sup>2</sup> (LG, G+6)  
Project Cost: ₹279.19 Cr



**Super Specialty Block, Govt. Medical College, Thrissur**

Built-up Area: 39,498 m<sup>2</sup> (LG, G+7)  
Project Cost: ₹169.01 Cr



**MLT Block, Trivandrum Medical College**  
Built-up Area: 4,282 m<sup>2</sup> (G+5)  
Project Cost: ₹20.16 Cr



**New Hospital Block, Taluk Hospital, Chirayinkeezhu**  
Built-up Area: 10,240 m<sup>2</sup> (LG1 + G + 5)  
Project Cost: ₹50.77 Cr

## Muziris Heritage Project



**Muziris Heritage Project**  
Conservation of heritage buildings at Alappuzha and Kodungallur Project Cost: ₹105 Cr

## Muziris Heritage Project



### Muziris Heritage Project

Conservation of heritage buildings at Alappuzha and Kodungallur Project Cost: ₹105 Cr

## School Modernization Projects



Balabhatarakka vilasam GHSS



Maloor GHSS



GHSS Panamattom

### Upgrading Schools as Centres of Excellence

Infrastructure development of 39 schools (35 completed, 4 in progress)  
Project Cost: ₹102 Cr

## Renewable Energy Project



### 2000 kWp Ground-Mounted Solar Power Plant

Installed at the Wind Farm, KSEBL, Kanjikode, Project cost of ₹10 Cr.



### 1500 kWp Ground-Mounted Solar Power Plant

Commissioned at the 110 kV Substation, KSEBL, Nenmara, Project cost of ₹8.25 Cr.



### 2000 kWp Ground-Mounted Solar Power Plant

Installed at KSEBL Pole Cast Yard, Mananthavady, Project cost of ₹10 Cr.



### 1250 kWp Grid-Connected Solar Power System

Installed at INKEL Greens, Malappuram, Project cost of ₹5.47 Cr.



### 250 kWp Rooftop Grid-Connected Solar Power System

Installed at MIV Logistics, Vallarpadam, Project cost of ₹1.42 Cr.

## Treasury



Edavanna- Sub Treasury



Nadavayal Sub Treasury



Mannar Sub Treasury



Muthukulam Sub Treasury

### Treasury Buildings

Completion of 24 sub-treasury buildings across Kerala  
Project Cost: ₹60 Cr

## Rewards and Recognitions



**Excellence celebrated—INKEL teams honoured for project delivery across Kerala.**

**INKEL LIMITED**

CIN: U45209KL2007PLC020471

Door No. 14/812&813, 1<sup>st</sup> Floor, Ajiyal Complex,  
Kakkanad, Cochin, Ernakulam, Kerala - 682030**NOTICE TO THE MEMBERS**

NOTICE is hereby given that the 18<sup>th</sup> Annual General Meeting (AGM) of the members of INKEL Limited (the Company/INKEL) will be held on **Monday, the 14<sup>th</sup> day of July 2025 at 12.00 Noon (IST)** at IMA House, Stadium Link Road, Behind Jawaharlal Nehru International Stadium, Kathrikadavu, Palarivattom PO, Kaloor, Ernakulam, Kerala - 682025, to transact the following businesses.

**ORDINARY BUSINESS**

- 1) To receive, consider and adopt:
  - a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2025 together with the Reports of the Board of Directors and Auditors thereon; and
  - b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2025 together with the Report of the Auditors thereon.
- 2) To declare dividend on equity shares of the Company for the Financial Year ended 31<sup>st</sup> March 2025.
- 3) To appoint a Director in the place of Mr. Varghese Kurian, holding DIN: 01114947, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in the place of Mr. Mohamed Althaf, holding DIN: 06409935, who retires by rotation and being eligible, offers himself for re-appointment

By order of the Board  
For **INKEL Limited**

Place : **Cochin**  
Date : **28.05.2025**

**Baiju T.**  
Company Secretary

2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the Company.**

The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

A member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy form submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. Members may use the Proxy Form as attached in this Annual Report.

3. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorizations to attend and vote on their behalf at the Meeting.
4. Notice of the AGM, the attendance slip, proxy form along with the Annual Report 2024-25 is being sent through permitted mode through electronic mode to those members whose email addresses are registered with the Company. Members may please note that the Notice and Annual Report 2024-25 will also be available on the Company's website, [www.inkel.in](http://www.inkel.in). The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility), [www.evotingindia.com](http://www.evotingindia.com)
5. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, Members are requested to hand over the enclosed attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall where the Annual General Meeting is proposed to be held.

**Notes:**

1. The Statement pursuant to Section 102 of the Companies Act 2013, in respect of the Special business set out in the notice and the details as required under Secretarial Standard in respect of the Directors seeking re-appointment at this Annual General Meeting are annexed hereto.

6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the depository. Hence, members are requested to provide their email address to the Company / the Registrar and Transfer Agent or update the same with their depositories to enable the Company to send the documents in electronic form.
7. All documents referred to in the accompanying Notice and the Statement setting out material facts can be obtained for inspection at the Registered Office of the Company during normal business hours (9.30 AM to 5.30 PM) on all working days except Saturdays, by writing to the Company at its email ID [deptcs@inkel.in](mailto:deptcs@inkel.in) till the date of AGM.
8. Members desirous of getting any information on the Annual Accounts at the AGM, are requested to write to the Company on or before 5.00 PM on 4<sup>th</sup> July 2025, so as to enable the Company to keep the information ready.
9. Route map to the venue of Annual General Meeting is attached herewith.
10. The annual accounts of the subsidiary companies are made available on the website of the Company [www.inkel.in](http://www.inkel.in).
11. The dividend on equity shares as recommended by the Board of Directors of the company, if declared in the Annual General Meeting will be paid to the shareholders whose names appear on the Register of Members / who holds shares as per the details furnished by the Depositories as on **Friday, 6<sup>th</sup> June 2025**, the Record Date as fixed for the purpose of payment of Dividend.
12. Members may note that dividends not encashed or claimed within seven years and 30 days from the date of declaration of the dividend, as per Section 124 read with Section 125 of the Companies Act 2013, will be transferred to the Investor Education and Protection Fund (IEPF) of Government of India.

The Company has transferred the unclaimed dividend for the FY 2016 - 17 to IEPF. Details of the unclaimed/unpaid dividend are also uploaded on the company's website [www.inkel.in](http://www.inkel.in).

Those members who have so far not encashed their dividend warrants for the previous financial years may approach the Company for payment thereof, failing which the same will be transferred to the IEPF on the respective dates mentioned there against.

13. In terms of Section 124(6) of the Companies Act 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended from time to time, members may please note that if the dividends have been unpaid or unclaimed for seven consecutive years or more, the underlying shares shall be transferred to the IEPF Account. Upon transfer of such shares to IEPF Authority, all benefits accruing on such shares shall also be credited to the IEPF Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

| Financial year ended | Date of declaration of dividend | Last date for claiming Unpaid dividend | Due date for transfer to IEPF |
|----------------------|---------------------------------|--|-------------------------------|
| 31.03.2018           | 20.08.2018                      | 26.09.2025                             | 27.09.2025                    |
| 31.03.2019           | 28.12.2019                      | 03.02.2027                             | 04.02.2027                    |
| 31.03.2023           | 19.08.2023                      | 25.09.2030                             | 26.09.2030                    |
| 31.03.2024           | 09.09.2024                      | 16.10.2031                             | 17.10.2031                    |

14. Contact details of the official responsible to address the grievances connected with remote e-voting:

Company Secretary, INKEL Limited,  
Door No. 14/812&813, 1<sup>st</sup> Floor, Ajiyal Complex,  
Kakkanad, Cochin, Ernakulam, Kerala 682030,  
Ph: 0484 2978101/03; email: [deptcs@inkel.in](mailto:deptcs@inkel.in)

#### VOTING THROUGH ELECTRONIC MEANS:

15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
16. Pursuant to Section 112 and Section 113 of the Companies Act 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM and cast their votes through e-voting.
17. M/s. SEP & Associates, Company Secretaries, Ernakulam has been appointed as the Scrutinizer to oversee the voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting and e-voting on the date of the AGM in the presence of

at least 2 (two) witnesses not in employment of the Company and make not later than 2 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Company.

18. The results of voting shall be declared forthwith by the company and the results declared along with the Scrutinizer's Consolidated Report shall be placed on the Company's website ([www.inkel.in](http://www.inkel.in)) and on the website of Central Depository Services Limited (CDSL).

### INSTRUCTIONS FOR E-VOTING

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- 1) The voting period begins **from 09.00 AM (IST) on 10<sup>th</sup> July 2025 and ends at 05.00 PM (IST) on 13<sup>th</sup> July 2025.**

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **7<sup>th</sup> July 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- 3) Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL / NSDL** is given below:

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>   |
| Individual Shareholders holding securities in demat mode with <b>NSDL</b>            | <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

|  |   |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p> |
|--|---|

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL**

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000                   |

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on "Shareholders" module.
- c) Now enter your User ID
  - i) For CDSL: 16 digits beneficiary ID
  - ii) For NSDL: 8 Character DP ID followed by 8

Digits Client ID

- iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

|   |   |
|---|---|
| PAN   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p> |
| Dividend Bank Details<br><b>OR</b><br>Date of Birth | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>                 |

- 2) After entering these details appropriately, click on "SUBMIT" tab.
- 3) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- 4) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided

that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 5) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 6) Click on the EVSN for the relevant INKEL Limited on which you choose to vote.
- 7) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 8) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 9) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 10) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 11) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 12) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 13) There is also an optional provision to upload BR/POA, if any uploaded, which will be made available to scrutinizer for verification.
- 14) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
  - a) Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- e) It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f) Alternatively non-individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [deptcs@inkel.in](mailto:deptcs@inkel.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

- (1) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company / RTA email id**.
- (2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (3) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or the shareholders may send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

by order of the Board  
For **INKEL LIMITED**

Place : **Cochin**  
Date : **28.05.2025**

**Baiju T.**  
Company Secretary

**INFORMATION REQUIRED TO BE FURNISHED UNDER SECRETARIAL STANDARDS - 2 ON GENERAL MEETINGS**

As required under Secretarial Standards - 2, the particulars of Directors who are proposed to be appointed/ re-appointed at this Meeting are given below: -

| Name of Director                                 | <b>Mr. Varghese Kurian<br/>(DIN: 01114947)</b>   | <b>Mr. Mohamed Althaf<br/>(DIN: 06409935)</b>  |
|--|--|--|
| Age  | 63 years   | 57 years   |
| Qualification                                    | Civil Engineer   | LLB  |
| Experience in functional area                    | Over a decade of experience in Business management   | Over a decade of experience in Business management   |
| Directorship in other Companies as on 31.03.2025 | <ol style="list-style-type: none"> <li>1. INKEL Renewable Energy Private Limited</li> <li>2. JVK Motors Private Limited</li> <li>3. SVJ Granites Private Limited</li> <li>4. Lakshmi Paper Industries Private Limited</li> <li>5. VKL Industries Private Limited</li> <li>6. K V Apartments Private Limited</li> <li>7. Maradu Properties Private Limited</li> <li>8. Sandune Properties Private Limited</li> <li>9. VKL Infrastructure Products Private Limited</li> <li>10. VKL Projects India Private Limited</li> <li>11. INKEL - EKK Roads Private Limited</li> <li>12. INKES Trade Centre Limited</li> <li>13. VKL Resorts India Private Limited</li> <li>14. Poothotta Resorts Private Limited</li> <li>15. Tecil Chemical and Hydro Power Limited</li> <li>16. VKL Estates India Private Limited</li> <li>17. Lintex Constructions and Properties Private Limited</li> <li>18. Seethathode Constructions and Properties Private Limited</li> </ol> | <ol style="list-style-type: none"> <li>1. INKEL Renewable Energy Private Limited</li> <li>2. Lulu India Shopping Mall Private Limited</li> <li>3. INKEL - EKK Roads Private Limited</li> <li>4. INKEL Infrastructure Development Projects Limited</li> </ol> |
| Terms & Conditions of appointment                | Detailed in Resolution No. 3   | Detailed in Resolution No. 4   |
| Remuneration                                     | Sitting Fees ₹2,75,000   | Sitting Fees ₹1,50,000   |
| Date of first appointment                        | 22.11.2007   | 30.03.2022   |
| Shareholding                                     | 13,494,697 shares  | 26,67,667 shares   |
| Relationship with other directors                | NA   | NA   |
| No. of Board Meeting attended                    | Held: 4<br>Attended: 4   | Held: 4<br>Attended: 3   |
| Membership / Chairmanship of Committees          | <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee</li> <li>2. Boards' Subcommittee on Legal Matters</li> <li>3. Investment Subcommittee</li> <li>4. Special Subcommittee</li> </ol>  | <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee</li> <li>2. Boards' Subcommittee on Legal Matters</li> <li>3. Investment Subcommittee</li> <li>4. Special Subcommittee</li> </ol>  |

**DIRECTORS' REPORT**

Your Directors are pleased to present the 18<sup>th</sup> Annual Report of the Company, along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2025.

Established in 2007, INKEL Limited is a pioneering Public-Private Partnership (PPP) venture promoted by the Government of Kerala, in collaboration with leading global investors and prominent Indian industrialists. The Company's core objective is to catalyse the development of industrial infrastructure across the State.

Serving as a critical link between the Government of Kerala and the private sector, including public sector banks, institutional investors, and Non-Resident Indian

(NRI) stakeholders, INKEL plays a key role in facilitating large-scale private investment in infrastructure projects. The Company's unique shareholding structure includes over 29% equity held by the Government of Kerala and its Public Sector Undertakings. The remaining shares are held by non-resident Indians (NRIs), financial institutions, prominent technocrats, and industry leaders.

Our core competencies span comprehensive consultancy services, Project Management Consultancy (PMC), and turnkey solutions under the EPC (Engineering, Procurement, and Construction) model. The Company specialises in the civil construction industry and the renewable energy sector, with a strong focus on solar and wind energy projects.

**Financial Highlights**

Table No. 1

(₹ in Lakhs)

| Particulars              | Standalone      |                 |
|--------------------------|-----------------|-----------------|
|                          | 31.03.2025      | 31.03.2024      |
| Revenue from Operations  | 4,855.58        | 6,605.81        |
| Other Income             | 1,668.78        | 1,313.84        |
| Total Income             | <b>6,524.36</b> | <b>7,919.65</b> |
| Total Expenses           | 3,859.50        | 5,843.99        |
| Profit/(Loss) Before Tax | 2,664.86        | 2,075.66        |
| Tax Expense              | 403.84          | 450.96          |
| Profit/(Loss) After Tax  | <b>2,261.02</b> | <b>1,624.70</b> |

The financial highlights of the Subsidiaries / Joint Venture & Associates for the Year 2024-25 are in Table No. 2,

Table No. 2

(₹ in Lakhs)

| Particulars              | IIDPL | INKEL EKK | INKES  | INKID    | INKEL RE | MIV      |
|--------------------------|-------|-----------|--------|----------|----------|----------|
| Revenue from Operations  | -     | 4,514.18  | -      | 1,717.10 | -        | 1,965.41 |
| Other Income             | 5.47  | 610.78    | -      | 234.14   | 0.31     | 56.28    |
| Total Income             | 5.47  | 5,124.96  | -      | 1,951.24 | 0.31     | 2,021.69 |
| Total Expenses           | 2.23  | 4,219.00  | 9.45   | 1,120.85 | 0.82     | 1,890.06 |
| Profit/(Loss) Before Tax | 3.24  | 905.96    | (9.45) | 830.39   | (0.51)   | (439.35) |
| Tax Expense              | -     | 242.15    | -      | 221.37   | 0.02     | 44.40    |
| Profit/(Loss) After Tax  | 3.24  | 663.81    | (9.45) | 609.03   | (0.53)   | (483.75) |

The Consolidated Financial Statements of the Company for the FY 2024-25 are as in Table No 3.

Table No. 3

(₹ in Lakhs)

| Particulars                         | Consolidated     |                  |
|-------------------------------------|------------------|------------------|
|                                     | 31.03.2025       | 31.03.2024       |
| Revenue from Operations             | 11,370.12        | 9,764.45         |
| Other Income                        | 1,017.34         | 1,746.53         |
| Total Income                        | <b>12,387.46</b> | <b>11,510.98</b> |
| Total Expenses                      | 8,953.67         | 7,482.39         |
| Profit/(Loss) Before Tax            | 3,433.79         | 4,028.59         |
| Tax Expense                         | 889.87           | 1000.87          |
| Profit/(Loss) After Tax             | 2,543.92         | 3,027.72         |
| Share of Profit/(Loss) of Associate | (190.74)         | 46.77            |
| Profit/(Loss) for the year          | <b>2,353.17</b>  | <b>3,074.49</b>  |

### Performance & State of Affairs

The Company's annual turnover recorded a marginal decline from ₹79.20 Cr to ₹65.24 Cr, representing a decrease of 17.62%. Despite this, the Profit After Tax (PAT) increased to ₹22.61 Cr, up from ₹16.25 Cr in the previous year, marking a growth of 39.17%. This notable improvement in profitability was primarily driven by the increase in PMC revenue, interest earned and dividend income received from INKEL EKK Roads Private Limited and INKEL KSIDC Projects Limited. The performance of the Company's subsidiaries and associate companies also contributed positively to overall results. The consolidated turnover stood at ₹123.87 Cr

There was no change in the core business activities or the nature of the Company's operations during the financial year under review. As part of its strategic initiative to expand its footprint in the renewable energy sector, INKEL established INKEL Renewable Energy Private Limited, a wholly owned subsidiary of INKEL Infrastructure Development Projects Limited (IIDPL). This entity is currently implementing a hybrid renewable energy project in Palakkad. The 32 MW wind cum solar energy project is expected to be commissioned in the next 18 to 24 months.

### Projects in Pipeline

The Company has formulated projects worth ₹1,025 Cr to be implemented over the next three years. These projects were presented in the recently concluded 'INVEST KERALA' event organized by the Department of Industries, Government of Kerala. The Investment Subcommittee of the Board has also approved the implementation in two phases. As part of the first phase, it is proposed to implement a ₹100 Cr Solar energy project in INKEL GREEN Industrial Park in Malappuram. A Special Purpose Vehicle (SPV), INKEL Green Energy Private Limited, was incorporated as a subsidiary of IIDPL to develop a 23.2 MWp solar energy project at the INKEL Green Industrial Park in Malappuram solely for catering to three private electricity consumers in the State. This company is a Group Captive Power Producer (GCPP), probably the first of its kind in Kerala. With a tariff-based revenue spread over the next 25 years, the company will have a steady income for the entire project period.

### Subsidiaries, Joint Ventures & Associate Companies

The Company has the following Joint Venture (JV) Companies / LLPs, as Subsidiaries and Associates, as of 31<sup>st</sup> March 2025.

| Sl. No. | Name  | Category                |
|---------|---|-------------------------|
| 1       | INKEL KSIDC Projects Limited (INKID)                      | Subsidiary & JV         |
| 2       | INKEL EKK Roads Private Limited (INKEL EKK)               | Subsidiary & JV         |
| 3       | INKES Trade Centre Limited (INKES)                        | Subsidiary & JV         |
| 4       | INKEL Infrastructure Development Projects Limited (IIDPL) | Wholly Owned Subsidiary |
| 5       | INKEL Renewable Energy Private Limited (INKEL RE)         | Subsidiary              |
| 6       | Seguro Foundations & Structures Private Limited (SFS)     | Subsidiary & JV         |
| 7       | MIV Logistics Private Limited (MIV)                       | Associate               |
| 8       | Seguro-INKEL Consortium LLP (SEGURO LLP)                  | Associate               |

Pursuant to Section 129(3) of the Companies Act, 2013 ("Act"), the consolidated financial statements of the Company form part of this Annual Report. Since the financials of Seguro Foundations and Structures Private Limited and the Seguro-INKEL Consortium LLP are not available, they are not consolidated.

INKEL Infrastructure Development Projects Limited (IIDPL), a wholly owned subsidiary of INKEL Limited, holds a 25% equity stake in Calicut Expressway Private Limited (CEPL). The financials of CEPL are not consolidated with the financials of IIDPL.

INKEL Renewable Energy Private Limited (INKEL RE) is the wholly owned subsidiary of IIDPL. The associate company, MIV Logistics Private Limited, had invested 26% equity in Seabird Seaplane Private Limited, which was dissolved pursuant to the order of the NCLT.

A statement containing the salient features of the financial statements of the Company's Subsidiaries /

Associates Companies / Joint Ventures in Form AOC-1 is given as **Annexure 1**. Furthermore, the standalone and consolidated financial statements are available on the Company's website.

### Reserves

The Board of Directors of your company have decided not to transfer any amount to the Reserves for the year under review.

### Dividend

The Board recommended a dividend at the rate of 5.50% (₹0.55 per equity share of ₹10/- each) for the financial year ended on 31<sup>st</sup> March, 2025. Subject to the approval of shareholders, the dividend will be paid on or after 15<sup>th</sup> July 2025 to the shareholders whose names appear on the Register of Members / Beneficial Owners as on 6<sup>th</sup> June 2025, the Record Date as fixed for the purpose of payment of the Dividend.

**Material Changes and Commitments**

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

**Revision of Financial Statement or the Report**

Your Company has not revised its Financial Statement or the Report in respect of any of the three preceding financial years.

**Capital Structure**

The Authorised Capital of the Company is ₹200 Cr, and the issued, subscribed and paid-up share capital of the Company is ₹177.81 Cr. There was no change in the company's capital structure during the financial year under review.

**Credit Rating**

The Company's credit rating improved from 'BB Stable' to 'BBB minus'. The outlook is rated as stable. The ratings were provided by India Ratings and Research (Ind-Ra). This improved credit rating has brightened the prospects of raising low-cost capital from the market for the projects in the pipeline.

**Investor Education and Protection Fund**

In accordance with Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, any dividend amount that remains unclaimed or unpaid for a period of seven years is required to be transferred to the Investor Education and Protection Fund (IEPF), established by the Central Government. Furthermore, as per the said Rules, shares on which the dividend has not been claimed or encashed

for seven consecutive years or more are also required to be transferred to the Investor Education and Protection Fund Authority (IEPFA).

In compliance with these provisions, the Company has transferred an amount of ₹24,823/-, being the unclaimed dividend for the financial year 2016-17, to the IEPF after it remained unpaid for a continuous period of seven years. Details of outstanding dividend accounts and their respective due dates for transfer to the IEPF are provided below:

| Financial year ended | Date of declaration of dividend | Last date for claiming Unpaid dividend | Due date for transfer to IEPF |
|----------------------|---------------------------------|--|-------------------------------|
| 31.03.2018           | 20.08.2018                      | 26.09.2025                             | 27.09.2025                    |
| 31.03.2019           | 28.12.2019                      | 03.02.2027                             | 04.02.2027                    |
| 31.03.2023           | 19.08.2023                      | 25.09.2030                             | 26.09.2030                    |
| 31.03.2024           | 09.09.2024                      | 16.10.2031                             | 17.10.2031                    |

Members are requested to claim the dividend(s) which have remained unclaimed/unpaid by sending a written request to the Company or to the Company's Registrar and Transfer Agent, Integrated Registry Management Services Private Limited.

Members can find the details of the Nodal officer appointed by the company under the provisions of IEPF at the website of the company, [www.inkel.in](http://www.inkel.in)

**Directors & Key Managerial Personnel****Composition of Board**

The Directors are compliant with the applicable provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Board of your Company consisted of the following nine Directors as on 31<sup>st</sup> March 2025.

| Name of Director               | DIN      | Designation / Category |
|--------------------------------|----------|------------------------|
| Mr. P. Rajeeve                 | 09239099 | Non-Executive Chairman |
| Dr. Ellangovan K.              | 05272476 | Managing Director      |
| Mr. S. Harikishore IAS         | 06622304 | Nominee Director       |
| Mr. Varghese Kurian            | 01114947 | Non-Executive Director |
| Mr. C.V. Rappai                | 02011057 | Non-Executive Director |
| Mr. Jayakrishnan Krishna Menon | 02734324 | Non-Executive Director |
| Mr. Mohamed Althaf             | 06409935 | Non-Executive Director |
| Adv. Geethakumary P.S.         | 08087165 | Independent Director   |
| Mr. Jacob Kovoov Ninan         | 01213357 | Independent Director   |

In exercise of the powers conferred under Article 70 of the Articles of Association of the Company, the Government of Kerala has issued Government Order G.O.(Rt) No.518/2024/ID dated, 27.06.2024, nominating Mr. S. Harikishore IAS, holding DIN 06622304, as the Nominee Director to the Board of the Company in lieu of Mr. Suman Billa IAS. Pursuant to the above Government Order, the Board of Directors of the Company, in its meeting held on 2<sup>nd</sup> July 2024, resolved to appoint Mr. S. Harikishore IAS as the Nominee Director on the Board with effect from 2<sup>nd</sup> July 2024.

### **Change in Key Managerial Personnel**

As on 31<sup>st</sup> March 2025, the Company have the following Key Managerial Personnel under Section 203 of the Companies Act, 2013:

- (1) Dr. K. Ellangovan : Managing Director
- (2) CS Baiju Thankayathil : Company Secretary
- (3) CA Riju Thomas : Chief Financial Officer

As recommended by the Nomination and Remuneration Committee, Mr. Riju Thomas, Sr. DGM Finance, who has been discharging the duties of CFO from 23<sup>rd</sup> November 2023, was appointed as Chief Financial Officer by the Board at its meeting held on 2<sup>nd</sup> July 2024.

### **Disqualifications of Directors**

The Company has received declarations from all the Directors to the effect that they are not disqualified from being directors under Section 164 of the Companies Act, 2013.

### **Retirement by Rotation**

Mr. Varghese Kurian, holding DIN: 01114947 and Mr. Mohamed Althaf, holding DIN: 06409935, Directors retire by rotation at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment. The Board recommends their reappointment.

### **Independent Directors**

Mr. Jacob Kovoov Ninan and Adv. Geethakumary P.S. are the Independent Directors of the Company. The Company has received declarations from them confirming that they meet the criteria of independence as prescribed under Section 149 of the Companies Act, 2013 and that they are not aware of any circumstances or situations, existing or reasonably anticipated, that could impair or impact their ability to discharge their duties with objective and independent judgment, free from external influence, and that they remain independent of the management.

Since the initial term of office was set to expire on 29<sup>th</sup> March 2024, and based on the recommendation of the Nomination and Remuneration Committee, the Board, at

its meeting held on 27<sup>th</sup> March 2024, appointed Adv. Geethakumary P. S. as an Additional Director in the category of Independent Director, effective from 29<sup>th</sup> March 2024. Her reappointment as an Independent Director for a period of three years, commencing from 29<sup>th</sup> March 2024, was approved and ratified by the members at the Annual General Meeting held on 9<sup>th</sup> September 2024.

The second-term appointment of Mr. Jacob Kovoov Ninan as an Independent Director for a period of two years, effective from 10<sup>th</sup> November 2022, was approved by the shareholders through a special resolution at the Annual General Meeting (AGM) held on 19<sup>th</sup> August 2023. Based on the recommendation of the Nomination and Remuneration Committee, and considering his experience and contributions during the tenure, the Board recommended, and the members, at the AGM held on 9<sup>th</sup> September 2024 approved, an extension of his appointment, in supersession of the earlier resolution. Accordingly, Mr. Jacob Kovoov Ninan shall continue to hold office as an Independent Director until 9<sup>th</sup> November 2026, thereby completing a second term of four years.

The Independent Directors of the Company had no pecuniary relationships or transactions with the Company, other than sitting fees and reimbursement of expenses, if any, incurred by them for the purpose of attending the Company's meetings. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise, and they hold the highest standards of integrity.

### **Board Meetings**

The Company had conducted four Board meetings during the financial year 2024 - 25, the details are given as follows:

| Sl. No. | Date       | No. of Directors entitled to attend the Meeting | No. of Directors Present |
|---------|------------|---|--------------------------|
| 1       | 02.07.2024 | 8   | 8                        |
| 2       | 01.08.2024 | 9   | 8                        |
| 3       | 04.10.2024 | 9   | 7                        |
| 4       | 29.01.2025 | 9   | 7                        |

The maximum interval between the two meetings did not exceed 120 days. The Board has also passed resolutions by Circulation dated 26.03.2025 and 28.03.2025, taken on record on the date approved by the majority of directors, as per the provisions of Section 175 of the Companies Act, 2013, read with the Rules prescribed thereunder. These circular resolutions were noted at a subsequent meeting of the Board and included in the meeting minutes. Attendances of Directors at the Board Meetings during the year are given below:

| Sl. No. | Name of the Director           | Category of Director   | No. of Board Meetings  |          |
|---------|--------------------------------|------------------------|------------------------|----------|
|         |                                |                        | Held During the tenure | Attended |
| 1       | Mr. P. Rajeeve                 | Non-Executive Chairman | 4                      | 4        |
| 2       | Dr. Ellangovan K.              | Managing Director      | 4                      | 4        |
| 3       | Mr. S. Harikishore IAS         | Nominee Director       | 3                      | 1        |
| 4       | Mr. Jacob Kovoov Ninan         | Independent Director   | 4                      | 4        |
| 5       | Adv. Geethakumary P.S.         | Independent Director   | 4                      | 4        |
| 6       | Mr. C.V. Rappai                | Non-Executive Director | 4                      | 4        |
| 7       | Mr. Varghese Kurian            | Non-Executive Director | 4                      | 4        |
| 8       | Mr. Jayakrishnan Krishna Menon | Non-Executive Director | 4                      | 2        |
| 9       | Mr. Mohamed Althaf             | Non-Executive Director | 4                      | 3        |

### **Committees of the Board**

The Company has seven Board Committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Board's Subcommittee on Legal Matters, Corporate Social Responsibility Committee, Investment Subcommittee and Special Subcommittee. All the committee meeting minutes were presented in the subsequent Board meetings, and the recommendations were discussed in the Board. Details of the committees are as follows.

#### **1. Audit Committee**

The Audit Committee of the Board was established in

accordance with the provisions of Section 177 of the Companies Act, 2013. Two meetings of the Audit Committee were held during the period under review on 21<sup>st</sup> June 2024 (an adjourned meeting was held on 1<sup>st</sup> July 2024) and 3<sup>rd</sup> January 2025. The committee also met on 3<sup>rd</sup> April 2025. The Board has accepted all recommendations of the Audit Committee during the year under review. The Chairman of the Audit Committee was present at the previous Annual General Meeting to answer the shareholders' queries.

The composition of the Committee and category of the Directors, along with their attendance at Audit Committee Meetings for the financial year 2024-25, are given below:

| Sl. No. | Name of the Director   | Category of Director   | Position | No. of Committee Meetings |          |
|---------|------------------------|------------------------|----------|---------------------------|----------|
|         |                        |                        |          | Held during the tenure    | Attended |
| 1       | Mr. Jacob Kovoov Ninan | Independent Director   | Chairman | 2                         | 2        |
| 2       | Mr. C.V. Rappai        | Non-Executive Director | Member   | 2                         | 2        |
| 3       | Adv. Geethakumary P.S. | Independent Director   | Member   | 2                         | 1        |

#### **2. Nomination & Remuneration Committee**

The Nomination and Remuneration Committee was constituted in accordance with the provisions of Section 178 of the Companies Act, 2013, and a meeting of the Committee was held on 6<sup>th</sup> June 2024. The Chairman of

the Nomination and Remuneration Committee was present at the previous Annual General Meeting. The composition of the Committee and category of the Directors, along with their attendance at the Committee Meetings for the financial year 2024-25, are given below:

| Sl. No. | Name of the Director   | Category of Director   | Position | No. of Committee Meetings |          |
|---------|------------------------|------------------------|----------|---------------------------|----------|
|         |                        |                        |          | Held during the tenure    | Attended |
| 1       | Mr. Jacob Kovoov Ninan | Independent Director   | Chairman | 1                         | 1        |
| 2       | Mr. Varghese Kurian    | Non-Executive Director | Member   | 1                         | 1        |
| 3       | Adv. Geethakumary P.S. | Independent Director   | Member   | 1                         | 1        |
| 4       | Mr. Mohamed Althaf     | Non-Executive Director | Member   | 1                         | -        |

#### **3. Stakeholders' Relationship Committee**

The Company had constituted a Stakeholders' Relationship Committee under Section 178 of the Companies Act, 2013, with Mr. C.V. Rappai as Chairman and Adv. Geethakumary P.S. and the

Managing Director of INKEL Limited, as members. The Committee met twice, on 25<sup>th</sup> September 2024 and 19<sup>th</sup> March 2025. The Chairman of the Stakeholders' Relationship Committee was present at the previous Annual General Meeting.

#### 4. Corporate Social Responsibility Committee

The Company had constituted a Corporate Social Responsibility (CSR) Committee under Section 135 of the Companies Act, 2013, with Mr. Jacob Kovoov Ninan as Chairman, Adv. Geethakumary P.S., and Dr. Ellangovan K., as members. The Meetings of the Committee were held on 7<sup>th</sup> May 2024 and 19<sup>th</sup> March 2025.

#### 5. Board's Subcommittee on Legal Matters

The Company had constituted a Board's Subcommittee on Legal Matters on 30<sup>th</sup> March 2022, consisting of Adv. Geethakumary P.S., Chairperson, Dr. Ellangovan K., Managing Director, Mr. Mohamed Althaf, Mr. C.V. Rappai and Mr. Varghese Kurian Directors as members. The Committee met four times on 18.07.2024, 09.08.2024, 27.09.2024 and 22.01.2025 to monitor the progress of all litigations filed by and against INKEL before various legal forums as well as to discuss and decide on the legal recourse required to be taken by the Company on various matters.

#### 6. Investment Subcommittee

The Investment Subcommittee of the Board was constituted on 08.03.2023, comprising Mr. Mohamed Althaf as its Chairman, Mr. Varghese Kurian, Mr. C.V. Rappai, Mr. Jayakrishnan Krishna Menon, Directors, and Dr. Ellangovan K., Managing Director, as members to evaluate and recommend various investment options to the Board. The Committee met on 04.05.2024, 09.12.2024, and 27.03.2025 and assessed multiple business proposals and the way forward for raising capital from the market.

#### 8. Separate Meeting of the Independent Directors

In compliance with Clause VII of Schedule IV of the Companies Act, 2013, a separate meeting of the Company's Independent Directors was held on 29.03.2025, without the presence of non-independent directors and management members. The purpose of the meeting was to review and evaluate the performance of the non-independent directors and the Board as a whole. Both Independent Directors, Adv. Geethakumary P.S. and Mr. Jacob Kovoov Ninan were present and held discussions on matters outlined under Clause VII of Schedule IV of the Companies Act, 2013. The deliberations and observations from the meeting were communicated to the company's Chairman. The resulting recommendations are currently under review and are being implemented.

#### Women Director

The Company is required to appoint a Woman Director as per Section 149(1) of the Companies Act, 2013. The

Company had appointed Adv. Geethakumary P.S., as the Independent Woman Director to the Board of the Company.

#### Policy on Directors' appointment and remuneration

The Company has a Policy relating to the appointment of Directors, payment of managerial remuneration, Directors' qualifications, positive attributes, independence of Directors, and other related matters, as provided under Section 178(3) of the Companies Act, 2013. None of the relatives of directors hold any office or place of profit in the Company.

#### Board Evaluation

The Board has annually evaluated the performance of the Board, its committees and individual Directors. Through Board discussions, the Board assessed its performance with respect to composition, diversity, and effectiveness in working together to achieve objectives. All the Directors are eminent personalities with vast experience in the fields of business, industry, and administration. Their presence on the Board is advantageous and fruitful in making business decisions.

#### Directors' Responsibility Statement

Pursuant to the requirement of Section 134(3)(c) and Section 134 (5) of the Companies Act, 2013 and based on the representations received from the Management, your Directors state that:

- a) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2025, the applicable accounting standards have been followed and there are no material departures from the same;
- 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 an accurate and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2025 and of the profit of the company for the year ended on that date;
- 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; and
- e) The Directors have established proper systems to ensure compliance with the provisions of all applicable laws, and these systems are adequate and operating effectively.

**Internal Financial Controls**

The Company has in place adequate internal financial controls concerning its financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation was observed.

**Public Deposits**

The Company has accepted public deposits in compliance with the provisions of the Companies Act, 2013. The disclosure required under Rule 8 of The Companies (Accounts) Rules, 2014, the details relating to deposits, covered under Chapter V of the Act, are given below:

|   |         |
|---|---------|
| Accepted during the year  | Nil     |
| Remained unpaid or unclaimed as at the end of the year;   | ₹25,000 |
| Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved, at the beginning of the year, maximum during the year and at the end of the year; | Nil     |
| Details of deposits which are not in compliance with the requirements of Chapter V of the Act;  | Nil     |

**Loans, Guarantees or Investments**

The Company has extended Inter-Corporate Loans, Advances, and Guarantees to its subsidiary companies during the year under review. The Company made no investments during the year. Particulars of loans, guarantees or investments are given in the notes to the Financial Statement. The provisions of Section 186 to loans made, guarantees offered, or securities provided do not apply to the Company as it is engaged in the business of providing infrastructural facilities.

**Contracts or Arrangements with Related Parties**

There are no material related-party transactions that are not on an arm's-length basis. Hence, there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013, read with Rule 8(2) of the Companies (Accounts) Rules, 2014. Disclosures of related party transactions are as given in the notes to the Financial Statement. The details in Form AOC 2 are attached as **Annexure 2**.

**Corporate Social Responsibility**

The provisions of Corporate Social Responsibility (CSR) under Section 135 of the Companies Act, 2013, are applicable to the Company during the financial year

2024-25. Accordingly, your company has formulated a CSR Policy, which can be accessed at [www.inkel.in](http://www.inkel.in). The CSR initiatives and activities are aligned with the requirements of Section 135 of the Companies Act, 2013. A brief outline of the Company's CSR policy and the CSR activities undertaken during the year is attached herewith as **Annexure 3**.

**Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

Your Company follows best practices in aspects including energy conservation and technology absorption in its operations. No technology has been imported by the Company during the period. There was no foreign exchange inflow or Outflow, except the dividend payment of ₹86.30 Lakhs during the year under review.

**Risk Management**

The Company has an adequate system for evaluating and mitigating the risks associated with its business, and the elements of risk that threaten the Company's existence are minimal.

**Vigil Mechanism**

A Vigil Mechanism has been established for directors and employees to report genuine concerns, as required under the provisions of Section 177 of the Companies Act, 2013. The Vigilance Mechanism Policy has been uploaded to the company's website.

**Material Orders of Judicial Bodies / Regulators**

No significant and material orders were passed by Courts, Tribunals and other Regulatory Authorities affecting the going concern status of the Company's operations.

**Statutory Auditors**

The shareholders at the 17<sup>th</sup> AGM held on 9<sup>th</sup> September 2024, appointed M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Ernakulam, Firm Registration No. 001488S, as Statutory Auditors of the Company for a period of 5 years, till the conclusion of the 22<sup>nd</sup> AGM.

**Auditor's Reports**

The Auditors' Report on the financial statement of the Company forms part of this Annual Report. The notes on standalone and consolidated financial statements referred to in the Auditors' Report are self-explanatory and do not call for further comments. The Auditor's observations are suitably explained in the notes to the financial statements.

**Reporting of Fraud by Auditors, If any**

There was no fraud in the Company during the financial year ended 31<sup>st</sup> March 2025. This is also supported by the auditors' report for the Company, which states that no fraud was reported during their audit for the financial year ended 31<sup>st</sup> March 2025.

**Secretarial Audit Report**

As required under Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, RVS & Associates, Company Secretaries LLP, was appointed as the Secretarial Auditors for the Financial Year 2024-25.

The Secretarial Audit Report in Form MR-3 is attached as **Annexure 4** to this report, and it does not contain any qualifications, reservations or adverse remarks.

**Secretarial Standards**

The Company had complied with applicable Secretarial standards issued by the Institute of Company Secretaries of India.

**Internal Audit**

M/s. Korah & Korah, Chartered Accountants, Kochi, having Firm Registration No. 006138S, was appointed as the Internal Auditors for the Financial Year 2024-25. The Audit Committee has reviewed the quarterly Internal Audit reports, and the Board has accepted all recommendations of the Audit Committee based on these Internal Audit reports during the year under review.

**Details of Legal Cases**

Several litigations are pending against or by the Company in various legal forums. The chances of these cases causing financial implications for the company in the near future are highly unlikely. Your company's Board of Directors is taking every possible step to protect the interests of shareholders.

**Corporate Insolvency Resolution Process**

No application was initiated by or against the company under the Insolvency and Bankruptcy Code (IBC), 2016, before the National Company Law Tribunal (NCLT) during the year.

**Corporate Action**

The company has implemented all corporate actions within the specified time limit during the year under review.

**Annual Return**

In compliance with Section 92 and Section 134 of the Companies Act, 2013, the Annual Return in the prescribed format is available at [www.inkel.in](http://www.inkel.in).

**Disclosure on Prevention of Sexual Harassment of Women at the Workplace**

The Company maintains a zero-tolerance stance towards sexual harassment in the workplace and has implemented a comprehensive policy to prevent, prohibit, and address sexual harassment. This policy is in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the rules framed thereunder. The policy applies to all employees, including permanent, contract, temporary, and trainee staff.

An Internal Complaints Committee has been constituted to address and resolve any complaints related to sexual harassment. The Board of Directors further confirms that, during the year under review, no complaints were filed under the said Act.

**Cost Records**

The Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

**Particulars of Employees**

During the financial year 2024-25, no employee of the Company received remuneration exceeding the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**General**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review.

- a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b) Issue of shares (including sweat equity shares) to employees of the company under any scheme.
- c) Details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions, along with the reasons thereof.

d) Receipt of any commission by MD / WTD from the Company or for receipt of commission/remuneration from its Holding or subsidiary.

**Acknowledgements**

The Directors express their appreciation for the support and services rendered by the shareholders, the Government of Kerala and its agencies and officials, bankers, business associates and the company's employees.

Your Directors also gratefully acknowledge the shareholders for their support and confidence in your Company.

**For and on behalf of the Board of Directors**

**Dr. Ellangovan K. Jacob Kovoov**

Managing

Director

**Ninan**

Director

Place: **Cochin**

Date: **28.05.2025**

DIN: 05272476

DIN: 01213357

## FORM NO. AOC - 1

Statement containing salient features of the financial statement of Subsidiaries / Associate Companies / Joint Ventures (Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

**Part "A": Subsidiaries**

Information in respect of each subsidiary

(₹ in Lakhs)

| Sl No | Name of the subsidiary                                    | Reporting period Ended | % of share holding | Share capital | Reserves & surplus |
|-------|---|------------------------|--------------------|---------------|--------------------|
| 1     | INKEL KSIDC Projects Limited (INKID)                      | 31.03.2025             | 74.00              | 2,476.14      | 2,137.45           |
| 2     | INKEL EKK Roads Private Limited (INKEL -EKK)              | 31.03.2025             | 72.00              | 2,800.00      | 1,557.70           |
| 3     | INKES Trade Centre Limited (INKES)                        | 31.03.2025             | 74.00              | 500.00        | (116.45)           |
| 4     | INKEL Infrastructure Development Projects Limited (IIDPL) | 31.03.2025             | 100.00             | 1,401.00      | (1415.60)          |
| 5     | INKEL Renewable Energy Private Limited (INKEL RE)         | 31.03.2025             | 100.00*            | 1.00          | (0.08)             |

| Sl No | Name       | Total assets | Total Liabilities | Investments | Turnover | Profit before taxation | Provision for taxation | Profit after taxation | Proposed Dividend |
|-------|------------|--------------|-------------------|-------------|----------|------------------------|------------------------|-----------------------|-------------------|
| 1     | INKID      | 7,471.43     | 7,471.43          | -           | 2831.69  | 895.18                 | 253.73                 | 651.32                | 25%**             |
| 2     | INKEL -EKK | 15,929.47    | 15,929.47         | -           | 5124.96  | 905.96                 | 242.15                 | 663.81                | 25%**             |
| 3     | INKES      | 694.00       | 694.00            | -           | -        | (9.45)                 | -                      | (9.45)                | -                 |
| 4     | IIDPL      | 2770.22      | 2770.22           | 17.88       | 5.47     | 3.24                   | -                      | 3.24                  | -                 |
| 5     | INKEL RE   | 87.45        | 87.45             | -           | 0.31     | (0.51)                 | 0.02                   | (0.53)                | -                 |

\*100% Subsidiary of IIDPL

\*\*Interim dividend paid

Note: Financials of Seguro Foundations and Structures Private Limited is not available

**Part "B": Associates and Joint Ventures**

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

(₹ in Lakhs)

| Name of Associate / Joint Venture (JV)  | MIV Logistics Private Limited  |
|---|--|
| Latest audited Balance Sheet Date   | 31.03.2025   |
| Share of Associate / JV held by the Company on the year end:<br>No:<br>Amount of Investment:<br>Extend of holding:<br>Description of how there is significant influence | 11829714<br>1182.97<br>39.43%<br>Controls more than 20% of the total share capital |
| Reason why Associate / Joint Venture is not consolidated  | NA   |
| Net worth attributable to shareholding as per latest audited Balance Sheet  | 1938.73  |
| Profit / Loss for the year<br>a. Considered in consolidation before tax<br>b. Not considered in consolidation   | (439.35)<br>-  |

**Note:**

- Financials of SEGURO INKEL Consortium LLP is not available.
- Information in respect of following Joint Ventures, (1) INKEL KSIDC Projects Limited (2) INKEL EKK Roads Private Limited and (3) INKES Trade Centre Limited were reported as subsidiaries
- Names of subsidiaries / associates which are yet to commence operations: NIL
- Names of subsidiaries/ associate which have been liquidated or sold during the year: NIL

For and on behalf of the Board of Directors

Place: **Cochin**  
Date: **28.05.2025**

**Dr. Ellangovan K.**  
Managing Director  
DIN: 05272476

**Jacob Kovoov Ninan**  
Director  
DIN: 01213357

## 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)

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.

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

There were no contracts, arrangements or transactions entered into during the year ended 31<sup>st</sup> March 2025, which were not at arm's length basis.

**Details of material contracts or arrangement or transactions at arm's length basis:**

There were no material contracts or arrangements or transactions entered into during the year ended 31<sup>st</sup> March 2025, as required to be reported under Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014. Other related party transactions under Section 188 are as follows.

(₹ in lakhs)

| Sl No | Name(s) of the related party & Nature of relationship                     | Duration of contracts / arrangements/ transactions | Nature of contracts/ arrangements/ transactions | Salient terms including Value, if any* | Date(s) of approval by the Board if any: | Amount paid as advances, if any |
|-------|---|--|---|--|--|---------------------------------|
| 1     | INKEL EKK Roads Private Limited<br>(Subsidiary Company)                   | Ongoing/<br>FY 2024-25                             | Guarantee Commission                            | 119.47                                 | 29.06.2022<br>08.03.2023                 | -                               |
|       |   |  | Project Consultancy                             | 132.20                                 | 02.07.2024                               | -                               |
|       |   |  | Sharing of Expenses                             | 31.14                                  | 08.03.2023                               | -                               |
|       |   |  | Operation & Maintenance                         | 197.31                                 | 02.07.2024                               | -                               |
|       |   |  | Interest on ICL                                 | 366.49                                 | 29.06.2022                               | -                               |
| 2     | MIV Logistics Private Limited<br>(Associate Company)                      | Ongoing/<br>FY 2024-25                             | Guarantee Commission                            | 6.16                                   | 29.06.2022                               | -                               |
|       |   |  | Sharing of Expenses                             | 10.43                                  | 08.03.2023                               | -                               |
|       |   |  | Solar projects                                  | 88.00                                  | 28.05.2025                               | -                               |
| 3     | INKEL KSIDC Projects Limited<br>(Subsidiary Company)                      | Ongoing/<br>FY 2024-25                             | Project Consultancy                             | 8.41                                   | 02.07.2024                               | -                               |
|       |   |  | Sharing of Expenses                             | 20.80                                  | 08.03.2023                               | -                               |
|       |   |  | Solar projects                                  | 104.84                                 | 29.01.2025                               | -                               |
| 4     | INKEL Renewable Energy Private Limited<br>(Subsidiary of IIDPL)           | Ongoing/<br>FY 2024-25                             | Interest on ICL                                 | 7.18                                   | 19.08.2023                               | -                               |
|       |   |  | Sharing of Expenses                             | 3.72                                   | 02.07.2024                               | -                               |
| 5     | INKES Trade Centre Limited<br>(Subsidiary Company)                        | Ongoing/<br>FY 2024-25                             | Interest on ICL                                 | 1.91                                   | 27.03.2024                               | -                               |
|       |   |  | Sharing of Expenses                             | 0.05                                   | 27.03.2024                               | -                               |
| 6     | INKEL Infrastructure Development Projects Limited<br>(Subsidiary Company) | Ongoing/<br>FY 2024-25                             | Solar projects                                  | 177.68                                 | 29.01.2025                               | -                               |

\*Salient terms of the contracts or arrangements / transactions including the Value, if any

For and on behalf of the Board of Directors

Place: **Cochin**  
Date: **28.05.2025**

**Dr. Ellangovan K.**  
Managing Director  
DIN: 05272476

**Jacob Kovoov Ninan**  
Director  
DIN: 01213357

**ANNUAL REPORT CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company undertook Corporate Social Responsibility (CSR) activities in accordance with the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (CSR Rules). The annual report on CSR Activities are as follows:

1. Brief outline of the company's CSR Policy: The CSR Policy of the Company has been formulated and adopted in terms of Section 135 of the Companies Act, 2013 and the Rules made thereunder. The Company undertook CSR activities as specified in Schedule VII to the Companies Act, 2013. The Company decided to give prominence to CSR efforts such as Education, Healthcare, Promotion of Sports, Rural Development etc. or such activities specified in Schedule VII of the Companies Act, 2013.
2. The Composition of the CSR Committee: Since the CSR obligation does not exceed ₹50 Lakhs, the

requirement for constitution of the CSR Committee was not be applicable for the company for the financial year 2024-25.

The Board had voluntarily constituted a CSR Committee with Mr. Jacob Kovoov Ninan as Chairman, Dr. Ellangovan K. and Adv. Geethakumary P.S., as members. Meeting of the Committee was held on 07.05.2024 and on 19.03.2025.

3. Web-link(s) where the Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the company, [www.inkel.in](http://www.inkel.in)
4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of Rule 8, if applicable: The impact assessment is not applicable for the company for the financial year ended 31<sup>st</sup> March 2025.

## 5. CSR obligation:

(₹ in lakhs)

|   |        |
|---|--------|
| (a) Average net profit of the company u/s 135(5)  | 952.06 |
| (b) Two percent of average net profit of the company u/s 135(5)   | 19.04  |
| (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years | -      |
| (d) Amount required to be set-off for the financial year, if any  | -      |
| (e) Total CSR obligation for the financial year [(b)+(c)-(d)]   | 19.04  |

## 6. Amount spent on CSR

(₹ in lakhs)

|  |   |
|--|---|
| (a) Amount spent on CSR Projects (Ongoing Project & other than Ongoing Project)                      | 19.04   |
| (b) Amount spent in administrative overheads   | -   |
| (c) Amount spent on Impact Assessment, if applicable   | -   |
| (d) Total amount spent for the Financial Year [(a)+(b)+(c)]  | 19.04   |
| (e) CSR amount spent or unspent for the Financial Year   |   |
| Total amount spent   | Amount unspent  |
|  | Total amount transferred to Unspent CSR Account u/s 135(6)  |
|  | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) |
|  | Amount  |
|  | Date of transfer  |
| 19.04  | Nil   |
|  | NA  |
|  | NA  |
|  | NIL   |
|  | NA  |
| (f) Excess amount for set-off, if any  |   |
| (i) Two percent of average net profit u/s 135(5)   | 19.04   |
| (ii) Total amount spent for the Financial Year   | 19.04   |
| (iii) Excess amount spent for the Financial Year [(ii)-(i)]  | -   |
| (iv) Surplus arising out of the CSR projects or programmes or activities of the previous FYs, if any | -   |
| (v) Amount available for set off in succeeding Financial Years [(iii)-(iv)]                          | -   |

7. Details of Unspent CSR amount for the preceding three Financial Years: NIL

sub-section (5) of Section 135.: NA

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: No

**For and on behalf of the Board of Directors**

**Dr. Ellangovan K. Jacob Kovoov**  
Managing Director

**Ninan**  
Director

Place: **Cochin**  
Date: **28.05.2025**

DIN: 05272476

DIN: 01213357

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**FORM MR - 3**

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

To,  
The Members,  
INKEL Limited,  
Door No.14/812 & 813, 1<sup>st</sup> Floor,  
Ajiyal Complex, Kakkanad,  
Ernakulam, Kerala, India, 682 030

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by INKEL Limited having CIN U45209KL2007PLC020471 (hereinafter called the Company) for the financial year ended on 31<sup>st</sup> March, 2025. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025 complied with the statutory provisions listed hereunder and proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by INKEL LIMITED for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder – not applicable as the Company is an unlisted public company;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder – the Company has dematerialized its share certificates and has appointed Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bengaluru – 560 003 as Registrar

and Transfer Agents to comply with the provisions of the Act;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – as per the information provided by the Company there was no Foreign Direct Investment in the Company during the year and the Company has not made any Overseas Direct Investment and also had not availed External Commercial Borrowings during the year under review;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.; and
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

- (h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Compliance of the provisions of the above-mentioned Statutes are not applicable for the Company during the year under review, as the Company is an unlisted public company.

(vi) I have also examined compliance with the applicable clauses of:-

(a) Secretarial Standards issued by the Institute of Company Secretaries of India and report that the Company has complied with the said Standards;

(b) The Listing Agreements entered into by the Company with Stock Exchanges – not applicable as the Company is an unlisted public company.

(vii) I have relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for the compliance of the following laws applicable specifically to the Company:

1. Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996
2. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Central Rules, 1998.
3. The Building and Other Construction Workers' Welfare Cess Act, 1996.
4. Building and Other Construction Workers Welfare Cess Rules, 1998.
5. The Building and Other Construction Workers (RE & CS) Kerala Rules, 1998.
6. The Kerala Building & Other Construction Workers' Welfare Cess Rules.

(viii) The Company has also identified and informed me that the following Environmental Laws are specifically applicable to the Company viz: -

1. Environment Protection Act, 1986 and rules made thereunder;
2. Water (Prevention and Control of Pollution) Act, 1974 and rules made thereunder;
3. Air (Prevention and Control of Pollution) Act, 1981 and rules made thereunder;
4. Noise Pollution (Regulation and Control) Rules, 2000; and

5. The Hazardous Wastes (Management Handling and Trans boundary Movement) Rules, 2008.

For the purpose of examining the adequacy of compliances with respect to the above-mentioned Legislations, reliance has been placed on information/records produced by the Company during the course of audit and the Management Representation Letter issued by the management of the Company and the reporting is limited to that extent and based on that I am of the opinion that the Company has generally complied with the above-mentioned Laws.

Based on the aforesaid information provided by the Company, I report that during the financial year under report, the Company has complied with the provisions of the above-mentioned Acts, Rules, Regulations, Guidelines, Standards, etc., mentioned above and we have not found material observation or instance of non-compliance in respect of the same.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

*Adequate notice was given to all Directors about scheduled Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, except in certain cases and a reasonable system exists for Board Members for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.*

Based on the representation made by the Company and its Officers explaining to us in respect of internal systems and mechanisms established by the Company which ensures compliances of other, Laws and Regulations applicable to the Company, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that the compliance by the Company of the financial laws like direct and indirect tax laws and various labour laws has not been reviewed in this audit, since they do not come under the scope of this audit. However, based on the information received and records maintained by the Company and on their examination, I report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with general laws like environmental laws, rules, regulations and guidelines.

I further report that during the audit period, as per the information provided by the Company, the Company has repaid all the deposits accepted by it apart from the deposit pertaining to one deposit holder as he was not traceable.

I further report that based on the review of the compliance mechanism established by the Company and on the basis of Compliance certificate(s) issued by various departments and taken on record by the Board of Directors at their meetings, I am of the opinion that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with my letter of even date which is annexed as **Annexure-1** and forms an integral part of this report.

**For RVS & Associates, Company Secretaries LLP**

**Rakesh R.**  
Designated Partner  
M No.: FCS – 18717  
C.P. No.: 10574  
UDIN: A018717G000482422  
PR No.: 4358/2023

Place: **Trivandrum**  
Date: **28.05.2025**

## ANNEXURE I

To  
The Members,  
INKEL Limited,  
Door No.14/812 & 813, 1<sup>st</sup> Floor,  
Ajjiyal Complex, Kakkanad,  
Ernakulam, Kerala, India, 682 030

## AUDITOR'S RESPONSIBILITY

Based on audit, my responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I have conducted the audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and

practices, I have followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for which we relied on the report of statutory auditor.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For RVS & Associates, Company Secretaries LLP**

**Rakesh R.**  
Designated Partner  
M No.: FCS – 18717  
C.P. No.: 10574  
UDIN: A018717G000482422  
PR No.: 4358/2023

Place: **Trivandrum**  
Date: **28.05.2025**

## INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF INKEL LIMITED,**

**REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS**

**OPINION:**

We have audited the standalone financial statements of INKEL LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2025 and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act 2013 in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2025 and its profit and its cash flows for the year ended on that date.

**BASIS FOR OPINION:**

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

**EMPHASIS OF MATTER:**

We draw attention to the following notes forming part of standalone financial statements:

- i. Note No. 2.12.2 as per which, INKEL INFRASTRUCTURE DEVELOPMENT PROJECTS LIMITED (IIDPL), a 100 % subsidiary of INKEL LIMITED had an accumulated loss of ₹1415.60 lakhs as at 31.03.2025, and accordingly the net worth of IIDPL got fully eroded. For reasons stated in the note referred above, the diminution in the value of investments in IIDPL is considered as temporary in nature. Accordingly, the investment is shown at cost in accordance with Accounting Standard 13 on Investments.
- ii. Note No. 2.12.5, where in it is stated that the profit/loss of SEGURO –INKEL consortium LLP, a limited liability partnership constituted by INKEL Ltd and M/s Seguro Foundations and Structures Private Limited (SFS) as designated partners, is not considered in the preparation of the standalone financial statements since the financial statements of the said LLP has not been drawn and audited for the reasons stated in the referred note.
- iii. Note No. 2.32.1, where in it is stated that the acquisition of 65% equity shares of M/s Seguro Foundations and Structures Private Limited on 01-12-2017 took place at exorbitant price as a result of misrepresentation and suppression of information by the former management of the SFS and that on the basis of an enquiry report of a committee constituted by the Board of INKEL Ltd and a forensic audit report by an independent firm of chartered accountants, the Board declared the investment in SFS as the outcome of fraud committed by the former management of SFS.
- iv. Note No. 2.32.3, where in it is stated that:
  - a) An investment of ₹370 lakh by INKEL Ltd in equity shares of its subsidiary company M/s INKES Trade centre (P) Ltd, though undergone partial diminution in its value due to the erosion in net worth of subsidiary and the same is considered as temporary and has not been provided for, for the reasons stated in the referred note.
  - b) Another investment of ₹1,182.97 lakh in equity shares of an associate company M/s. MIV Logistics Private Limited has also undergone diminution in value due to erosion in net worth of the investee, but the diminution has not been provided for, for the reasons stated in the referred note.
- v. Note No. 2.16.1 wherein it is stated that the balances given under Trade Receivable other than amounts receivable from subsidiary companies and associates are subject to confirmation of balances by the respective parties.
- vi. Note No. 2.18.1 where in it is stated that the balances given under short term loans and advances other than advances to subsidiary companies and associates are subject to confirmation of balances by the respective parties.

vii. Referring to para v and vi above, there is deficiency in complying with the requirement of obtaining external confirmations, independent confirmations, etc. to ensure the reliability of financial information, in accordance with SA 505.

viii. Note No.2.35 explaining certain Legal cases involving ₹82.36 lakhs involving the Company as a party in cases related to its subsidiary Seguro Foundations and Structures Private Limited and Seguro Inkel Consortium LLP wherein the company is a majority partner, for which the outcome and potential financial impact cannot be reasonably estimated. Though the company is not the primary accused, it is one of the defendants in certain legal cases with claims for the recovery of money pending before various forums. Management holds the view that those claims are not tenable against the Company; however, due to the inherent uncertainties involved, the contingent liability cannot be quantified now

Our opinion is not modified in respect of these matters.

#### **Information Other than the Standalone 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 Director's Report including Annexure to the Director's Report in the Annual Report of the Company for the financial year 2024-25, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other Information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as per applicable laws and regulations.

#### **Responsibility of Management and Those Charged with Governance for the Standalone Financial Statements:**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and

cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements:**

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

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 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 financial statements including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 in the 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 Companies Act, 2013, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder;
  - e) On the basis of the written representations received from the directors as on 31st March, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 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 control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.35 to the Standalone Financial Statements;

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring the amounts, required to be transferred to the Investor Education and Protection Fund (IEPF) by the company;
- iv. a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 person 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 by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, 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 by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c. Based on the audit procedures that has 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), as provided under (a) and (b) above, contain any material misstatement.
- v. The dividend declared and paid during the year is in accordance with Section 123 of the Act to the extent it applies to the declaration of dividend. Further as stated in Note 2.2.1 to the standalone financial statements, the Board of Directors of the company has proposed final dividend for the year, which is subject to approval of the members at the ensuing Annual General Meeting.
- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with or disabled, and the audit trail has been preserved by the Company as per statutory requirements for record retention.

**For Krishnamoorthy and Krishnamoorthy**  
Chartered Accountants (FRN: 001488S)

CA K T Mohanan  
Partner

M. No: 201484

Place: Cochin – 16

Date: 28.05.2025

UDIN: 25201484BMHYRM1490

**"ANNEXURE A" REFERRED TO IN PARAGRAPH 2 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF INKEL LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025**

**1. In respect of the Company's Property, Plant and Equipment and Intangible Assets:**

a) (A) According to the information and explanation given to us and the records produced to us for our verification, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress

(B) According to the information and explanation given to us, the Company has maintained proper records showing full particulars of intangible assets.

b) We are informed that Property, Plant and Equipment have been physically verified by the management at reasonable intervals and that no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable and the process of physical verification is to be improved.

c) According to the information and explanation given to us and the records of the Company examined by us, the title deeds of the immovable property of the company are held in the name of the Company.

***It is explained to us that the title deed of 213.31 Ares of land at Piravom with a book value of ₹4.56 Cr is in the custody of Federal Bank Limited. No confirmation is received from Federal Bank as to the holding of the title deeds.***

- d) The Company has not revalued any of its Property, Plant and Equipment and Intangible assets during the year
- e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

## 2. In respect of the Company's Inventories:

- a) According to the information and explanations given to us and the records of the Company examined by us, the inventory has been physically

verified by the management at reasonable intervals. In our opinion, the frequency of verification is a reasonable. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.

- b) According to the information and explanations given to us, the Company has no sanctioned working capital limits in excess of ₹5 crores, in aggregate, during the year, from banks on the basis of security of current assets.

## 3. In respect of Investments made, guarantees provided, security given, loans and advances in the nature of loans:

- a) According to the information and explanation given to us, during the year the Company has provided loans and stood guarantee to the Companies, Limited Liability Partnerships or any other parties as follows:

(₹ in lakhs)

| Particulars  | Guarantees | Security | Loans  | Advances in the nature of loans |
|--|------------|----------|--------|---------------------------------|
| Aggregate amount granted/ provided during the year                               |            |          |        |                                 |
| - Subsidiary Companies   | -          | -        | 5.62   | 690.00                          |
| - Subsidiary Entities  | -          | -        | -      | -                               |
| - Associates   | -          | -        | -      | -                               |
| - Others   | -          | -        | -      | -                               |
| Balance Outstanding as at the balance sheet date with respect of the above cases |            |          |        |                                 |
| - Subsidiary Companies   | 18200.00   | -        | 101.53 | 2575.65                         |
| - Subsidiary entities  | -          | -        | -      | 271.84                          |
| - Associates   | 200.00     | -        | -      | -                               |
| - Others   | 934.87     | -        | -      | -                               |

- b) In our opinion and according to the information and explanations given to us, investments made, guarantees provided and securities given are, prima facie, not prejudicial to the interest of the Company except for the waiver of interest on intercorporate loans given by the company to its subsidiaries namely IIDPL and INKES, considering their financial position.
- c) As per the information and explanations given to us and the records of the Company examined by us, the terms do not stipulate any repayment schedule and the principal and interest are repayable on demand and hence we do not offer any comments regarding regularity of repayments.
- d) As per the information and explanations given to

us and the records of the Company examined by us and read with our comments in (c) above, there are no overdue amounts in respect of such loans.

- e) As per the information and explanations given to us and the records of the Company examined by us, no loans or advances in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing given to the same parties.
- f) As per the information and explanations given to us and the records of the Company examined by us, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, except,

(₹ in lakhs)

| Type of Borrower                                   | Amount of loan or advance in the nature of loan outstanding | Percentage of the total Loans and Advances in the nature of loans |
|--|---|---|
| i) Related Parties                                 |   |   |
| -INKEL Infrastructure Development Projects Limited | 2575.65   | 87.34%  |
| -Seguro Inkel Consortium LLP                       | 271.84  | 9.22%   |
| -INKES Trade Centre Limited                        | 21.57   | 0.73%   |
| -INKEL Renewable Energy Pvt Ltd.                   | 79.96   | 2.71%   |

**4. In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with:**

According to the information and explanations given to us and the records of the Company examined by us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act in respect of the loans granted, investments made, guarantees given and security provided by the Company, to the extent applicable to the Company.

**5. In respect of deposits accepted or accepted amounts which are deemed to be deposit, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, and the nature of contravention if any:**

According to the information and explanations given to us, the records of the Company examined by us and the confirmation received from the Registrar for the deposit scheme engaged by the company, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder in accepting deposits from the public during the year.

**6. In respect of maintenance of cost records has been specified by the Central Government under**

**section 148(1) of the Companies Act, 2013 and whether or not such accounts and records have been so made and maintained.**

The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the Company.

**7. In respect of statutory dues:**

a) As per the information and explanations given to us and according to our examination of the records of the Company, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Cess and other statutory dues as applicable to the Company to the appropriate authorities during the year, except for Labour Welfare Fund Karnataka (LWF). There are no arrears of undisputed statutory dues outstanding at the last day of the financial year for a period of more than six months from the date on which they became payable except for Labour Welfare Fund Karnataka (LWF) amounting to ₹ 8.44 lakhs.

b) According to the information and explanations given to us and the records of the Company examined by us, the Company has no dues of Income Tax, Service Tax, Goods and Service Tax, or Value Added Tax that have not been deposited on account of any dispute, except for the following:

(₹ in lakhs)

| Name of Statute      | Nature of Dues  | Amount* | Period to which relates | From where dispute is pending |
|----------------------|---|---------|-------------------------|-------------------------------|
| Income Tax Act, 1961 | Income tax demand on account of differential treatment of Business Income as Capital Gains. | 49.68   | AY 2018-19              | First Appellate Authority     |
| Income Tax Act, 1961 | Income tax demand on account of disallowance of expenses and deductions.                    | 44.00   | AY 2020-21              | First Appellate Authority     |

**8. Whether any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), if so, whether the previously unrecorded income has been properly recorded in the books of account during the year:**

According to the information and explanations given to us and the records of the Company examined by us, there are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

**9. In respect of company defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender:**

- a) According to the information and explanations given to us and the records of the Company examined by us and there is default in repayment of the loan instalment due on 31st March 2021 to Kerala Industrial Infrastructure Development Corporation (KINFRA), of Rs. 300.00 lakh. Other than that, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank, Government or dues to debenture holders.
- b) According to the information and explanations given to us, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or government authority.

| Nature of funds taken | Details of lender entity     | Amount involved (in lakhs) | Nature of transactions for which funds utilised | Relation   |
|-----------------------|------------------------------|----------------------------|---|------------|
| Inter-corporate loans | INKEL-EKK Roads Private Ltd. | 2583.40                    | Inter-corporate loans                           | Subsidiary |

- f) As per the information and explanations given to us and the records of the Company examined by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or jointly controlled entities.

**10. In respect of moneys raised by way of initial public offer or further public offer (including debt instruments) were applied for the purposes for which those are raised and the preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. If not, providing the details:**

- a) According to the information and explanations given to us and the records of the Company examined by us, no money has been raised by way of initial public offer or further public offer (including debt instruments) by the Company have been applied for the purpose for which the loan was obtained.
- b) According to the information and explanations given to us and based on the examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year

**11. In respect of reporting on Fraud:**

- a) During the course of our examination of the books and records of the Company carried out in

- c) According to the information and explanations given to us, the company has not obtained any term loans. Accordingly, requirement to report on clause 3(ix)(c) of the Order is not applicable.
- d) According to the information and explanations given to us, and the procedures performed by us and on an overall examination of the Standalone Financial Statements of the Company, we report that, prima facie, no funds raised on short term basis have been used by the Company for long-term purposes.
- e) According to the information and explanations given to us and on an overall examination of the Standalone Financial Statements of the Company, we report that the Company has taken funds from following entity to meet the obligations of its wholly owned subsidiary as per the details below:

accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the Company noticed or reported during the year, nor have been informed of any such case by the Management.

- b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 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, during the year and up to the date of this report.

- c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.

**12. In respect of reporting on Nidhi Company:**

The Company is not a Nidhi company. Accordingly, the reporting requirements under clause (xii) of paragraph 3 of the Order are not applicable.

**13. Reporting on Related Party Transactions:**

According to the information and explanations given to us and the records of the Company examined by us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in Note 2.31 to the standalone financial statements as required by the applicable accounting standards.

**14. Reporting on Internal Audit:**

- a) The Company has an internal audit system commensurate with the size and nature of its business.
- b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

**15. Reporting on non-cash transactions with Directors:**

According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non-cash transactions with directors or persons connected with the directors. Accordingly, the reporting requirement under clause (xv) of paragraph 3 of the Order is not applicable.

**16. In respect of company's required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained:**

According to the information and explanations given to us and the records of the Company examined by us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting requirement under clause (xvi) of paragraph 3 of the Order is not applicable.

**17. In respect of reporting of cash losses:**

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

**18. Reporting on Auditors Resignation:**

There has been no resignation of the statutory auditors during the year. However, the statutory auditor appointed to fill the casual vacancy of previous year has not been reappointed during the current year.

**19. Reporting on Financial Position:**

On the basis of the financial ratios disclosed in Note 2.33 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of 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 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.

**20. Reporting on CSR Compliance:**

There was no unspent amount in relation to any project other than ongoing project to be transferred to Fund specified under schedule VII as per second proviso to section 135(5) or unspent amount to be transferred to specified account as per section 135(6) since the company has spent the entire amount of Rs. 2.86 lakh that was to be spent under section 135 of The Companies Act, 2013 during the year.

**For Krishnamoorthy and Krishnamoorthy**  
Chartered Accountants (FRN: 001488S)

CA K T Mohanan  
Partner

Place: Cochin – 16

M. No: 201484

Date: 28.05.2025

UDIN: 25201484BMHYRM1490

**“ANNEXURE B” REFERRED TO IN PARAGRAPH 1(f) UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF INKEL LIMITED FOR THE YEAR ENDED 31st MARCH 2025****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial control systems with reference to standalone financial statements reporting of INKEL Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to standalone financial statements 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 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 systems with reference to standalone financial statements reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls system with reference to financial statements reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### **Meaning of Internal Financial Controls with reference to Financial Statements reporting**

A company's internal financial controls system with reference to financial statements reporting is a process

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

#### **Inherent Limitations of Internal Financial Controls with reference to Financial Statements reporting**

Because of the inherent limitations of internal financial controls system with reference to financial statements reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls system with reference to financial statements reporting to future periods are subject to the risk that the internal financial controls system with reference to financial statements reporting 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, an adequate internal financial controls system with reference to financial statements reporting and such internal financial controls system with reference to financial statements reporting were operating effectively as at 31st March, 2025, based on the internal control with reference to financial statements 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 Krishnamoorthy and Krishnamoorthy**  
Chartered Accountants (FRN: 001488S)

CA K T Mohanan  
Partner

Place: Cochin – 16

M. No: 201484

Date: 28.05.2025

UDIN: 25201484BMHYRM1490

**INKEL LIMITED**

CIN: U45209KL2007PLC020471

Door No. 14/812 &amp; 813 - 1st Floor, Ajijal Complex, Kakkanad, Kochi – 682030

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2025**

(₹ In Lakh)

| Particulars  | Note No. | As at 31.03.2025 | As at 31.03.2024 |
|--|----------|------------------|------------------|
| <b>I. EQUITY AND LIABILITIES</b>   |          |                  |                  |
| <b>(1) Shareholders' Funds</b>   |          |                  |                  |
| (a) Share Capital  | 2.1      | 17,781.43        | 17,781.43        |
| (b) Reserves and Surplus   | 2.2      | 5,761.82         | 3,500.80         |
| <b>(2) Non - Current Liabilities</b>   |          |                  |                  |
| (a) Long - Term Borrowings   |          | -                | -                |
| (b) Deferred Tax Liabilities (Net)   | 2.3      | -                | 14.64            |
| (c) Other Long-Term Liabilities  | 2.4      | 3.48             | 12.50            |
| (d) Long - Term Provisions   | 2.5      | 165.91           | 173.90           |
| <b>(3) Current Liabilities</b>   |          |                  |                  |
| (a) Short Term Borrowings  | 2.6      | 2,883.40         | 4,802.00         |
| (b) Trade Payables: -  | 2.7      |                  |                  |
| i. Total outstanding dues of micro enterprises and small enterprises;                      |          | 228.69           | -                |
| ii. Total outstanding dues of creditors other than micro enterprises and small enterprises |          | 1,433.00         | 2,708.75         |
| (c) Other Current Liabilities  | 2.8      | 4,687.32         | 5,351.45         |
| (d) Short - Term Provisions  | 2.9      | 735.22           | 801.37           |
| <b>TOTAL</b>   |          | <b>33,680.26</b> | <b>35,146.84</b> |
| <b>II. ASSETS</b>  |          |                  |                  |
| <b>(1) Non - Current Assets</b>  |          |                  |                  |
| (a) Property, Plant and Equipment and intangible Assets                                    |          |                  |                  |
| i. Property, Plant and Equipment   | 2.10     | 3,982.01         | 4,387.87         |
| ii. Intangible Assets  | 2.10     | 17.95            | 15.75            |
| iii. Capital Work in Progress  | 2.11     | -                | 4.34             |
| (b) Non - Current Investments  | 2.12     | 8,266.71         | 8,266.71         |
| (c) Deferred Tax Assets (Net)  | 2.03     | 193.57           | -                |
| (d) Long - Term Loans and Advances   | 2.13     | -                | 327.42           |
| (e) Other Non - Current Assets   | 2.14     | 4,777.58         | 5,302.62         |
| <b>(2) Current Assets</b>  |          |                  |                  |
| (a) Inventories  | 2.15     | 8.27             | 1.21             |
| (b) Trade Receivables  | 2.16     | 8,650.49         | 8,593.28         |
| (c) Cash and Cash Equivalents  | 2.17     | 713.14           | 2,918.02         |
| (d) Short - Term Loans and Advances  | 2.18     | 3,152.40         | 3,105.20         |
| (e) Other Current Assets   | 2.19     | 3,918.13         | 2,224.41         |
| <b>TOTAL</b>   |          | <b>33,680.26</b> | <b>35,146.84</b> |

Significant Accounting Policies and Notes to Accounts

1 &amp; 2

The Accompanying Notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

As per our separate report of even date attached

**Dr. K Ellangovan**  
Managing Director  
DIN: 05272476

**Jacob Kovoov Ninan**  
Director  
DIN: 01213357

**For Krishnamoorthy & Krishnamoorthy**  
Chartered Accountants  
FRN: 001488S

**Baiju T**  
Company Secretary

**Riju Thomas**  
Chief Financial Officer

**CA. K T Mohanan**  
Partner  
Membership No.: 201484  
UDIN: 25201484BMHYRM1490

Place: Kochi  
Date: 28/05/2025

**INKEL LIMITED**

CIN: U45209KL2007PLC020471

Door No. 14/812 &amp; 813 - 1st Floor, Ajjyal Complex, Kakkannad, Kochi – 682030

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025**

(₹ In Lakh)

| Particulars   | Note No. | For the year ended |                 |
|---|----------|--------------------|-----------------|
|   |          | 31.03.2025         | 31.03.2024      |
| <b>Income</b>   |          |                    |                 |
| I. Revenue from Operations  | 2.20     | 4,855.58           | 6,605.81        |
| II. Other Income  | 2.21     | 1,668.78           | 1,313.84        |
| <b>III. Total Income (I+II)</b>   |          | <b>6,524.35</b>    | <b>7,919.65</b> |
| <b>IV. Expenses</b>   |          |                    |                 |
| (i) Cost of land acquired/building/amenities constructed and disposed (on Long Term Finance Lease Agreements) | 2.22     | 300.91             | 548.96          |
| (ii) Purchases of Stock-in-Trade  | 2.23     | 795.46             | 1,829.07        |
| (iii) Changes in inventories of Stock-in-Trade  | 2.24     | (7.06)             | 75.32           |
| (iv) Employee Benefits Expense  | 2.25     | 911.88             | 843.95          |
| (v) Finance Costs   | 2.26     | 366.19             | 537.44          |
| (vi) Depreciation and Amortisation Expense  | 2.10     | 94.58              | 126.10          |
| (vii) Other Expenses  | 2.27     | 1,397.54           | 1,883.15        |
| <b>Total Expenses</b>   |          | <b>3,859.50</b>    | <b>5,843.99</b> |
| <b>V. Profit Before Tax (III - IV)</b>  |          | <b>2,664.86</b>    | <b>2,075.66</b> |
| <b>VI. Tax Expense</b>  |          |                    |                 |
| (1) Current Tax   |          | 629.90             | 418.66          |
| (2) Deferred Tax  |          | (208.21)           | (10.20)         |
| (3) Taxes relating to prior years   |          | (17.86)            | 42.50           |
| <b>VII. Profit for the year (V - VI)</b>  |          | <b>2,261.02</b>    | <b>1,624.70</b> |
| <b>VIII. Earnings per Equity Share</b>  | 2.29     |                    |                 |
| Face value of share ₹ 10/- (₹ 10/-)   |          |                    |                 |
| (1) Basic   |          | 1.27               | 0.91            |
| (2) Diluted   |          | 1.27               | 0.91            |

Significant Accounting Policies and Notes to Accounts

1 &amp; 2

The Accompanying Notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

As per our separate report of even date attached

**Dr. K Ellangovan**  
Managing Director  
DIN: 05272476

**Jacob Kovoov Ninan**  
Director  
DIN: 01213357

**For Krishnamoorthy & Krishnamoorthy**  
Chartered Accountants  
FRN: 001488S

**Baiju T**  
Company Secretary

**Riju Thomas**  
Chief Financial Officer

**CA.K T Mohanan**  
Partner  
Membership No.: 201484  
UDIN: 25201484BMHYRM1490

Place: Kochi  
Date: 28/05/2025

**INKEL LIMITED**

CIN: U45209KL2007PLC020471

Door No. 14/812 &amp; 813 - 1st Floor, Ajjiyal Complex, Kakkanad, Kochi – 682030

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025**

(₹ In Lakh)

| Particulars  | For the year ended |                 |
|--|--------------------|-----------------|
|  | 31.03.2025         | 31.03.2024      |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                      |                    |                 |
| <b>Profit Before Tax</b>   | 2,664.86           | 2,075.66        |
| <b>Adjustments for:</b>  |                    |                 |
| Depreciation and Amortisation expense                              | 94.58              | 126.10          |
| Tax relating to previous years                                     | 17.86              | (42.50)         |
| (Profit) on sale of Assets   | (0.17)             | (7.20)          |
| Loss on sale of Asset  | -                  | 3.93            |
| Interest Income  | (392.15)           | (287.51)        |
| Dividend received INKEL EKK & INKEL KSIDC                          | (962.09)           | (769.67)        |
| Finance costs  | 366.19             | 537.44          |
| <b>Operating profit before Working Capital Changes</b>             | <b>1,789.08</b>    | <b>1,636.26</b> |
| <b>Changes in Working Capital</b>                                  |                    |                 |
| <b>Adjustments for Increase/Decrease in Operating Assets</b>       |                    |                 |
| Trade Receivables  | (57.21)            | (183.85)        |
| Short term loans and advances                                      | (47.20)            | (64.84)         |
| Other Non-Current Assets   | 525.03             | 285.39          |
| Inventories  | (7.06)             | 75.98           |
| Long term Loans and Advances                                       | 327.42             | 1,631.61        |
| Other Current Assets   | (1,693.72)         | (1,237.60)      |
|  | <b>(952.73)</b>    | <b>506.69</b>   |
| <b>Adjustments for Increase/ Decrease in Operating Liabilities</b> |                    |                 |
| Trade Payables   | (1,047.07)         | (181.05)        |
| Other Current Liabilities  | (691.09)           | 33.17           |
| Short term Provisions  | (66.16)            | 349.05          |
| Long term Provisions   | (7.98)             | 23.57           |
| Other Long-Term Liabilities  | (9.02)             | (8.29)          |
| Short term borrowings  | (1,918.60)         | -               |
|  | <b>(3,739.93)</b>  | <b>216.46</b>   |
| <b>Cash generated from Operations</b>                              | <b>(2,903.58)</b>  | <b>2,359.40</b> |
| Taxes Paid   | (629.90)           | (418.66)        |
| <b>Net Cash Generated from Operating activities - (A)</b>          | <b>(3,533.49)</b>  | <b>1,940.74</b> |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                      |                    |                 |
| Purchase of Fixed Assets including Capital WIP/Capital Advances    | (40.21)            | (73.89)         |
| Capital WIP  | 4.34               | 50.12           |
| Loans and Advances (given)/repaid                                  | -                  | -               |
| Interest received on loans/deposits                                | 392.15             | 287.51          |
| Proceeds from sale of Fixed assets                                 | 349.46             | 572.47          |
| Dividend received INKEL EKK & INKEL KSIDC                          | 962.09             | 769.67          |
| Increase in investment   | -                  | (1,401.00)      |
| <b>Net Cash Used in Investing activities - (B)</b>                 | <b>1,667.83</b>    | <b>204.88</b>   |

| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                        |                   |                 |
|--|-------------------|-----------------|
| Proceeds from / (Repayment of) Short term borrowings                 | -                 | -               |
| Proceeds/(Repayment) from long term borrowings                       | -                 | -               |
| Finance costs paid   | (366.19)          | (537.44)        |
| Dividend paid  | 26.96             | 14.54           |
| <b>Net Cash Generated from/ (Used in) Financing Activities - (C)</b> | <b>(339.22)</b>   | <b>(522.90)</b> |
| <b>Net increase in Cash and Cash equivalents (A+B+C)</b>             | <b>(2,204.88)</b> | <b>1,622.72</b> |
| <b>Cash and Cash Equivalents at the beginning of the year</b>        | <b>2,918.02</b>   | <b>1,295.29</b> |
| <b>Cash and Cash Equivalents at the end of the year</b>              | <b>713.14</b>     | <b>2,918.01</b> |

For and on behalf of the Board of Directors

**Dr. K Ellangovan**  
Managing Director  
DIN: 05272476

**Jacob Kovoor Ninan**  
Director  
DIN: 01213357

As per our separate report of even date attached

**For Krishnamoorthy & Krishnamoorthy**  
Chartered Accountants  
FRN: 001488S

**Baiju T**  
Company Secretary

**Riju Thomas**  
Chief Financial Officer

**CA. K T Mohanan**  
Partner  
Membership No.: 201484  
UDIN: 25201484BMHYRM1490

Place: Kochi  
Date: 28/05/2025

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2025

### 1. Significant Accounting Policies

#### a. Basis of Accounting

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under Companies (Accounting Standards) Rules, 2006, specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### b. Use of Estimates

The presentation of financial statements in conformity with the generally accepted accounting principles require estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting

period. Difference between the actual result and estimates are recognized in the period in which the results are known /materialized.

#### c. Tangible Assets (Property, Plant and Equipment)

Property, Plant and Equipments are stated at cost less accumulated depreciation and impairment in value if any. Cost includes purchase price (inclusive of non – refundable purchase taxes, after deducting trade discounts and rebates), other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (Major components).

Land acquired on long term lease arrangements that are in the nature of financial leases are classified under Fixed Assets and amortised over the lease period. Buildings constructed on such land are capitalised and depreciated at the rates and in the manner provided under Schedule II of the Companies Act, 2013. Such

land and building are reclassified and treated as Current Assets (at Net Book Value) when the decision to dispose under long-term finance leases is conclusively taken by the management.

The cost of assets not ready for use at the balance sheet date are disclosed under Capital Work in Progress.

d. **Intangible Assets**

Intangible assets are recorded at the cost of acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any.

e. **Depreciation/ Amortisation**

Depreciation on property, plant and equipments is provided on Written Down Value Method on the basis of the useful lives in the manner prescribed as per Schedule II of The Companies Act, 2013 based on a review by the management at the year end.

Leasehold land is amortised over the duration of the lease. Cost of software treated as Intangible Assets are amortised over a period of six years.

f. **Government Grant/Subsidies**

Grants and Subsidies in the nature of Promoters contribution or identifiable with non depreciable assets are credited to capital reserve.

Grants and Subsidies, specifically identifiable with depreciable assets are credited to the carrying cost of the respective asset.

Grants/Subsidies in the nature of revenue are recognized as income over the period necessary to match them with the related costs which they are intended to compensate.

g. **Investments**

Non-Current Investments are stated at cost. Decline in value, if any, which is considered not temporary in nature, is provided for.

h. **Revenue Recognition**

Revenue arising on disposal of current assets under long-term lease arrangements that are in nature of financial leases is recognised in the year in which the lease agreements are entered into.

Proportionate income during the period of license agreement and income from other arrangements which are in the nature of

operating leases, are recognized as income in the respective years.

Income from project management service is recognised based on the stage of completion of each work having regard to the various identified components of the work which are to be performed by the company and the extent of work completed by it at the end of the year.

Solar projects are normally completed in a span of one year. In solar projects, materials are billed by the Company on delivery and the income on execution of the works is recognised by raising the bills thereof immediately after the completion of the project.

Other incomes are recognized on accrual basis except when there are significant uncertainties in the realisation of income.

i. **Inventories**

Inventories of Land and the Building/amenities includes the cost of purchase, development costs, construction costs, overheads and is valued at lower of cost identified on specific identification method and net realisable value.

Inventories of Stock in trade is valued at Lower of Cost, identified on specific identification method or net realisable value.

j. **Employee Benefits**

i. **Short Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognized in the period in which the employee renders the related service.

ii. **Defined Contribution Plans**

The company has defined contribution plans for employees comprising of Provident Fund, Employee's State Insurance and National Pension Scheme. The contributions paid/payable to these plans during the year are charged to the Statement of Profit and Loss for the year.

iii. **Defined Benefit Plans**

Gratuity (Funded) & Long term employee benefits: Compensated absences (Funded).

a) **Gratuity** - The company makes contributions to the Employee's Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India. The net present value of the obligation for gratuity benefits as determined on actuarial

valuation conducted annually using the projected unit credit method, as adjusted for unrecognised past services cost, if any, and as reduced by the fair value of plan assets, is recognised in the accounts. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur.

b) **Compensated absences** - The company has a scheme for compensated absences for employees, the liability of which is determined on the basis of an actuarial valuation carried out at the end of the year. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur.

iv. **Termination Benefits** - Termination benefits are recognized in the Statement of Profit and Loss for the period in which the same accrue.

#### k. **Income Tax**

Income tax is accounted in accordance with Accounting Standard on Accounting for Taxes on Income (AS-22), which includes current taxes and deferred taxes. Deferred Tax assets/liabilities representing timing differences between accounting income and taxable income are recognised in the financial statements. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available, except that deferred tax assets arising due to unabsorbed depreciation and losses are recognised if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available to realise the same. Minimum Alternate tax is not applicable to the Company since the Company has opted out of the provisions of section 115JB and elected to pay tax at the rate applicable under Sec 115BAA of the IT Act, 1961.

#### i. **Foreign Currency Transactions**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities other than forward contracts, outstanding at the Balance Sheet date are translated at the applicable exchange rates prevailing at the said date. The exchange gain/loss arising during the year are adjusted to the Statement of Profit and Loss.

#### m. **Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalised. Other borrowing costs are recognized as expenditure for the period in which they are incurred.

#### n. **Earnings per share**

Basic/ diluted earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares/ dilutive potential equity shares outstanding as at the end of the year as the case may be.

#### o. **Impairment of Assets**

The company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. Based on such assessment, impairment loss if any is recognized in the Statement of Profit and Loss of the period in which the asset is identified as impaired. The impairment loss recognised in the prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

#### p. **Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the company has a present obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the correct management estimates.

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation.

Contingent assets are neither recognized nor disclosed in the accounts.

NOTES FORMING PART OF STATEMENT OF BALANCE SHEET FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025

## NOTE - 2.1 SHARE CAPITAL

(₹ In Lakh)

| Particulars   | As at 31.03.2025 |           | As at 31.03.2024 |           |
|---|------------------|-----------|------------------|-----------|
|   | Number of Shares | Amount    | Number of Shares | Amount    |
| <b>Authorised Equity Share Capital</b><br>Equity Shares of ₹ 10/- (₹ 10/-) each | 20,00,00,000     | 20,000.00 | 20,00,00,000     | 20,000.00 |
|   | 20,00,00,000     | 20,000.00 | 20,00,00,000     | 20,000.00 |
| <b>Issued, Subscribed and Paid up</b><br>Equity Shares of ₹ 10/- (₹ 10/-) each  | 17,78,14,334     | 17,781.43 | 17,78,14,334     | 17,781.43 |
|   | 17,78,14,334     | 17,781.43 | 17,78,14,334     | 17,781.43 |

## 2.1.1 Terms/ Rights attached to Equity Shares

The company has only one class of shares referred to as equity shares with a face value of ₹ 10/- (₹ 10/-) each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed/ declared by the Board of Directors is subject to approval/regularisation of the shareholders' in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

## Reconciliation of shares at the beginning and at the end of the financial year

(₹ In Lakh)

| Particulars                               | As at 31.03.2025 |           | As at 31.03.2024 |           |
|---|------------------|-----------|------------------|-----------|
|   | Number of Shares | Amount    | Number of Shares | Amount    |
| <b>Equity Shares</b>                      |                  |           |                  |           |
| As at the beginning of the financial year | 17,78,14,334     | 17,781.43 | 17,78,14,334     | 17,781.43 |
| Shares issued during the financial year   | -                | -         | -                | -         |
| As at the end of the financial year       | 17,78,14,334     | 17,781.43 | 17,78,14,334     | 17,781.43 |

## Particulars of Shareholders holding more than 5% share in the Company

(₹ In Lakh)

|  |             |       |             |       |
|--|-------------|-------|-------------|-------|
| Govt. of Kerala - 22.78 % (Previous year 22.78%)     | 4,05,00,000 | 4,050 | 4,05,00,000 | 4,050 |
| Bismi Holdings Limited- 6.19 % (Previous year 6.19%) | 1,10,00,000 | 1,100 | 1,10,00,000 | 1,100 |
| Shri. Yusuffali M A - 17.02 % (Previous year 17.02%) | 3,02,60,018 | 3,026 | 3,02,60,018 | 3,026 |
| Shri. Varghese Kurian - 7.59 % (Previous year 7.59%) | 1,34,94,697 | 1,349 | 1,34,94,697 | 1,349 |
| Dr. P Mohamad Ali - 5.91 % (Previous year 5.91%)     | 1,05,00,000 | 1,050 | 1,05,00,000 | 1,050 |

Shares held by promoters for the year ended 31<sup>st</sup> March 2025

| Promoter Name          | No of Shares | % of Total Shares | % of Change during the year |
|------------------------|--------------|-------------------|-----------------------------|
| Govt. of Kerala        | 4,05,00,000  | 22.78%            | -                           |
| Bismi Holdings Limited | 1,10,00,000  | 6.19%             | -                           |
| Shri. Yusuffali M A    | 3,02,60,018  | 17.02%            | -                           |
| Shri. Varghese Kurian  | 1,34,94,697  | 7.59%             | -                           |
| Dr. P Mohamad Ali      | 1,05,00,000  | 5.91%             | -                           |

## NOTE - 2.2 RESERVES AND SURPLUS

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| <b>(a) Securities premium</b>   |                  |                  |
| Opening Balance   | 739.37           | 739.37           |
| Add: Additions during the year  | -                | -                |
| Closing Balance   | 739.37           | 739.37           |
| <b>(b) Surplus in Statement of Profit and Loss</b>                        |                  |                  |
| Opening Balance   | 2,761.43         | 1,981.34         |
| Add: Profit/Loss for the year   | 2,261.02         | 1,624.71         |
| Amount available for appropriation  | 5,022.45         | 3,606.05         |
| Less : Proposed Dividend for Financial Year 2023-24                       | -                | (844.62)         |
| Add : Provision created for Proposed Dividend for Financial year 2023-24. | 844.62           | -                |
| Less: Dividend distributed during the year                                | (844.62)         | -                |
| Closing Balance   | 5,022.45         | 2,761.43         |
| <b>Total</b>  | <b>5,761.82</b>  | <b>3,500.80</b>  |

2.2.1 The Board of Directors of the company has proposed a final dividend of ₹ 0.55 (5.5%) per equity share which is subject to approval by the share holders at the ensuing Annual General Meeting. The total proposed final dividend for the year ended 31-03-2025 amounts to ₹ 977.98 lakh

**NOTE - 2.3 DEFERRED TAX LIABILITIES (NET)**

(₹ In Lakh)

| Particulars  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| <b>A. Deferred Tax Liability</b>   |                  |                  |
| On Property, Plant & Equipment and Intangible asset<br>Difference between WDV as per Companies Act, 2013 and WDV as per Income Tax Act, 1961 | 13.96            | 65.23            |
| <b>B. Deferred Tax Assets</b>  |                  |                  |
| On Provisions/other disallowances  | 207.53           | 50.60            |
| <b>Net Deferred Tax Liabilities</b>  | <b>(193.57)</b>  | <b>14.64</b>     |

2.3.1: The deferred tax computation results in deferred tax asset, however considering the fact that the major component of the deferred tax asset is the disallowance of provision for expenses, which will be claimed in the subsequent year on making the payment, and that the claim is certain the same has been taken into books of accounts.

**NOTE - 2.4 OTHER LONG-TERM LIABILITIES**

(₹ In Lakh)

| Particulars       | As at 31.03.2025 | As at 31.03.2024 |
|-------------------|------------------|------------------|
| Security Deposits | 3.48             | 12.50            |
|                   | <b>3.48</b>      | <b>12.50</b>     |

**NOTE - 2.5 LONG TERM PROVISIONS**

(₹ In Lakh)

| Particulars                                     | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Provision for employee benefits (See Note-2.30) |                  |                  |
| - Provision for Gratuity                        | 109.05           | 98.79            |
| - Provision for Leave Encashment                | 56.86            | 75.11            |
|   | <b>165.91</b>    | <b>173.90</b>    |

**NOTE - 2.6 SHORT TERM BORROWINGS**

(₹ In Lakh)

| Particulars                                   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| ICL- INKEL EKK Roads Pvt Ltd (See Note 2.6.1) | 2,583.40         | 4,502.00         |
| ASIDE Loan- KINFRA (See Note 2.6.2)           | 300.00           | 300.00           |
|   | <b>2,883.40</b>  | <b>4,802.00</b>  |

2.6.1 Interest on inter-corporate loan repayable on demand from INKEL EKK Roads Pvt Ltd @ 9.90% p.a.

2.6.2 The interest free loan was sanctioned under the Assistance to States for developing Export Infrastructure and other Allied Activities (ASIDE) Scheme implemented by Kerala Industrial Infrastructure Development Corporation (KINFRA) as the Nodal Agency for Government of Kerala. The loan was repayable in three annual instalments of ₹ 100 lakh each starting from the fourth year of disbursement, to be paid before 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2020 & 31<sup>st</sup> March 2021 respectively. Overdue details as on 31<sup>st</sup> March 2025 - ₹300 lakhs.

**NOTE - 2.7 TRADE PAYABLES**

(₹ In Lakh)

| Particulars  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| Trade Payables due for payment (See Note 2.7.1)  |                  |                  |
| i. Outstanding dues of micro enterprises and small enterprises                             | 228.69           | -                |
| ii. Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,433.00         | 2,708.75         |
|  | <b>1,661.68</b>  | <b>2,708.75</b>  |

**Note -2.7.1 Trade Payables Ageing Schedule**

(₹ In Lakh)

| Particulars          | As at 31.03.2025  |              |              |               | Total    |
|----------------------|---|--------------|--------------|---------------|----------|
|                      | Outstanding for following periods after due date of payment |              |              |               |          |
|                      | Less than 1 year  | 1 to 2 years | 2 to 3 Years | Above 3 years |          |
| MSME*                | 176.10  | 52.67        | (0.08)       | -             | 228.69   |
| Others               | 261.50  | 60.68        | 709.91       | 400.90        | 1,433.00 |
| Disputed Dues MSME   | -   | -            | -            | -             | -        |
| Disputed dues Others | -   | -            | -            | -             | -        |

(₹ In Lakh)

| Particulars          | As at 31.03.2024  |              |              |               | Total   |
|----------------------|---|--------------|--------------|---------------|---------|
|                      | Outstanding for following periods after due date of payment |              |              |               |         |
|                      | Less than 1 year  | 1 to 2 years | 2 to 3 Years | Above 3 years |         |
| MSME*                | -   | -            | -            | -             | -       |
| Others               | 1544.14   | 761.33       | 234.79       | 168.49        | 2708.75 |
| Disputed Dues MSME   | -   | -            | -            | -             | -       |
| Disputed dues Others | -   | -            | -            | -             | -       |

\* MSME as per Micro, Small and Medium Enterprises Act 2006.

**NOTE - 2.8 OTHER CURRENT LIABILITIES**

(₹ In Lakh)

| Particulars  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| Interest accrued and due on borrowings             | 1,099.42         | 760.78           |
| Unpaid dividend (See Note 2.8.1)                   | 15.96            | 11.00            |
| Income Received in Advance: Advance from Customers |                  |                  |
| - for Deposit Work                                 | 0.40             | 2.61             |
| - Others   | 26.59            | 1,690.79         |
| <b>Other Payables</b>                              |                  |                  |
| - Deposit matured and payable (See Note 2.8.2)     | 0.25             | 0.25             |
| - Due to Employees                                 | 52.99            | 6.38             |
| - Retention Money payable                          | 1,287.86         | 1,187.99         |
| - Statutory Dues                                   | 272.30           | 258.44           |
| - Security Deposit / Earnest Money Deposit         | 12.70            | 26.35            |
| - Provision for unearned income                    | 61.23            | 85.81            |
| - Solar O&M Income Billed in Advance               | 316.66           | 304.17           |
| - Other liabilities                                | 1,540.94         | 172.25           |
| - Proposed Dividend Payable                        | -                | 844.62           |
|  | <b>4,687.32</b>  | <b>5,351.45</b>  |

**2.8.1** Unclaimed dividend, shall be transferred to Investor Education and Protection Fund as and when it becomes due. As at 31st March 2025, there is no amount due and outstanding to be transferred to the Investor Education and Protection Fund by the company.

**2.8.2** Deposits accepted from various parties and interest thereon are repayable over the agreed terms. The details are as follows:

| Terms of repayment       | Non-Cumulative basis |                    |
|--------------------------|----------------------|--------------------|
|                          | Rate                 | Amount (₹ in Lakh) |
| Within 1 year – Scheme 2 | 10%                  | -                  |
| Total                    |                      | -                  |

Interest is payable on a quarterly / maturity basis in accordance with the terms agreed with the depositors. The deposit of ₹ 0.25 Lakh is outstanding and matured on 08/07/2021.

**NOTE - 2.9 SHORT-TERM PROVISIONS**

(₹ In Lakh)

| Particulars  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| Provision for employee benefits                    |                  |                  |
| -Provision for Leave Encashment (See Note 2.30)    | 32.66            | 2.82             |
| -Provision for Gratuity (See Note 2.30)            | 39.35            | -                |
| -Provision for Bonus to employees (See Note 2.9.1) | 2.50             | 3.32             |
| Provision for Income tax (Net)                     | 220.26           | 418.66           |
| Other provisions                                   |                  |                  |
| -Solar Expense Payable                             | 440.45           | 376.57           |
|  | <b>735.22</b>    | <b>801.37</b>    |

**2.9.1** In compliance with the Payment of Bonus Act, 1965 the company has made a provision for employee bonuses amounting to ₹2.5 Lakh. This provision is calculated at the statutory rate of 8.33% of the salary or wages earned by employees whose monthly salary is less than ₹ 0.21 Lakh.

**NOTE - 2.10 PROPERTY, PLANT, EQUIPMENT & INTANGIBLE ASSETS**  
**A. PROPERTY, PLANT, EQUIPMENT**

(₹ In Lakh)

| SL. NO. | Particulars            | GROSS BLOCK     |  |  | DEPRECIATION/ AMORTISATION |                 |  |  | NET BLOCK AS ON 31.03.2025 | NET BLOCK AS ON 31.03.2024 |
|---------|------------------------|-----------------|--|--|----------------------------|-----------------|--|--|----------------------------|----------------------------|
|         |                        | Opening Balance | Additions/ Adjustments during the year | Deletions/ Adjustments during the year | Closing Balance            | Opening Balance | Additions/ Adjustments during the year | Deletions/ Adjustments during the year |                            |                            |
| 1       | Freehold Land          | 3,419.98        | -                                      | 11.90                                  | 3,408.08                   | -               | -                                      | -                                      | 3,408.08                   | 3,419.98                   |
| 2       | Leasehold Land         | 466.23          | -                                      | 106.63                                 | 359.60                     | 105.72          | 12.74                                  | 24.34                                  | 265.49                     | 360.51                     |
|         |                        | 579.05          | -                                      | 112.82                                 | 466.23                     | 111.88          | 16.55                                  | 22.71                                  | 360.51                     | 467.17                     |
| 3       | Building               | 824.21          | 0.27                                   | 342.92                                 | 481.56                     | 368.44          | 24.42                                  | 124.29                                 | 213.00                     | 455.77                     |
|         |                        | 1,596.64        | -                                      | 772.42                                 | 824.21                     | 627.68          | 54.40                                  | 313.64                                 | 455.77                     | 968.96                     |
| 4       | Office Building        | 57.38           | -                                      | -                                      | 57.38                      | 10.74           | 25.22                                  | -                                      | 21.42                      | 46.64                      |
|         |                        | -               | 57.38                                  | -                                      | 57.38                      | -               | 10.74                                  | -                                      | 46.64                      | -                          |
| 5       | Plant & Machinery      | 201.56          | 23.68                                  | 120.07                                 | 105.17                     | 154.16          | 8.59                                   | 96.69                                  | 39.11                      | 47.40                      |
|         |                        | 361.09          | -                                      | 159.53                                 | 201.56                     | 293.99          | 10.83                                  | 150.66                                 | 47.40                      | 67.10                      |
| 6       | Furniture and Fittings | 133.11          | 0.38                                   | 86.62                                  | 46.86                      | 103.36          | 7.68                                   | 81.46                                  | 17.28                      | 29.75                      |
|         |                        | 235.62          | 4.21                                   | 106.73                                 | 133.11                     | 192.27          | 10.64                                  | 99.55                                  | 29.75                      | 43.35                      |
| 7       | Office Equipments      | 37.00           | 1.46                                   | 21.53                                  | 16.93                      | 33.38           | 1.53                                   | 20.46                                  | 2.48                       | 3.62                       |
|         |                        | 48.53           | 0.49                                   | 12.01                                  | 37.00                      | 42.76           | 2.03                                   | 11.41                                  | 3.62                       | 5.77                       |
| 8       | Computer               | 89.42           | 4.11                                   | 63.24                                  | 30.29                      | 81.47           | 4.18                                   | 60.08                                  | 4.73                       | 7.95                       |
|         |                        | 117.20          | 4.47                                   | 32.25                                  | 89.42                      | 105.91          | 6.19                                   | 30.64                                  | 7.95                       | 11.29                      |
| 9       | Motor Car              | 32.57           | -                                      | -                                      | 32.57                      | 30.61           | 0.31                                   | -                                      | 1.66                       | 1.96                       |
|         |                        | 32.57           | -                                      | -                                      | 32.57                      | 29.71           | 0.90                                   | -                                      | 1.96                       | 2.87                       |
| 10      | Electrical Fittings    | 71.15           | 1.15                                   | 47.61                                  | 24.69                      | 56.87           | 3.56                                   | 44.51                                  | 8.77                       | 14.28                      |
|         |                        | 81.83           | 7.35                                   | 18.03                                  | 71.15                      | 68.79           | 4.05                                   | 15.97                                  | 14.28                      | 13.04                      |
|         | <b>Total (A)</b>       | <b>5,332.61</b> | <b>31.05</b>                           | <b>800.52</b>                          | <b>4,563.14</b>            | <b>944.74</b>   | <b>88.22</b>                           | <b>451.83</b>                          | <b>3,982.01</b>            | <b>4,387.87</b>            |
|         |                        | <b>6,472.50</b> | <b>73.89</b>                           | <b>1,213.78</b>                        | <b>5,332.61</b>            | <b>1,473.00</b> | <b>116.33</b>                          | <b>644.58</b>                          | <b>4,387.87</b>            | <b>4,999.51</b>            |

**B. INTANGIBLE ASSETS**

|   |                              |                 |              |                 |                 |                 |               |               |                 |                 |
|---|------------------------------|-----------------|--------------|-----------------|-----------------|-----------------|---------------|---------------|-----------------|-----------------|
| 1 | Computer Software            | 51.78           | 9.16         | 12.06           | 48.89           | 36.02           | 6.36          | 11.45         | 17.95           | 15.75           |
|   |                              | 51.78           | -            | -               | 51.78           | 26.25           | 9.77          | -             | 15.75           | 25.53           |
|   | <b>Total (B)</b>             | <b>51.78</b>    | <b>9.16</b>  | <b>12.06</b>    | <b>48.89</b>    | <b>36.02</b>    | <b>6.36</b>   | <b>11.45</b>  | <b>17.95</b>    | <b>15.75</b>    |
|   |                              | <b>51.78</b>    | <b>-</b>     | <b>-</b>        | <b>51.78</b>    | <b>26.25</b>    | <b>9.77</b>   | <b>-</b>      | <b>15.75</b>    | <b>25.53</b>    |
|   | <b>Grand Total (A) + (B)</b> | <b>5,384.39</b> | <b>40.21</b> | <b>812.58</b>   | <b>4,612.02</b> | <b>980.77</b>   | <b>94.58</b>  | <b>463.29</b> | <b>3,999.96</b> | <b>4,403.63</b> |
|   |                              | <b>6,524.28</b> | <b>73.89</b> | <b>1,213.78</b> | <b>5,384.39</b> | <b>1,499.25</b> | <b>126.10</b> | <b>644.58</b> | <b>4,403.63</b> | <b>5,025.03</b> |

**2.10.1** Deletions/ Adjustments includes cost of land/ building re-classified as current asset based on management decision to dispose the same as per long term lease agreement.

**NOTE - 2.11 CAPITAL WORK IN PROGRESS**

(₹ In Lakh)

| Particulars                                | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| Computer Software Installation in Progress | -                | 4.34             |
|  | -                | <b>4.34</b>      |

**NOTE - 2.12 NON-CURRENT INVESTMENTS**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| <b>a) Investments in Equity Instruments (Un-quoted, Trade, at cost)</b>   |                  |                  |
| <b>i) In Subsidiary Companies</b>   |                  |                  |
| - <b>INKEL- KSIDC Projects Limited</b> - 1,83,23,412 (1,83,23,412) Equity shares of ₹10/- each, fully paid up, out of total shares of 2,47,61,367 (74%)   | 1,832.34         | 1,832.34         |
| - <b>INKES Trade Centre Limited</b> - 37,00,000 (37,00,000) Equity shares of ₹10/- each, fully paid up, out of total shares of 50,00,000 (74%)  | 370.00           | 370.00           |
| - <b>INKEL-EKK Roads Private Limited</b> - 2,01,60,000 (2,01,60,000) Equity shares of ₹10/- each, fully paid up, out of total shares of 2,80,00,000 (72%)   | 2,016.00         | 2,016.00         |
| - <b>Seguro Foundations and Structures Private Limited</b> (Refer note 2.12.1) - 62,02,248 (62,02,248) Equity shares of ₹10/- each, fully paid up, out of total shares of 95,41,920 (65%),<br><b>Less: Amount written off, *After considering provision for diminution, valued @ Rs 1/-</b> | -                | -                |
| - <b>INKEL Infrastructure Development Projects Limited</b> (Refer note 2.12.2) - 1,40,10,000 (140,10,000) Equity shares of ₹10/- each, fully paid up, out of total shares of 1,40,10,000 (100%)   | 1,401.00         | 1,401.00         |
| - <b>Thalikulam Pura Private Limited</b> (Refer note 2.12.3) - 8,51,500 (8,51,500) Equity shares of ₹10/- each, fully paid up, out of total shares of 8,61,300 (98.86%),<br><b>Less: Provision for diminution in Value</b>  | -                | -                |
| - <b>Tirurangadi Pura Private Limited</b> (Refer note 2.12.4) - 8,35,700 (8,35,700) Equity shares of ₹10/- each, fully paid up, out of total shares of 8,45,500 (98.84%),<br><b>Less: Provision for diminution in Value</b>   | -                | -                |
| <b>ii) In Associate Companies</b>   |                  |                  |
| <b>MIV Logistics Private Limited</b> - 1,18,29,714 (1,18,29,714) Equity shares of ₹10/- each, fully paid up, out of total shares of 3,00,00,000 (39.43%)  | 1,182.97         | 1,182.97         |
| <b>iii) In Others</b>   |                  |                  |
| <b>KV Apartments Private Limited</b> - 5,000 (5,000) Equity shares of ₹100/- each, fully paid up, out of 32,23,000 (0.15%)  | 5.00             | 5.00             |
| <b>b) Investments in Limited Liability Partnership (LLP) (Un-quoted, Trade, at cost)</b>  |                  |                  |
| <b>i) In Subsidiary Entity</b>  |                  |                  |
| - <b>Seguro - INKEL Consortium LLP</b> (Refer note 2.12.5)<br>Investment towards 45% of the capital   | 4.50             | 4.50             |
| Add: Opening balance of Share of Profit from LLP  | (145.10)         | (145.10)         |
| Less: Received during the year  | -                | -                |
| Add: Share of Profit from LLP   | -                | -                |
|   | (140.60)         | (140.60)         |
| <b>c) Investments in Preference Instruments (Un-quoted, Trade, at cost)</b>   |                  |                  |
| <b>i) In Associate Companies</b>  |                  |                  |
| - <b>MIV Logistics Private Limited</b> - 1,60,00,000 (1,60,00,000) optionally convertible preference shares of ₹ 10/- each, fully paid up   | 1,600.00         | 1,600.00         |
| <b>Total Investments (a) + (b) + (c)</b>  | <b>8,266.71</b>  | <b>8,266.71</b>  |
| Aggregate amount of unquoted investments  | <b>8,266.71</b>  | <b>8,266.71</b>  |

**2.12.1** Seguro Foundations and Structures Private Limited is a subsidiary of INKEL Limited. INKEL Limited had acquired 65% of shares in the company Seguro Foundations and Structures Private Limited (SFS) on 1st December 2017 for ₹ 1381.50 lakhs. Subsequently, it was discovered that SFS's shares were overvalued by the management of SFS by falsely inflating its revenue and resorting to other malpractices. Further, the managing director of SFS has siphoned out the funds of the company by manipulative practices and after enquiry on the matter by a committee constituted by the Board of INKEL and after obtaining report of forensic audit by an independent Chartered Accountants firm, the

Board of INKEL declared the transaction of Investment in SFS as fraud on INKEL by SFS. Hence, the investment amounting to ₹ 1381.50 lakhs was written off in the year 2019-20. (Refer note - 2.32.1)

**2.12.2** INKEL limited is having investment of ₹1401 lakhs in one of its 100% subsidiaries by name IIDPL. This subsidiary was incorporated with the object of venturing into infrastructural projects and in the initial years, the company has incurred losses resulting in an accumulated loss of ₹1,415.60 lakhs till the reporting date. This has resulted in erosion of almost the entire investment. The subsidiary has initiated the process of developing a 32 MW Hybrid renewable energy project in Palakkad district. this includes 14MW of Wind Energy, which will be sold to KSEBL under a 25- year Power Purchase Agreement(PPA), and 18 MW of Solar energy, which will be marketed to high-tension(HT) consumers. Because of the positive impact in the future operations, the management consider that the diminution is value of investment is of temporary nature and cannot be considered as permanent nature and hence the investment is shown at cost in accordance with Accounting Standard 13 on Investments.

**2.12.3** Thalikulam Pura Private Limited is a wholly owned subsidiary company of INKEL Limited promoted to implement the scheme of provision of urban amenities in rural areas introduced by Government of India. Due to the non-feasibility of the proposed business of the company, the company did not venture into operations. The investment of INKEL in equity capital of Thalikulam Pura Private Limited amounting to ₹ 85.15 lakhs was written off completely in the year 2014-15 following the decision of the Board.

**2.12.4** Tirurangadi Pura Private Limited is a wholly owned subsidiary company of INKEL Limited promoted to implement the scheme of provision of urban amenities in rural areas introduced by Government of India. Due to the non-feasibility of the proposed business of the company, the company did not venture into operations. The investment of INKEL in equity capital of Tirurangadi Pura Private Limited amounting to ₹ 83.57 lakhs was written off completely in the year 2014-15 following the decision of the Board.

**2.12.5 Details of Investment in Seguro- INKEL Consortium LLP**

(₹ In Lakh)

| Particulars                                       | Capital in LLP | Share of Profit | Share of Capital in LLP |
|---|----------------|-----------------|-------------------------|
| INKEL Limited                                     | 4.50           | 1.00            | 0.00                    |
| Seguro Foundations and Structures Private Limited | 5.50           | 1.00            | 1.00                    |
| <b>Total</b>                                      | <b>10.00</b>   | <b>1.00</b>     | <b>1.00</b>             |

Total capital of the LLP is ₹10.00 lakh (₹ 10.00 lakh)

Since the authorised Signatory representing Seguro Foundations and Structures Private Limited is not available, the financial statements of Seguro- INKEL Consortium LLP has not been drawn and audited. The profit/loss of the LLP is not considered in the preparation of the financial statements.

**NOTE - 2.13 LONG-TERM LOANS AND ADVANCES**

(₹ In Lakh)

| Particulars                         | As at 31.03.2025 | As at 31.03.2024 |
|-------------------------------------|------------------|------------------|
| <b>(Unsecured, Considered good)</b> |                  |                  |
| Income Tax (Net)                    | -                | 327.42           |
|                                     | -                | <b>327.42</b>    |

**NOTE - 2.14 OTHER NON-CURRENT ASSETS**

(₹ In Lakh)

| Particulars                                  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| Unbilled Revenue                             |                  |                  |
| -Lease Premium Instalment                    | 185.02           | 367.41           |
| Interest accrued on Lease Premium Instalment | 12.75            | -                |
| Security Deposits                            | 32.22            | 31.13            |
| Balance with Banks                           |                  |                  |
| -In Fixed Deposit Accounts (See note 2.14.1) | 4,547.60         | 4,904.07         |
|  | <b>4,777.58</b>  | <b>5,302.62</b>  |

**2.14.1a** Bank balances are confirmed by the banks.

**2.14.1b** Balance with banks in Deposit Accounts include ₹ 4547.60 lakh (₹ 4904.07 lakh) held with a maturity period of more than 12 months and ₹ 0.25 lakh (₹ 0.25 lakh) held against unclaimed public deposits in pursuance of the requirements of applicable Rules.

**2.14.1c** Balance with banks in Deposit Account includes ₹ 934.87 lakh (₹ 1882.42 lakh) earmarked for specific projects.

**NOTE - 2.15 INVENTORIES**

(₹ In Lakh)

| Particulars                                       | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Land and Building held on long term finance lease |                  |                  |
| Opening Balance                                   |                  |                  |
| Add: Additions during the year                    | 300.91           | 548.96           |
| Less: Disposed during the year                    | 300.91           | 548.96           |
| Closing Balance                                   | -                | -                |
| Stock-in-trade:                                   |                  |                  |
| Solar Panel/Inverter/Spares                       | 8.27             | 1.21             |
|   | 8.27             | 1.21             |
| Project-In- Progress                              | -                | -                |
| <b>Total</b>                                      | <b>8.27</b>      | <b>1.21</b>      |

**NOTE – 2.16 TRADE RECEIVABLES**

(₹ In Lakh)

| Particulars                        | As at 31.03.2025 | As at 31.03.2024 |
|------------------------------------|------------------|------------------|
| <b>Considered good</b>             |                  |                  |
| i. Secured                         | -                | -                |
| ii. Unsecured                      | 8,650.49         | 8,593.28         |
|                                    | <b>8,650.49</b>  | <b>8,593.28</b>  |
| <b>Considered Doubtful</b>         |                  |                  |
| i. Secured                         | -                | -                |
| ii. Unsecured                      | 151.32           | 151.54           |
| Less: Provision for doubtful debts | (151.32)         | (151.54)         |
| <b>Total</b>                       | <b>8,650.49</b>  | <b>8,593.28</b>  |

2.16.1 All balances, except those of subsidiaries and associates, are subject to confirmation by the respective parties.

**2.16.2 Trade Receivables include:**

a) Amount outstanding for more than 3 years amounting to ₹1118 lakhs (including ₹620.83 lakhs due from RDPR), which are under various stages of disputes. This includes an amount of ₹923 lakhs receivable from government authorities, which are assumed to be receivable. Out of the remaining ₹146 lakhs represents amount outstanding back-to-back to vendors resulting in a net difference of ₹44 lakhs. The management is confident that this amount can be recovered and hence no provision is created.

b) ₹854.33 being the amount due from various Panchayat offices in Karnataka. INKEL which is an empanelled agency with the RDPR (Rural Development and Panchayath Raj) Department, Government of Karnataka, has been entrusted with the installation of Grid-Interactive Hybrid Solar Rooftop Plants across various Panchayat offices in Karnataka under a 4.61 MWp rate. To date, INKEL has completed 2 MWp of work. Execution was primarily managed through a back-to-back agreement with the subcontractor. Upon receipt from RDPR, INKEL retains 5% of the receipt as per agreement terms, and balance is paid to the sub-contractor. Accordingly, against the above receivable, proportionate amount is due to the sub-contractor, which needs to be paid only on receipt from RDPR.

**2.16.2 Trade Receivables Ageing Schedule**

(₹ In Lakh)

| As at 31.03.2025                                     |   |                   |           |
|--|---|-------------------|-----------|
| Particulars  | Outstanding for following periods after due date of payment |                   |           |
|  | Less than 6 months  | 6 Months - 1 year | 1-2 years |
| i. Undisputed Trade Receivables-Considered good      | 1,655.43  | 573.80            | 3,098.43  |
| ii. Undisputed Trade Receivables-Considered doubtful | -   | -                 | -         |
| iii. Disputed Trade Receivables considered good      | -   | -                 | -         |
| iv. Disputed Trade Receivables considered doubtful   | -   | -                 | -         |

| As at 31.03.2025                                     |   |               |          |
|--|---|---------------|----------|
| Particulars  | Outstanding for following periods after due date of payment |               |          |
|  | 2 to 3 Years  | Above 3 years | Total    |
| i. Undisputed Trade Receivables-Considered good      | 2,204.22  | 1,118.61      | 8,650.49 |
| ii. Undisputed Trade Receivables-Considered doubtful | -   | 151.32        | 151.32   |
| iii. Disputed Trade Receivables considered good      | -   | -             | -        |
| iv. Disputed Trade Receivables considered doubtful   | -   | -             | -        |

(₹ In Lakh)

| As at 31.03.2024                                     |   |                   |           |
|--|---|-------------------|-----------|
| Particulars  | Outstanding for following periods after due date of payment |                   |           |
|  | Less than 6 months  | 6 Months - 1 year | 1-2 years |
| i. Undisputed Trade Receivables-Considered good      | 3,920.17  | 167.75            | 3,163.49  |
| ii. Undisputed Trade Receivables-Considered doubtful | -   | -                 | -         |
| iii. Disputed Trade Receivables considered good      | -   | -                 | -         |
| iv. Disputed Trade Receivables considered doubtful   | -   | -                 | -         |

| As at 31.03.2024                                     |   |               |          |
|--|---|---------------|----------|
| Particulars  | Outstanding for following periods after due date of payment |               |          |
|  | 2 to 3 Years  | Above 3 years | Total    |
| i. Undisputed Trade Receivables-Considered good      | 908.22  | 433.66        | 8,593.29 |
| ii. Undisputed Trade Receivables-Considered doubtful | -   | 151.54        | 151.54   |
| iii. Disputed Trade Receivables considered good      | -   | -             | -        |
| iv. Disputed Trade Receivables considered doubtful   | -   | -             | -        |

**NOTE - 2.17 CASH AND CASH EQUIVALENTS**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Cash on Hand  | 0.09             | 0.11             |
| Balance with Banks  |                  |                  |
| -In Current Accounts  | 74.65            | 1,362.67         |
| -In Fixed Deposit Accounts (less than 3 months maturity)                            | 564.50           | 994.00           |
| Other Bank Balances   |                  |                  |
| -In Fixed Deposit Accounts (greater than 3 months but less than 12 months maturity) | 73.90            | 561.24           |
|   | <b>713.14</b>    | <b>2,918.02</b>  |

2.17.1 Bank balances are confirmed by the banks.

**2.17.2 Earmarked Balances:**

Balance with banks in current accounts include earmarked balances for unpaid dividend ₹16.17 lakh (₹11.02 lakh).

**NOTE - 2.18 SHORT-TERM LOANS AND ADVANCES**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| <b>(Unsecured, Considered good)</b>                                 |                  |                  |
| <b>-Loans/Advances to related parties:</b>                          |                  |                  |
| Seguro - INKEL Consortium LLP- Subsidiary Entity                    | 271.84           | 271.84           |
| ICL -INKES Trade Centre Ltd   | 21.57            | 18.85            |
| ICL-INKEL Renewable Energy Pvt Ltd                                  | 79.96            | 70.96            |
| INKEL Infrastructure Development Project Limited                    | 2,575.65         | 2,489.73         |
| <b>-Others:</b>   |                  |                  |
| Advances recoverable in cash or in kind or for value to be received | 16.10            | 13.60            |
| Security Deposits/Earnest Money Deposits                            | 127.48           | 82.34            |
| Balances with Government Authorities                                | 11.63            | 140.83           |
| Advance to Suppliers/Contractors                                    | 21.07            | 17.05            |
| Advance to Employees  | 0.67             | -                |
| Advance to Others   | 26.43            | -                |
|   | <b>3,152.40</b>  | <b>3,105.20</b>  |
| <b>(Unsecured, Considered doubtful)</b>                             |                  |                  |
| Advances recoverable in cash or in kind or for value to be received | 628.02           | 628.02           |
| Less: Provision for doubtful loans/advances                         | (628.02)         | (628.02)         |
| <b>Total</b>  | <b>3,152.40</b>  | <b>3,105.20</b>  |

2.18.1 All balances, except those of subsidiaries and associates, are subject to confirmation by the respective parties.

**2.18.2** Balances for Seguro LLP Consortium and Seguro Foundations and Structures Private Limited are taken as per the last available records.

**NOTE - 2.19 OTHER CURRENT ASSETS**

(₹ In Lakh)

| Particulars                                  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| Interest accrued on Fixed Deposits           | 155.98           | 94.28            |
| Interest accrued on Lease Premium Instalment | 55.99            | 89.51            |
| Unbilled Revenue                             |                  |                  |
| -Lease Premium Instalment                    | 528.77           | 334.70           |
| -Project Management Consultancy Income       | 2,307.93         | 1,680.49         |
| -Other Income receivable                     | 3.58             | 25.42            |
| Dividend receivable (Refer Note No.2.21.1)   | 865.88           | -                |
| <b>Total</b>                                 | <b>3,918.13</b>  | <b>2,224.41</b>  |

**NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025****NOTE - 2.20 REVENUE FROM OPERATIONS**

(₹ In Lakh)

| Particulars  | For the year ended |                 |
|--|--------------------|-----------------|
|  | 31.03.2025         | 31.03.2024      |
| <b>Sale of Services</b>  |                    |                 |
| Income from disposal of land and building (On long term finance lease) | 986.75             | 1,257.35        |
| Income from operating lease  | 23.18              | 48.11           |
| Income from Common Area Maintenance services                           | 140.71             | 114.53          |
| Income from Project Management Consultancy services (See Note 2.20.1)  | 1,623.97           | 1,293.04        |
| Share of course fee received   | -                  | 9.24            |
| Lighting system commissioning services                                 | 520.82             | 956.39          |
| Construction Income  | 147.12             | 395.39          |
| Operation & Maintenance Income   | 197.31             | 300.00          |
| <b>Sale of Products</b>  |                    |                 |
| Sale of lighting/security system                                       | 1,215.25           | 2,231.58        |
| Income from agriculture  | 0.45               | 0.18            |
| <b>Total</b>   | <b>4,855.58</b>    | <b>6,605.81</b> |

**2.20.1** Disclosure as per AS 7 - Details of Project Management Consultancy services (PMC):

- Revenue recognised from PMC contracts: ₹ 1,623.97/- lakh (₹ 12,93.04/- lakh)
- Details of cost incurred for PMC contracts: ₹ 538.16/- lakh (₹ 438.02/-Lakh)
- Amount of advances received: ₹ 673.16/- lakh (₹ 610.67/- lakh)
- Amount of retentions: ₹ NIL (₹ NIL)

**NOTE - 2.21 OTHER INCOME**

(₹ In Lakh)

| Particulars                            | For the year ended |                 |
|--|--------------------|-----------------|
|  | 31.03.2025         | 31.03.2024      |
| Interest income                        | 392.15             | 287.51          |
| Dividend Income (Refer Note No.2.21.1) | 962.09             | 769.67          |
| Guarantee fee income                   | 125.63             | 130.47          |
| Profit on sale of asset                | 0.17               | 7.20            |
| Other non-operating income             | 188.74             | 119.00          |
|  | <b>1,668.78</b>    | <b>1,313.84</b> |

**2.21.1:** Dividend income represents the interim dividend declared by the subsidiary companies before the year end for which the amount was received subsequent to the year end, the details of which are as given hereunder:

| Name of Subsidiary Company                | Date of declaring dividend | Date of receipt |
|---|----------------------------|-----------------|
| INKEL EKK Roads Pvt Ltd - ₹ 504.00 lakhs  | 12.03.2025                 | 10.04.2025      |
| INKEL KSIDC Projects Ltd - ₹ 458.09 lakhs | 21.03.2025                 | 11.04.2025      |

**2.21.2** - Undisclosed income - No Undisclosed income.

**NOTE - 2.22 COST OF LAND ACQUIRED/BUILDING/AMENITIES CONSTRUCTED AND DISPOSED**  
(On long term finance lease agreements)

(₹ In Lakh)

| Particulars      | For the year ended |               |
|------------------|--------------------|---------------|
|                  | 31.03.2025         | 31.03.2024    |
| Cost of Land     | 82.28              | 90.10         |
| Cost of Building | 218.63             | 458.86        |
| <b>Total</b>     | <b>300.91</b>      | <b>548.96</b> |

**NOTE - 2.23 PURCHASES OF STOCK-IN-TRADE**

(₹ In Lakh)

| Particulars                   | For the year ended |                 |
|-------------------------------|--------------------|-----------------|
|                               | 31.03.2025         | 31.03.2024      |
| Solar Panels/Inverters/Spares | 795.46             | 1,829.07        |
|                               | <b>795.46</b>      | <b>1,829.07</b> |

**NOTE - 2.24 CHANGES IN INVENTORIES OF STOCK-IN-TRADE**

(₹ In Lakh)

| Particulars            | For the year ended |              |
|------------------------|--------------------|--------------|
|                        | 31.03.2025         | 31.03.2024   |
| Opening Stock-in-Trade | 1.21               | 76.53        |
| Closing Stock-in-Trade | 8.27               | 1.21         |
| Difference             | <b>(7.06)</b>      | <b>75.32</b> |

**NOTE - 2.25 EMPLOYEE BENEFIT EXPENSE**

(₹ In Lakh)

| Particulars                               | For the year ended |               |
|---|--------------------|---------------|
|   | 31.03.2025         | 31.03.2024    |
| Salaries & Wages                          | 845.47             | 774.24        |
| Contribution to Provident and Other funds | 29.45              | 34.81         |
| Staff Welfare Expenses                    | 36.95              | 34.89         |
|   | <b>911.88</b>      | <b>843.95</b> |

**NOTE - 2.26 FINANCE COSTS**

(₹ In Lakh)

| Particulars                       | For the year ended |               |
|-----------------------------------|--------------------|---------------|
|                                   | 31.03.2025         | 31.03.2024    |
| Interest Expenses                 |                    |               |
| : Interest on Intercorporate Loan | 357.39             | 537.44        |
| : Interest – Others               | 8.80               | -             |
| Other borrowing costs             | -                  | -             |
| <b>Total</b>                      | <b>366.19</b>      | <b>537.44</b> |

2.26.1 Includes interest paid to subsidiary ₹357.39 lakhs (537.44 lakhs)

**NOTE - 2.27 OTHER EXPENSES**

(₹ In Lakh)

| Particulars  | For the year ended |            |
|--|--------------------|------------|
|  | 31.03.2025         | 31.03.2024 |
| Expenditure on corporate social responsibility activity(Refer note 2.28) | 19.04              | 2.86       |
| Construction expense   | 168.73             | 351.19     |
| Consultancy expense  | 1.76               | 16.24      |
| Common Amenities   | 84.51              | 98.82      |
| Hostel running and course expense  | -                  | 6.11       |
| Lighting system commissioning expenses                                   | 340.91             | 783.89     |
| Operation & Maintenance Expense  | 158.04             | 147.92     |
| Agricultural expense   | 3.48               | 3.29       |
| Power & Fuel   | 16.78              | 15.33      |
| Rent   | 52.82              | 50.54      |
| Repairs & maintenance  |                    |            |
| -Others  | 15.45              | 15.81      |

|  |                 |                 |
|--|-----------------|-----------------|
| Insurance                                | 2.79            | 2.29            |
| Payments to the Auditor                  |                 |                 |
| - as auditor                             | 7.00            | 7.00            |
| - for taxation matters                   | 1.00            | -               |
| Bank charges                             | 0.58            | 1.62            |
| Meeting expense                          | 8.94            | 14.67           |
| Sitting fee to directors                 | 15.75           | 23.75           |
| Manpower services                        | 34.79           | 30.99           |
| Licensing/ Renewal Charges               | 3.77            | 0.64            |
| Advertisement & publicity                | 22.19           | 27.65           |
| Printing and stationery                  | 6.59            | 7.87            |
| Professional charges                     | 156.11          | 136.28          |
| Legal Fee                                | 90.17           | 32.14           |
| Rates & Taxes                            | 8.82            | 7.17            |
| Water line charges                       | 18.84           | 18.70           |
| Software Running Expenses                | 20.32           | 11.14           |
| Travelling & Conveyance                  | 37.02           | 39.18           |
| Postages, telephone and internet charges | 5.11            | 8.69            |
| Miscellaneous expenses                   | 27.59           | 19.77           |
| Wind Mill Project written off            | 28.92           | -               |
| Liquidated Damages – Exp.                | 5.92            | 1.60            |
| Bad Debts written off                    | 0.44            | -               |
| Loss on impairment of asset              | 33.39           | -               |
| <b>Total</b>                             | <b>1,397.54</b> | <b>1,883.15</b> |

**NOTE - 2.28 CORPORATE SOCIAL RESPONSIBILITY**

(₹ In Lakh)

| Particulars  | For the year ended |             |
|--|--------------------|-------------|
|  | 31.03.2025         | 31.03.2024  |
| a) Amount required to be spent by the company during the year  | 19.04              | 2.86-       |
| b) Amount of expenditure incurred                              | 19.04              | 2.86        |
| c) Shortfall at the end of the year                            | -                  | -           |
| d) Total of previous years shortfall                           | -                  | -           |
| e) Reason for shortfall  | NA                 | NA          |
| f) Nature of CSR activities                                    |                    |             |
| i. For purchase of computer and other skill development centre | 10.45              | -           |
| ii. Equipment purchase for mini community hall                 | 5.21               | -           |
| iii. Repair work at St.Little Treasa's UP School in Alangad    | 3.38               | -           |
| iv. Project proposal NCD                                       | -                  | 2.00        |
| v. Department of Pain & palliative care GH Ernakulam           | -                  | 0.86        |
|  | <b>19.04</b>       | <b>2.86</b> |

**NOTE - 2.29 EARNINGS PER EQUITY SHARE**

| Particulars  | For the year ended |                 |
|--|--------------------|-----------------|
|  | 31.03.2025         | 31.03.2024      |
| <b>Basic:</b>  |                    |                 |
| Profit after tax for the year as per Statement of Profit and Loss (In ₹)       | 22,61,01,640.39    | 16,24,70,719.00 |
| Weighted average number of equity shares of ₹10/- (₹10/-) each (fully paid up) | 17,78,14,334.00    | 17,78,14,334.00 |
| Basic Earnings per Share (In ₹)  | <b>1.27</b>        | <b>0.91</b>     |
| <b>Diluted:</b>  |                    |                 |
| Profit after tax for the year as per Statement of Profit and Loss (In ₹)       | 22,61,01,640.39    | 16,24,70,719.00 |
| Weighted average number of equity shares of ₹10/- (₹10/-) each (fully paid up) | 17,78,14,334.00    | 17,78,14,334.00 |
| Diluted Earnings per Share (In ₹)  | <b>1.27</b>        | <b>0.91</b>     |

**Note No. 2.30 EMPLOYEE BENEFITS**

(Disclosure under Accounting Standard 15 – 'Employee Benefits', Revised 2005)

### 2.30.1 Defined Contribution Plans

During the year the company has recognised ₹23.49 lakh (₹27.66 lakh) as Contribution to Provident Fund, ₹3.09 lakh (₹3.30 lakh) as Contribution to National Pension Scheme and ₹1.08 lakh (₹1.58 lakh) as Contribution to Employee State Insurance in the Statement of Profit and Loss on account of defined contribution plans.

### 2.30.2 Defined Benefit Plans

#### Gratuity (Funded)

| (i) Actuarial Assumptions      | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|--------------------------------|-----------------------------|-----------------------------|
| Discount Rate                  | 6.35% p.a.                  | 6.98% p.a.                  |
| Rate of return on plan assets  | 7.50% p.a.                  | 7.50% p.a.                  |
| Compensation escalation rate * | 5.00% p.a.                  | 5.00% p.a.                  |
| Mortality rate**               | IALM 2012-14                | IALM 2012-14                |

\*The assumption of future salary increases takes into account the inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

\*\*IAL: India Assured Lives Mortality modified Ult.

(₹in Lakh)

| (ii) Reconciliation of present value of obligation:      | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|--|-----------------------------|-----------------------------|
| Present value of obligation at the beginning of the year | 100.60                      | 86.76                       |
| Current Service Cost                                     | 19.84                       | 19.08                       |
| Interest Cost  | 6.84                        | 5.87                        |
| Actuarial gain/(loss)                                    | 26.72                       | 0.45                        |
| Benefits Paid  | (5.12)                      | (11.55)                     |
| Curtailments   | -                           | -                           |
| Settlements  | -                           | -                           |
| Present value of obligation at the end of the year       | 148.89                      | 100.60                      |

(₹in Lakh)

| (iii) Reconciliation of fair value of plan assets:     | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|--|-----------------------------|-----------------------------|
| Fair value of plan assets at the beginning of the year | 1.81                        | 0.10                        |
| Acquisition Adjustments                                | -                           | -                           |
| Expected return on plan assets                         | 0.09                        | 0.10                        |
| Actuarial gain/(loss)                                  | (0.30)                      | (0.84)                      |
| Contributions  | 4.00                        | 14.00                       |
| Benefits paid  | (5.12)                      | (11.55)                     |
| Assets distributed on settlement                       | -                           | -                           |
| Fair value of plan assets at the end of the year       | 0.49                        | 1.81                        |

(₹ in Lakh)

| (iv) Net (Asset)/Liability recognised in the Balance Sheet as at year end:                    | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|---|-----------------------------|-----------------------------|
| Present value of obligation   | 148.89                      | 100.60                      |
| Fair value of plan assets   | (0.49)                      | (1.81)                      |
| Net present value of unfunded obligation recognised as (asset)/liability in the Balance Sheet | 148.40                      | 98.79                       |

(₹ in Lakh)

| (v) Expenses recognised in the Statement of Profit and Loss:  | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|---|-----------------------------|-----------------------------|
| Current Service Cost  | 19.84                       | 19.08                       |
| Interest Cost   | 6.84                        | 5.87                        |
| Expected return on plan assets                                | (0.09)                      | (0.10)                      |
| Acquisition Adjustment of assets                              | -                           | -                           |
| Actuarial (gain) /loss recognised in the period               | 27.02                       | 1.28                        |
| Past Service Cost   | -                           | -                           |
| Curtailement cost   | -                           | -                           |
| Settlement cost   | -                           | -                           |
| Total expenses recognised in the Statement of Profit and Loss | 53.61                       | 26.14                       |

**Leave Plan (Unfunded)**

| (i) | <b>Actuarial Assumptions</b>   | <b>31<sup>st</sup> March 2025</b> | <b>31<sup>st</sup> March 2024</b> |
|-----|--------------------------------|-----------------------------------|-----------------------------------|
|     | Discount Rate                  | 6.345% p.a.                       | 6.975% p.a.                       |
|     | Rate of return on plan assets  | Not Applicable                    | Not Applicable                    |
|     | Compensation escalation rate * | 5.00% p.a.                        | 5.00% p.a.                        |
|     | Mortality rate                 | IALM 2012-2014                    | IALM 2012-2014                    |

\*The assumption of future salary increases takes into account the inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

(₹ in Lakh)

| (ii) | <b>Reconciliation of present value of obligation:</b>    | <b>31<sup>st</sup> March 2025</b> | <b>31<sup>st</sup> March 2024</b> |
|------|--|-----------------------------------|-----------------------------------|
|      | Present value of obligation at the beginning of the year | 77.93                             | 93.51                             |
|      | Current Service Cost                                     | 20.28                             | 19.85                             |
|      | Interest Cost  | 5.01                              | 5.93                              |
|      | Actuarial (gain)/loss                                    | (1.63)                            | (17.98)                           |
|      | Benefits Paid  | (12.07)                           | (23.38)                           |
|      | Curtailments   | -                                 | -                                 |
|      | Settlements  | -                                 | -                                 |
|      | Present value of obligation at the end of the year       | 89.52                             | 77.93                             |

(₹ in Lakh)

| (iii) | <b>Reconciliation of fair value of plan assets:</b>    | <b>31<sup>st</sup> March 2025</b> | <b>31<sup>st</sup> March 2024</b> |
|-------|--|-----------------------------------|-----------------------------------|
|       | Fair value of plan assets at the beginning of the year | -                                 | -                                 |
|       | Expected return on plan assets                         | -                                 | -                                 |
|       | Actuarial gain/(loss)                                  | -                                 | -                                 |
|       | Contributions  | -                                 | -                                 |
|       | Benefits paid  | -                                 | -                                 |
|       | Assets distributed on settlement                       | -                                 | -                                 |
|       | Fair value of plan assets at the end of the year       | -                                 | -                                 |

(₹ in Lakh)

| (iv) | <b>Net (Asset)/Liability recognised in the Balance Sheet as at year end:</b>                  | <b>31<sup>st</sup> March 2025</b> | <b>31<sup>st</sup> March 2024</b> |
|------|---|-----------------------------------|-----------------------------------|
|      | Present value of obligation   | 89.52                             | 77.93                             |
|      | Fair value of plan assets   | -                                 | -                                 |
|      | Net present value of unfunded obligation recognised as (asset)/liability in the Balance Sheet | 89.52                             | 77.93                             |

(₹ in Lakh)

| (v) | <b>Expenses recognised in the Statement of Profit and Loss:</b> | <b>31<sup>st</sup> March 2025</b> | <b>31<sup>st</sup> March 2024</b> |
|-----|---|-----------------------------------|-----------------------------------|
|     | Current Service Cost  | 20.28                             | 19.85                             |
|     | Interest Cost   | 5.01                              | 5.93                              |
|     | Expected return on plan assets                                  | -                                 | -                                 |
|     | Actuarial (gain) /loss recognised in the period                 | (1.63)                            | (17.98)                           |
|     | Past Service Cost   | -                                 | -                                 |
|     | Curtailement cost   | -                                 | -                                 |
|     | Settlement cost   | -                                 | -                                 |
|     | Total expenses recognised in the Statement of Profit and Loss   | 23.67                             | 7.80                              |

**NOTE -2.31 Disclosure of transactions with Related Parties**

As required by Accounting Standard – 18 on Related Party Disclosures

**A. Related parties and nature of relationship**

|   |  |
|---|--|
| i. INKEL KSIDC Projects Limited                               | Subsidiary Company   |
| ii. INKES Trade Centre Limited                                | Subsidiary Company   |
| iii. INKEL- EKK Roads Private Limited                         | Subsidiary Company   |
| iv. Thalikulam PURA Private Limited                           | Subsidiary Company   |
| v. Tirurangadi PURA Private Limited                           | Subsidiary Company   |
| vi. Seguro Foundations and Structures Private Limited         | Subsidiary Company (w.e.f. 01.12.2017)<br>Associate Company (w.e.f. 08.11.2017, up to 30.11.2017)    |
| vii. MIV Logistics Private Limited                            | Associate Company  |
| viii. Seguro - INKEL Consortium LLP                           | Subsidiary Entity (w.e.f. 01.12.2017)<br>Jointly Controlled Entity (up to 30.11.2017)                |
| ix. INKEL Infrastructure Development Projects Limited (IIDPL) | Subsidiary Company (w.e.f. 27.10.2018)   |
| x. Key Managerial Personnel:                                  |  |
| Mr. Ellangovan K  | Managing Director (w.e.f. 24.02.2022)  |
| Mr. Riju Thomas   | Chief Financial Officer (w.e.f. 16.05.2024)  |
| Mr. Baiju T   | Company Secretary (w.e.f. 19.12.2022)  |
| xi. Calicut Expressway Private Limited                        | Enterprise in which the company has significant influence indirectly through an intermediary (IIDPL) |
| xii. INKEL Renewable Energy Private Limited                   | 100% subsidiary of IIDPL   |

**B. Description of Transactions**

(₹ In Lakh)

| Subsidiary/ Associate/ Jointly Controlled Entity/Key Managerial Personnel |                 |              |        |                 |
|---|-----------------|--------------|--------|-----------------|
| Nature of Transaction   | Opening Balance | Transactions |        | Closing Balance |
|   |                 | Dr           | Cr     |                 |
| <b>Income</b>   |                 |              |        |                 |
| <b>1. Project Consultancy Income</b>                                      |                 |              |        |                 |
| INKEL EKK Roads Private Limited   | -               | -            | 132.20 | 132.20          |
| INKEL KSIDC Projects Limited  | -               | -            | 8.41   | 8.41            |
| <b>2. Guarantee Commission Received</b>                                   |                 |              |        |                 |
| INKEL EKK Roads Private Limited   | -               | -            | 119.47 | 119.47          |
|   | -               | -            | 119.47 | 119.47          |
| MIV Logistics Private Limited   | -               | -            | 6.16   | 6.16            |
|   | -               | -            | 11.00  | 11.00           |
| <b>3. Interest income from Loans/Debentures</b>                           |                 |              |        |                 |
| INKEL Renewable Energy Private Limited                                    | -               | -            | 7.18   | 7.18            |
|   | -               | -            | -      | -               |
| INKES Trade Centre Ltd.   | -               | -            | 1.91   | 1.91            |
|   | -               | -            | -      | -               |
| <b>4. Expenses Recovered</b>  |                 |              |        |                 |
| MIV Logistics Private Limited   | -               | -            | 10.43  | 10.43           |
|   | -               | -            | 10.77  | 10.77           |
| INKEL KSIDC Projects Limited  | -               | -            | 20.80  | 20.80           |
|   | -               | -            | 16.47  | 16.47           |
| INKEL EKK Roads Private Limited   | -               | -            | 31.14  | 31.14           |
|   | -               | -            | 14.93  | 14.93           |
| INKEL Renewable Energy Receivable   | -               | -            | 3.72   | 3.72            |
|   | -               | -            | 0.90   | 0.90            |
| INKEL Infrastructure Development Projects Limited                         | -               | -            | 0.08   | 0.08            |
|   | -               | -            | -      | -               |
| INKES Trade Centre Ltd.   | -               | -            | 0.05   | 0.05            |
|   | -               | -            | -      | -               |

|  |           |          |         |           |
|--|-----------|----------|---------|-----------|
| <b>5. Operation &amp; Maintenance Income</b>   |           |          |         |           |
| INKEL EKK Roads Private Limited  | -         | -        | 197.31  | 197.31    |
|  | -         | -        | 300.00  | 300.00    |
| <b><u>Expenses</u></b>   |           |          |         |           |
| 1. Remuneration to Managing Director<br>Mr. Ellangovan K                               | -         | 102.65   | -       | 102.65    |
|  | -         | 73.60    | -       | 73.60     |
| 2. Remuneration to Chief Financial Officer<br>Mr. Riju Thomas                          | -         | 18.28    | -       | 18.28     |
|  | -         | -        | -       | -         |
| 3. Remuneration to Company Secretary<br>Mr. Baiju T                                    | -         | 18.80    | -       | 18.80     |
|  | -         | 16.61    | -       | 16.61     |
| 4. Interest on Intercompany loan<br>INKEL EKK Roads Private Limited                    | -         | 366.49   | -       | 366.49    |
|  | -         | 537.44   | -       | 537.44    |
| <b><u>Loans and Advances</u></b>   |           |          |         |           |
| 1. Seguro-INKEL Consortium LLP   | 899.86    | -        | -       | 899.86    |
|  | 899.86    | -        | -       | 899.86    |
| 2. INKES Trade Centre Limited  | 18.85     | 2.72     | -       | 21.57     |
|  | 14.51     | 18.85    | 14.51   | 18.85     |
| 3. INKEL Infrastructure Development Projects Limited                                   | 2,489.73  | 690.00   | 604.08  | 2,575.65  |
|  | 4,299.00  | 837.67   | 2646.94 | 2,489.73  |
| 4. INKEL Renewable Energy Pvt Ltd  | 70.96     | 11.09    | 2.09    | 79.96     |
|  | -         | 70.96    | -       | 70.96     |
| <b><u>Borrowings</u></b>   |           |          |         |           |
| 1. INKEL EKK Roads Private Limited   | 4,502.00  | 1,918.60 | -       | 2,583.40  |
|  | 4,502.00  | -        | -       | 4,502.00  |
| <b><u>Investments in Equity Shares</u></b>   |           |          |         |           |
| 1. INKEL KSIDC Projects Limited  | 1,832.34  | -        | -       | 1,832.34  |
|  | 1,832.34  | -        | -       | 1,832.34  |
| 2. INKES Trade Centre Limited  | 370.00    | -        | -       | 370.00    |
|  | 370.00    | -        | -       | 370.00    |
| 3. INKEL-EKK Roads Private Limited   | 2,016.00  | -        | -       | 2,016.00  |
|  | 2,016.00  | -        | -       | 2,016.00  |
| 4. MIV Logistics Private Limited<br>(Including Preference Share Capital of ₹ 16 Crore) | 2,782.97  | -        | -       | 2,782.97  |
|  | 2,782.97  | -        | -       | 2,782.97  |
|  | -         | -        | -       | -         |
| 5. Seguro Foundations and Structures Private Limited                                   | 0.00      | -        | -       | 0.00      |
|  | 0.00      | -        | -       | 0.00      |
| 6. INKEL Infrastructure Development Projects Limited                                   | 1,401.00  | -        | -       | 1,401.00  |
|  | 0.00      | 1,401.00 | -       | 1,401.00  |
| <b><u>Investments in partner's capital net of profit/ loss from operations</u></b>     |           |          |         |           |
| 7. Seguro-INKEL Consortium LLP<br>(Refer note 2.12) (Including share of profit)        | (140.60)  | -        | -       | (140.60)  |
|  | (140.60)  | -        | -       | (140.60)  |
| <b><u>Guarantee given</u></b>  |           |          |         |           |
| 1. MIV Logistics Private Limited   | 1,100.00  | -        | -       | 200.00    |
|  | 1,100.00  | -        | -       | 1,100.00  |
| 2. INKEL-EKK Roads Private Limited   | 18,200.00 | -        | -       | 18,200.00 |
|  | 18,200.00 | -        | -       | 18,200.00 |
| <b><u>Shares pledged</u></b>   |           |          |         |           |
| 1. INKEL-EKK Roads Private Limited   | 1,032.00  | -        | -       | 1,032.00  |
|  | 1,032.00  | -        | -       | 1,032.00  |

|  |        |         |        |          |
|--|--------|---------|--------|----------|
| <b><u>Dividend</u></b>                               |        |         |        |          |
| 1. INKEL-EKK Roads Private Limited                   | -      | -       | 504.00 | 504.00   |
|  | -      | -       | 403.20 | 403.20   |
| 2. INKEL KSIDC Projects Limited                      | -      | -       | 458.09 | 458.09   |
|  | -      | -       | 366.47 | 366.47   |
| <b><u>Receivables</u></b>                            |        |         |        |          |
| 1. MIV Logistics Private Limited                     | 66.70  | 19.57   | 86.27  | -        |
|  | 47.16  | 26.36   | 6.82   | 66.70    |
| 2. INKEL KSIDC Projects Limited                      | 9.55   | 35.76   | 45.31  | -        |
|  | 196.97 | 27.74   | 215.16 | 9.55     |
| 3. INKES Trade Centre Limited                        | 11.60  | 1.77    | 1.72   | 11.65    |
|  | 15.83  | -       | 4.24   | 11.60    |
| 4. INKEL-EKK Roads Private Limited                   | 923.98 | 566.55  | 784.20 | 706.33   |
|  | 236.04 | 1080.47 | 392.52 | 923.98   |
| 5. INKEL Infrastructure Development Projects Limited | -      | 0.09    | -      | 0.09     |
|  | 837.67 | -       | 837.67 | -        |
| 6. INKEL Renewable Energy Private Limited            | -      | 10.94   | 6.63   | 4.31     |
|  | 39.00  | 6.91    | 45.90  | -        |
| <b><u>Solar Project</u></b>                          |        |         |        |          |
| 1. MIV Logistics Private Limited                     | -      | 98.00   | 10.00  | 88.00    |
|  | -      | -       | -      | -        |
| 2. NKEL KSIDC Projects Limited                       | -      | 109.51  | 4.67   | 104.84   |
|  | -      | -       | -      | -        |
| 3. INKEL Infrastructure Development Projects Limited | -      | 185.53  | 7.86   | 177.68   |
|  | -      | -       | -      | -        |
| <b><u>Payables</u></b>                               |        |         |        |          |
| 1. INKEL-EKK Roads Private Limited                   | 760.78 | -       | 329.84 | 1,090.62 |
|  | 277.09 | -       | 483.70 | 760.78   |
| 2. INKEL Infrastructure Development Projects Limited | 15.22  | -       | -      | 15.22    |
|  | 15.22  | -       | -      | 15.22    |

**2.31.1** Transactions in the nature of current account transactions have not been included in the above disclosure.

**2.31.2** The Managing Director has been reappointed for a period of 5 years, effective from 24.02.2025 and the remuneration referred above is based on said resolution passed in the AGM held on 09th day of September 2024.

#### **NOTE - 2.32**

##### **2.32.1 Fraud on INKEL:**

INKEL Limited (INKEL) had acquired 65% of shares in the company Seguro Foundations and Structures Private Limited (SFS) on 1st December 2017 and made an investment of ₹1381.50 lakh. SFS has been functioning as a subsidiary of INKEL from such date. During the financial year 2018-19 certain instances of non-adherence with proper corporate governance systems, as also incompleteness/deficiencies in the financial information furnished by the former management of SFS were noticed, which were prima facie considered material. The committee constituted by the Board of INKEL has found out serious lapses, irregularities, diversion of funds and misappropriations including “overvaluation of Seguro’s shares for investment by INKEL, practice of showing inflated unbilled revenue (work in progress), non-utilisation of Investment by INKEL on any projects, irregularities in financial transactions and diversion of funds, absence of transparency in related party transactions, statutory non-compliances and malpractices to hide the same, availing higher working capital facility from bank by submitting inflated receivable” etc. and recommended the Board to consider legal remedies against the erstwhile management of SFS. The forensic audit simultaneously conducted by the management of INKEL by engaging a firm of chartered accountants had also reported that the Managing Director of SFS has perpetrated frauds by “siphoning funds through bogus creditors, fictitious expense, misappropriation/ diversion of funds, overstatement of unbilled revenue, conflicting interest, non-reported related party transactions” etc. Based on the aforesaid reports, INKEL has initiated legal actions against SFS and its erstwhile management. Having regard to the report that SFS’s shares were overvalued through misrepresenting its financial

positions and the investment made by INKEL was siphoned away by the managing director of SFS, the Board of INKEL has declared the transaction of investment in SFS as a fraud on INKEL by SFS.

### 2.32.2 Impairment of value of investment:

Based on unaudited financial statements as on 31/03/2019 provided by SFS and the provisional financial statements of SFS compiled for the year ended 31/03/2020, the net worth of SFS has fully eroded. Further no financial statements of SFS was compiled for the years 31/03/2021, 31/03/2022, 31/03/2023, and 31/03/2024. In view of the matters of fraud and erosion of share value reported above, there is permanent diminution in the value of investments in the subsidiary company, SFS as per AS-13 (Accounting for Investments) and recoverability of the investment seems to be remote. Hence, the value of investment ₹ 1381.50 lakh has been written off completely in the year 2019-20.

### 2.32.3 Investment in other subsidiaries and associates:

As per the audited financial statements of M/s INKES Trade Centre Ltd, a subsidiary company of INKEL Ltd, as at 31-03-2025, the net worth has undergone partial erosion and as per the audited financial statements of M/s MIV Logistics Private Limited, an associate company of INKEL Ltd, as at that date, the net worth has undergone erosion due to write off of Investments in and advances to SSPL. The net worth of both companies attributable to the equity investment of INKEL Ltd is lower than the cost of investments as shown hereunder:

(₹ in Lakh)

| Name of Company / Relationship                      | Carrying Cost of Investment as per books of INKEL |                                   | Share of Net Asset Value as per books of the respective Company |                                   |
|---|---|-----------------------------------|---|-----------------------------------|
|   | As at 31 <sup>st</sup> March 2025                 | As at 31 <sup>st</sup> March 2024 | As at 31 <sup>st</sup> March 2025                               | As at 31 <sup>st</sup> March 2024 |
| 1) INKES Trade Centre Limited (INKES)               | 370.00  | 370.00                            | 283.83  | 290.87                            |
| 2) MIV Logistics Private Limited (MIV) - Associates | 1,182.97  | 1,182.97                          | 133.63  | 276.25                            |

- a) The net worth of INKES has eroded slightly in the year 31/03/2025. The diminution in the value of investment of INKEL Limited in the equity shares of INKES is not considered to be permanent by the management of INKEL Limited considering the drop in value is not significant and can be recovered with the prospective business of the investee company.
- b) Further, as per the financial statements of MIV Logistics Private Limited ((2) referred to above) as at 31st March 2024, the said company is holding investments in equity shares amounting to ₹269.13 lakh in its associate company viz. Seabird Seaplane Private Limited (Seabird) and has outstanding loans and advances given by MIV to the said company amounting to ₹301.84 lakh (excluding interest not charged in accounts). Seabird Sea Plane Private Limited has not commenced any commercial operations since its inception in 2012 and it had filed an insolvency petition before the National Company Law Tribunal. It is understood that the NCLT has passed the order whereby the company commenced liquidation. The chance of recovering the advances made by MIV Logistics Private Limited to the said company is remote. Hence the said investments and advances have been written off. Thus, the net worth of MIV Logistics Pvt Ltd has impacted adversely by an amount of ₹ 570.98 crores, however MIV Logistics is making profits from business operationally. Therefore, the diminution in the value of investment of INKEL in the equity shares of MIV Logistics Private Limited is considered by the Management to be temporary. Hence, INKEL has valued the investment in the said company at cost following the provisions of AS 13 on Investments.

### Note 2.33 FINANCIAL RATIOS

| Sl. No. | Particulars                     | Numerator                           | Denominator                          | As at 31.03.2025 | As at 31.03.2024 | % of Variance |
|---------|---------------------------------|-------------------------------------|--------------------------------------|------------------|------------------|---------------|
| 1       | Current ratio                   | Current Assets                      | Current Liabilities                  | 1.65             | 1.03             | 61%           |
| 2       | Debt Equity Ratio               | Total Debt                          | Shareholder's Equity                 | 0.12             | 0.23             | -46%          |
| 3       | Debt Service Coverage Ratio     | Earnings available for debt service | Repayment of Instalment and interest | 8.54             | 5.03             | 70%           |
| 4       | Return on Equity                | Net Profit after Tax                | Shareholder's Equity                 | 0.10             | 0.08             | 26%           |
| 5       | Trade Receivable Turnover Ratio | Credit Sales                        | Average Trade Receivables            | 0.56             | 0.78             | -28%          |

|   |                              |                                |                         |      |        |       |
|---|------------------------------|--------------------------------|-------------------------|------|--------|-------|
| 6 | Trade Payable Turnover Ratio | Credit Purchases               | Average Trade Payables  | 0.38 | 0.77   | -50%  |
| 7 | Net Capital Turnover Ratio   | Revenue from Operations        | Average Working Capital | 1.01 | -10.45 | -110% |
| 8 | Net Profit Ratio             | Net Profit after Tax           | Revenue from Operations | 0.47 | 0.25   | 89%   |
| 9 | Return on Capital Employed   | Earnings before Interest & Tax | Capital employed        | 0.13 | 0.12   | 7%    |

#### Reason for Variance in excess of 25%

- 1) **Current Ratio** - Increase is due to increase in cash and cash equivalents as well as receivables.
- 2) **Debt Equity Ratio** - Decrease is due to decrease in short term borrowings.
- 3) **Debt Service Coverage Ratio** - Increase is due to rise in earnings available for debt service.
- 4) **Return on Equity** - Improvement is mainly on account of increase in PAT during the current year.
- 5) **Trade Payable Turnover Ratio** - Optimum usage of credit period.
- 6) **Net Capital turnover Ratio** - Increase is due to increase in working capital.
- 7) **Net Profit Ratio** - Improvement is mainly on account of increase in profit during the current year.

#### NOTE - 2.34

The company operates in three business segments: PMC/EPC, Renewable Energy, and Leasing. In accordance with Accounting Standard (AS) 17, segment reporting is provided in the table below, detailing the financial performance of each segment. This includes segment-wise revenue, results, assets and liabilities.

(₹ in Lakh)

| Particulars                              | PMC/<br>EPC | RE/<br>Solar | Estate/<br>Leasing | PMC/<br>EPC | RE/ Solar | Estate/<br>Leasing |
|--|-------------|--------------|--------------------|-------------|-----------|--------------------|
|  | FY 24-25    |              |                    | FY 23-24    |           |                    |
| Revenue from External Customers          | 1,968.41    | 1,736.08     | 1,150.64           | 1,988.44    | 3,187.96  | 1,429.23           |
| Revenue from other business segments     | -           | -            | -                  | -           | -         | -                  |
| Total revenue from each segment          | 1,968.41    | 1,736.08     | 1,150.64           | 1,988.44    | 3,187.96  | 1,429.23           |
| Segment Profit or loss (before interest) | 712.82      | 310.20       | 494.09             | 617.44      | 226.01    | 473.51             |
| Depreciation / Amortisation expenses     | -           | -            | 32.59              | -           | -         | 64.05              |
| Carrying amount of segment assets        | 4,009.76    | 9,223.24     | 2,111.75           | 3,945.39    | 9,623.15  | 2,778.25           |
| Segment liabilities                      | 4,345.14    | 3,332.70     | 889.56             | 5,393.05    | 5,958.53  | 1,453.51           |

#### Reconciliation between segment information and financial statements:

(₹ in Lakh)

| Particulars                    | Revenue  | Profit   | Assets    | Liabilities |
|--------------------------------|----------|----------|-----------|-------------|
|                                | FY 24-25 |          |           |             |
| From Business Segments         | 4,855.13 | 1,517.11 | 15,344.75 | 8,567.40    |
| From Dividend and Other Income | 1,669.23 | 1,513.94 | 18,335.51 | 1,569.61    |
| Less: Interest Expense         | -        | 366.19   | -         | -           |
| As per the financial statement | 6,524.35 | 2,664.86 | 33,680.26 | 10,137.01   |

(₹ in Lakh)

| Particulars                    | Revenue  | Profit   | Assets    | Liabilities |
|--------------------------------|----------|----------|-----------|-------------|
|                                | FY 23-24 |          |           |             |
| From Business Segments         | 6,605.63 | 1,327.91 | 16,346.78 | 12,804.08   |
| From Dividend and Other Income | 1,314.02 | 1,285.20 | 18,800.06 | 1,060.53    |
| Less: Interest Expense         | -        | 537.44   | -         | -           |
| As per the financial statement | 7,919.65 | 2,075.66 | 35,146.84 | 13,864.61   |

**NOTE - 2.35 Contingent Liabilities not provided for:**

(₹ In Lakh)

| Particulars  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| a) Corporate guarantee issued in favour of -   |                  |                  |
| - MIV Logistics Private Limited  | 200.00           | 1,100.00         |
| - INKEL-EKK Roads Private Limited  | 18,200.00        | 18,200.00        |
| b) Other Counter Guarantees issued in favour of Banks for the guarantees issued by the Banks | 934.87           | 1,882.42         |
| -KSEB  | 760.19           | 744.31           |
| -LSGD-Kerala   | -                | -                |
| -PWD   | 2.00             | 2.00             |
| -CSML  | -                | -                |
| -KINFRA  | 0.77             | 0.74             |
| -RDPR KARNATAKA  | 74.87            | 70.46            |
| -KMML  | 24.13            | 22.71            |
| -AUTOKAST  | 34.93            | 33.12            |
| -LIEN MARKED   | 5.51             | 942.75           |
| -ANERT   | 20.92            | 54.78            |
| -KSITL   | 11.55            | 11.55            |
| c) Claims towards Building Tax   | 117.36           | 117.36           |
| d) Income Tax demand relating to   |                  |                  |
| -Assessment Year 2018-19   | 49.68            | 49.68            |
| - Assessment Year 2020-21  | 44.00            | 44.00            |

- 1) Federal bank has filed an application before the Debt Recovery Tribunal (OA 149/2021) under S.19 of the Recovery of Debts and Bankruptcy Act, 1993 against M/s Seguro Foundations and Structures Pvt Ltd in which INKEL is arrayed as the 5th defendant. The application is filed for recovery of ₹ 4978.39 lakh along with pendente lite and future interest @ 10.58% + 2% penal interest per annum. The bank has also prayed for a direction from the DRT in the same petition for payment of ₹ 52.01 lakh along with pendente lite and future interest @ 10.48% + 2% penal interest. The case is being defended by INKEL as there is no corporate guarantee extended by INKEL.
- 2) A person by name Shaji Mathew has filed a case before the NCLT, Kochi bench against M/s Seguro Foundations and Structures Pvt Ltd claiming an amount of ₹ 11.02 Lakh. INKEL has been impleaded exparte as Additional Corporate Debtor in this case by virtue of NCLT order dated 26.11. 2020. The matter stayed against INKEL Limited by the Honourable Supreme Court.
- 3) There are Certain Legal cases involving an amount of ₹ 82.36 lakhs faced by the Company as a party in cases related to its subsidiary Seguro Foundations and Structures Private Limited and INKEL Consortium LLP wherein the company is a majority partner, for which the outcome and potential financial impact cannot be reasonably estimated. Though the company is not the primary accused, it is one of the defendants in certain legal cases with claims for the recovery of money pending before various forums. Management hold the view that those claims are not tenable against the Company; however, due to the inherent uncertainties involved, the contingent liability cannot be quantified at this time.

**NOTE - 2.36 Remittances in foreign currency****2.36.1 Dividend**

(₹ In Lakh)

| Particulars                                | As at 31.03.2025          | As at 31.03.2024          |
|--|---------------------------|---------------------------|
| Year to which dividend relates             | Financial Year<br>2023-24 | Financial Year<br>2023-23 |
| Amount remitted during the year            | 86.30                     | 79                        |
| Number of non-resident shareholders        | 4                         | 4                         |
| Number of shares on which dividend was due | 2,31,33,953               | 2,31,33,953               |

**2.36.2 Other Remittances**

(₹ In Lakh)

| Particulars       | As at 31.03.2025 | As at 31.03.2024 |
|-------------------|------------------|------------------|
| Software Purchase | 1.36             | -                |

**NOTE - 2.37 Impact of tax rate change:**

The Company elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has re-measured its

Deferred Tax Assets on the basis of the rate prescribed in the said section. The full impact of this change has been recognised in the statement of Profit & Loss for the year.

**NOTE - 2.38 Operating Lease: Company as Lessee**

The Company has taken buildings for use as office space on lease under operating lease agreements renewable on periodic basis at the option of both the lessor and lessee. Rental expenses debited to Profit and Loss account Rs 52.82 Lakhs (₹50.54 lakhs) incurred in respect of the buildings taken on operating lease.

**NOTE - 2.39** - Previous year figures unless otherwise stated are given in italics and have been regrouped and recast wherever necessary.

**NOTE - 2.40** - Title deeds of Freehold Immovable Property not held in name of the Company - NIL.

**NOTE – 2.41** - The Company has not revalued its Property, Plant and Equipment during the year by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

**NOTE – 2.42** - The Company has no Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties (except subsidiary companies) (as defined under Companies Act, 2013,) either severally or jointly with any other person, except for subsidiaries.

**NOTE - 2.43** - The Company has no Intangible Assets under Development as on 31.03.2025, whose completion is overdue or has exceeded its cost compared to its original plan.

**NOTE - 2.44** - The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**NOTE - 2.45** - The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or government authority.

**NOTE - 2.46** - The Company does not have any transactions with companies struck off.

**NOTE - 2.47** - The company does not have any charges or satisfaction which is yet to be registered with ROC (Registrar of Companies) beyond the statutory period.

**NOTE - 2.48** - The Company has complied with number of layers of companies are as per clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**NOTE - 2.49** - The company has spent CSR expenditure as required by section 135 of Companies Act.

For and on behalf of the Board of Directors

As per our separate report of even date attached

**Dr. K Ellangovan**  
Managing Director  
DIN: 05272476

**Jacob Kovoov Ninan**  
Director  
DIN: 01213357

**For Krishnamoorthy & Krishnamoorthy**  
Chartered Accountants  
FRN: 001488S

**Baiju T**  
Company Secretary

**Riju Thomas**  
Chief Financial Officer

**CA. K T Mohanan**  
Partner  
Membership No. 201484  
UDIN: 25201484BMHYRM1490

Place: Kochi  
Date: 28.05.2025

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF INKEL LIMITED REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

#### Disclaimer of Opinion:

We were engaged to audit the accompanying consolidated financial statements of INKEL Limited (hereinafter referred to as the "Holding Company"), its subsidiaries (Holding company and subsidiaries together referred as "the Group"), and its associates and jointly controlled entities, which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2025 and the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement for the year then ended, and notes to the Consolidated financial statements, including a summary of significant accounting policies and other explanatory information. (Hereinafter referred to as the "Consolidated Financial Statements").

We do not express an opinion on the aforesaid Consolidated Financial Statements of the group and its associates. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

#### Basis for Disclaimer:

As stated in Note No 2.40.1 to the consolidated financial statements of INKEL Limited (INKEL), certain instances of non-adherence with proper corporate governance systems, as also incompleteness/ deficiencies in the financial information furnished by the subsidiary company of INKEL Ltd by name Seguro Foundations and Structures Private Limited (SFS) have been identified during financial year 2018-19, which are prima facie considered material and are being independently examined as stated therein. The committee appointed by the Board of Directors of INKEL Ltd and the forensic audit simultaneously conducted by a firm of independent chartered accountants had reported that SFS's shares were overvalued through misrepresenting its financial positions and the investment made by INKEL was siphoned away by the Managing Director of SFS, and so the Board of INKEL has declared the transaction of investment in SFS as a fraud on INKEL by SFS.

The legal actions initiated by INKEL have not reached finality. Pending resolution of the matter, the financial statement for the year ended 31.03.2020 have not been drawn up or approved by the Board of Directors of the said company. Further, no financial statements of SFS were compiled for the years 31.03.2021, 31.03.2022, 31.03.2023, 31.03.2024 and 31.03.2025. Due to the reason, the financial statements of SFS was not consolidated for the year ended 31.03.2025.

As stated in Note 2.14.5 to the consolidated financial statements of INKEL Limited (INKEL), since the authorized Signatory representing Seguro Foundations and Structures Private Limited is not available, the financial statements of Seguro-INKEL consortium LLP has not been drawn and audited. The profit/ loss of the LLP is not considered in the preparation of the financial statements.

Due to the afore stated issues of non-consolidation of financial statements of SFS for the financial years 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 for the reason that financial statements of SFS for the financial years 2018-19 and 2019-20 are unaudited, the impact of further adjustments, if any, that may be necessary in the financial statements of SFS in relation to the financial year ended 31<sup>st</sup> March 2025, as well as in relation to the preceding years ended 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2020, 31<sup>st</sup> March 2021, 31<sup>st</sup> March 2022, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March 2024 which have to be subjected to independent review as stated above, cannot be ascertained at this stage and hence has not been considered in these Consolidated Financial Statements. Further, the impact of not incorporating the share of losses/profits from the limited liability partnership M/s Seguro INKEL consortium LLP for the financial year 2024-25 and the earlier years when they were not incorporated in the Consolidated Financial Statements also could not be ascertained.

We are unable to obtain sufficient appropriate audit evidence on which to base our opinion regarding the group's and its associate's share of total assets, net assets, total revenues, net loss and net cash inflows in respect of the Subsidiary company and partnership, Seguro Foundations and Structures Private Limited and Seguro - INKEL Consortium LLP respectively; as well as regarding the impact of further changes, if any, that may be necessary based on the outcome of the independent reviews as stated above, the possible effects of which on the consolidated financial statements could be both material and pervasive and forms the basis for the Disclaimer of Opinion.

#### Emphasis of Matter:

We draw attention to the following notes forming part of Consolidated financial statements:

- i. Note No. 2.14.2 as per which, INKEL Infrastructure Development Projects Limited (IIDPL), a 100 % subsidiary of INKEL LIMITED had an accumulated loss of ₹1415.60 lakhs as at 31.03.2025, and accordingly the net worth of IIDPL got fully eroded. For reasons stated in the note referred above, the diminution in the value of investments in IIDPL is considered as temporary in nature. Accordingly, for the purpose of consolidation of financial statements, the investment is valued at cost in accordance with Accounting Standard 13 on Investments.

- ii. Note No. 2.14.5, where in it is stated that the profit / loss of SEGURO – INKEL consortium LLP, a limited liability partnership constituted by INKEL Limited and M/s Seguro Foundations and Structures Private Limited (SFS) as designated partners, is not considered in the preparation of the standalone financial statements since the financial statements of the said LLP has not been drawn and audited for the reasons stated in the referred note.
- iii. Note No. 2.40.1, where in it is stated that the acquisition of 65% equity shares of M/s Seguro Foundations and Structures Private Limited on 01-12-2017 took place at exorbitant price as a result of misrepresentation and suppression of information by the former management of the SFS and that on the basis of an enquiry report of a committee constituted by the Board of INKEL Ltd and a forensic audit report by an independent firm of chartered accountants, the Board declared the investment in SFS as the outcome of fraud committed by the former management of SFS.
- iv. Note No. 2.40.3 wherein it is stated that,
- An investment of ₹370 lakhs by INKEL Limited in equity shares of its subsidiary company M/s INKES Trade centre (P) Ltd, though undergone partial diminution in its value due to the erosion in net worth of subsidiary and the same is considered as temporary and has not been provided for, for the reasons stated in the referred note.
  - Another investment of ₹1,182.97 lakhs in equity shares of an associate company M/s. MIV Logistics Private Limited has also undergone diminution in value due to erosion in net worth of the investee, but the diminution has not been provided for, for the reasons stated in the referred note.
- v. Note No. 2.19.1 wherein it is stated that the balances given under Trade Receivable other than amounts receivable from subsidiary companies and associates are subject to confirmation of balances by the respective parties.
- vi. Note No. 2.20.1 wherein it is stated that the balances given under short term loans and advances other than advances to subsidiary companies and associates are subject to confirmation of balances by the respective parties.
- vii. Referring to para v and vi above, there is deficiency in complying with the requirement of obtaining external confirmations, independent confirmations, etc. to ensure the reliability of financial information, in accordance with SA 505.
- viii. Note No. 2.38 explaining certain Legal cases involving ₹82.36 lakhs faced by the Company as a party in cases related to its subsidiary Seguro Foundations and Structures Private Limited and Seguro INKEL Consortium LLP wherein the company is a majority partner, for which the outcome and potential financial impact cannot be reasonably estimated. Though the company is not the primary accused, it is one of the defendants in certain legal cases with claims for the recovery of money pending before various fora. Management holds the view that those claims are not tenable against the Company; however, due to the inherent uncertainties involved, the contingent liability cannot be quantified now.
- ix. The auditors of INKEL EKK Ltd have drawn attention to the following notes without qualifying their opinion:
- Note 2.48 of the consolidated financial statements according to which the company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date except the following loans advanced to the holding company or associate from the FY 2019-20 onwards,
    - INKEL Limited (Holding company) – ₹4,502 lakh
    - EKK – Infrastructure Limited – ₹1,751 lakh
  - Note 2.4.1 of the Consolidated financial statements according to which equity shares for ₹1,032 lakh held by INKEL Limited and ₹396 lakh held by EKK – Infrastructure Limited respectively have been pledged with the State Bank of India as per the terms and conditions of the Facility Agreement dated 16.05.2019.
  - As per the Notification No. 15/2022 dated 30<sup>th</sup> December 2022, annuity fee became a taxable service with effect from 01.01.2023. Road Infrastructure Company Kerala Limited (RICK) has not paid GST amounting to ₹3.366 Cr charged on it by INKEL EKK Roads Private Limited. The Company has not remitted the GST to government as it is not recovered from RICK.
- x. The auditors of INKEL Infrastructure Development Projects Ltd. (IIDPL) have given the following as the basis for their qualified opinion,
- The consolidated financial statements do not include the groups' share of the results of operations of its associate, M/s Calicut Expressway Private Limited, as required under Accounting Standard (AS) 23 – "Accounting for Investment in Associates in Consolidated Financial Statements." The financial statement or financial information of the said associate were not available and have not been provided to us. Consequently, we were not able to determine the impact of the same on the financial statements.
- xi. The auditors of INKID have drawn attention to the following, without qualifying their opinion:

- The Company is a joint venture between INKEL and KSIDC with a 74:26 equity ratio. KSIDC leased 243.79 acres of land in Malappuram to INKID for 90 years at ₹3652 lakhs (₹14.98 lakh per acre) as per a government order in 2009, and the lease was registered in 2010 after paying a stamp duty of ₹292 lakhs.
- The company developed infrastructure on the land but faced issues when various government orders reallocated portions of the land i.e., 75 acres to EFLU (2013), then 30 acres to the Revenue Department (2016), and finally, only 5 acres were allocated for a women's college (2018). This left 70 acres with the Company, who stopped paying the lease premium for these 70 acres due to the reallocation uncertainties.

As a result, the 70 acres were not capitalized in the company's accounts. However, in 2020 - 21, 1.6 acres were leased, and the premium was settled in July 2021 after capitalization of the said land. In 2023 - 24, 16 more acres from the said land were capitalized and leased to various companies. During 2024 - 25, balance 52.40 acres were capitalized in the books and 50 acres from available land have been leased out in the year. Lease premium for the same is still payable to KSIDC.

- xii. The auditors of INKES have drawn attention to the following, without qualifying their opinion:

The Company has made a detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, investments, inventory and trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company continues to evaluate them as highly probable considering the orders in hand. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

- xiii. The auditors of MIV Logistics have drawn attention to the following, without qualifying their opinion:

- That the Company has not e-filed the half-yearly returns in MSME Form-I with the Ministry of Corporate Affairs (MCA), as mandated under the Companies (Furnishing of Information about payment to micro and small enterprise suppliers) Order, 2019, notified pursuant to Section 405 (1) of the Companies Act, 2013. As per the said provisions, failure to furnish the required information may attract a penalty of ₹20,000 and, in the case of a continuing default, an additional penalty of ₹1,000 per day for each day of such failure, subject to a maximum of ₹3 lakhs. The Company has not provided for the penalty in respect of this in the books of accounts.

- Note describing the uncertainty relating to the recoverability of ₹183.94 Lakhs from M/s. Blue Ocean Container Terminals India Private Limited ('BOCT'). This includes the previous dues from M/s. Big Movers amounting to ₹123.82 Lakhs which BOCT had agreed to pay vide agreement dated 28<sup>th</sup> February 2023 entered into with the Company. An arbitration claim has now been filed by the Company to recover the outstanding dues, and the ultimate outcome of the matter is presently uncertain and dependent on the final decision of the competent authority.
- Note relating to ageing of trade receivables totalling ₹546.13 Lakhs includes receivables of ₹8.61 Lakhs which been overdue for more than three years. No provision for bad and doubtful debts has been made for these overdue trade receivables in the books of accounts. Also, no balance confirmations have been received from certain debtors who have large outstanding balances as on 31<sup>st</sup> March 2025.
- Note which discloses that the Company has written down its equity investment and written off the advances given to M/s. Seabird Seaplane Private Limited amounting to a total of ₹570.98 Lakhs. As a result of this exceptional item, the Statement of Profit and Loss for the year reflects a loss of ₹483.75 Lakhs.

For the reasons stated in the Basis for Disclaimer of Opinion section of our report, we have not expressed an opinion on the aforesaid consolidated financial statements.

#### **Information Other than the Consolidated Financial Statements and Auditor's Report thereon:**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report including Annexures thereon, but does not include the financial statements and our auditor's report thereon.

Our opinion on the Consolidated 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 Consolidated financial statements, our responsibility is to read the other Information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We have nothing to report in this regard.

### **Responsibility of Management and those Charged with Governance for the Consolidated Financial Statements:**

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

In preparing the consolidated financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements:**

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Standards on Auditing and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion paragraph of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the Code of Ethics and provisions of the Companies Act, 2013 that are relevant to our audit of the consolidated financial statements in India under the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics and the requirements under the Companies Act, 2013.

### **Other Matters:**

- a) We did not audit the financial statements/ financial information of the four subsidiaries viz, INKID, INKES, INKEL-EKK, IIDPL whose financial statements/ financial information reflect total assets of ₹26,951.20 lakh and net assets of ₹9,340.17 lakh as at 31<sup>st</sup> March 2025, total revenues of ₹7,111.73 lakh and Total net cash inflow amounting to ₹28.44 lakh for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the share of net profit of ₹1,308.39 lakh for the year ended 31<sup>st</sup> March, 2025 in respect of the above companies.
- b) Further the financial statements/ information of subsidiary company Seguro Foundation and Structures Private Limited and Subsidiary entity Seguro INKEL Consortium LLP is not drawn up and audited and hence not included in the consolidation of financial statements. The financial statements of the associate company MIV Logistics Private Limited also is not audited by us. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the reports of the other auditors.

### **Report on Other Legal and Regulatory Requirements**

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company, and CARO reports issued by other auditors in case of subsidiaries and associate included in the consolidated financial statements of the Company, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) As described in the Basis for Disclaimer of Opinion paragraph, we were unable to obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) On account of the matters stated in the Basis for Disclaimer of Opinion paragraph above, we are unable to state whether proper books of account as

- required by law have been kept by the Group and its associate so far as appears from our examination of those books;
- c) For the reasons stated in the Basis for Disclaimer of Opinion paragraph above, we are unable to state whether the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion paragraph above, in our opinion, we are unable to state whether the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) The matter described in Basis for Disclaimer of Opinion paragraph above, may, in our opinion, have an adverse effect on the functioning of the Group;
- f) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of four subsidiary companies and the associate company, none of the directors of the Group companies and its associate, is disqualified as on 31<sup>st</sup> March, 2025 from being appointed as a director in terms of Section 164(2) of the Act. In the absence of relevant information regarding the subsidiary companies Seguro Foundations and Structures Private Limited, Thalikulam Pura Private Limited and Thirurangadi Pura Private Limited we are unable to comment on whether the directors of the said company are disqualified as on 31<sup>st</sup> March, 2025 from being appointed as a director in terms of Section 164(2) of the Act;
- g) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Disclaimer of Opinion paragraph above.
- h) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;
- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position in the consolidated financial statements – Refer Note No. 2.38. However, in view of the matters reported in the Basis for Disclaimer of Opinion paragraph above, we are unable to comment on whether the impact of the same has been fully disclosed in the consolidated financial statements;
  - ii. Based on our audit of the holding company and the reports issued by statutory auditors of four subsidiaries and the associate company, the Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts. In view of the matters reported in the 'Basis for Disclaimer of Opinion' paragraph above, we are unable to comment on the existence of any material foreseeable losses on long-term contracts including derivative contracts;
  - iii. Based on our audit of the holding company and the reports issued by statutory auditors of four subsidiaries and the associate company, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group and its associate in respect of these companies. In view of the matters reported in the Basis for Disclaimer of Opinion paragraph above, we are unable to comment on whether there were any amounts which were required to be transferred to the Investor Education and Protection Fund in respect of the subsidiary company SFS.
- k) (a) The respective managements of the Holding Company and its subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of its knowledge and belief, 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 Group, associates and joint ventures to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group, associates and joint ventures ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective managements of the Holding Company and its subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates and joint ventures respectively that, to the best of its knowledge and belief, no funds have been received by the Group, associates and joint ventures from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group, associates and joint ventures shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

l) Based on our examination which included test checks and that performed by the auditors of the subsidiary company and the associate company, which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, its subsidiaries and associate have used accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

Further, during the course of our audit, we and respective auditors of the above referred companies did not come across any instance of audit trail feature being tampered with; and the audit trail has been preserved by the Company as per the statutory requirements for record retention, except in the case of the software used for billing (Tracker) in the associate company, where such audit trail functionality was not available.

**For Krishnamoorthy and Krishnamoorthy**  
Chartered Accountants (FRN: 001488S)

**CA K T Mohanan**

Place: Cochin-16  
Date: 28.05.2025

Partner (M.No.201484)  
UDIN: 25201484BMHYRR2168

**"ANNEXURE A" REFERRED TO IN PARAGRAPH 2 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF INKEL LIMITED FOR THE YEAR ENDED 31ST MARCH 2025**

In our opinion and according to information and explanations given to us, the following companies incorporated in India and included in the consolidated financial statements, have unfavorable remarks, qualifications or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) order, 2020 (CARO).

| Sl No. | Name of Company | Clause no. of CARO which is unfavourable, qualified or adverse. |
|--------|-----------------|---|
| 1      | INKEL Ltd       | i(c), 3(b), 3(f), 7(a), 7(b), 9(a), 9(e)                        |
| 2      | INKES           | i(b), xvii  |
| 3      | IIDPL           | xiv(b)  |

|   |                       |                                |
|---|-----------------------|--------------------------------|
| 4 | INKEL EKK             | ix(c)                          |
| 5 | INKID                 | NIL                            |
| 6 | MIV Logistics Pvt Ltd | 1 (a), 1(b), vii(a), xiii, xiv |

**For Krishnamoorthy and Krishnamoorthy**  
Chartered Accountants (FRN: 001488S)

**CA K T Mohanan**

Place: Cochin-16  
Date: 28.05.2025

Partner (M.No.201484)  
UDIN: 25201484BMHYRR2168

**“ANNEXURE B” REFERRED TO IN PARAGRAPH 1(f) UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF INKEL LIMITED FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2025**

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

We have audited the internal financial control systems with reference to Consolidated financial statements reporting of INKEL Limited (“the Holding Company”) and its subsidiaries, associates and jointly controlled entities as of 31<sup>st</sup> March, 2025 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company, its subsidiary companies, associate and jointly controlled entities, which are companies incorporated in India, responsible for establishing and maintaining internal financial controls based on the internal controls with reference to Consolidated financial statements 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 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 systems with reference to Consolidated financial statements reporting of the Holding Company, its subsidiary companies, associate and jointly controlled entities, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls system with reference to financial statements reporting was

established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to financial statements of Holding Company, its subsidiary companies and its associate.

**Meaning of Internal Financial Controls with reference to Financial Statements reporting**

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

**Inherent Limitations of Internal Financial Controls with reference to Financial Statements reporting**

Because of the inherent limitations of internal financial controls system with reference to financial statements reporting, including the possibility of collusion or improper

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary company, which are companies incorporated in India, have, maintained, in all material respects, an adequate internal financial controls system with reference

to financial statements reporting and such internal financial controls system with reference to financial statements reporting were operating effectively as at 31<sup>st</sup> March, 2025, based on the internal control with reference to financial statements 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 Krishnamoorthy and Krishnamoorthy**  
Chartered Accountants (FRN: 001488S)

Place: Cochin-16  
Date: 28.05.2025

**CA K T Mohanan**  
Partner (M.No.201484)  
UDIN: 25201484BMHYRR2168

## INKEL LIMITED

CIN: U45209KL2007PLC020471

Door No. 14/812 &amp; 813 - 1st Floor, Ajjyal Complex, Kakkanad, Kochi – 682030

CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2025

(₹ In Lakh)

| Particulars   | Note No. | As at 31.03.2025 | As at 31.03.2024 |
|---|----------|------------------|------------------|
| <b>I. EQUITY AND LIABILITIES</b>  |          |                  |                  |
| <b>(1) Shareholders' Funds</b>  |          |                  |                  |
| (a) Share Capital   | 2.1      | 17,781.43        | 17,781.43        |
| (b) Reserves and Surplus  | 2.2      | 5,808.56         | 3,808.12         |
| <b>(2) Minority Interest</b>  |          |                  |                  |
|   | 2.3      | 2,519.43         | 2,523.63         |
| <b>(3) Share Application Money Pending Allotment</b>                                      |          |                  |                  |
|   |          | -                | -                |
| <b>(4) Non - Current Liabilities</b>  |          |                  |                  |
| (a) Long - Term Borrowings  | 2.4      | 8,581.39         | 10,809.13        |
| (b) Deferred Tax Liabilities  | 2.5      | 13.96            | 65.23            |
| (c) Other Long-Term Liabilities   | 2.6      | 138.95           | 83.41            |
| (d) Long - Term Provisions  | 2.7      | 167.36           | 174.62           |
| <b>(5) Current Liabilities</b>  |          |                  |                  |
| (a) Short Term Borrowings   | 2.8      | 1,140.00         | 1,060.00         |
| (b) Trade Payables: -   | 2.9      |                  |                  |
| i.Total outstanding dues of micro enterprises and small enterprises                       |          | 228.69           | -                |
| ii.Total outstanding dues of creditors other than micro enterprises and small enterprises |          | 3,447.94         | 2,962.83         |
| (c) Other Current Liabilities   | 2.10     | 4,923.02         | 5,168.70         |
| (d) Short-Term Provisions   | 2.11     | 883.49           | 954.63           |
| <b>TOTAL</b>  |          | <b>45,634.22</b> | <b>45,391.74</b> |
| <b>II. ASSETS</b>   |          |                  |                  |
| <b>(1) Non - Current Assets</b>   |          |                  |                  |
| (a) Property, Plant and Equipment and intangible Assets                                   |          |                  |                  |
| (i) Property, Plant and Equipment   | 2.12     | 6038.41          | 6,493.80         |
| (ii) Intangible Assets  | 2.12     | 17.95            | 15.76            |
| (iii) Capital Work in Progress  | 2.13     | 531.08           | 212.77           |
| (b) Goodwill on Consolidation   | 2.39     | 6.09             | 6.09             |
| (c) Non - Current Investments   | 2.14     | 1,566.85         | 1,773.79         |
| (d) Deferred Tax Assets   | 2.15     | 348.33           | 186.12           |
| (e) Long - Term Loans and Advances  | 2.16     | 1,787.58         | 5,168.06         |
| (f) Other Non - Current Assets  | 2.17     | 10,729.89        | 10,502.93        |
| <b>(2) Current Assets</b>   |          |                  |                  |
| (a) Inventories   | 2.18     | 8.27             | 1.21             |
| (b) Trade Receivables   | 2.19     | 13,977.59        | 9,521.34         |
| (c) Cash and Cash Equivalents   | 2.20     | 6,210.91         | 7,763.68         |
| (d) Short - Term Loans and Advances   | 2.21     | 809.17           | 844.41           |
| (e) Other Current Assets  | 2.22     | 3,602.11         | 2,901.78         |
| <b>TOTAL</b>  |          | <b>45,634.22</b> | <b>45,391.74</b> |

Significant Accounting Policies and Consolidated Notes to Accounts

1 &amp; 2

The Accompanying Notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

As per our separate report of even date attached

**Dr. K Ellangovan**  
Managing Director  
DIN: 05272476

**Jacob Kovoov Ninan**  
Director  
DIN: 01213357

**For Krishnamoorthy & Krishnamoorthy**  
Chartered Accountants  
FRN: 001488S

**Baiju T**  
Company Secretary  
Place: Kochi  
Date: 28.05.2025

**Riju Thomas**  
Chief Financial Officer

**CA. K T Mohanan**  
Partner  
Membership No.: 201484  
UDIN: 25201484BMHYRR2168

## INKEL LIMITED

CIN: U45209KL2007PLC020471

Door No. 14/812 &amp; 813 - 1st Floor, Ajiyal Complex, Kakkanad, Kochi – 682030

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025

(₹ In Lakh)

| Particulars   | Note No. | For the year ended |                  |
|---|----------|--------------------|------------------|
|   |          | 31.03.2025         | 31.03.2024       |
| <b>Income</b>   |          |                    |                  |
| I. Revenue from Operations  | 2.23     | 11,370.12          | 9,764.45         |
| II. Other Income  | 2.24     | 1,017.34           | 1,746.53         |
| <b>III. Total Income (I+II)</b>   |          | <b>12,387.46</b>   | <b>11,510.98</b> |
| <b>IV. Expenses</b>   |          |                    |                  |
| (i) Cost of land acquired/building/amenities constructed and disposed (on Long Term Finance Lease Agreements)   | 2.25     | 1,127.86           | 791.58           |
| (ii) Purchases of Stock-in-Trade  | 2.26     | 599.60             | 1,829.07         |
| (iii) Changes in inventories of Stock-in-Trade  | 2.27     | (7.06)             | 75.32            |
| (iv) Operating, Works Contract and Project Expenses   | 2.28     | 2,763.75           | 640.28           |
| (v) Employee Benefits Expense   | 2.29     | 919.79             | 852.23           |
| (vi) Finance Costs  | 2.30     | 1,862.42           | 1,384.96         |
| (vii) Depreciation and Amortisation Expense   | 2.12     | 253.56             | 342.79           |
| (viii) Other Expenses   | 2.31     | 1,433.74           | 1,566.16         |
| <b>Total Expenses</b>   |          | <b>8,953.67</b>    | <b>7,482.39</b>  |
| <b>V. Profit Before Tax (III - IV)</b>  |          | <b>3,433.79</b>    | <b>4,028.59</b>  |
| <b>VI. Tax Expense :</b>  |          |                    |                  |
| (1) Current Tax   |          | 1,121.20           | 968.61           |
| (2) Taxes relating to prior years   |          | (17.84)            | 42.50            |
| (3) Deferred Tax  |          | (213.49)           | (10.24)          |
| <b>VII. Profit/(Loss) for the year before Minority Interest, Share in Net Profit/(Loss) of Associate (V-VI)</b> |          | <b>2,543.92</b>    | <b>3,027.72</b>  |
| VIII. Share of Profit/ (Loss) of Associate Company  |          | (190.74)           | 46.77            |
| <b>IX. Profit/(Loss) for the year (VII+VIII)</b>  |          | <b>2,353.17</b>    | <b>3,074.49</b>  |
| <b>X. Profit/(Loss) attributable to</b>   |          |                    |                  |
| Owners of the Company   |          | 2,000.42           | 2,703.68         |
| Minority Interest   |          | 352.75             | 370.81           |
|   |          | <b>2,353.17</b>    | <b>3,074.49</b>  |
| <b>XI. Earnings per Equity Share</b>  | 2.33     |                    |                  |
| Face value of share ₹ 10/- (₹ 10/-)   |          |                    |                  |
| (1) Basic   |          | 1.13               | 1.52             |
| (2) Diluted   |          | 1.13               | 1.52             |

Significant Accounting Policies and Consolidated Notes to Accounts  
The Accompanying Notes are an integral part of the financial statements.

1 &amp; 2

For and on behalf of the Board of Directors

As per our separate report of even date attached

**Dr. K Ellangovan**  
Managing Director  
DIN: 05272476

**Jacob Kovoov Ninan**  
Director  
DIN: 01213357

**For Krishnamoorthy & Krishnamoorthy**  
Chartered Accountants  
FRN: 001488S

**Baiju T**  
Company Secretary  
Place: Kochi  
Date: 28.05.2025

**Riju Thomas**  
Chief Financial Officer

**CA. K T Mohanan**  
Partner  
Membership No.: 201484  
UDIN: 25201484BMHYRR2168

**INKEL LIMITED**

CIN: U45209KL2007PLC020471

Door No. 14/812 &amp; 813 - 1st Floor, Ajiyal Complex, Kakkanad, Kochi – 682030

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025**

(₹ In Lakh)

| Particulars  | For the year ended |                   |
|--|--------------------|-------------------|
|  | 31.03.2025         | 31.03.2024        |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                        |                    |                   |
| <b>Profit Before Taxation and exceptional items</b>                  | 3,433.79           | 4,028.59          |
| <b>Adjustments for:</b>  |                    |                   |
| Depreciation and Amortisation  | 253.56             | 342.79            |
| Previous year adjustments  | 17.84              | (42.50)           |
| Deferred Tax   | -                  | -                 |
| Dividend   | -                  | (769.67)          |
| Loss on sale of Assets   | -                  | 3.93              |
| Profit on sale of Fixed Assets                                       | (0.17)             | (7.20)            |
| Interest Income  | (870.99)           | (838.34)          |
| Interest Expense/Finance Cost  | 1,862.42           | 1,384.96          |
| <b>Operating profit before Working Capital Changes</b>               | <b>4,696.44</b>    | <b>4,102.56</b>   |
| <b>Changes in Working Capital</b>                                    |                    |                   |
| <b>Adjustments for (Increase)/Decrease in Operating Assets</b>       |                    |                   |
| Trade Receivables  | (4,456.25)         | 496.91            |
| Inventories  | (7.06)             | 75.98             |
| Short term loans and advances  | 35.24              | 5.94              |
| Other Current Assets   | (700.33)           | (1,463.06)        |
| Long term Loans and Advances   | 3,380.49           | 1,091.49          |
| Other Non-Current Assets   | (226.96)           | 223.77            |
|  | <b>(1,974.87)</b>  | <b>431.03</b>     |
| <b>Adjustments for Increase/ (Decrease) in Operating Liabilities</b> |                    |                   |
| Trade Payables   | 713.80             | (417.76)          |
| Other Current Liabilities  | (629.59)           | (1,245.72)        |
| Short term Provisions  | (71.14)            | 450.72            |
| Long term Provisions   | (7.26)             | 24.06             |
| Long Term Liabilities  | 55.54              | (8.28)            |
| Short term Borrowings  | 80.00              | 46.26             |
|  | <b>141.35</b>      | <b>(1,150.72)</b> |
| <b>Cash generated from Operations</b>                                | <b>2,862.91</b>    | <b>3,382.87</b>   |
| Taxes Paid   | (1,121.20)         | (968.61)          |
| <b>Net Cash used in Operating activities - (A)</b>                   | <b>1,741.71</b>    | <b>2,414.26</b>   |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                        |                    |                   |
| Purchase of Property, Plant and Equipment                            | (976.62)           | (322.41)          |
| Intangible assets  | -                  | -                 |
| Capital Work in Progress   | (318.31)           | (33.24)           |
| Proceeds from sale of Property, Plant and Equipment                  | 1,176.42           | 815.09            |
| Dividend Received  | -                  | 769.67            |
| Change in investment   | 206.94             | (46.83)           |
| Interest received  | 870.99             | 838.34            |
| Share of Profit/loss from MIV  | (190.74)           | 46.77             |
| <b>Net Cash Used in Investing activities - (B)</b>                   | <b>768.68</b>      | <b>2,067.39</b>   |

| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                           |                   |                   |
|---|-------------------|-------------------|
| Dividend paid   | 26.96             | 14.54             |
| Interest paid   | (1,862.42)        | (1,384.96)        |
| Proceeds/(Repayment of) Long term borrowings                            | (2,227.74)        | (1,460.05)        |
| <b>Net Cash Generated by Financing Activities - (C)</b>                 | <b>(4,063.20)</b> | <b>(2,830.47)</b> |
| <b>Net increase in Cash and Cash equivalents (A+B+C)</b>                | <b>(1,552.76)</b> | <b>1,651.17</b>   |
| <b>Cash and Cash Equivalents at the beginning of the year</b>           | <b>7,763.68</b>   | <b>6,112.51</b>   |
| <b>Cash and Cash Equivalents at the end of the year (see note 2.20)</b> | <b>6,210.91</b>   | <b>7,763.68</b>   |

For and on behalf of the Board of Directors

As per our separate report of even date attached

**Dr. K Ellangovan**  
Managing Director  
DIN: 05272476

**Jacob Kovoor Ninan**  
Director  
DIN: 01213357

**For Krishnamoorthy & Krishnamoorthy**  
Chartered Accountants  
FRN: 001488S

**Baiju T**  
Company Secretary  
Place: Kochi  
Date: 28.05.2025

**Riju Thomas**  
Chief Financial Officer

**CA. K T Mohanan**  
Partner  
Membership No.: 201484  
UDIN: 25201484BMHYRR2168

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2025

### NOTE-1 SIGNIFICANT ACCOUNTING POLICIES

#### a. Principles of Consolidation

The consolidated financial statements relate to INKEL Limited (the 'Company'), its subsidiaries (hereinafter

referred to as 'the Group'), and the Group's share of profit / loss in its associate company. Following subsidiaries and associate company have been considered in the preparation of the consolidated financial statements:

| Name of the entity                                | Abbreviation Used | Relationship                             | % of Holding and voting power either directly or indirectly through subsidiary as at |            |
|---|-------------------|--|--|------------|
|   |                   |  | 31.03.2025   | 31.03.2024 |
| INKEL KSIDC Projects Limited                      | INKID             | Subsidiary Company                       | 74%  | 74%        |
| INKES Trade Centre Limited                        | INKES             | Subsidiary Company                       | 74%  | 74%        |
| INKEL Infrastructure Development Projects Limited | IIDPL             | Subsidiary Company (w. e. f. 27-10-2018) | 100%   | 100%       |
| INKEL-EKK Roads Private Limited                   | INKEL-EKK         | Subsidiary Company                       | 72%  | 72%        |
| MIV Logistics Private Limited                     | MIV               | Associate Company                        | 39.43%   | 39.43%     |
| INKEL Renewable Energy Private Limited            | IREPL             | 100% Subsidiary of IIDPL                 | 100%   | 100%       |

The consolidated financial statements have been prepared on the following basis:

- The financial statements / financial information of the subsidiaries and associate company used in the consolidation are drawn up to the same reporting date as that of the Company, i.e., 31<sup>st</sup> March 2025.
- The financial statements of the Company and its subsidiaries (including subsidiary entity) have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra- group balances, intra-group transactions and resulting unrealised

profits or losses, unless cost cannot be recovered, as per AS 21 'Consolidated Financial Statements'.

- The consolidated financial statements include the share of results in operations in an associate entity (which includes its share of profits/losses in an associate) which has been accounted for using 'equity method' as per AS 23 'Accounting for Investments in Associates in Consolidated Financial Statements'. Accordingly, the share of profit / loss of the associate entity (the loss being restricted to the cost of investment) has been added to/deducted from the cost of investment.

- iv. The difference between the cost of investment in the subsidiary company and the net assets at the time of acquisition of shares in the subsidiary company is recognised in the Consolidated Financial Statements as Goodwill or Capital Reserve, as the case may be and where two or more investments are made over a period of time, Goodwill/Capital Reserve is calculated on a step-by-step basis.
- v. Minority interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.
- vi. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements and if a member of the group uses accounting policies other than those adopted in the consolidated financial statements for such transactions and events, appropriate adjustments are made to its financial statements when they are used in preparing the consolidated financial statements.

#### **b. Basis of Preparation**

- i. The Consolidated Financial Statements of INKEL Limited (the Company) and its subsidiaries, INKID, INKES, INKEL- EKK, IIDPL and SIC LLP and IREPL collectively referred to as the 'Group' and its associate MIV (which includes its share of results of operation in an associate viz Seabird) have been prepared in accordance with Accounting Standard - 21 (AS 21), "Consolidated Financial Statements" and Accounting Standard – 23 (AS 23) "Accounting for Investments in Associates in Consolidated Financial Statements".
- ii. In the absence of financial statements/ financial information, the consolidated financial statements does not reflect the transactions of the subsidiary Seguro Foundations & Structures Pvt Limited (SFS).
- iii. Since the authorised Signatory representing Seguro Foundations and Structures Private Limited is not available, the financial statements of Seguro-INKEL consortium LLP has not been drawn and audited. The profit/loss of the LLP is not considered

in the preparation of the consolidated financial statements.

- iv. In the absence of financial statements/ financial information, the consolidated financial statements do not reflect the share of results in operations as per AS 23 – "Accounting for investment in Associates" relating to investments made by the wholly owned subsidiary company IIDPL in its associate M/s Calicut Expressway Private Limited, the impact of which in the consolidated financial statements of INKEL Limited is not expected to be material.

#### **c. Basis of Accounting**

The consolidated financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these consolidated financial statements to comply in all material respects with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006, specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The consolidated financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year.

#### **d. Use of Estimates**

The presentation of consolidated financial statements in conformity with the generally accepted accounting principles require estimates and assumptions to be made that affect the reported amount of assets and liabilities (including contingent liabilities if any) as on the date of the consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognised in the period in which the results are known /materialised.

#### **e. Tangible Assets (Property, Plant and Equipment)**

- i. Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment in value if any. Cost includes purchase price (inclusive of non- refundable purchase taxes, after deducting trade discounts and rebates), other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- ii. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (Major components).

iii. Land acquired on long term lease arrangements that are in the nature of financial leases are classified under Fixed Assets and amortised over the lease period. Buildings constructed on such land are capitalised and depreciated as per company's accounting policy. Such land and building are reclassified and treated as Current Assets (at Net Book Value) when the decision to dispose under long term finance leases is conclusively taken by the management.

iv. The cost of assets not ready for use at the balance sheet date are disclosed under Capital Work in Progress.

#### **f. Intangible Assets**

Intangible assets are recorded at the cost of acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any.

#### **g. Depreciation/ Amortisation**

i. Depreciation on property, plant and equipment is provided on Written Down Value Method on the basis of the useful lives in the manner prescribed as per Schedule II of The Companies Act, 2013 based on a review by the management at the year end, except where stated.

ii. Leasehold land is amortised over the duration of the lease.

iii. Cost of software treated as Intangible Assets are amortised over a period of six years.

#### **h. Impairment of Assets**

The Companies assess at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. Based on such assessment, impairment loss if any is recognised in the Consolidated Statement of Profit and Loss of the period in which the asset is identified as impaired. The impairment loss recognised in the prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

#### **i. Government Grant/Subsidies**

Government Grants and Subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the Grants/Subsidies will be received. Government Grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. Government Grants and subsidies in the nature of Promoter's Contribution like Investment Subsidy, where no repayment is

ordinarily expected in respect thereof, or identifiable with non – depreciable assets are credited to Capital Reserve. Other Government grants and subsidies are recognised as Income over the periods necessary to match them with the costs for which they are intended to compensate on a systematic basis.

#### **j. Investments**

Non-Current Investments are stated at cost. Decline in value, if any, which is not considered temporary in nature, is provided for.

#### **k. Revenue Recognition**

i. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured. Revenue is recognised net of taxes.

ii. Revenue arising on disposal of current assets under long-term lease arrangements that are in nature of financial leases is recognised in the year in which the lease agreements are entered into.

iii. Proportionate income during the period of license agreement and income from other arrangements which are in the nature of operating leases, are recognised as income in the respective years.

iv. In the books of INKEL Limited, income from project management service is recognised based on the stage of completion of each work having regard to the various identified components of the work which are to be performed by the company and the extent of work completed by it at the end of the year.

v. INKEL EKK Roads Private Limited recognises revenue from construction contracts based on the percentage of completion method as specified in Accounting Standard [AS 7 (Revised)] "Construction Contracts". Revenue has been recognised in the previous year to the extent of 53.00 % of the Total Contract Revenue, as the percentage of completion of work as on 31<sup>st</sup> March 2025 was 62.24%. Since the percentage of completion of work as on 31<sup>st</sup> March 2025 is 62.24 % based on the estimate of the project cost, revenue is recognised in the current year at 9.24 % so that the cumulative revenue recognised as on 31<sup>st</sup> March 2025 is 62.24%.

vi. Solar projects are normally completed in a span of one year. In solar projects, materials are billed by the Company on delivery and the income on execution of the works is recognised by raising the bills thereof immediately after the completion of the project.

vii. Other incomes are recognized on accrual basis except when there are significant uncertainties in the realisation of income.

**I. Inventories**

- i. Inventories of Land and the Building/amenities includes the cost of purchase, development costs, construction costs, overheads and is valued at lower of cost identified on specific identification method and net realisable value.
- ii. Inventories of Stock in trade is valued at Lower of Cost, identified on specific identification method or net realisable value.

**m. Employee Benefits****i. Short Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and recognised in the period in which the employee renders the related service.

**ii. Defined Contribution Plans**

The companies have defined contribution plans for employees comprising of Provident Fund, Employee's State Insurance and National Pension Scheme. The contributions paid/payable to these plans during the year are charged to the Consolidated Statement of Profit and Loss for the year.

**iii. Defined Benefit Plans**

Gratuity (Funded) & Long term employee benefits: Compensated absences (Funded).

**a) Gratuity**

The companies make contributions to the Employee's Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India. The net present value of the obligation for gratuity benefits as determined on actuarial valuation conducted annually using the projected unit credit method, as adjusted for unrecognised past services cost, if any, and as reduced by the fair value of plan assets, is recognised in the accounts. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur.

**b) Compensated absences**

The companies have a scheme for compensated absences for employees, the liability of which is determined on the basis of an actuarial valuation carried out at the end of the year. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur.

**iv. Termination Benefits**

Termination benefits are recognized in the Statement of Profit and Loss for the period in which the same accrue.

**n. Income Tax**

Income tax is accounted in accordance with Accounting Standard on Accounting for Taxes on Income (AS-22), which includes current taxes and deferred taxes. Deferred Tax assets/ liabilities representing timing differences between accounting income and taxable income are recognised in the financial statements. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available, except that deferred tax assets arising due to unabsorbed depreciation and losses are recognised if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available to realise the same. INKEL and its subsidiaries, except INKEL - EKK Roads Private Limited have opted out of the provisions of Section 115JB and elected to pay tax at the rate applicable under Section 115BAA of the Income Tax Act, 1961. Hence, the minimum alternate tax is not applicable to companies other than INKEL - EKK. In the case of INKEL - EKK, MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

**o. Foreign Currency Transactions**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities other than forward contracts, outstanding at the Balance Sheet date are translated at the applicable exchange rates prevailing at the said date. The exchange gain/loss arising during the year is adjusted to the Consolidated Statement of Profit and Loss.

**p. Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that

takes a substantial period of time to get ready for its intended use are capitalised. Other borrowing costs are recognised as expenditure for the period in which they are incurred.

**q. Earnings per share**

Basic/ diluted earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares/ dilutive potential equity shares outstanding as at the end of the year as the case may be.

**r. Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the company has a present obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the correct management estimates. Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation. Contingent assets are neither recognised nor disclosed in the accounts.

**NOTES FORMING PART OF STATEMENT OF BALANCE SHEET FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025**

**NOTE-2.1 SHARE CAPITAL**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 |           | As at 31.03.2024 |           |
|---|------------------|-----------|------------------|-----------|
|   | Number of Shares | Amount    | Number of Shares | Amount    |
| <b>Authorised Equity Share Capital</b><br>Equity Shares of ₹ 10/- (₹ 10/-) each | 20,00,00,000     | 20,000.00 | 20,00,00,000     | 20,000.00 |
|   | 20,00,00,000     | 20,000.00 | 20,00,00,000     | 20,000.00 |
| <b>Issued, Subscribed and Paid up</b><br>Equity Shares of ₹ 10/- (₹ 10/-) each  | 17,78,14,334     | 17,781.43 | 17,78,14,334     | 17,781.43 |
|   | 17,78,14,334     | 17,781.43 | 17,78,14,334     | 17,781.43 |

**2.1.1 Terms/Rights attached to Equity Shares**

The company has only one class of shares referred to as equity shares with a face value of ₹10/- (₹10/-) each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed/ declared by the Board of Directors is subject to approval/regularisation of the shareholders' in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

**Reconciliation of shares at the beginning and at the end of the financial year**

(₹ In Lakh)

| Particulars                               | As at 31.03.2025 |           | As at 31.03.2024 |           |
|---|------------------|-----------|------------------|-----------|
|   | Number of Shares | Amount    | Number of Shares | Amount    |
| <b>Equity Shares</b>                      |                  |           |                  |           |
| As at the beginning of the financial year | 17,78,14,334     | 17,781.43 | 17,78,14,334     | 17,781.43 |
| Shares issued during the financial year   | -                | -         | -                | -         |
| As at the end of the financial year       | 17,78,14,334     | 17,781.43 | 17,78,14,334     | 17,781.43 |

**Particulars of Shareholders holding more than 5% share in the Company**

(₹ In Lakh)

| Particulars  | As at 31.03.2025 |          | As at 31.03.2024 |          |
|--|------------------|----------|------------------|----------|
|  | Number of Shares | Amount   | Number of Shares | Amount   |
| Govt. of Kerala-22.78 % (Previous year 22.78 %)      | 4,05,00,000      | 4,050.00 | 4,05,00,000      | 4,050.00 |
| Bismi Holdings Limited-6.19% (Previous year 6.19%)   | 1,10,00,000      | 1,100.00 | 1,10,00,000      | 1,100.00 |
| Shri. Yusuffali M A- 17.02 % (Previous year 17.02 %) | 3,02,60,018      | 3,026.00 | 3,02,60,018      | 3,026.00 |
| Shri. Varghese Kurian-7.59 % (Previous year 7.59%)   | 1,34,94,697      | 1,349.47 | 1,34,94,697      | 1,349.47 |
| Dr.P Mohamed Ali-5.91 % (Previous year 5.91 %)       | 1,05,00,000      | 1,050.00 | 1,05,00,000      | 1,050.00 |

**Shares held by promoters for the year ended 31<sup>st</sup> March 2025**

| Promoter Name          | No of Shares | % of Total Shares | % of Change during the year |
|------------------------|--------------|-------------------|-----------------------------|
| Govt. of Kerala        | 4,05,00,000  | 22.78%            | -                           |
| Bismi Holdings Limited | 1,10,00,000  | 6.19%             | -                           |
| Shri Yusaffali M A     | 3,02,60,018  | 17.02%            | -                           |
| Shri Varghese Kurian   | 1,34,94,697  | 7.59%             | -                           |
| Dr.P Mohamed Ali       | 1,05,00,000  | 5.91%             | -                           |

**NOTE-2.2 RESERVES AND SURPLUS**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| <b>(a) Securities Premium</b>   |                  |                  |
| Opening Balance   | 739.37           | 739.37           |
| Add: Additions during the year  | -                | -                |
| <b>Closing balance</b>  | <b>739.37</b>    | <b>739.37</b>    |
| <b>(b) Surplus in statement of profit and loss</b>                      |                  |                  |
| Opening balance   | 3,007.85         | 1,918.41         |
| Previous year adjustment  | (0.01)           | 0.02             |
| Share of loss of Seguro foundation limited not consolidated adjusted    | -                | -                |
| Add: Profit/(Loss) for the year   | 2,000.42         | 2,703.68         |
| Amount available for appropriation                                      | <b>5,008.26</b>  | <b>4,622.11</b>  |
| Less: Appropriations  |                  |                  |
| Dividend paid by subsidiary companies (see Note-2.2.1)                  | -                | 769.67           |
| Less: Proposed Dividend for Financial year 2023-24 (See Note-2.2.2)     | -                | 844.62           |
| Add: Provision created for Proposed Dividend for Financial year 2023-24 | 844.62           | -                |
| Less: Dividend distributed during the year                              | (844.62)         | -                |
| Total Appropriations  | -                | 1,614.29         |
| <b>Closing Balance</b>  | <b>5,008.26</b>  | <b>3,007.83</b>  |
| Less: Minority Interest adjusted (as per contra)                        | -                | -                |
| Add: Adjusted against majority interest (as per contra)                 | -                | -                |
| <b>Closing Balance</b>  | <b>5,747.63</b>  | <b>3,747.19</b>  |
| Capital Reserve on Consolidation  | 60.93            | 60.93            |
| <b>Total Reserves and Surplus</b>                                       | <b>5,808.56</b>  | <b>3,808.12</b>  |

**2.2.1** INKEL-KSIDC Projects Limited, has declared interim dividend at the rate of 25% on each fully paid-up equity share (2,47,61,367 equity shares of ₹10 each.) for the financial year 2024-25, which has been paid out of the accumulated profits.

INKEL-EKK has declared dividend at the rate of 25% of each fully paid-up equity shares (2,80,00,000 equity shares of ₹10 each) for the financial year 2024-25, which has been paid out of the accumulated profits.

**2.2.2** The Board of Directors of the company has proposed a final dividend of ₹0.55 (5.5%) per equity share which is subject to approval by the share holders at the ensuing Annual General Meeting. The total proposed final dividend for the year ended 31-03-2025 amounts to ₹977.98 lakh.

**NOTE-2.3 MINORITY INTEREST**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Share Capital   | 1,557.80         | 1,557.80         |
| Add: Share of accumulated reserves  | 965.83           | 880.58           |
| Add: Profit/(Loss) for the year transferred from Statement of Profit and Loss | 352.75           | 370.81           |
| Less: Dividend paid   | (356.95)         | (285.56)         |
| <b>Closing Balance</b>  | <b>2,519.43</b>  | <b>2,523.63</b>  |

**NOTE-2.4 LONG TERM BORROWINGS**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| <b>Term Loans (Secured) (See Note 2.4.2)</b>        | 16.88            | 33.08            |
| From Banks  |                  |                  |
| Term loan from State Bank of India (See Note 2.4.1) | 8,564.51         | 10,086.06        |
| From other parties                                  | -                | 345.00           |
| Unsecured   | -                | -                |
| From related party                                  | -                | 345.00           |
|   | <b>8,581.39</b>  | <b>10,809.13</b> |

**2.4.1** In case of the subsidiary company INKEL-EKK Roads Private Limited : Term Loan is availed on hypothecation of the assets of the company. In case of subsidiary company INKEL-EKK Roads Private Limited, equity shares of ₹1,032 lakh held by INKEL Ltd and ₹396 lakh held by EKK Infrastructures Limited respectively have been pledged with State Bank of India as per the terms and condition of the facility arrangement dated 16-05-2019. The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date except the following Loans advanced to the following Companies from FY 2019-2020 onwards;

- INKEL Limited - ₹4,502 lakh. As on 31<sup>st</sup> March 2025 the loan outstanding is ₹2,583.40 lakh.
- EKK-Infrastructure Limited - ₹1,751 lakh

**2.4.2** In case of subsidiary company INKEL Infrastructure Development Projects Limited:

- Long Term Borrowings from M/s KMC Constructions Limited amounting to ₹16.87 lakh has been secured by way of pledging the investment in M/s Calicut Expressway Private Limited with M/s KMC Constructions Limited.

**NOTE-2.5 DEFERRED TAX LIABILITIES**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| <b>A. Deferred Tax Liability</b>                    |                  |                  |
| On Property, Plant & Equipment and Intangible asset | 13.96            | 65.23            |
|   | <b>13.96</b>     | <b>65.23</b>     |

**NOTE-2.6 OTHER LONG-TERM LIABILITIES**

(₹ In Lakh)

| Particulars                       | As at 31.03.2025 | As at 31.03.2024 |
|-----------------------------------|------------------|------------------|
| Security Deposits                 | 43.86            | 52.88            |
| Retention & Earnest Money Deposit | 92.82            | 28.26            |
| Performance Guarantee Payable     | 2.26             | 2.26             |
|                                   | <b>138.95</b>    | <b>83.41</b>     |

**NOTE-2.7 LONG-TERM PROVISIONS**

(₹ In Lakh)

| Particulars  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| <b>Provision for Employee Benefits (See Note-2.34)</b> |                  |                  |
| - Provision for Gratuity                               | 109.58           | 99.07            |
| - Provision for Bonus                                  | 0.13             | 0.13             |
| - Provision for Leave Encashment                       | 57.65            | 75.42            |
|  | <b>167.36</b>    | <b>174.62</b>    |

**NOTE-2.8 SHORT TERM BORROWINGS**

(₹ In Lakh)

| Particulars                          | As at 31.03.2025 | As at 31.03.2024 |
|--------------------------------------|------------------|------------------|
| Current maturities of Long-Term Debt |                  |                  |
| - Term Loan                          | 840.00           | 760.00           |
| - Unsecured- Deposit from Public     | -                | -                |
| ASIDE Loan KINFRA (See Note 2.8.1)   | 300.00           | 300.00           |
|                                      | <b>1,140.00</b>  | <b>1,060.00</b>  |

**2.8.1** The interest free loan was sanctioned under the Assistance to States for developing Export Infrastructure and other Allied Activities (ASIDE) Scheme implemented by Kerala Industrial Infrastructure Development Corporation (KINFRA) as the Nodal Agency for Government of Kerala to INKEL Limited. The loan was repayable in three annual instalments of ₹100 lakh each starting from the fourth year of disbursement, to be paid before 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2020 & 31<sup>st</sup> March 2021 respectively. Overdue details as on 31<sup>st</sup> March 2025 - ₹300 Lakhs.

**NOTE-2.9 TRADE PAYABLES**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Trade Payables due for Payment (See Note 2.9.1)   |                  |                  |
| i. Outstanding dues of micro enterprises and small enterprises                            | 228.69           | -                |
| ii. Outstanding dues of trade payables other than micro enterprises and small enterprises | 3,447.94         | 2,962.83         |
|   | <b>3,676.63</b>  | <b>2,962.83</b>  |

**Note-2.9.1 TRADE PAYABLES AGEING SCHEDULE**

(₹ In Lakh)

| Particulars          | Outstanding for following periods after due date of payment |              |              |               | Total    |
|----------------------|---|--------------|--------------|---------------|----------|
|                      | As at 31.03.2025  |              |              |               |          |
|                      | Less than 1 year  | 1 to 2 years | 2 to 3 Years | Above 3 years |          |
| MSME*                | 176.10  | 52.67        | (0.08)       | -             | 228.69   |
| Others               | 2,051.27  | 300.34       | 709.91       | 386.42        | 3,447.94 |
| Disputed Dues MSME   | -   | -            | -            | -             | -        |
| Disputed dues Others | -   | -            | -            | -             | -        |

(₹ In Lakh)

| Particulars          | Outstanding for following periods after due date of payment |              |              |               | Total    |
|----------------------|---|--------------|--------------|---------------|----------|
|                      | As at 31.03.2024  |              |              |               |          |
|                      | Less than 1 year  | 1 to 2 years | 2 to 3 Years | Above 3 years |          |
| MSME*                | -   | -            | -            | -             | -        |
| Others               | 1,812.70  | 761.33       | 234.79       | 154.01        | 2,962.83 |
| Disputed Dues MSME   | -   | -            | -            | -             | -        |
| Disputed dues Others | -   | -            | -            | -             | -        |

\* MSME as per Micro, Small and Medium Enterprises Act 2006.

**NOTE-2.10 OTHER CURRENT LIABILITIES**

(₹ In Lakh)

| Particulars                                       | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Other Payables                                    | 423.31           | 278.43           |
| Unpaid Dividend                                   | 15.96            | 11.00            |
| <b>Current Liabilities</b>                        |                  |                  |
| Deposit matured and payable (See Note No: 2.10.2) | 0.25             | 0.25             |
| Advance From Customers/Clients                    |                  |                  |
| - for Deposit Work                                | 0.40             | 2.61             |
| - Others  | 79.69            | 1,744.03         |
| Arrears to employee                               | 52.99            | 0.02             |
| Retention Money payable                           | 1,299.65         | 1,196.61         |
| Statutory Dues                                    | 512.97           | 280.92           |
| Security Deposit / Earnest Money Deposit          | 13.20            | 26.35            |
| Provision for Bonus                               | -                | 0.07             |
| Provision for unearned income                     | 61.23            | 85.81            |
| Solar O&M Income Received in Advance              | 316.66           | 304.17           |
| Interest accrued but not due on borrowings        | 8.80             | -                |
| Proposed Dividend Payable                         | -                | 844.62           |
| Other liabilities                                 | 1,540.94         | 172.25           |

| Provision                  |                 |                 |
|----------------------------|-----------------|-----------------|
| Salary payable             | 4.55            | 10.91           |
| Expenses Payable           | 591.77          | 209.95          |
| Performance Bank Guarantee | 0.65            | 0.65            |
|                            | <b>4,923.02</b> | <b>5,168.67</b> |

**2.10.1** As per the books of accounts of INKEL Limited, unclaimed dividend shall be transferred to Investor Education and Protection Fund as and when it becomes due. As at 31<sup>st</sup> March 2025, there is no amount due and outstanding to be transferred to the Investor Education and Protection Fund by the company.

**2.10.2** Deposits accepted from various parties and interest thereon are repayable over the agreed terms by INKEL Limited. The details are as follows:

| Terms of repayment     | Non-Cumulative basis |                    |
|------------------------|----------------------|--------------------|
|                        | Rate                 | Amount (₹ In Lakh) |
| Within 1 year-Scheme 2 | 10.00%               | -                  |
| <b>Total</b>           | -                    | -                  |

Interest is payable on a quarterly / maturity basis in accordance with the terms agreed with the depositors. The deposit of ₹0.25 lakh is outstanding and matured on 08/07/2021.

**NOTE-2.11 SHORT-TERM PROVISIONS**

(₹ In Lakh)

| Particulars                                      | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| <b>Provision for employee benefits</b>           |                  |                  |
| - Provision for Leave Encashment (See Note 2.34) | 32.66            | 2.82             |
| - Provision for Gratuity (See Note 2.34)         | 39.35            | -                |
| - Provision for Bonus/Exgratia (See Note 2.11.1) | 2.50             | 3.32             |
| Provision for Income Tax                         | 368.53           | 571.92           |
| Solar Expense Payable                            | 440.45           | 376.57           |
|  | <b>883.49</b>    | <b>954.63</b>    |

**2.11.1** In compliance with the Payment of Bonus Act, 1965 the company has made a provision for employee bonuses amounting to ₹2.5 Lakh. This provision is calculated at the statutory rate of 8.33% of the salary or wages earned by employees whose monthly salary is less than ₹0.21 Lakh.

**NOTE - 2.12 PROPERTY, PLANT, EQUIPMENT & INTANGIBLE ASSETS**  
**A. PROPERTY, PLANT, EQUIPMENT**

| SL. NO. | Particulars            | GROSS BLOCK      |                           |  | DEPRECIATION/AMORTISATION |                 |               | NET BLOCK AS ON 31.03.2025 | NET BLOCK AS ON 31.03.2024 |                         |
|---------|------------------------|------------------|---------------------------|--|---------------------------|-----------------|---------------|----------------------------|----------------------------|-------------------------|
|         |                        | Opening Balance  | Additions during the year | Deletions/ Adjustments during the year | Closing Balance           | Opening Balance | For the year  |                            |                            | Deleted during the year |
| 1       | Freehold Land          | 3,419.98         | -                         | 11.90                                  | 3,408.08                  | -               | -             | -                          | 3,408.08                   | 3,419.98                |
| 2       | Leasehold Land         | 2,291.23         | 894.10                    | 933.58                                 | 2,251.75                  | 356.59          | 24.34         | 368.67                     | 1,883.09                   | 1,934.64                |
| 3       | Building               | 2,335.08         | 29.37                     | 342.92                                 | 2,021.53                  | 1,406.74        | 124.29        | 1,432.23                   | 589.30                     | 928.34                  |
| 4       | Plant & Machinery      | 201.56           | 35.51                     | 120.07                                 | 117.00                    | 154.16          | 96.69         | 70.91                      | 46.09                      | 47.40                   |
| 5       | Furniture and Fittings | 135.63           | 0.38                      | 86.62                                  | 49.38                     | 105.35          | 81.46         | 31.71                      | 17.67                      | 30.27                   |
| 6       | Office Equipments      | 37.00            | 2.34                      | 21.53                                  | 17.81                     | 33.38           | 20.46         | 14.96                      | 2.85                       | 3.62                    |
| 7       | Computer               | 95.58            | 4.61                      | 63.24                                  | 36.95                     | 86.16           | 60.08         | 31.34                      | 5.61                       | 9.43                    |
| 8       | Motor Car              | 98.49            | -                         | -                                      | 98.49                     | 68.53           | 9.23          | 77.75                      | 20.74                      | 29.97                   |
| 9       | Electrical Fittings    | 378.02           | 1.15                      | 47.61                                  | 331.56                    | 287.89          | 44.51         | 266.59                     | 64.97                      | 90.13                   |
|         |                        | 388.70           | 7.35                      | 18.03                                  | 378.02                    | 273.30          | 15.97         | 287.89                     | 90.13                      | 115.40                  |
|         | <b>Total (A)</b>       | <b>8,992.58</b>  | <b>967.46</b>             | <b>1,627.47</b>                        | <b>8,332.56</b>           | <b>2,498.79</b> | <b>451.83</b> | <b>2,294.16</b>            | <b>6,038.41</b>            | <b>6,493.78</b>         |
|         | <i>(Previous Year)</i> | <b>10,127.13</b> | <b>322.41</b>             | <b>1,456.96</b>                        | <b>8,992.58</b>           | <b>2,810.91</b> | <b>645.14</b> | <b>2,498.79</b>            | <b>6,493.78</b>            | <b>7,316.22</b>         |

**B. INTANGIBLE ASSETS**

| SL. NO. | Particulars                  | GROSS BLOCK      |                           |  | DEPRECIATION/AMORTISATION |                 |               | NET BLOCK AS ON 31.03.2025 | NET BLOCK AS ON 31.03.2024 |                         |
|---------|------------------------------|------------------|---------------------------|--|---------------------------|-----------------|---------------|----------------------------|----------------------------|-------------------------|
|         |                              | Opening Balance  | Additions during the year | Deletions/ Adjustments during the year | Closing Balance           | Opening Balance | For the year  |                            |                            | Deleted during the year |
| 1       | Computer Software            | 51.78            | 9.16                      | 12.06                                  | 48.89                     | 36.02           | 11.45         | 30.93                      | 17.95                      | 15.75                   |
|         |                              | 51.78            | -                         | -                                      | 51.78                     | 26.25           | -             | 36.02                      | 15.75                      | 25.53                   |
|         | <b>Total (B)</b>             | <b>51.78</b>     | <b>9.16</b>               | <b>12.06</b>                           | <b>48.89</b>              | <b>36.02</b>    | <b>11.45</b>  | <b>30.93</b>               | <b>17.95</b>               | <b>15.75</b>            |
|         | <i>(Previous Year)</i>       | <b>51.78</b>     | <b>-</b>                  | <b>-</b>                               | <b>51.78</b>              | <b>26.25</b>    | <b>-</b>      | <b>36.02</b>               | <b>15.75</b>               | <b>25.53</b>            |
|         | <b>Grand Total (A) + (B)</b> | <b>9,044.36</b>  | <b>976.62</b>             | <b>1,639.53</b>                        | <b>8,381.45</b>           | <b>2,534.82</b> | <b>463.29</b> | <b>2,325.09</b>            | <b>6,056.36</b>            | <b>6,509.54</b>         |
|         | <i>(Previous Year)</i>       | <b>10,178.91</b> | <b>322.41</b>             | <b>1,456.96</b>                        | <b>9,044.36</b>           | <b>2,837.16</b> | <b>645.14</b> | <b>2,534.81</b>            | <b>6,509.54</b>            | <b>7,341.75</b>         |

2.12.1 Deletions / adjustments includes cost of land/building reclassified as current asset based on management decision to dispose the same as per long term finance lease agreement.

**NOTE - 2.13 CAPITAL WORK IN PROGRESS**

(₹ In Lakh)

| Particulars                                   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Building under construction-Materials in hand |                  |                  |
| Work in progress                              | 125.62           | 21.74            |
| Computer Software Installation                | 125.07           | 129.41           |
| Project in Progress                           | -                | 7.62             |
| Windmill project                              | 84.53            | 54.00            |
| Solar projects                                | 195.86           | -                |
|   | <b>531.08</b>    | <b>212.77</b>    |

**NOTE-2.14 NON-CURRENT INVESTMENTS**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| <b>a) Investments in Equity Instruments (Un-quoted, Trade, at cost)</b>                         |                  |                  |
| <b>- Seguro - INKEL Consortium LLP</b>  |                  |                  |
| Investment towards 45% of the capital   | 4.50             | 4.50             |
| Add: Opening balance of shares of profit from LLP   | (145.10)         | (145.10)         |
| <b>i) In Associate companies</b>  |                  |                  |
| <b>- MIV Logistics Pvt Ltd</b>  |                  |                  |
| 1,18,29,714 (1,18,29,714) Equity Shares of ₹10/-each, Fully Paid up                             |                  |                  |
| <b>Opening Balance</b>  | 276.32           | 229.49           |
| Add: Share of Profit/ (Loss) of Associate   | (190.74)         | 46.77            |
| Add : Last year adjustments   | -                | 0.06             |
| <b>Closing Balance</b>  | 85.58            | 276.32           |
| <b>- Calicut Expressway Pvt Ltd (CEPL)</b>  | 16.88            | 33.08            |
| 1,68,750 (3,30,750) equity shares of ₹10/- each, fully paid up                                  |                  |                  |
| <b>ii) In Others</b>  |                  |                  |
| <b>- KV Apartments Pvt Ltd</b>  |                  |                  |
| 5,000 (5,000) Equity Shares of ₹100/- each, fully paid up                                       | 5.00             | 5.00             |
| <b>b) Investments in Preference Instruments (Un-quoted, Trade, at cost)</b>                     |                  |                  |
| <b>i) In Associate companies</b>  |                  |                  |
| <b>- MIV Logistics Pvt Ltd</b>  |                  |                  |
| 1,60,00,000 (1,60,00,000) Optionally Convertible Preference Shares of ₹10/- each, fully paid up | 1,600.00         | 1,600.00         |
| <b>Total investments (a) + (b) + (c)</b>  | <b>1,566.85</b>  | <b>1,773.79</b>  |
| Aggregate amount of unquoted investments  | <b>1,566.85</b>  | <b>1,773.79</b>  |

**2.14.1** Seguro Foundations and Structures Private Limited is a subsidiary of INKEL Limited. INKEL Limited had acquired 65% of shares in the company Seguro Foundations and Structures Private Limited (SFS) on 1st December 2017 for ₹1381.50 lakhs. Subsequently, it was discovered that SFS's shares were overvalued by the management of SFS by falsely inflating its revenue and resorting to other malpractices. Further, the managing director of SFS has siphoned out the funds of the company by manipulative practices and after enquiry on the matter by a committee constituted by the Board of INKEL and after obtaining report of forensic audit by an independent Chartered Accountants firm, the Board of INKEL declared the transaction of Investment in SFS as fraud on INKEL by SFS. Hence, the investment amounting to ₹1381.50 lakhs was written off in the year 2019-20.

**2.14.2** INKEL Infrastructure Development Projects Limited (IIDPL), a 100% subsidiary of INKEL Limited had loss accumulated over years. INKEL Limited wrote off its entire investment of ₹1 lakh in the equity capital of IIDPL in the year 2021-22 since the net worth of IIDPL got eroded completely. The Board of Directors of INKEL Limited vide its meeting dt 29-06-2022 decided to increase its share capital in IIDPL in order to revive the latter company. IIDPL made a rights issue of ₹1400 lakhs to INKEL Limited on 16-06-2023 and thus the equity stake of INKEL Limited in IIDPL was increased, thereby making the share capital of IIDPL ₹1401 lakhs.

Though there is erosion in net worth of IIDPL, it is not considered permanent, since the company has received work orders for significant projects and is expected to have positive results. Accordingly, the diminution in value of investment is considered temporary and is not provided for, as at the year end.

**2.14.3** Thalikulam Pura Private Limited is a wholly owned subsidiary company of INKEL Limited promoted to implement the scheme of provision of urban amenities in rural areas introduced by Government of India. Due to the non-feasibility of the proposed business of the company, the company did not venture into operations. The investment of INKEL in equity capital of Thalikulam Pura Private Limited amounting to ₹85.15 lakhs was written off completely in the year 2014-15 following the decision of the Board.

**2.14.4** Tirurangadi Pura Private Limited is a wholly owned subsidiary company of INKEL Limited promoted to implement the scheme of provision of urban amenities in rural areas introduced by Government of India. Due to the non-feasibility of the proposed business of the company, the company did not venture into operations. The investment of INKEL in equity capital of Tirurangadi Pura Private Limited amounting to ₹83.57 lakhs was written off completely in the year 2014-15 following the decision of the Board.

**2.14.5 Details of Investment in Seguro-INKEL Consortium LLP by INKEL Limited:**

| Particulars                                       | Capital in LLP | Share of Profit | Share of Capital in LLP |
|---|----------------|-----------------|-------------------------|
| INKEL Limited                                     | 4.50           | 1.00            | -                       |
| Seguro Foundations and Structures Private Limited | 5.50           | 1.00            | 1.00                    |
| <b>Total</b>                                      | <b>10.00</b>   | <b>1.00</b>     | <b>1.00</b>             |

Total capital of the LLP is ₹10.00 lakh (₹10.00 lakh)

Since the authorised Signatory representing Seguro Foundations and Structures Private Limited is not available, the financial statements of Seguro- INKEL consortium LLP has not been drawn and audited. The profit/loss of the LLP is not considered in the preparation of the financial statements.

**NOTE-2.15 DEFERRED TAX ASSETS**

(₹ In Lakh)

| Particulars                       | As at 31.03.2025 | As at 31.03.2024 |
|-----------------------------------|------------------|------------------|
| <b>A. Deferred Tax Assets</b>     |                  |                  |
| On Provisions/other disallowances | 348.33           | 186.12           |
|                                   | <b>348.33</b>    | <b>186.12</b>    |

**NOTE-2.16 LONG-TERM LOANS AND ADVANCES**

(₹ In Lakh)

| Particulars  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| <b>(Unsecured, Considered good)</b>                                |                  |                  |
| EKK Infrastructures Limited  | 1,751.00         | 1,751.00         |
| Kerala State Industrial Enterprises Limited                        | 35.00            | 35.00            |
| CEPL (Calicut Express Way Pvt Ltd)                                 | -                | 3,053.06         |
| Advance recoverable in cash or in kind or for value to be received | 1.58             | 1.58             |
| Income Tax (Net)   | -                | 327.42           |
|  | <b>1,787.58</b>  | <b>5,168.06</b>  |

**2.16.1** As per the Binding Memorandum of Agreement dated March 10, 2022, entered into by M/s INKEL Infrastructure Development Projects Limited (IIDPL), Calicut Expressway Private Limited (CEPL), INKEL Limited, and KMC Constructions Limited (KMC), KMC/CEPL acknowledges and agrees to make payment, being the expenses incurred by IIDPL and / or INKEL on behalf of CEPL. As per binding agreement ₹604 lakhs received from KMC Infratech Ltd in the current year. There is a balance of ₹2448 lakhs receivable from KMC Infratech as on 31<sup>st</sup> March 2025. However individual accounts balance confirmation yet to be received.

**NOTE-2.17 OTHER NON-CURRENT ASSETS**

(₹ In Lakh)

| Particulars                                  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| <b>(Unsecured, Considered good)</b>          |                  |                  |
| Balance with banks in Fixed Deposit accounts | 4,548.60         | 4,904.07         |
| Security Deposits                            | 33.37            | 32.28            |
| Income Receivable                            | 5,950.15         | 5,199.17         |
| Unbilled Revenue                             | 185.02           | 367.41           |
| Interest accrued on Lease Premium Instalment | 12.75            | -                |
|  | <b>10,729.89</b> | <b>10,502.93</b> |

**2.17.1a** Bank balances are confirmed by the banks.

**2.17.1b** Balance with banks in Deposit Accounts include ₹4547.60 lakh (₹ 4904.07 lakh) held with a maturity period of more than 12 months and ₹0.25 lakh (₹0.25 lakh) held against unclaimed public deposits in pursuance of the requirements of applicable Rules.

**2.17.1c** Balance with banks in Deposit Account includes ₹934.87 lakh (₹1882.42 lakh) earmarked for specific projects.

**NOTE-2.18 INVENTORIES**

(₹ In Lakh)

| Particulars                                       | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Land and Building held on long term finance lease |                  |                  |
| Opening Balance                                   | -                | -                |
| Add: Additions during the year                    | 300.91           | 791.58           |
| Less: Disposed during the year                    | (300.91)         | (791.58)         |
| Closing Balance                                   | -                | -                |
| Stock in Trade: Solar Panel/Inverter              | 8.27             | 1.21             |
|   | <b>8.27</b>      | <b>1.21</b>      |

**2.18.1 In case of the subsidiary company INKEL-KSIDC Projects Limited**

The amortized value of the land subleased is transferred from the lease hold land asset of the company to inventories based on the requirement from the prospective customer. The land is subleased to the customer and is treated as a sale in the books of the company. As such the company does not hold any inventory.

**NOTE-2.19 TRADE RECEIVABLES**

(₹ In Lakh)

| Particulars                        | As at 31.03.2025 | As at 31.03.2024 |
|------------------------------------|------------------|------------------|
| i. Unsecured, Considered good      | 13,977.59        | 9,521.34         |
| ii. Unsecured, Considered doubtful | 151.32           | 151.54           |
| Less: Provision for doubtful debts | (151.32)         | (151.54)         |
|                                    | <b>13,977.59</b> | <b>9,521.34</b>  |

**2.19.1** All balances are subject to confirmation by the respective parties.

**2.19.2** Trade Receivables include:

a) amount outstanding for more than 3 years amounting to ₹1118 lakhs (including ₹ 620.83 lakhs due from RDPR), which are under various stages of disputes. This includes an amount of ₹923 lakhs receivable from government authorities, which are assumed to be receivable. Out of the remaining ₹146 lakhs represents amount outstanding back-to-back to vendors resulting in a net difference of ₹44 lakhs. The management is confident that this amount can be recovered and hence no provision is created.

b) ₹854.33 lakhs being the amount due from various Panchayat offices in Karnataka. INKEL which is an empanelled agency with the RDPR (Rural Development and Panchayath Raj) Department, Government of Karnataka, has been entrusted with the installation of Grid-Interactive Hybrid Solar Rooftop Plants across various Panchayat offices in Karnataka under a 4.61 MWp rate. To date, INKEL has completed 2 MWp of work. Execution was primarily

managed through a back-to-back agreement with the subcontractor. Upon receipt from RDPR, INKEL retains 5% of the receipt as per agreement terms, and balance is paid to the sub-contractor. Accordingly, against the above receivable, proportionate amount is due to the sub-contractor, which needs to be paid only on receipt from RDPR.

**2.19.2 Trade Receivables Ageing Schedule**

(₹ In Lakh)

| As at 31.03.2025                                     |   |                  |           |
|--|---|------------------|-----------|
| Particulars  | Outstanding for following periods after due date of payment |                  |           |
|  | Less than 6 months  | 6 Months -1 year | 1-2 years |
| i. Undisputed Trade Receivables-Considered good      | 291.69  | 806.45           | 6,087.79  |
| ii. Undisputed Trade Receivables-Considered doubtful | -   | -                | -         |
| iii. Disputed Trade Receivables considered good      | -   | -                | -         |
| iv. Disputed Trade Receivables considered doubtful   | -   | -                | -         |
| v. Unbilled dues                                     | -   | -                | -         |

(₹ In Lakh)

| As at 31.03.2025                                     |   |               |           |
|--|---|---------------|-----------|
| Particulars  | Outstanding for following periods after due date of payment |               |           |
|  | 2 to 3 Years  | Above 3 years | Total     |
| i. Undisputed Trade Receivables-Considered good      | 2,721.86  | 4,069.80      | 13,977.59 |
| ii. Undisputed Trade Receivables-Considered doubtful | -   | 151.32        | 151.32    |
| iii. Disputed Trade Receivables considered good      | -   | -             | -         |
| iv. Disputed Trade Receivables considered doubtful   | -   | -             | -         |
| v. Unbilled dues                                     | -   | -             | -         |

(₹ In Lakh)

| As at 31.03.2024                                     |   |                 |           |
|--|---|-----------------|-----------|
| Particulars  | Outstanding for following periods after due date of payment |                 |           |
|  | Less than 6 months  | 6 Months-1 year | 1-2 years |
| i. Undisputed Trade Receivables-Considered good      | 4,219.83  | 389.35          | 3,010.65  |
| ii. Undisputed Trade Receivables-Considered doubtful | -   | -               | -         |
| iii. Disputed Trade Receivables considered good      | -   | -               | -         |
| iv. Disputed Trade Receivables considered doubtful   | -   | -               | -         |
| v. Unbilled dues                                     | 555.36  | -               | 15.87     |

(₹ In Lakh)

| As at 31.03.2024                                     |   |               |          |
|--|---|---------------|----------|
| Particulars  | Outstanding for following periods after due date of payment |               |          |
|  | 2 to 3 Years  | Above 3 years | Total    |
| i. Undisputed Trade Receivables-Considered good      | 896.62  | 433.66        | 8,950.12 |
| ii. Undisputed Trade Receivables-Considered doubtful | -   | 151.54        | 151.54   |
| iii. Disputed Trade Receivables considered good      | -   | -             | -        |
| iv. Disputed Trade Receivables considered doubtful   | -   | -             | -        |
| v. Unbilled dues                                     | -   | -             | 571.22   |

**NOTE-2.20 CASH AND CASH EQUIVALENTS**

(₹ In Lakh)

| Particulars  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| Cash on Hand   | 0.19             | 0.23             |
| Balance with Banks   |                  |                  |
| In Current Accounts  | 1,477.53         | 1,371.54         |
| In Fixed Deposit Accounts (less than 3 months maturity)                            | 4,659.29         | 5,830.67         |
| Other Bank Balance   |                  |                  |
| In Fixed Deposit Accounts (greater than 3 months but less than 12 months maturity) | 73.90            | 561.24           |
|  | <b>6,210.91</b>  | <b>7,763.68</b>  |

2.20.1 Bank balances are confirmed by the banks.

**2.20.2 Earmarked Balances:**

Balance with banks in current accounts include earmarked balances for unpaid dividend ₹16.17 lakh (₹11.02 lakh).

2.20.3 Term Deposit of INKEL EKK Roads Private Limited is lien marked for ₹840 lakh

**NOTE-2.21 SHORT-TERM LOANS AND ADVANCES**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| <b>(Unsecured, Considered good)</b>                                 |                  |                  |
| <b>Loans/advances to related parties:</b>                           |                  |                  |
| Seguro - INKEL Consortium LLP                                       | 271.84           | 271.84           |
| <b>Others:</b>  |                  |                  |
| Advances recoverable in cash or in kind or for value to be received | 16.64            | 14.23            |
| Earnest Money Deposits  | 127.48           | 82.34            |
| Balances with Government Authorities                                | 345.03           | 458.95           |
| Advance to Suppliers/Contractors                                    | 21.07            | 17.05            |
| Advance to employees  | 0.67             | -                |
| Others  | 26.43            | -                |
| <b>(Unsecured, Considered doubtful)</b>                             |                  |                  |
| Advances recoverable in cash or in kind or for value to be received | 628.02           | 628.02           |
| Less : Provision for Doubtful Advances                              | (628.02)         | (628.02)         |
|   | <b>809.17</b>    | <b>844.41</b>    |

2.21.1 All balances are subject to confirmation by the respective parties.

Balances for Seguro LLP Consortium and Seguro Foundations and Structures Private Limited are taken as per the last available records.

**NOTE-2.22 OTHER CURRENT ASSETS**

(₹ In Lakh)

| Particulars                                   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Interest accrued on FD                        | 262.47           | 218.86           |
| Unbilled revenue                              | 2,836.72         | 2,015.20         |
| Interest Accrued on Lease Premium Instalments | 55.99            | 89.51            |
| Others  | 446.92           | 578.21           |
|   | <b>3,602.11</b>  | <b>2,901.78</b>  |

**NOTES FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS  
FOR THE YEAR ENDED 31.03.2025**

**NOTE-2.23 REVENUE FROM OPERATIONS**

(₹ In Lakh)

| Particulars  | For the year ended |                 |
|--|--------------------|-----------------|
|  | 31.03.2025         | 31.03.2024      |
| <b>Sale of Services</b>  |                    |                 |
| Income from disposal of land and building (On Long Term Finance Lease) | 3,553.85           | 2,958.35        |
| Construction Income  | 4,661.30           | 2,327.01        |
| Share of course fee received   | -                  | 9.24            |
| Income from Operating Lease  | 53.64              | 54.91           |
| Income from Project Management Services (Refer Note 2.23.1)            | 1,483.36           | 1,112.27        |
| Income from Common Area Maintenance Services                           | 140.71             | 114.53          |
| Lighting system commissioning services                                 | 261.56             | 956.39          |
| <b>Sale of Products</b>  |                    |                 |
| Sale of lighting system/security system                                | 1,215.25           | 2,231.58        |
| Income from Agriculture  | 0.45               | 0.18            |
|  | <b>11,370.12</b>   | <b>9,764.45</b> |

**2.23.1 Disclosure as per AS 7 in the books of INKEL Ltd - Details of Project Management Consultancy Services (PMC):**

- Revenue recognised from PMC contracts : ₹16,23.97/- lakh (₹12,93.04/- lakh). The difference in the schedule is due to intercompany eliminations as required for consolidation
- Details of cost incurred for PMC contracts : ₹538.16/- lakh (₹438.02 lakh)
- Amount of advances received: ₹673.16 /- lakh (₹610.67 lakh)
- Amount of retentions: ₹ NIL (₹ NIL)

**NOTE-2.24 OTHER INCOME**

(₹ In Lakh)

| Particulars                    | For the year ended |                 |
|--------------------------------|--------------------|-----------------|
|                                | 31.03.2025         | 31.03.2024      |
| Interest income                | 798.75             | 659.76          |
| Guarantee fee received         | 6.16               | 11.00           |
| Profit on sale of assets       | 0.17               | 7.20            |
| Dividend (Net of DDT)          | -                  | 769.67          |
| Interest on Fixed Deposit/Bank | 72.24              | 178.58          |
| Miscellaneous Income           | 140.01             | 120.32          |
|                                | <b>1,017.34</b>    | <b>1,746.53</b> |

**2.24.1** In the case of the subsidiary INKEL-KSIDC Projects Ltd, Interest Income includes Interest on Lease Premium for ₹27.01 lakh (₹50.51 lakh), Overdue interest on lease premium ₹19.41 lakh (₹0.03 lakh) & Bank Interest of ₹185.27 lakh (₹108.30 lakh).

Other Note:- Undisclosed income- No undisclosed income.

**NOTE-2.25 COST OF LAND ACQUIRED/ BUILDING/ AMENITIES CONSTRUCTED AND DISPOSED**

(On long term finance lease agreements)

(₹ In Lakh)

| Particulars      | For the year ended |               |
|------------------|--------------------|---------------|
|                  | 31.03.2025         | 31.03.2024    |
| Cost of Land     | 909.23             | 332.71        |
| Cost of Building | 218.63             | 458.86        |
|                  | <b>1,127.86</b>    | <b>791.58</b> |

**NOTE-2.26 PURCHASES OF STOCK-IN-TRADE**

(₹ In Lakh)

| Particulars   | For the year ended |                 |
|---------------|--------------------|-----------------|
|               | 31.03.2025         | 31.03.2024      |
| Solar systems | 599.60             | 1,829.07        |
|               | <b>599.60</b>      | <b>1,829.07</b> |

**NOTE-2.27 CHANGES IN INVENTORIES OF STOCK-IN-TRADE**

(₹ In Lakh)

| Particulars            | For the year ended |              |
|------------------------|--------------------|--------------|
|                        | 31.03.2025         | 31.03.2024   |
| Opening Stock-in-Trade | 1.21               | 76.53        |
| Closing Stock-in-Trade | 8.27               | 1.21         |
|                        | <b>(7.06)</b>      | <b>75.32</b> |

**NOTE-2.28 OPERATING, WORKS CONTRACT AND PROJECT EXPENSES**

(₹ In Lakh)

| Particulars                   | For the year ended |               |
|-------------------------------|--------------------|---------------|
|                               | 31.03.2025         | 31.03.2024    |
| Construction and Project Cost | 2,720.33           | 580.49        |
| Consultancy Charges           | 6.02               | 20.71         |
| Labour welfare cess           | 37.40              | 39.08         |
|                               | <b>2,763.75</b>    | <b>640.28</b> |

**NOTE-2.29 EMPLOYEE BENEFITS EXPENSE**

(₹ In Lakh)

| Particulars                               | For the year ended |               |
|---|--------------------|---------------|
|   | 31.03.2025         | 31.03.2024    |
| Salaries & Allowances                     | 852.34             | 781.64        |
| Gratuity & Leave Encashment               | 0.48               | 0.28          |
| Bonus/Ex-Gratia Expense                   | 0.20               | 0.24          |
| Contribution to Provident and Other funds | 29.82              | 35.18         |
| Staff Welfare Expenses                    | 36.95              | 34.89         |
|   | <b>919.79</b>      | <b>852.23</b> |

**NOTE-2.30 FINANCE COSTS**

(₹ In Lakh)

| Particulars                     | For the year ended |                 |
|---------------------------------|--------------------|-----------------|
|                                 | 31.03.2025         | 31.03.2024      |
| Interest Expense                | 988.01             | 1,379.83        |
| Interest on intercorporate loan | (9.09)             | -               |
| Interest on LP                  | 869.00             | -               |
| Interest on Income tax          | -                  | 5.14            |
| Other Interest                  | 14.50              | -               |
|                                 | <b>1,862.42</b>    | <b>1,384.96</b> |

**NOTE-2.31 OTHER EXPENSES**

(₹ In Lakh)

| Particulars   | For the year ended |            |
|---|--------------------|------------|
|   | 31.03.2025         | 31.03.2024 |
| Expenditure on corporate social responsibility activity (See note 2.32) | 52.57              | 2.86       |
| Common Amenities  | 85.78              | 98.82      |
| Hostel running and course expense                                       | -                  | 6.11       |
| Lighting system commissioning expenses                                  | 340.91             | 783.89     |
| Operation & Maintenance Expense   | 158.04             | 147.92     |
| Agricultural expenses   | 3.48               | 3.29       |
| Power & Fuel  | 16.78              | 15.33      |
| Rent  | 52.82              | 50.54      |
| Repairs & Maintenance   | 7.63               | -          |
| Registration certificate renewal expense                                | 0.13               | -          |
| - Others  | 15.45              | 16.86      |
| Insurance   | 3.41               | 2.97       |
| Payment to Auditors:  |                    |            |
| - As auditor  | 11.50              | 9.50       |
| - For taxation matters  | 1.40               | 2.15       |
| - For other services  | 1.07               | 0.85       |
| Bank charges & interest   | 3.86               | 5.02       |
| Meeting expense   | 8.94               | 14.67      |
| Sitting fee to Directors  | 22.95              | 29.50      |
| Consideration for Manpower services                                     | 46.76              | 26.85      |
| Advertisement & Publicity   | 23.74              | 27.65      |
| Postages, Telephone and internet charges                                | 5.11               | 8.69       |
| Printing and Stationery   | 6.59               | 7.87       |
| Professional Charges  | 161.31             | 155.47     |
| Licensing/Renewal Charges   | 3.77               | 0.64       |
| Legal Fee   | 90.30              | 32.34      |
| Rates & Taxes   | 17.89              | 8.13       |
| Software Running Expenses   | 20.32              | 11.14      |

|                            |                 |                 |
|----------------------------|-----------------|-----------------|
| Water line charges         | 18.84           | 18.70           |
| Travelling & Conveyance    | 37.15           | 39.29           |
| Office General Expenses    | 1.37            | 12.15           |
| Miscellaneous Expenses     | 28.21           | 10.44           |
| O&M Exp-restoration        | 12.55           | -               |
| Wind mill project          | 28.92           | -               |
| Liquidity Damage-Exp       | 110.40          | 1.60            |
| Bad debt written off       | 0.44            | -               |
| Interest on statutory dues | -               | 14.94           |
| Loss on asset written off  | 33.39           | -               |
|                            | <b>1,433.74</b> | <b>1,566.16</b> |

**NOTE - 2.32 Corporate Social Responsibility**

(₹ In Lakh)

| Particulars  | For the year ended |            |
|--|--------------------|------------|
|  | 31.03.2025         | 31.03.2024 |
| a) Amount required to be spent by the company during the year    | 52.37              | 2.86       |
| b) Amount of expenditure incurred                                | 52.57              | 2.86       |
| c) Shortfall at the end of the year                              | -                  | -          |
| d) Total of previous years shortfall                             | -                  | -          |
| e) Reason for shortfall  | NA                 | NA         |
| f) Nature of CSR activities                                      |                    |            |
| i. For purchase of computer and other skill development centre   | 10.45              | -          |
| ii. Equipment purchase for mini community hall                   | 5.21               | -          |
| iii. Repair work at St. Little Treasa's UP School in Alangad     | 3.38               | -          |
| iv. Project proposal NCD   | -                  | 2.00       |
| v. Department of Pain & palliative care GH Ernakulam             | -                  | 0.86       |
| vi. Snehaveedu project payment through Rajagiri Outreach society | 24.00              | -          |
| vii. Tribal development department -District Collector Wayanad   | 4.07               | -          |
| viii. Sports Kerala Foundation                                   | 3.86               | -          |
| ix. Kerala Olympic Association-Kerala Open karate championship   | 1.00               | -          |
| x. Pro sports outlets -Tennis outlet                             | 0.60               | -          |

**NOTE-2.33 EARNINGS PER EQUITY SHARE**

| Particulars   | For the year ended |              |
|---|--------------------|--------------|
|   | 31.03.2025         | 31.03.2024   |
| <b>Basic:</b>   |                    |              |
| Profit/(Loss) after tax for the year as per Statement of Profit and Loss (in ₹) | 20,00,41,999       | 27,03,68,047 |
| Weighted average number of equity shares of ₹10/- (₹10/-) each (fully paid up)  | 17,78,14,334       | 17,78,14,334 |
| Basic Earnings Per Equity Share- In ₹ (Face Value of Share- ₹10 each)           | <b>1.13</b>        | <b>1.52</b>  |
| <b>Diluted:</b>   |                    |              |
| Profit/(Loss) after tax for the year as per Statement of Profit and Loss (in ₹) | 20,00,41,999       | 27,03,68,047 |
| Weighted average number of equity shares of ₹10/- (₹10/-) each (fully paid up)  | 17,78,14,334       | 17,78,14,334 |
| Diluted Earnings per Share (In ₹) (Face Value of Share- ₹10 each)               | <b>1.13</b>        | <b>1.52</b>  |

**Note-2.34 EMPLOYEE BENEFITS**

(Disclosure under Accounting Standard 15 – 'Employee Benefits', Revised 2005)

**2.34.1 Defined Contribution Plans**

During the year the company and its subsidiaries has recognised ₹23.71 lakh (₹28.09 lakh) as Contribution to Provident Fund, ₹3.09 lakh (₹3.30 lakh) as Contribution to National Pension Scheme and ₹1.08 lakh (₹1.58 lakh) as Contribution to Employee State Insurance in the Statement of Profit and Loss on account of defined contribution plans.

## 2.34.2 Defined Benefit Plans

## Gratuity (Funded)

## (i) INKEL Limited

| a) | Actuarial Assumptions          | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|----|--------------------------------|-----------------------------|-----------------------------|
|    | Discount Rate                  | 6.35% p.a.                  | 6.98% p.a.                  |
|    | Rate of return on plan assets  | 7.50% p.a.                  | 7.50% p.a.                  |
|    | Compensation escalation rate * | 5.00% p.a.                  | 5.00% p.a.                  |
|    | Mortality rate**               | IALM 2012-14                | IALM 2012-14                |

## INKEL-EKK Roads Private Limited

| b) | Actuarial Assumptions          | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|----|--------------------------------|-----------------------------|-----------------------------|
|    | Discount Rate                  | 6.9% p.a.                   | 6.99% p.a.                  |
|    | Rate of return on plan assets  | -                           | -                           |
|    | Compensation escalation rate * | 5.00% p.a.                  | 5.00% p.a.                  |
|    | Mortality rate**               | IALM 2012-14                | IALM 2012-14                |

## INKEL-KSIDC Projects Limited

| c) | Actuarial Assumptions          | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|----|--------------------------------|-----------------------------|-----------------------------|
|    | Discount Rate                  | 6.72% p.a.                  | 6.97% p.a.                  |
|    | Rate of return on plan assets  | -                           | -                           |
|    | Compensation escalation rate * | 5.00% p.a.                  | 5.00% p.a.                  |
|    | Mortality rate**               | IALM 2012-14                | IALM 2012-14                |

\*The assumption of future salary increases takes into account the inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

\*\*IAL: India Assured Lives Mortality modified Ult.

(₹in Lakh)

| (ii) | Reconciliation of present value of obligation:           | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|------|--|-----------------------------|-----------------------------|
|      | Present value of obligation at the beginning of the year | 100.88                      | 86.88                       |
|      | Current Service Cost                                     | 20.04                       | 19.32                       |
|      | Interest Cost  | 6.86                        | 5.88                        |
|      | Actuarial gain/(loss)                                    | 26.76                       | 0.36                        |
|      | Benefits Paid  | -                           | (11.55)                     |
|      | Curtailments   | -                           | -                           |
|      | Settlements  | -                           | -                           |
|      | Present value of obligation at the end of the year       | 154.54                      | 100.88                      |

(₹in Lakh)

| (iii) | Reconciliation of fair value of plan assets:           | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|-------|--|-----------------------------|-----------------------------|
|       | Fair value of plan assets at the beginning of the year | 1.81                        | 0.10                        |
|       | Acquisition Adjustments                                | -                           | -                           |
|       | Expected return on plan assets                         | 0.09                        | 0.10                        |
|       | Actuarial gain/(loss)                                  | (0.30)                      | (0.84)                      |
|       | Contributions  | 4.00                        | 14.00                       |
|       | Benefits paid  | (5.12)                      | (11.55)                     |
|       | Assets distributed on settlement                       | -                           | -                           |
|       | Fair value of plan assets at the end of the year       | 0.49                        | 1.81                        |

(₹ in Lakh)

| (iv) Net (Asset)/Liability recognised in the Balance Sheet as at year end:                    | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|---|-----------------------------|-----------------------------|
| Present value of obligation   | 149.42                      | 100.88                      |
| Fair value of plan assets   | 0.00                        | (1.81)                      |
| Net present value of unfunded obligation recognised as (asset)/liability in the Balance Sheet | 149.42                      | 99.07                       |

(₹ in Lakh)

| (v) Expenses recognised in the Statement of Profit and Loss:  | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|---|-----------------------------|-----------------------------|
| Current Service Cost  | 20.04                       | 19.32                       |
| Interest Cost   | 6.86                        | 5.88                        |
| Expected return on plan assets                                | (0.09)                      | (0.10)                      |
| Acquisition Adjustment of assets                              | -                           | -                           |
| Actuarial (gain) /loss recognised in the period               | 27.06                       | 1.20                        |
| Past Service Cost   | -                           | -                           |
| Curtailement cost   | -                           | -                           |
| Settlement cost   | -                           | -                           |
| Total expenses recognised in the Statement of Profit and Loss | 53.86                       | 26.30                       |

**Leave Plan (Unfunded)****(i) INKEL Limited**

| a) Actuarial Assumptions       | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|--------------------------------|-----------------------------|-----------------------------|
| Discount Rate                  | 6.345% p.a.                 | 6.975% p.a.                 |
| Rate of return on plan assets  | Not Applicable              | Not Applicable              |
| Compensation escalation rate * | 5.00% p.a.                  | 5.00% p.a.                  |
| Mortality rate                 | IALM 2012-14                | IALM 2012-14                |

**INKEL EKK Roads Private Limited**

| b) Actuarial Assumptions       | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|--------------------------------|-----------------------------|-----------------------------|
| Discount Rate                  | 6.9% p.a.                   | 6.990% p.a.                 |
| Rate of return on plan assets  | Not Applicable              | Not Applicable              |
| Compensation escalation rate * | 5.00% p.a.                  | 5.00% p.a.                  |
| Mortality rate                 | IALM 2012-14                | IALM 2012-14                |

**INKEL-KSIDC Projects Limited**

| c) Actuarial Assumptions       | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|--------------------------------|-----------------------------|-----------------------------|
| Discount Rate                  | 6.720% p.a.                 | 6.965% p.a.                 |
| Rate of return on plan assets  | Not Applicable              | Not Applicable              |
| Compensation escalation rate * | 5.00% p.a.                  | 5.00% p.a.                  |
| Mortality rate                 | IALM 2012-14                | IALM 2012-14                |

\*The assumption of future salary increases takes into account the inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

(₹ in Lakh)

| (ii) Reconciliation of present value of obligation:      | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|--|-----------------------------|-----------------------------|
| Present value of obligation at the beginning of the year | 78.24                       | 93.62                       |
| Current Service Cost                                     | 20.64                       | 20.03                       |
| Interest Cost  | 5.04                        | 5.94                        |
| Actuarial (gain)/loss                                    | (1.54)                      | (17.97)                     |
| Benefits Paid  | (12.07)                     | (23.38)                     |
| Curtailements  | -                           | -                           |
| Settlements  | -                           | -                           |
| Present value of obligation at the end of the year       | 90.30                       | 78.24                       |

(₹ in Lakh)

| (iii) Reconciliation of fair value of plan assets:     | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|--|-----------------------------|-----------------------------|
| Fair value of plan assets at the beginning of the year | -                           | -                           |
| Expected return on plan assets                         | -                           | -                           |
| Actuarial gain/(loss)                                  | -                           | -                           |
| Contributions  | -                           | -                           |
| Benefits paid  | -                           | -                           |
| Assets distributed on settlement                       | -                           | -                           |
| Fair value of plan assets at the end of the year       | -                           | -                           |

(₹ in Lakh)

| (iv) Net (Asset)/Liability recognised in the Balance Sheet as at year end:                    | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|---|-----------------------------|-----------------------------|
| Present value of obligation   | 90.30                       | 78.24                       |
| Fair value of plan assets   | -                           | -                           |
| Net present value of unfunded obligation recognised as (asset)/liability in the Balance Sheet | 90.30                       | 78.24                       |

(₹ in Lakh)

| (v) Expenses recognised in the Statement of Profit and Loss:  | 31 <sup>st</sup> March 2025 | 31 <sup>st</sup> March 2024 |
|---|-----------------------------|-----------------------------|
| Current Service Cost  | 20.64                       | 20.03                       |
| Interest Cost   | 5.04                        | 5.94                        |
| Expected return on plan assets                                | -                           | -                           |
| Actuarial (gain) /loss recognised in the period               | (1.54)                      | (17.97)                     |
| Past Service Cost   | -                           | -                           |
| Curtailment cost  | -                           | -                           |
| Settlement cost   | -                           | -                           |
| Total expenses recognised in the Statement of Profit and Loss | 24.14                       | 8.00                        |

The above disclosures are based on information certified by the independent actuary and relied upon by the auditors.

## NOTE -2.35 DISCLOSURE OF TRANSACTIONS WITH RELATED PARTIES

Disclosure of transactions with Related Parties as required by Accounting Standard -18 on Related Party Disclosure as prescribed by Companies( Accounting Standards) Rules, 2006.

### A. Related parties and nature of relationship

#### 1. Related parties of INKEL Limited

- |   |   |
|---|---|
| i. INKEL KSIDC Projects Limited                               | Subsidiary Company  |
| ii. INKES Trade Centre Limited                                | Subsidiary Company  |
| iii. INKEL-EKK Roads Private Limited                          | Subsidiary Company  |
| iv. Thalikulam PURA Private Limited                           | Subsidiary Company  |
| v. Tirurangadi PURA Limited                                   | Subsidiary Company  |
| vi. Seguro Foundations and Structures Private Limited         | Subsidiary Company (w.e.f. 01.12.2017)<br>Associate Company (w.e.f. 08.11.2017, up to 30.11.2017) |
| vii. MIV Logistics Private Limited                            | Associate Company   |
| viii. Seguro-INKEL Consortium LLP                             | Subsidiary Entity (w.e.f. 01.12.2017)<br>Jointly Controlled Entity (up to 30.11.2017)             |
| ix. INKEL Infrastructure Development Projects Limited (IIDPL) | Subsidiary Company (w.e.f. 27.10.2018)  |
| x. Key Managerial Personnel                                   |   |
| Dr. Ellangovan K  | Managing Director (w.e.f. 24.02.2022)   |
| Mr. Riju Thomas   | Chief Financial Officer (w.e.f. 16.05.2024)   |
| Mr. Baiju T   | Company Secretary (w.e.f. 19.12.2022)   |

**2. Related parties of INKEL-EKK Roads Private Limited**

- |                               |  |
|-------------------------------|--|
| i. EKK Infrastructure Limited | Associate Company  |
| ii. Directors                 | Mr. Sanju Muhammed<br>Mr. Sachin Muhammed<br>Dr. Ellangovan K<br>Mr. Jayakrishnan Krishna Menon<br>Mr. Varghese Kurian<br>Mr. Mohamed Althaf |

**3. Related parties of INKEL-KSIDC Projects Limited**

- |  |                   |
|--|-------------------|
| i. Kerala State Industrial Development Corporation | Associate Company |
|--|-------------------|

**4. Related parties of INKEL Infrastructure Development Projects Limited**

- |  |   |
|--|---|
| i. INKEL Renewable Energy Pvt Ltd      | Subsidiary Company  |
| ii. Calicut Expressway Private Limited | Associate Company   |
| iii. Directors                         | Mr. Jacob Koor Ninan<br>Mr. C.V. Rappai<br>Mr. Jayakrishnan Krishna Menon<br>Dr. Ellangovan K (Nominee Director)<br>Mr. Mohamed Althaf (Nominee Director) |

**5. Related parties of INKES Trade Centre Limited**

- |  |   |
|--|---|
| i. Kerala State Industrial Enterprises Limited | Stakeholder   |
| ii. Key Managerial Personnel                   | Dr. Ellangovan K - Nominee Director<br>Mr. Rajeev Gopi - Nominee Director (Resigned w.e.f 30.12.2024)<br>Mr. Jayakrishnan Krishna Menon - Nominee Director<br>Mr. Varghese Kurian - Nominee Director<br>Mr. B. Sreekumar - Nominee Director (Appointed w.e.f. 30.12.2024) |

**B. Transactions/Balances Outstanding with Related Parties**

(₹ In Lakh)

| Nature of Transaction  | Subsidiary/Associate/Jointly Controlled Entity/Key Managerial Personnel |                 |
|--|---|-----------------|
|  | Opening Balance   | Closing Balance |
| <b><u>Income</u></b>   |   |                 |
| 1. <b>Guarantee Commission Received</b>  |   |                 |
| MIV Logistics Private Limited  | 11.00   | 6.16            |
| 2. <b>Expenses Recovered</b>   |   |                 |
| MIV Logistics Private Limited  | 10.77   | 10.43           |
| 3. <b>Interest on Inter- Corporate Loan during the year</b>                        |   |                 |
| EKK Infrastructure Limited   | 209.03  | 170.74          |
| <b><u>Expenses</u></b>   |   |                 |
| 1. Remuneration to Managing Director - INKEL                                       |   |                 |
| Dr. Ellangovan K   | 73.60   | 102.65          |
| 2. Remuneration to Chief Financial Officer - INKEL                                 |   |                 |
| Mr. Riju Thomas  | 11.00   | 18.28           |
| 3. Remuneration to Company Secretary - INKEL                                       |   |                 |
| Mr. Baiju T  | 16.61   | 18.80           |
| 4. Remuneration to Directors - INKEL-EKK   | 4.35  | 4.50            |
| <b><u>Investments in Equity Shares</u></b>   |   |                 |
| 1. MIV Logistics Private Limited   |   |                 |
| (Including Preference Share Capital of ₹16 Crore)                                  | 2,782.97  | 2,782.97        |
| 2. EKK Infrastructure Limited  | 784.00  | 784.00          |
| <b><u>Investments in partner's capital net of profit/ loss from operations</u></b> |   |                 |
| 1. Seguro-INKEL Consortium LLP (Refer note 2.12)                                   |   |                 |
| (Including share of profit)  | (140.60)  | (140.60)        |
| <b><u>Guarantee given</u></b>  |   |                 |
| 1. MIV Logistics Private Limited   | 1,100.00  | 200.00          |

|  |          |          |
|--|----------|----------|
| <b>Shares pledged during the year</b>          |          |          |
| NIL  |          |          |
| <b>Loan Receivable</b>                         |          |          |
| 1. EKK Infrastructure Limited                  | 1,751.00 | 1,751.00 |
| 2. Calicut Expressway Private Limited          | 3,053.06 | -        |
| <b>Advances</b>                                |          |          |
| 1. Kerala State Industrial Enterprises Limited | 35.00    | 35.00    |
| <b>Receivables</b>                             |          |          |
| 1. MIV Logistics Private Limited               | 66.70    | -        |
| 2. EKK Infrastructure Limited                  | 579.55   | 754.32   |
| 3. KSIDC Limited                               | 42.39    | -        |
| 4. Calicut Expressway Pvt Ltd                  | 3,053.06 | -        |
| <b>Lease Premium Payable</b>                   |          |          |
| 1. KSIDC Limited                               | 239.66   | 1,873.47 |
| <b>Loans and Advances Payable</b>              |          |          |
| 1. Kerala State Industrial Enterprises Limited | 275.39   | 275.39   |
| 2. Mohammed Althaf                             | 345.00   | -        |

2.35.1 Transactions in the nature of current account transactions have not been included in the above disclosure.

2.35.2 Transactions with Associate company are prior to elimination.

#### NOTE-2.36 Segment Reporting

2.36.1 INKEL Limited operates in three business segments: PMC/EPC, Renewable Energy, and Leasing. In accordance with Accounting Standard (AS) 17, segment reporting is provided in the table below, detailing the financial performance of each segment. This includes segment-wise revenue, results, assets and liabilities.

(₹ In Lakh)

| Particulars                              | PMC/<br>EPC  | RE/<br>Solar | Estate/<br>Leasing | PMC/<br>EPC  | RE/<br>Solar | Estate/<br>Leasing |
|--|--------------|--------------|--------------------|--------------|--------------|--------------------|
|  | FY 2024 - 25 |              |                    | FY 2023 - 24 |              |                    |
| Revenue from external customers          | 1,968.41     | 1,736.08     | 1,150.64           | 1,988.44     | 3,187.96     | 1,429.23           |
| Revenue from other business segments     | -            | -            | -                  | -            | -            | -                  |
| Total revenue from each segment          | 1,968.41     | 1,736.08     | 1,150.64           | 1,988.44     | 3,187.96     | 1,429.23           |
| Segment Profit or loss (before interest) | 712.82       | 310.20       | 494.09             | 617.44       | 226.01       | 473.51             |
| Depreciation / Amortisation expenses     | -            | -            | 32.59              | -            | -            | 64.05              |
| Carrying amount of segment assets        | 4,009.76     | 9,223.24     | 2,111.75           | 3,945.39     | 9,623.15     | 2,778.25           |
| Segment liabilities                      | 4,345.14     | 3,332.70     | 889.56             | 5,393.05     | 5,958.53     | 1,453.51           |

#### Reconciliation between segment information and financial statements:

(₹ In Lakh)

| Particulars                    | Revenue      | Profit   | Assets    | Liabilities |
|--------------------------------|--------------|----------|-----------|-------------|
|                                | FY 2024 - 25 |          |           |             |
| From Business Segments         | 4,855.13     | 1,517.11 | 15,344.75 | 8,567.40    |
| From Dividend and Other Income | 1,669.23     | 1,513.94 | 18,335.51 | 1,569.61    |
| Less: Interest Expense         | -            | 366.19   | -         | -           |
| As per the financial statement | 6,524.35     | 2,664.86 | 33,680.26 | 10,137.01   |

(₹ In Lakh)

| Particulars                    | Revenue      | Profit   | Assets    | Liabilities |
|--------------------------------|--------------|----------|-----------|-------------|
|                                | FY 2023 - 24 |          |           |             |
| From Business Segments         | 6,605.63     | 1,327.91 | 16,346.78 | 12,804.08   |
| From Dividend and Other Income | 1,314.02     | 1,285.20 | 18,800.06 | 1,060.53    |
| Less: Interest Expense         | -            | 537.44   | -         | -           |
| As per the financial statement | 7,919.65     | 2,075.66 | 35,146.84 | 13,864.61   |

**2.36.2** The subsidiaries are engaged in providing infrastructure facilities and other services in connection with infrastructure projects including construction. In the opinion of management, this is the only primary reportable segment within the meaning of Accounting Standard-17 notified by the companies (Accounting Standards) Rules, 2006.

**2.36.3** The associate has during the year a single segment namely "LOGISTICS". Therefore, the company's business does not fall under different segments as defined by AS -17 "Segmental Reporting" issued by ICAI.

**Note-2.37 FINANCIAL RATIOS**

| Sl. No. | Particulars                     | Numerator                                       | Denominator                            | As at 31.03.2025 | As at 31.03.2024 | % of Variance |
|---------|---------------------------------|---|--|------------------|------------------|---------------|
| 1       | Current ratio                   | Current Assets                                  | Current Liabilities                    | 2.32             | 2.07             | 12%           |
| 2       | Debt Equity Ratio               | Total Debt                                      | Shareholder's Equity                   | 0.41             | 0.55             | -25%          |
| 3       | Debt Service Coverage Ratio     | Net Profit before Tax + interest + depreciation | Repayment of Instalment and interest   | 2.98             | 4.17             | -29%          |
| 4       | Return on Equity                | Net Profit after Tax                            | Equity Capital                         | 0.10             | 0.14             | -30%          |
| 5       | Inventory Turn Over Ratio       | Cost of Goods Sold                              | Average Inventory                      | 125.02           | 49.00            | 155%          |
| 6       | Trade Receivable turnover Ratio | Revenue from operations                         | Trade Receivables                      | 0.97             | 1.00             | -3%           |
| 7       | Trade Payable Turnover Ratio    | Operating Expenses                              | Trade Payables                         | 0.18             | 0.77             | -77%          |
| 8       | Net Capital Turn Over Ratio     | Revenue from Operations                         | Average Working Capital                | 0.91             | 1.15             | -20%          |
| 9       | Net Profit Ratio                | Net Profit after Tax                            | Revenue from Operations                | 0.21             | 0.31             | -34%          |
| 10      | Return on Capital Employed      | Earnings before Interest & Tax                  | Capital employed                       | 0.15             | 0.22             | -32%          |
| 11      | Return on Investment            | Interest Income                                 | Non-Current Investment + Fixed deposit | 0.07             | 0.11             | -33%          |

**Reason for Variance in excess of 25%**

- 1) Inventory Turnover Ratio** - Increase due to increase in trading turnover.
- 2) Trade payable turnover ratio** - Optimum usage of credit period.
- 3) Return on Investment** - Increase is due to increase in interest income & dividend income. Also the segment profit increases.

**NOTE-2.38 Contingent Liabilities not provided for:**

**A) In the books of INKEL Ltd:**

(₹ In Lakh)

| Particulars  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| a) Corporate guarantee issued in favour of –   |                  |                  |
| - MIV Logistics Private Limited  | 200.00           | 1,100.00         |
| - INKEL-EKK Roads Private Limited  | 18,200.00        | 18,200.00        |
| b) Other Counter Guarantees issued in favour of Banks for the guarantees issued by the Banks | 934.87           | 1,882.42         |
| - KSEB   | 760.19           | 744.31           |
| - LSGD-Kerala  | -                | -                |
| - PWD  | 2.00             | 2.00             |
| - CSML   | -                | -                |
| - KINFRA   | 0.77             | 0.74             |
| - RDPR KARNATAKA   | 74.87            | 70.46            |
| - KMMML  | 24.13            | 22.71            |
| - AUTOKAST   | 34.93            | 33.12            |
| - LIEN MARKED  | 5.51             | 942.75           |
| - ANERT  | 20.92            | 54.78            |
| - KSITL  | 11.55            | 11.55            |
| c) Claims towards Building Tax   | 117.36           | 117.36           |
| d) Income Tax demand relating to :   |                  |                  |
| - Assessment Year 2018-19  | 49.68            | 49.68            |
| - Assessment Year 2020-21  | 44.00            | 44.00            |

- 1) Federal bank has filed an application before the Debt Recovery Tribunal (OA 149/2021) under section 19 of the Recovery of Debts and Bankruptcy Act, 1993 against M/s Seguro Foundations and Structures Pvt Ltd in which INKEL is arrayed as the 5th defendant. The application is filed for recovery of ₹4978.39 lakh along with pendente lite and future interest @ 10.58% + 2% penal interest per annum. The bank has also prayed for a direction from the DRT in the same petition for payment of ₹52.01 lakh along with pendente lite and future interest @10.48% +2% penal interest. The case is being defended by INKEL as there is no corporate guarantee extended by INKEL.
- 2) A person by name Shaji Mathew has filed a case before the NCLT, Kochi bench against M/s Seguro Foundations and Structures Pvt Ltd claiming an amount of ₹11.02 Lakh. INKEL has been impleaded exparte as Additional Corporate Debtor in this case by virtue of NCLT order dated 26.11. 2020. The matter stayed against INKEL Limited by the Honorable Supreme Court.
- 3) There are Certain Legal cases involving an amount of ₹82.36 lakhs faced by the Company as a party in cases related to its subsidiary Seguro Foundations and Structures Private Limited and INKEL Consortium LLP wherein the company is a majority partner, for which the outcome and potential financial impact cannot be reasonably estimated. Though the company is not the primary accused, it is one of the defendants in certain legal cases with claims for the recovery of money pending before various forums. Management hold the view that those claims are not tenable against the Company; however, due to the inherent uncertainties involved, the contingent liability cannot be quantified at this time.

**B) In the books of INKEL-KSIDC Projects Limited:**

(₹ In Lakh)

| Particulars  | As at 31-03-2025 | As at 31-03-2024 |
|--|------------------|------------------|
| Interest entered into with Kerala State Industrial Development Corporation (KSIDC) | -                | 805.00           |

Interest as per the lease agreement entered into with Kerala State Industrial Development Corporation (KSIDC) not provided in the books for the lease premium in previous years now being provided and the matter is under renegotiation by the management with KSIDC.

The Company has filed its return of income for the FY 2015-16 on 15th October 2016, with a loss of ₹1,55,27,677. The PCIT had initiated revision proceedings under section 263 of the Act vide notice dated 26 February 2021 and the company has filed its objection for the same on 15 March 2021. As the assessment has not been completed, contingent liability for the same is not provided.

**C) In the books of INKEL-EKK Roads Private Limited:**

The company has received show cause notice u/s74 of the GST Act, 2017 vide F. No. DGGI/INV/GST/889/2022-Gr-D-O/o DD-DGI-RU- THIRUVANANTHAPURAM DATED 31-10-2023 demanding GST ₹1989.60 lakhs on the Grant and annuity received from RICK during the period Nov 17 to Jan 22. The Company has appointed "BSR &Co. LLP" Chartered Accountants to defend the company. Written submissions have been filed by the Chartered Accountants vide letter No. INKEL-EKK/FIN/GEN/2023-24/019 dated 28-12-2023. As per the concessionaire agreement with RICK Limited, Article 41 allows claim of tax due to change of law and RICK limited have been intimated of the same vide letter INKEL-EKK/FIN/G/2023-24/14 dated 27-11-2023

**NOTE-2.39 COMPUTATION OF GOODWILL ARISING ON CONSOLIDATION OF SUBSIDIARY COMPANY:****INKEL EKK Roads Private Limited**

(₹ In Lakh)

| Particulars   | As at 31.03.2025 | As at 31.03.2024 |
|---|------------------|------------------|
| Consideration Paid  | 816.00           | 816.00           |
| Less: Nominal value of share capital held by INKEL Limited in INKEL EKK Roads Private Limited | 816.00           | 816.00           |
| Less: Share of INKEL Limited in the accumulated losses as on the date of acquisition          | (3.34)           | (3.34)           |
| Add: Transfer from Minority Interest on change in Share Holding in Financial Year 2017-18     | 2.75             | 2.75             |
| <b>Goodwill on consolidation</b>  | <b>6.09</b>      | <b>6.09</b>      |

**NOTE-2.40****2.40.1 Fraud on INKEL:**

INKEL Limited (INKEL) had acquired 65% of shares in the company Seguro Foundations and Structures Private Limited (SFS) on 1st December 2017 and made an investment of ₹1381.50 lakh. SFS has been functioning as a subsidiary of INKEL from such date. During the financial year 2018-19 certain instances of non-adherence with proper corporate governance systems, as also incompleteness/deficiencies in the financial information furnished by the former management of SFS were noticed, which were prima facie considered material. The committee constituted by the Board of INKEL has found out serious lapses, irregularities, diversion of funds and misappropriations including “overvaluation of Seguro’s shares for investment by INKEL, practice of showing inflated unbilled revenue (work in progress), non-utilisation of Investment by INKEL on any projects, irregularities in financial transactions and diversion of funds, absence of transparency in related party transactions, statutory non-compliances and malpractices to hide the same, availing higher working capital facility from bank by submitting inflated receivable” etc. and recommended the Board to consider legal remedies against the erstwhile management of SFS. The forensic audit simultaneously conducted by the management of INKEL by engaging a firm of chartered accountants had also reported that the Managing Director of SFS has perpetrated frauds by “siphoning funds through bogus creditors, fictitious expense, misappropriation/ diversion of funds, overstatement of unbilled revenue, conflicting interest, non-reported related party transactions” etc. Based on the aforesaid reports, INKEL has initiated legal actions against SFS and its erstwhile management. Having regard to the report that SFS’s shares were overvalued through misrepresenting its financial positions and the investment made by INKEL was siphoned away by the managing director of SFS, the Board of INKEL has declared the transaction of investment in SFS as a fraud on INKEL by SFS.

**2.40.2 Impairment of value of investment:**

Based on unaudited financial statements as on 31/03/2019 provided by SFS and the provisional financial statements of SFS compiled for the year ended 31/03/2020, the net worth of SFS has fully eroded. Further no financial statements of SFS was compiled for the years 31/03/2021, 31/03/2022, 31/03/2023, and 31/03/2024. In view of the matters of fraud and erosion of share value reported above, there is permanent diminution in the value of investments in the subsidiary company, SFS as per AS-13 (Accounting for Investments) and recoverability of the investment seems to be remote. Hence, the value of investment ₹1381.50 lakh has been written off completely in the year 2019-20.

**2.40.3 Investment in other subsidiaries and associates:**

As per the audited financial statements of M/s INKES Trade Centre Ltd, a subsidiary company of INKEL Ltd, as at 31-03-2025, the net worth has undergone partial erosion and as per the audited financial statements of M/s MIV Logistics Private Limited, an associate company of INKEL Ltd, as at that date, the net worth has undergone erosion due to write off of Investments in and advances to SSPL. The net worth of both companies attributable to the equity investment of INKEL Ltd is lower than the cost of investments as shown hereunder:

(₹ in Lakh)

| Name of Company / Relationship                      | Carrying Cost of Investment as per books of INKEL |                                   | Share of Net Asset Value as per books of the respective Company |                                   |
|---|---|-----------------------------------|---|-----------------------------------|
|   | As at 31 <sup>st</sup> March 2025                 | As at 31 <sup>st</sup> March 2024 | As at 31 <sup>st</sup> March 2025                               | As at 31 <sup>st</sup> March 2024 |
| 1) INKES Trade Centre Limited                       | 370.00  | 370.00                            | 283.83  | 290.87                            |
| 2) MIV Logistics Private Limited (MIV) - Associates | 1182.97   | 1182.97                           | 133.63  | 276.25                            |

- The net worth of INKES has eroded slightly in the year 31/03/2025. The diminution in the value of investment of INKEL Limited in the equity shares of INKES is not considered to be permanent by the management of INKEL Limited considering the drop in value is not significant and can be recovered with the prospective business of the investee company.
- Further, as per the financial statements of MIV Logistics Private Limited ((2) referred to above) as at 31<sup>st</sup> March 2024, the said company is holding investments in equity shares amounting to ₹269.13 lakh in its associate company viz. Seabird Seaplane Private Limited (Seabird) and has outstanding loans and advances given by MIV

to the said company amounting to ₹301.84 lakh (excluding interest not charged in accounts). Seabird Sea Plane Private Limited has not commenced any commercial operations since its inception in 2012 and it had filed an insolvency petition before the National Company Law Tribunal. It is understood that the NCLT has passed the order whereby the company commenced liquidation. The chance of recovering the advances made by MIV Logistics Private Limited to the said company is remote. Hence the said investments and advances have been written off. Thus, the net worth of MIV Logistics Pvt Ltd has impacted adversely by an amount of ₹570.98 lakhs, however MIV Logistics is making profits from business operationally. Therefore, the diminution in the value of investment of INKEL in the equity shares of MIV Logistics Private Limited is considered by the Management to be temporary. Hence, INKEL has valued the investment in the said company at cost following the provisions of AS 13 on Investments.

**NOTE-2.41 CAPITAL COMMITMENTS**

(₹ In Lakh)

| Particulars  | As at 31.03.2025 | As at 31.03.2024 |
|--|------------------|------------------|
| Estimated amount of contracts remaining to be executed on capital account and not provided for Interior work at TVM office | -                | -                |

**NOTE-2.42 REMITTANCES IN FOREIGN CURRENCY****2.42.1 Dividend**

(₹ In Lakh)

| Particulars                                | As at 31.03.2025          | As at 31.03.2024          |
|--|---------------------------|---------------------------|
| Year to which dividend relates             | Financial Year<br>2023-24 | Financial Year<br>2022-23 |
| Amount remitted during the year            | 86.30                     | 79.00                     |
| Number of non-resident shareholders        | 4.00                      | 4.00                      |
| Number of shares on which dividend was due | 2,31,33,953.00            | 2,31,33,953.00            |

**2.42.2 Other Remittances**

(₹ In Lakh)

| Particulars       | As at 31.03.2025 | As at 31.03.2024 |
|-------------------|------------------|------------------|
| Software Purchase | 1.36             | -                |

**NOTE-2.43 : Operating Lease: Company as Lessee**

The Company has taken buildings for use as office space on lease under operating lease agreements renewable on periodic basis at the option of both the lessor and lessee. Rental expenses debited to Profit and Loss account ₹52.82 Lakhs (₹50.54 lakhs) incurred in respect of the buildings taken on operating lease.

**NOTE-2.44** - The subsidiary IIDPL has accumulated loss amounting to ₹1415.67 lakh (₹1418.38 lakh), with a negative net worth of ₹14.67 lakh (₹17.38 lakh). To revitalize the Company, a SPV named INKEL Renewable Energy Private Limited (INKEL RE) was incorporated as a wholly owned subsidiary of IIDPL. The subsidiary company has initiated developing a 32 MW Hybrid renewable Energy project in the Palakkad district. This includes 14 MW of wind energy, which will be sold to KSEBL, under a 25-year Power Purchase Agreement (PPA), and 18 MW of solar energy, which will be marketed to high-tension (HT) consumers. This project is expected to be completed within 18 months. Once, INKEL RE becomes commercially operational, the returns are expected to improve IIDPL's financial position. Additionally, another SPV, INKEL Green Energy Private Limited, was incorporated on 25<sup>th</sup> Day of April 2025 as a subsidiary of IIDPL, to implement a 23.2 MWP solar energy project at INKEL Green Industrial Park in Malappuram under the group captive scheme, in collaboration with HT consumers. In this context, IIDPL has signed a term sheet with M/s Hilite Realtors for the development of an 8 MWp solar energy plant, 2.2 MWp is already in process as the first phase of the project. This plant will be set up on land owned by INKEL at Malappuram Greens. The power plant will be owned and operated by the SPV, and the power generated will be consumed by HiLite at a tariff agreed upon between HiLite and INKEL. A power Delivery Agreement (PDA) will be signed to ensure supply of power to Hilite Realtors for 25 years.

**NOTE-2.45** - Previous year figures unless otherwise stated are given in italics and have been regrouped and recast wherever necessary.

**NOTE-2.46** - Title deeds of Immovable Property not held in name of the Company - NIL

**NOTE-2.47** - The Company and its subsidiaries have not revalued its Property, Plant and Equipment during the year by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

**NOTE-2.48** - The Company and its subsidiaries have not provided loans or advances in the nature of loans to promoters, directors, Key Managerial Personnel (KMPs), or related parties (except subsidiary companies) as defined under the Companies Act, 2013, with the exception of INKEL EKK Roads Private Limited (a subsidiary of INKEL Limited), which granted a loan to its associate company, M/s EKK Infrastructure Limited. The outstanding amount as of 31.03.2025 is ₹1751.00 lakh.

**NOTE-2.49 ; In the books of INKES Trade Centre Limited:**

The company has entered agreement with KSIE Ltd for developing of land at Thampanoor and lease premium is amortised during the period under review. Pre - operative expense incurred will be allocated to the assets at the time of capitalization.

**NOTE-2.50 CAPITAL-WORK-IN PROGRESS (CWIP)**

**CWIP Ageing schedule**

| (₹ In Lakh)                         |                   |                     |                                   |
|-------------------------------------|-------------------|---------------------|-----------------------------------|
| Amount in CWIP<br>for the period of | CWIP              | Project In Progress | Projects Temporarily<br>Suspended |
|                                     | Less than 1 year  | 344.39              | -                                 |
|                                     | 1 to 2 years      | 68.31               | -                                 |
|                                     | 2 to 3 years      | 118.38              | -                                 |
|                                     | 3 years and above | -                   | -                                 |
| <b>Total</b>                        | <b>531.08</b>     | <b>-</b>            |                                   |

**NOTE-2.51** - The Company and its subsidiaries have no Intangible Assets under Development as on 31.03.2025, whose completion is overdue or has exceeded its cost compared to its original plan.

**NOTE-2.52** - The Company and its subsidiaries do not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company and its subsidiaries for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**NOTE-2.53** - The Company and its subsidiaries have not been declared wilful defaulter by any bank or financial institution or other lender or government or government authority.

**NOTE-2.54** - The Company and its subsidiaries do not have any transactions with companies struck off.

**NOTE-2.55** - The Company and its subsidiaries do not have any charges or satisfaction which is yet to be registered with ROC (Registrar of Companies) beyond the statutory period.

**NOTE-2.56** - The Company and its subsidiaries have complied with number of layers of companies are as per clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**NOTE-2.57** - The Company INKEL Limited has complied with Sec 135 of The Companies Act, CSR Amount of ₹19.04 Lakhs Spend for FY 2024-25. The subsidiary company INKEL-EKK Roads Private Limited has complied with Sec 135 of The Companies Act, CSR Amount of ₹13.57 Lakhs Spend for FY 2024-25. The subsidiary company INKEL-KSIDC Projects Limited has complied with Sec 135 of The Companies Act, CSR Amount of ₹19.96 Lakhs Spend for FY 2024-25.

**NOTE-2.58** - Additional information as required by paragraph 2 of the General instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013.

(₹ in Lakh)

| Name of the entity                              | As at 31.03.2025<br>Net Assets,<br>i.e., Total Assets - Total<br>liabilities |                       | As at 31.03.2024<br>Net Assets,<br>i.e., Total Assets - Total<br>liabilities |                       |
|---|--|-----------------------|--|-----------------------|
|   | As a % of<br>consolidated<br>net assets                                      | Amount<br>(₹ In Lakh) | As a % of<br>consolidated<br>net assets                                      | Amount<br>(₹ In Lakh) |
| Parent Company                                  | 64.33%   | 16,797.19             | 60.55%   | 14,599.53             |
| Subsidiaries:                                   |  |                       |  |                       |
| INKEL KSIDC Projects Limited                    | 13.08%   | 3414.06               | 14.06%   | 3,390.16              |
| INKEL KINFRA Infrastructure Projects Limited    |  |                       |  |                       |
| INKES Trade Centre Ltd                          | 1.09%  | 283.827               | 1.21%  | 290.86                |
| INKEL EKK Roads Private Limited                 | 12.02%   | 3137.544              | 13.12%   | 3,163.60              |
| Seguro Foundations & Structures Pvt Ltd         | -  | -                     | -  | -                     |
| INKEL Infrastructure Development Projects Ltd   | (0.06%)  | (14.67)               | (0.07%)  | (17.38)               |
| Subsidiary Entity:                              |  |                       |  |                       |
| SEGURO-INKEL Consortium LLP                     | (0.43%)  | (113.53)              | (0.47%)  | (113.54)              |
| Associate Company:                              |  |                       |  |                       |
| Equity Investment in MIV Logistics Private Ltd  |  | 276.32                |  | 229.49                |
| Add: Share of Profit/(Loss)                     |  | (190.74)              |  | 46.77                 |
| Add: Last year Adjustments                      |  | -                     |  | 0.06                  |
|   | 0.33%  | 85.58                 | 1.15%  | 276.32                |
| Equity Investment in Calicut Expressway (P) Ltd | -  | -                     | -  | -                     |
| Minority Interest                               | 9.65%  | 2519.43               | 10.47%   | 2,523.63              |
| <b>Total</b>                                    | <b>100%</b>  | <b>26,109.42</b>      | <b>100%</b>  | <b>24,113.19</b>      |

(₹ in Lakh)

| Name of the entity                            | For the year ended 31.03.2025<br>Share in Profit or (Loss) |                       | For the year ended 31.03.2024<br>Share in Profit or (Loss) |                       |
|---|--|-----------------------|--|-----------------------|
|   | As a % of<br>consolidated<br>Profit or (Loss)              | Amount<br>(₹ In Lakh) | As a % of<br>consolidated<br>Profit or (Loss)              | Amount<br>(₹ In Lakh) |
| Parent Company                                | 66.92%   | 2261.02               | 52.84%   | 1,624.71              |
| Subsidiaries:                                 |  |                       |  |                       |
| INKEL KSIDC Projects Limited                  | 14.27%   | 481.98                | 24.61%   | 756.68                |
| INKEL KINFRA Infrastructure Projects Limited  | -  | -                     | -  | -                     |
| INKES Trade Centre Ltd                        | (0.21%)  | (6.99)                | (0.18%)  | (5.65)                |
| INKEL EKK Roads Private Limited               | 14.15%   | 477.94                | 8.94%  | 274.98                |
| Seguro Foundations & Structures Pvt Ltd       | -  | -                     | -  | -                     |
| INKEL Infrastructure Development Projects Ltd | 0.08%  | 2.71                  | 0.20%  | 6.21                  |
| Subsidiary Entity:                            |  |                       |  |                       |
| SEGURO-INKEL Consortium LLP                   | -  | -                     | -  | -                     |
| Associate Company:                            |  |                       |  |                       |
| MIV Logistics Private Ltd                     | (5.65%)  | (190.74)              | 1.52%  | 46.77                 |
| Minority Interest                             | 10.44%   | 352.75                | 12.06%   | 370.81                |
| <b>Total</b>                                  | <b>100%</b>  | <b>3378.66</b>        | <b>100%</b>  | <b>3,074.50</b>       |

For and on behalf of the Board of Directors

**Dr. K Ellangovan**  
Managing Director  
DIN: 05272476

**Jacob Kovoov Ninan**  
Director  
DIN: 01213357

As per our separate report of even date attached

**For Krishnamoorthy & Krishnamoorthy**  
Chartered Accountants  
FRN: 001488S

**Baiju T**  
Company Secretary

**Riju Thomas**  
Chief Financial Officer

**CA. K T Mohanan**  
Partner  
Membership No. 201484  
UDIN: 25201484BMHYRR2168

Place: Kochi  
Date: 28.05.2025

**INKEL LIMITED**

CIN: U45209KL2007PLC020471

Door No. 14/812&813, 1<sup>st</sup> Floor, Ajijal Complex, Kakkanad, Cochin, Ernakulam, Kerala – 682030, India  
 Ph: + 91 0484 2978101, 2978103, E mail: [deptcs@inkel.in](mailto:deptcs@inkel.in), [www.inkel.in](http://www.inkel.in)

**ATTENDANCE SLIP**

**18<sup>TH</sup> ANNUAL GENERAL MEETING**

*(Please complete this attendance slip and hand over at the entrance of the Meeting Hall)*

I/We hereby record my/our presence at the 18<sup>th</sup> Annual General Meeting of INKEL Limited held on **Monday, the 14<sup>th</sup> day of July 2025 at 12.00 Noon (IST)** at IMA House, Stadium Link Road, Behind Jawaharlal Nehru International Stadium, Kathrikadavu, Palarivattom PO, Kaloor, Kochi, Ernakulam, Kerala 682025.

Name of the Member :

Folio No / Client Id, DP ID :

No. of shares :

Registered address :

Name of Proxy :

Member's/Proxy's Signature :

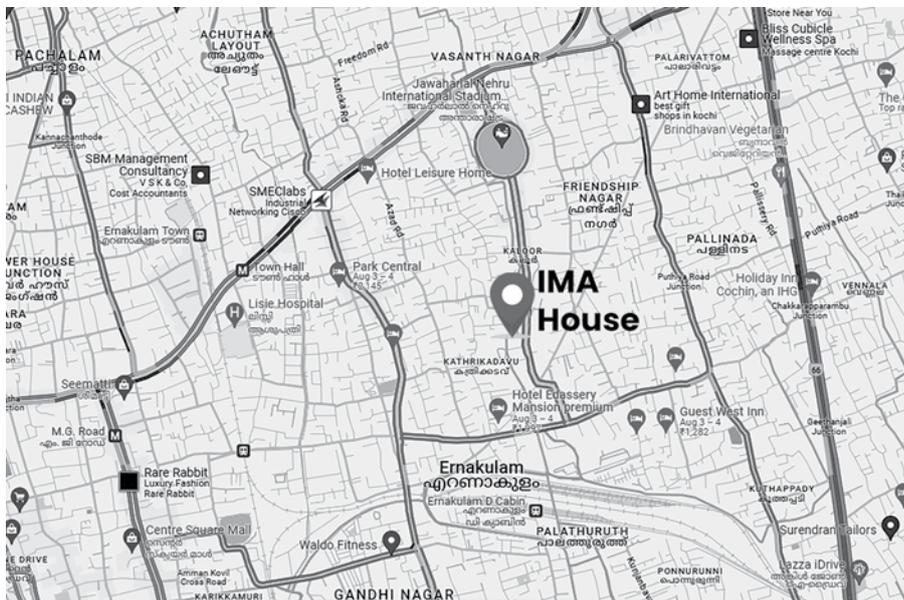
**Note:**

**Members, proxies, and authorized signatories need to produce valid identity proof and are requested to submit duly completed and signed attendance slips at the registration counters at the venue to record their attendance and participate in the AGM**

**ROUTE MAP**

**18<sup>th</sup> ANNUAL GENERAL MEETING**

Venue: **IMA House**, Stadium Link Road, Behind Jawaharlal Nehru International Stadium, Kathrikadavu, Palarivattom PO, Kaloor, Ernakulam, Kerala 682025



**Scan Me  
for Directions**



Notes

**INKEL LIMITED**

CIN: U45209KL2007PLC020471

Door No. 14/812&813, 1<sup>st</sup> Floor, Ajiyal Complex, Kakkanad, Cochin, Ernakulam, Kerala – 682030, IndiaPh: + 91 0484 2978101, 2978103, E mail: [deptcs@inkel.in](mailto:deptcs@inkel.in), [www.inkel.in](http://www.inkel.in)**Form No. MGT-11****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and  
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id, DP ID :

No. of Shares held :

I/We, being the member (s) of INKEL Limited, hereby appoint

1. Name :

Address :

E-mail Id :

Signature :

*or failing him / her,*

2. Name :

Address :

E-mail Id :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18<sup>th</sup> Annual General Meeting of the INKEL Limited, to be held on **Monday, the 14<sup>th</sup> day of July 2025 at 12.00 Noon (IST)** at IMA House, Stadium Link Road, Behind Jawaharlal Nehru International Stadium, Kathrikadavu, Palarivattom PO, Kaloor, Kochi, Ernakulam, Kerala 682025 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Standalone and Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2025
2. Declaration of dividend for the year ended 31<sup>st</sup> March 2025
3. Reappointment of Mr. Varghese Kurian, holding DIN: 01114947, as Director
4. Reappointment of Mr. Mohamed Althaf, holding DIN: 06409935, as Director

Signed this..... day of.....2025

Signature of shareholder

Signature of Proxy holder

Affix  
₹1  
Revenue  
Stamp

**Note:**

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

Notes

# INKEL 17<sup>th</sup> ANNUAL GENERAL MEETING



## TEAM BUILDING



Onam Celebrations



Women's Day



Train, Evolve & Lead



Creating Infrastructure  
A PPP INITIATIVE OF GOVERNMENT OF KERALA



# INKEL Limited

CIN: U45209KL2007PLC020471

Door No. 14/812 & 813, 1st Floor, Ajiyal Complex,  
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