

SUMAX ENGINEERING LIMITED

31ST

ANNUAL REPORT

2024-2025

CORPORATE INFORMATION

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNELS:

- | | | | |
|---------------------------------|---------------------------------------|-------------|----------|
| 1. Mr. Sudeep Mehta | - Managing Director (DIN: 00483072) | | |
| 2. Mrs. Smriti Mehta | - Whole-Time Director (DIN: 00126361) | | |
| 3. *Mrs. Aakanksha Sachin Dubey | - Non- Executive | Independent | Director |
| | (DIN: 08792778) | | |
| 4. *Mrs. Priyanka Agarwal | - Non- Executive | Independent | Director |
| | (DIN: 10315690) | | |
| 5. **Mr. Prateek Nahata | - Company Secretary | | |

* appointed w.e.f. 18.09.2024

** appointed w.e.f. 01.04.2025

REGISTERED OFFICE:

Plot No. 45, Shantiniketan Colony,
Mahendra Hills, East Marredpally,
Secunderabad, Hyderabad, Telangana - 500026.

STATUTORY AUDITORS:

M/s. Dagliya & Co.,
Chartered Accountants
Hyderabad - 500 003

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

- | | |
|--------------------------------|---------------|
| 1. Mrs. Aakanksha Sachin Dubey | - Chairperson |
| 2. Mrs. Priyanka Agarwal | - Member |
| 3. Mr. Sudeep Mehta | - Member |

WEBSITE:

<https://sumaxindia.com/>

BANKERS:

Axis Bank Limited
Hyderabad Main Branch
Begumpet Road, Hyderabad.

CORPORATE IDENTITY NUMBER:

U74210TG1994PLC019032

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the shareholders of **SUMAX ENGINEERING LIMITED** will be held on Tuesday, the 30th day of September 2025 at 11:00 AM at the Registered Office of the Company situated at Plot No. 45, Shantiniketan Colony, Mahendra Hills, East Marredpally, Secunderabad, Telangana - 500026, to transact the following business:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT MARCH 31, 2025, AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE NOTES ATTACHED THERETO, ALONG WITH THE REPORTS OF AUDITORS AND DIRECTORS THEREON.
2. TO APPOINT A DIRECTOR IN THE PLACE OF MR. SUDEEP MEHTA, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

SPECIAL BUSINESS:

3. TO APPOINT M/S. SUNIL & SANJAY, CHARTERED ACCOUNTANTS, HYDERABAD AS STATUTORY AUDITORS AND FIX THEIR REMUNERATION:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or reenactment (s) thereof for the time being in force), and pursuant to the recommendations made by the Audit Committee and the Board of Directors at their meeting held on 01.09.2025, M/s. Sunil & Sanjay, Chartered Accountants, Hyderabad having ICAI Firm Registration No. 06144S be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years from the conclusion of this 31st Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company to be held in the year 2030-31 at a remuneration as mentioned in the explanatory statement.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

4. RE-APPOINTMENT OF MR. SUDEEP MEHTA AS MANAGING DIRECTOR FOR A PERIOD OF THREE (3) YEARS:

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 178, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company), and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Sudeep Mehta (DIN: 00483072) as Chairman and Managing Director of the Company for a period of 3 (Three) years with effect from 01.09.2025 (at a remuneration of Rs. 10,00,000 /- p.m. (Rupees Ten Lakhs Only) and a variable amount of 0.5% on Net Sales / Turnover of the Company on per annum basis in the form of Bonus / Incentive and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc., within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT, in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Sudeep Mehta, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, or such other limit as may be prescribed by the Government from time to time.

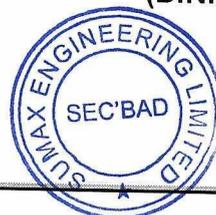
RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the terms and conditions including any changes in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

**For and on behalf of the Board
Sumax Engineering Limited**

Sudeep Mehta

**Sudeep Mehta
Managing Director
(DIN: 00483072)**

**Place: Hyderabad
Date: 01.09.2025**



NOTES:

1. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the company.
2. The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
3. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
4. Members are requested to notify any change in their address to the Company at its registered office.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on behalf at the meeting.
6. Members attending the meeting are requested to bring with them the Attendance Slip and hand over at the attendance counter at the entrance of the meeting venue.
7. If any of the members wish to attend the AGM through video conferencing / other audio-visual means, kindly intimate the same on company's mail id: info@sumaxindia.com

**For and on behalf of the Board
Sumax Engineering Limited**

Sudeep Mehta

**Sudeep Mehta
Managing Director
(DIN: 00483072)**

**Place: Hyderabad
Date: 01.09.2025**



EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO.3: TO APPOINT M/S. SUNIL & SANJAY, CHARTERED ACCOUNTANTS, HYDERABAD AS STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION.

M/s. Dagliya & Co., Chartered Accountants Hyderabad, have tendered their resignation from the position of Statutory Auditors for the financial year 2025-26 at the Board Meeting held on 01.09.2025 with effect from 30.09.2025. Pursuant to sec. 139 (8), casual vacancy caused by the resignation of the auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company in their meeting held on 01.09.2025, pursuant to the recommendation of the Audit Committee, approved appointment of M/s. Sunil & Sanjay, Chartered Accountants, (FRN: 06144S), Hyderabad as the Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 31st AGM, till the conclusion of the 36th AGM of the Company to be held in the year 2030- 31, at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per annum plus applicable taxes as may be mutually agreed by and between the Board of Directors of the Company and the Auditor and reimbursement of out-of-pocket expenses in connection with the Audit, subject to the consent of the members.

M/s. Sunil & Sanjay, Chartered Accountants have conveyed their consent for appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, will be within the limits specified under section 144 of the Companies Act, 2013. They have also confirmed that they are not disqualified from the appointment as Statutory Auditors in terms of the provisions of Sections 139 (1), 141 (2) and 141 (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 to hold office from the conclusion of this 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company for the financial year 2029-30.

Accordingly, the Board of Directors at their meeting held on 01.09.2025 recommended appointment of M/s. Sunil & Sanjay, as Statutory Auditors of the Company for 5 years i.e., from the conclusion of 31st Annual General Meeting to conclusion of 36th Annual General Meeting and to audit the accounts for the Financial Years – 2025-26, 2026-27, 2027-28, 2028-29 and 2029-30 at a remuneration of Rs. 2,50,000/- per annum plus applicable GST and out of pocket expenses on actual basis (Rupees Two Lakhs Fifty Thousand Only).

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board of Directors recommends the Ordinary Resolution set out in the Notice of AGM for approval of the members.

ITEM NO.4: RE-APPOINTMENT OF MR. SUDEEP MEHTA AS MANAGING DIRECTOR FOR A PERIOD OF THREE (3) YEARS.

As per sections 196 and 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sudeep Mehta as Managing Director of the Company for a term of three (3) years commencing from 01.09.2025 to 31.08.2028 with a remuneration of Rs. 10,00,000/- per month (Rupees Ten Lakhs Only) and a variable amount of 0.5% on Net Sales / Turnover of the Company on per annum basis in the form of Bonus / Incentive which is subject to approval of the shareholders with liberty to the Board of Directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Mr. Sudeep Mehta in this regard.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 4. Accordingly, the Board of Directors recommends the passing of the above resolutions as a Special Resolution set out in item no. 4 of the notice for re-appointment of Mr. Sudeep Mehta (DIN: 00471678) as the Managing Director.

Save and except Mr. Sudeep Mehta, being an appointee and Mrs. Smriti Mehta, Whole-Time Director, none of the other Directors/Key Managerial Personnel and their relatives are in anyway interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013:

I. GENERAL INFORMATION:

1.	Nature of Industry: Manufacturers of Automotive Consumables and Accessories			
2.	Date or expected date of commencement of commercial Production: Not Applicable as the Company is already in Operations.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4.	Financial performance based on given indicators:			
	Particulars	2024-25 (Rs. In lakhs)	2023-24 (Rs. In lakhs)	2022-23 (Rs. In lakhs)
	Turnover	14,612.14	13,078.12	12,682.09
	Net profit/loss after Tax	1,010.01	754.88	499.19
5.	Foreign investments or collaborations, if any: Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE:

S.No	Particulars	Mr. Sudeep Mehta
1.	Background Details.	M.B.A. Postgraduate
2.	Past Remuneration	Rs. 10,00,000 per month and a variable amount of 0.5% on Net Sales / Turnover of the Company on a per annum basis in the form of Bonus / Incentive
3.	Recognition or awards	Not Applicable
4.	Job Profile and his suitability	Identifying new business opportunities, designing Business and Marketing Strategies, introducing new product range and managing all the functions in General and Materials Procurement.
5.	Remuneration proposed	Rs. 10,00,000 per month and a variable amount of 0.5% on Net Sales / Turnover of the Company on a per annum basis in the form of Bonus / Incentive.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).	Taking into consideration of the size of the Company, the profile of Mr. Sudeep Mehta and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, or other director, if any	Besides the remuneration, he is holding 19,54,020 Equity Shares of the Company and he is the husband of Mrs. Smriti Mehta, Whole-Time Director of the Company.

III. OTHER INFORMATION:

1.	Reasons for inadequate profits: Not Applicable
2.	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the revenue to explore various opportunities and to achieve a better growth.
3.	Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations, and it is believed that financial position of the company will increase considerably in the coming years.

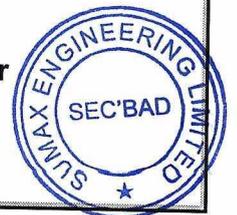
The Board of Directors recommends the Special Resolution set out in the Notice of AGM for approval of the members.

For and on behalf of the Board
Sumax Engineering Limited

Sudeep Mehta

Sudeep Mehta
Managing Director
(DIN: 00483072)

Place: Hyderabad
Date: 01.09.2025



DIRECTORS' REPORT

To,
The Members of
SUMAX ENGINEERING LIMITED
Hyderabad

Your directors have pleasure in presenting the 31st Directors' report on the business and operations of the Company together with Audited accounts for the Financial Year ended 31st March 2025.

1. KEY FINANCIAL HIGHLIGHTS / OUTLOOK/ COMPANY'S STATE OF AFFAIRS:

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

Particulars	(Amount Rs. in Lakhs)	
	As on 31 st March, 2025	As on 31 st March, 2024
Revenue from Operations	14,612.14	13,078.12
Other Income	123.67	90.09
Total Expenses	13,374.38	12,138.40
Add/(Less): Exceptional Items	(1.11)	-
Profit/Loss before tax expense	1,360.32	1,029.81
(Less): Tax Expense (Current & deferred)	350.31	274.93
Profit/(Loss) for the year (1)	1,010.01	754.88
Other Comprehensive Income/(Loss) (2)	-	-
Total (1+2)	1,010.01	754.88
Earnings per Share	47.99	35.87

2. MATERIAL CHANGES AND COMMITMENTS IF ANY:

During the year under review the Company had been converted from Private to Public pursuant to the approval of members of the Company at the Extra-Ordinary General Meeting held on July 20, 2024. The Company had received the new Certificate of Incorporation from Registrar of Companies on September 18, 2024.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There has been no change in the nature of business in the Financial Year 2024-25.

4. DIVIDEND:

Keeping in view the growth prospects of the company, the directors have decided not to recommend dividend for the financial year.

5. UNPAID / UNCLAIMED DIVIDEND:

There is no unpaid or unclaimed dividend with the Company.

6. RESERVES:

No amount was transferred/carried to reserves during the year.

7. EVENTS OCCURRED SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There are no material changes and commitments affecting financial position of the Company between 31st March 2025 and the date of the Board's Report. (i.e., 01.09.2025).

8. SHARE CAPITAL OF THE COMPANY:

The authorized capital of the Company stands at Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) equity shares of Rs.10/- (Rupees Ten Only) each. The company's paid-up capital is Rs. 2,10,45,000/- (Rupees Two Crores Ten Lakhs Forty-Five Thousand Only) divided into 21,04,500 (Twenty-One Lakhs Four Thousand Five Hundred Only) equity shares of Rs.10/- (Rupees Ten Only) each.

9. BOARD MEETINGS:

The Board of Directors of the company met 8 times during the year on 24-04-2024, 08-06-2024, 16-07-2024, 23-08-2024, 18-09-2024, 30-09-2024, 06-01-2025, and 20-03-2025 in respect of which meetings, proper notices were given, and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose and the maximum gap between any two meetings was less than 120 days.

10. DIRECTORS OR KMP APPOINTED OR RESIGNED:

Mr. Sudeep Mehta retires by rotation and being eligible, offers himself for re-appointment. A resolution seeking shareholders' approval for his reappointment forms part of the Notice.

Appointments:

Name	Designation	Date
Mrs. Smriti Mehta	Whole-Time Director	16.07.2024
Mrs. Aakanksha Sachin Dubey	Independent Director	18.09.2024
Mrs. Priyanka Agarwal	Independent Director	18.09.2024
Mr. Prateek Nahata	Company Secretary	01.04.2025

Resignations:

Name	Designation	Date
Mrs. Vimla Mehta	Whole-Time Director	01.09.2025

11. DIRECTORS:

The composition of Board of Directors of the Company as on the date of this report is as follows:

Sl. No.	Name of the Director	DIN	Designation
1.	Mr. Sudeep Mehta	00483072	Managing Director
2.	Mrs. Smriti Mehta	00126361	Whole-Time Director
3.	Mrs. Aakanksha Sachin Dubey	08792778	Independent Director
4.	Mrs. Priyanka Agarwal	10315690	Independent Director

12. DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) In the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The directors had prepared the Annual Accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The Company doesn't have any Subsidiaries / Associates / Joint Ventures.

14. AUDITORS:

a) Statutory Auditors: -

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with rules made thereunder, M/s. Dagliya & Co., Chartered Accountants, Hyderabad (ICAI Membership No. 0671S) were appointed as the Statutory Auditors of the Company in 29th Annual General Meeting held on 30th September, 2023 for a period of Five Years till the conclusion of 34th Annual General Meeting to be held in the year 2028.

The notes of the financial statements referred to in the Auditors' Report issued by M/s. Dagliya & Co., Chartered Accountants, Hyderabad for the financial year ended on 31st March 2025 are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

However, at the Board Meeting held on 01.09.2025, M/s. Dagliya & Co., resigned as Statutory Auditors of the Company for the financial year 2025-26 with effect from 30.09.2025. The Board of Directors, pursuant to recommendation of the Audit Committee, in its meeting held on 01.09.2025 approved the appointment of M/s. Sunil & Sanjay, Chartered Accountants as the Statutory Auditors of the Company for a period of five years i.e., from the conclusion of 31st Annual General Meeting till the conclusion of 36th Annual General Meeting to be held for the financial year 2029-30.

b) Secretarial Auditor: - The provisions of section 204 of Companies Act, 2013 pertaining to Secretarial Audit does not apply to the Company.

c) Internal Auditor: - The provisions of section 138 of Companies Act, 2013 pertaining to Internal Audit does not apply to the Company.

15. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OTHER THAN THOSE WHICH ARE REPORTABLE TO CENTRAL GOVERNMENT:

There are no frauds reported by Auditors under section 143(12) other than those which are reportable to Central Government.

16. QUALIFICATIONS IF ANY, IN AUDIT REPORTS:

The Auditor's Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

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

The required information as per Section 134 of the Companies Act, 2013 is provided hereunder:

A. Conservation of Energy: Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption

1. Research and Development (R&D) : NIL
2. Technology absorption, adoption and innovation : NIL

C. Foreign Exchange Earnings and Out Go

PARTICULARS	2024-25	2023-24
Foreign Exchange Earnings	Rs.244.03 Lakhs	Rs. 205.26 Lakhs
Foreign Exchange Outgo	Rs. 7,289.00 Lakhs	Rs. 6,548.26 Lakhs
Foreign Travel	Rs.4.08 Lakhs	Rs. 3.33 Lakhs

18. DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING:

Your Company has not accepted any deposits falling within the meaning of Section 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

19. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the period under review there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

20. RISK MANAGEMENT:

The Company ensures that all the risks are timely defined and mitigated in accordance with the well-structured risk management process.

21. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control across its various locations, which commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, your Company has not granted or given any Loans or Guarantees or Investments etc u/s 186 of Companies Act, 2013. However, your company had invested funds in the Shares and Mutual Funds as mentioned in the Notes 2.10 to the Audited Financial statements.

23. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The Company has, inter alia, received the following declarations from all the Independent Directors as prescribed under Section 149 of the Companies Act, 2013 confirming that:

- a. they meet the criteria of independence as prescribed under the provisions of the Act, read with Schedule IV and Rules issued thereunder, and the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.
- b. they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and
- c. they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs and have qualified the online proficiency self-assessment test or are exempted from passing the test as required in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- d. they had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

Further, the Board of Directors are of the opinion that the Independent Directors appointed, if any are persons of integrity and possesses relevant expertise and experience.

24. CORPORATE SOCIAL RESPONSIBILITY POLICY:

Since the Company's net profit is more than Rs. 5.00 Crores, provisions of section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is applicable and the details of the same are mentioned in **Annexure II** to this report.

25. RELATED PARTY TRANSACTIONS:

All contracts/arrangements/transactions entered into by the Company during the financial year 2024-25 with related party's u/s 188 of Companies Act, 2013 were in the ordinary course of business and on arm's length basis. Details regarding all such transactions have been mentioned in Notes to Accounts of Annual report attached to it. The details of the related party transactions entered into by the company during the year are attached in **Annexure I as AOC-2** to this report.

26. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures are not required.

27. HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Your Company continued its commitment to develop and enhance its human resource potential. Your Company's constant endeavour to implement best Human Resource practices has resulted in uninterrupted harmonious industrial relations.

28. DISCLOSURE ABOUT COST AUDIT:

Maintenance of cost records and requirement of Cost Audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

29. VIGIL MECHANISM:

The provisions of the Section 177(9) of the Companies Act, 2013 are not applicable to the Company and hence not required to disclose those particulars in the Board's Report mentioned under section 177(10) of the Companies Act, 2013.

30. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The assessment and appointment of Members to the Board is based on a combination of criterion that includes ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. The potential of

Board Member is also assessed on the basis of independence criteria defined in Section 149(6) of the Companies Act, 2013. In accordance with Section 178(3) of the Companies Act, 2013, on the recommendations of the Nomination and Remuneration Committee, the Board adopted a remuneration policy for Directors, Key Management Personnel (KMPs) and Senior Management. The Policy is available on the Company's website at www.sumaxindia.com. We affirm that the remuneration paid, if any to the Directors will be as per the terms laid down in the Nomination and Remuneration Policy of the Company.

31. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, there were no applications made or proceedings pending in the name of the Company under Insolvency and Bankruptcy Code, 2016.

32. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one time settlement of loans taken from banks and financial institutions.

33. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

34. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with the Secretarial Standards, as applicable to the Company, issued by the Institute of Company Secretaries of India (ICSI).

35. EVENT BASED DISCLOSURES

1. Issue of sweat equity shares: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock option scheme: NA
4. Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA.
5. Buy back shares: NA

6. Disclosure about revision: NA
7. Change of name of the Company: NA
8. Preferential Allotment of Shares: NA
9. Issue of equity warrants: NA

36. STATEMENT ON MATERNITY BENEFIT COMPLIANCE:

The company has complied with the provisions of Maternity Benefit Act, 1961 for the Financial Year 2024-25.

37. ACKNOWLEDGEMENTS:

The directors would like to express their grateful appreciation for assistance and co-operation received from Clients, Banks, Investors, Government, other Statutory Authorities and all others associated with the Company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the Company to achieve sustained growth in the operational performance during the year under review.

**For and on behalf of the Board
Sumax Engineering Limited**

Sudeep Mehta

**Sudeep Mehta
Managing Director
(DIN: 00483072)**

Smriti Mehta

**Smriti Mehta
Whole-Time Director
(DIN: 00126361)**

**Place: Hyderabad
Date: 01.09.2025**



Annexure – I

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

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

- 1. Details of contracts or arrangements or transactions not at arm's length basis:**
Not Applicable as all the Related Party Transactions have been entered into at an arm's length basis.

(a) Name(s) of the related party and nature of relationship:

(b) Nature of contracts/arrangements/transactions:

(c) Duration of the contracts/arrangements/transactions:

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

(e) Justification for entering into such contracts or arrangements or transactions:

(f) Date of approval by the Board:

(g) Amount paid as advances, if any:

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

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

S. No	(a) Name(s) of the related party and nature of relationship:	(b) Nature of contracts/ arrangements/transactions:	(c) Duration of the contracts / arrangements/transactions:	(d) Salient terms of the contracts or arrangement s or transactions including the value, if any:	(e) Date(s) of approval by the Board, if any:	(f) Amount paid/ as advances, if any: (Rs. In Lakhs)
1	M/s. Autokrom India Private Limited (A Private company in which a director or relative is a director)	Sale or supply of any goods or materials	1 Year	As per Board Resolutions	24-04-2024	Rs.125.83 Lakhs

2	M/s. Autokrom India Private Limited (A Private company in which a director or relative is a director)	Purchase of any goods or materials	1 Year	As per Board Resolutions	24-04-2024	Rs. 200.99 Lakhs
2	Mrs. Vimla Mehta (Whole-time Director, relative of Managing Director)	Rent paid	1 Year	As per Board Resolutions	24-04-2024	Rs.8.44 Lakhs
3	Mrs. Smriti Mehta (Whole-time Director, relative of Managing Director)	Rent paid	1 Year	As per Board Resolutions	24-04-2024	Rs.1.87 Lakhs
4	M/s. Sampat Mal Lodha HUF (Relative of Director)	Rent paid	1 Year	As per Board Resolutions	24-04-2024	Rs. 1.87 Lakhs
5	Mrs. Smriti Mehta General Manager (relative of Director)	Salary paid	1 Year	As per Board Resolutions	24-04-2024	Rs. 4.01 Lakhs
6	Mr. Sumer Chand Mehta (Relative of Managing Director)	Salary paid as Legal Advisor	1 Year	As per Board Resolutions	24-04-2024	Rs. 12.00 Lakhs

During the financial year 2024-25, all related party transactions entered into by the Company were in the ordinary course of business and on an arm's length basis.

**For and on behalf of the Board
Sumax Engineering Limited**

Sudeep Mehta

Smriti Mehta

**Place: Hyderabad
Date: 01.09.2025**

**Sudeep Mehta
Managing Director
(DIN: 00483072)**

**Smriti Mehta
Whole-Time Director
(DIN: 00126361)**



Annexure – II

REPORT ON CSR ACTIVITIES

[Pursuant to section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief Outline of Company's CSR Policy, including overview of projects or programmes undertaken/ proposed to be undertaken:

As an integral part of our commitment to good corporate citizenship, the Company believes in actively assisting in improvement of the quality of life of people in communities, giving preference to local areas around our business operations. Our Company clearly recognizes the long-term benefits of such an association over tangible results in the short-term and strongly believes that the spend of contribution in all CSR activities would always depend on identifying the right projects. Towards achieving long-term stakeholder value creation, we shall always continue to respect the interests of and be responsive to our key stakeholders - the communities, especially those from socially and economically disadvantaged groups. CSR at the Company shall be underpinned by 'More from Less for More People' philosophy which implies striving to achieve greater impacts, outcomes and outputs of our CSR projects and programmes by judicious investment and utilization of financial and human resources, engaging in like-minded stakeholder partnerships for higher outreach benefitting more lives. Corporate citizenship is a natural extension of the Company's values and personality. For a brand that is all about dependability, your Company recognizes the symbiotic relationship between the various stakeholders to strengthen communities.

Discovering once again the social responsibility of developing economic, social and environmental capital towards sustainability, Sumax Engineering Limited crafted CSR projects in achieving the mission. Sumax Engineering Limited believes and strives hard in sustainable development of society in which the enterprise draws economic and natural resources by enriching its capacity in contributing to the significant positive change in the economy.

Corporate Social Responsibility (CSR) is fundamentally a philosophy or a vision about the relationship of business and Society. The emerging concept of CSR goes beyond charity and requires the company to act beyond its legal obligations and to integrate social, environmental and ethical concerns into company's business process.

The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013 ('the Act'). Our Company is focused on working on projects that have a high impact on the communities in which we live and operate. The major areas of activities undertaken by the Company are towards education and employment strengthening, vocational skills among children, women, elderly and the differently able and for livelihood enhancement projects, promoting healthcare including preventive health care across all your Company's locations.

2. Composition of *CSR Committee:

The details of the composition of the committee are given below:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mrs. Aakanksha Sachin Dubey	Chairperson, Independent Director	1	1
2.	Mrs. Priyanka Agarwal	Member, Independent Director	1	1
3.	Mr. Sudeep Mehta	Member, Managing Director	1	1

*Committee was constituted on 18-09-2024.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The Committee has formulated a CSR Policy inter-alia indicating the CSR activities to be undertaken by your Company as per the Companies Act, 2013. The Committee reviews and recommends the amount of expenditure and CSR activities to be undertaken by your Company. The Committee also monitors the implementation of the CSR Policy of your Company from time to time. Details of the Policy of your Company are available at sumaxindia.com.

4. Provide the executive summary along with the web-link of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable since the Company's average CSR obligation is less than Rupees Ten Crores in the three immediately preceding financial years.

5.

Sl. No.	Particulars	Amount in INR
(a)	Average Net Profit of the Company as per sub-section (5) of section 135	6,96,47,703
(b)	Two percent of average net profit of the company as per sub-section (5) of section 135	13,92,954
(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil
(d)	Amount required to be set off for the financial year, if any	11,319
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)].	13,81,635

6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 13,81,635/-
b) Amount spent in administrative overheads: Nil
c) Amount spent on Impact Assessment, if applicable: Nil
d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 13,81,635 /-
e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. in INR	Amount Unspent in INR				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
13,81,635	NIL	NA	NA	NA	NA

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

Sl. No.	Particulars	Amount in INR
(i)	Two percent of average net profit of the Company as per sub-section (5) of section 135	13,92,954
(ii)	Total amount spent for the Financial Year	13,81,635
(iii)	Excess amount spent for the financial year	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years	Nil

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under sub.section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Name of the Fund	Amount (in Rs).	Date of transfer.		
NA									

7. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

8. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable as the company has spent the entire CSR obligation.

For and on behalf of the Board
Sumax Engineering Limited

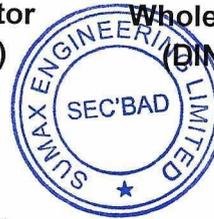
Sudeep Mehta

Sudeep Mehta
Managing Director
(DIN: 00483072)

Smriti Mehta

Smriti Mehta
Whole-Time Director
(DIN: 00126361)

Place: Hyderabad
Date: 01.09.2025



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]

CIN : U74210TG1994PLC019032
Name of the Company : SUMAX ENGINEERING LIMITED
Registered office : Plot No. 45, Shantiniketan Colony, Mahendra Hills,
East Marredpally, Secunderabad, Hyderabad, Telangana - 500026.

I/We, being the member (s) of shares of the above-named Company, hereby appoint

1. Name:
Address: _
E-mail Id:
Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Tuesday, 30th Day of September, 2025 at 11:00 a.m. at Plot No. 45, Shantiniketan Colony, Mahendra Hills, East Marredpally, Secunderabad, Telangana - 500026 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Approval of financial statements for the year ended 31-03-2025.
2. To appoint a director in place of Mr. Sudeep Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Sunil & Sanjay, Chartered Accountants, Hyderabad as statutory auditors and fix their remuneration.
4. Re-appointment of Mr. Sudeep Mehta as Managing Director for a period of three (3) years.

Signed this Day of..... 2025

Signature of shareholder

Signature of Proxy holder(s)



Note: 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.

ATTENDANCE SLIP

SUMAX ENGINEERING LIMITED

**Plot No. 45, Shantiniketan Colony, Mahendra Hills, East Marredpally, Secunderabad,
Hyderabad, Telangana - 500026**

I hereby record my presence at the 31st Annual General Meeting of the members of the Company to be held on Tuesday, 30th Day of September, 2025 at Plot No. 45, Shantiniketan Colony, Mahendra Hills, East Marredpally, Secunderabad, Hyderabad, Telangana - 500026 and at any adjourned meeting thereof.

Shareholders/Proxy 's Signature _____
Shareholders/Proxy 's full name _____
(In block letters)

Folio No. / Client ID _____

No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING

