

NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF **PENTACLE CONSULTANTS (I) PRIVATE LIMITED** WILL BE HELD ON TUESDAY, THE 30TH DAY OF SEPTEMBER, 2025 AT 03:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESSES:

A. Ordinary business:

1. To receive, consider and adopt the audited standalone and consolidated Balance Sheet as at 31st March, 2025 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. *To consider and if thought fit, to pass with or without modification (s), the following resolution as Ordinary resolution:*

To grant exemption / dispensing attendance of Auditors from attending the General Meeting:

“RESOLVED THAT pursuant to the provisions of section 146 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for dispensing Auditors of the Company from attending the General Meetings (including and availability of Auditors at their discretion).”

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

RESOLVED THAT M/s. JAIN VINAY & ASSOCIATES, Chartered Accountants, having Firm Registration No 006649W (Member Registration No. **075558** and Peer Review No. **019784**) be and are hereby appointed as the Statutory Auditors of the company for a term of five financial years from the conclusion of this Annual General Meeting upto the conclusion of Twenty-Fourth Annual General Meeting of the Company i.e. from Financial Year 2025-26 till Financial Year 2029-30 in place of M/s. Shinde Nayak & Associates, Chartered Accountant, on such remuneration as may be fixed by the Board of Directors of the Company from time to time.

B. Special business:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61(a) & 64 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Memorandum and the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded, that the Authorised Share Capital of the Company be and is hereby increased from ₹10,00,000 (Rupees Ten Lakhs only) divided into 1,00,000 (One Lakh) equity shares of ₹10/- (Rupees Ten) each to

₹25,00,00,000 (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of ₹10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the new equity shares shall rank pari-passu with the existing equity shares.

RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby severally authorized to sign all / any e-forms, other forms, returns, documents as may be required to be filed whether physically or electronically with the Ministry of Corporate Affairs, Registrar of Companies consequent upon proposed increase in the authorized Share Capital of the Company and consequent change in the Capital clause of the Memorandum of Association of the Company."

TO ALTERATION OF CLAUSE 5th OF MEMORANDUM OF ASSOCIATION:

"RESOLVED THAT pursuant to the provisions of Section 61, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014, made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to alter Clause 5th (Capital Clause) of the Memorandum of Association of the Company by increasing the authorized share capital from ₹10,00,000 (Rupees Ten Lakhs only) divided into 1,00,000 (One Lakh) equity shares of ₹10/- (Rupees Ten) each to ₹25,00,00,000 (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of ₹10/- (Rupees Ten) each."

"RESOLVED FURTHER THAT Clause 5th of the Memorandum of Association of the Company be and is hereby substituted with the following:

- 5. *The Authorized Share Capital of the Company is ₹25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupees Ten Only) each.***"

"RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and file the necessary forms with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution.

- 5. *To consider and if thought fit, to pass with or without modification (s), the following resolution as Ordinary resolution:***

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable laws, rules and regulations (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), the enabling provisions in the Memorandum of Association and the Articles of Association of the Company; and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the members of the Company to exercise its powers including the powers conferred by this resolution, the consent of the members of the Company be and is hereby accorded to issue 11,205 (Eleven Thousand Two Hundred and Five Only) equity shares (hereinafter referred to as the **"Subscription Shares"**) having a face value of ₹10/- (Rupees Ten Only) each, at a premium of ₹4,031/- (Rupees Four Thousand Thirty-One Only) per share, for an aggregate consideration of ₹4,52,79,405/- (Rupees Four Crore Fifty Two Lakh Seventy Nine Thousand Four Hundred Five Only), by way of

preferential offer on a private placement basis to the persons mentioned herein below (collectively referred to as the “**Proposed Allottees**”):

Proposed Allottees	Number of Equity Shares
Brightful Commercial Private Limited	8,160
Shilpa Malik	2,045
Swati Sanjay Khandare	1,000
Total	11,205

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee in lieu of the issuance and allotment of the Equity Shares pursuant to the preferential allotment under section 42, and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT a private placement offer letter as set out in Form PAS-4 to the Companies (Prospectus and Allotment of Securities) Rules, 2014 together with an application form be and is hereby approved and the same be issued to the aforementioned Proposed Allottees inviting them to subscribe to the Subscription Shares of the Company and that the name of the Proposed Allottees be entered on record prior to issuance of such invitation to subscribe.

RESOLVED FURTHER THAT the subscription shares to be offered, issued and allotted by the Company to the Proposed Allottees on a preferential allotment basis shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned resolutions, any director of the Company and / or such other persons as the board of directors of the Company (hereinafter referred to as the “**Board**”) may appoint in this regard including the company secretary of the Company be and is / are hereby severally authorized to negotiate, finalize, sign and amend any documents in this regard and complete all compliances and requirements including without limitation, finalizing, executing and issuing the private placement offer letter to the Proposed Allottees in the format set out in Form PAS-4 under the Companies (Prospectus and Allotment of Securities) Rules, 2014, a record of private placement offer in Form PAS-5 or any other documents or forms as may be required from time to time, in compliance with the provisions of the Companies Act, 2013 and to do all acts, matters, deeds and things and to take all such steps and do all such things and give all such directions as may be necessary, proper, desirable or expedient to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT any director of the Company or Company Secretary or any Key Managerial Person of the Company be and are hereby severally authorized to do all such acts, deeds, filings, matters and things and to sign and submit necessary documents, deeds, instruments, letters including the return of allotment in Form PAS-3 with the Registrar of Companies for and on behalf of the Company, to appear and/or make necessary applications, statutory filings & returns in connection to the aforementioned resolutions with various regulatory authorities, wherever applicable, including without limitation the Registrar of Companies, banks, and such other competent authorities as the directors may, in their absolute discretion, deem it necessary or desirable.

RESOLVED FURTHER THAT any director of the Company and / or such persons as the Board may appoint in this regard be and is hereby authorized to sign, submit and issue a certified copy of this resolution to all concerned parties.”

**By order of The Board,
For PENTACLE CONSULTANTS (I) PRIVATE LIMITED**



MAHENDRA PUNDALIK MORE

DIN: 01870852

Chairperson/ Managing Director

Date: 05/09/2025

Note:

- i) A member entitled to attend and vote at the meeting is entitled to appoint a proxy, to attend and vote on poll instead of himself /herself and proxy need not be a member of the company. Proxy form, in order to be effective must be received by the company not less than 48 hours before the meeting.
- ii) The instruments appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
- iii) Explanatory Statement Pursuant to Section 102 of The Companies Act, 2013, Is Annexed Hereto.
- iv) In line with MCA Circulars, the Notice calling the EGM along with the Statement under Section 102 of the Companies Act, 2013, is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories.
- v) All documents referred to in the accompanying notice and the statement shall be open for inspection at the Registered Office of the Company during normal business hours from 10 AM to 3 PM (IST) on all working days, up to and including the date of the Annual General Meeting of the Company and will also be available for inspection at the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2.:

To grant exemption / dispensing attendance of Auditors from attending the General Meeting:

M/s. Shinde Nayak & Associates, Chartered Accountants (having Membership Number **104221**), was appointed as Statutory Auditor of the Company pursuant to section 139 of the companies Act, 2013. Pursuant to the provisions of section 146 of the Companies Act, 2013, the auditors need to attend general Meetings (including Annual General Meetings) of the company unless exempted by the Company for the same.

In view of the fact that the Auditors Report does not contain any material adverse observation and considering the busy schedule and other commitments and occupations of the Auditor, the Board of Directors of the Company is of the opinion that auditors be granted an exemption to attend the General Meeting.

None of the Directors, key Managerial Personnel of the Company or their relatives or any other officials of the company as contemplated in the provisions of Section 102 of the Companies Act 2013 is, in any way, financially or otherwise concerned or interested in the resolution. Your Board recommends passing of proposed resolutions.

Item No. 3.:

To Appoint M/s. Jain Vinay & Associates, Chartered Accountants, Mumbai as Statutory Auditor for period of five Financial Year from Financial Year 2025-26 till Financial Year 2029-30 in Place of M/s. Shinde Nayak & Associates, Chartered Accountant:

Due to resignation of previous auditor M/s. **Shinde Nayak & Associates**, Chartered Accountant, Mumbai, the Board Recommended to be appointed **M/s. Jain Vinay & Associates**, Chartered Accountants, Mumbai having Firm Registration No 006649W (Member Registration No. **075558** and Peer Review No. **019784**) as statutory Auditor of the Company for further period of five financial years from Financial Year 2025-26 till 2029-30, subject to the consent of members at the ensuing Annual General Meeting to be held on 30th September, 2025 and the Board recommended for Appointment from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

None of the Directors, key Managerial Personnel of the Company or their relatives or any other officials of the company as contemplated in the provisions of Section 102 of the Companies Act 2013 is, in any way, financially or otherwise concerned or interested in the resolution. Your Board recommends passing of proposed resolutions.

Item No. 4.:

TO INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CLAUSE 5TH OF MEMORANDUM OF ASSOCIATION:

The Company proposes to undertake expansion of its business operations and raise additional capital by way of issuance of further equity shares. In order to facilitate the proposed fund raising and to provide adequate flexibility for future capital requirements, the Board of Directors has considered it necessary to increase the Authorised Share Capital of the Company.

Accordingly, the Board of Directors at its Meeting held on 05th September, 2025 has approved, subject to the approval of the Members, the increase in the Authorised Share Capital of the Company from **₹10,00,000 (Indian Rupees Ten Lakhs Only)** divided into **1,00,000 (One Lakh) Equity Shares of ₹10/- (Indian Rupees Ten Only) each** to **₹25,00,00,000 (Indian Rupees Twenty-Five Crores Only)** divided into **2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- (Indian Rupees Ten Only) each**, by creation of **2,49,00,000 (Two Crores Forty Nine Lakhs Only) additional Equity Shares of ₹10/- (Indian Rupees Ten Only) each**, ranking pari passu in all respects with the existing Equity Shares of the Company.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, any increase in the Authorised Share Capital of a company requires approval of the Members in a General Meeting.

Consequent upon the proposed increase in the Authorised Share Capital, Clause 5th (Capital Clause) of the Memorandum of Association of the Company is required to be altered in accordance with the provisions of Sections 13 and 61 of the Companies Act, 2013 to reflect the revised Authorised Share Capital.

The existing Clause 5th of the Memorandum of Association and the proposed amended Clause 5th are set out below:

Existing Clause 5

"The Authorised Share Capital of the Company is ₹10,00,000 (Rupees Ten Lakhs Only) divided into 1,00,000 (One Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each."

Proposed Clause 5

"The Authorised Share Capital of the Company is ₹25,00,00,000 (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupees Ten Only) each."

A copy of the existing Memorandum of Association of the Company together with the proposed amendments is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to and including the date of the Annual General Meeting.

The Board is of the opinion that the proposed increase in the Authorised Share Capital and the consequential alteration of Clause 5th of the Memorandum of Association are in the best interests of the Company and its Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors accordingly recommends the Ordinary Resolutions set out at Item Nos. 4 of the accompanying Notice for approval of the Members.

Item No. 5.:

TO OFFER AND ISSUANCE OF 11,205 EQUITY SHARES BY WAY OF PREFERENTIAL OFFER ON A PRIVATE PLACEMENT BASIS:

In order to sustain and accelerate the current growth trajectory, maintain capital adequacy at an optimum level, and support the future expansion plans of the Company, it is proposed to raise capital by issuing equity shares for an aggregate consideration of ₹4,52,79,405/- (Rupees Four Crore Fifty Two Lakh Seventy Nine Thousand Four Hundred Five Only), by way of a preferential allotment on a private placement basis, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The proposed issue involves the allotment of **11,205 (Eleven Thousand Two Hundred and Five)** equity shares of ₹10/- (Rupees Ten Only) each, at a premium of ₹4,031/- (Rupees Four Thousand Thirty-One Only) per share, aggregating to the above consideration.

The **Board of Directors**, at their meeting held on **September 05, 2025**, approved the said fund-raising proposal, subject to the approval of the Members of the Company.

The details of the proposed allottees and the number of equities shares to be allotted are as follows:

Proposed Allottees	Number of Equity Shares
Brightful Commercial Private Limited	8,160
Shilpa Malik	2,045
Swati Sanjay Khandare	1,000
Total	11,205

Section 62 of the Companies Act, 2013 (the “Act”) provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by allotment of further shares, such further shares shall be offered to the persons who, on the date of the offer, are holders of the Equity Shares of the Company in proportion to the capital paid-up on that date and in the manner laid down under Section 62(1) of the Act, unless the Members in a General Meeting decide otherwise by way of a Special Resolution. Furthermore, as per Section 42 of the Act, read with the rules made thereunder, a company offering or making an invitation to subscribe to securities on a private placement basis is required to obtain the prior approval of the Members for each of the offers and invitations.

In accordance with Sections 23, 42, and 62 of the Act, read with the rules made thereunder, approval of the Members is sought by way of a **Special Resolution** for the issuance of up to **11,205 (Eleven Thousand Two Hundred and Five Only)** of ₹10/- (Rupees Ten) each, ranking *pari passu* with the existing Equity Shares of the Company of face value of ₹10/- (Rupees Ten) each, at an issue price of **₹4,041/-** (Rupees Four Thousand Four One Only) per share [including premium of ₹4,031/- (Rupees Four Thousand Thirty-One Only) per share], for an aggregate value not exceeding ₹4,52,79,405/- (Rupees Four Crore Fifty Two Lakh Seventy Nine Thousand Four Hundred Five Only), on the terms and conditions contained herein

Given below are the disclosures as required under the rules made under the Companies Act, 2013:

1. The object of the issue is to raise funds for general corporate purposes.
2. The maximum number of equity shares proposed to be issued shall be up to **11,205 (Eleven Thousand Two Hundred and Five Only)** equity shares of **₹10/- (Rupees Ten Only)** each, ranking *pari passu* with the existing equity shares of the Company. The shares will be issued at a premium of ₹4,031/- per share, aggregating to a total issue price of ₹4,041/- per share.

Accordingly, the Company is expected to raise up to **₹4,52,79,405/- (Rupees Four Crore Fifty Two Lakh Seventy Nine Thousand Four Hundred Five Only)** through this preferential issue.

3. The Equity Shares are proposed to be issued at an issue price of **₹4,041/- (Rupees Four Thousand Four One Only)** per Equity Share ranking pari passu with the existing Equity Shares, based on the Valuation Report of CA Vaibhav Mandhana, Registered Valuer (registration no. IBBI/RV/06/2020/13124) and Chartered Accountants (ICAI Membership No. 142514) having office at 702(L), Hubtown Solaris,,N S Phadke Marg, Andheri East, Mumbai 400069, MH, IN. As per the Valuation Report, value of the Equity Share is **₹4,041/- (Rupees Four Thousand Four One Only)** per Equity Share. The Report is attached for reference. The relevant date with reference to which the price has been arrived at is July 31, 2025.
4. The Equity Shares are proposed to be offered by way of a preferential issue to the following allottees:
 - Brightful Commercial Private Limited: 8,160 Equity Shares, representing 7.337% of the post-issue paid-up share capital of the Company.
 - Shilpa Malik: 2,045 Equity Shares, representing 1.839% of the post-issue paid-up share capital of the Company.
 - Swati Sanjay Khandare: 1,000 Equity Shares, representing 0.899%.

Following the allotment, the total paid-up Equity Share capital of the Company will increase to 1,11,205 Equity Shares. The Directors and Key Managerial Personnel are not participating in this preferential issue.

5. The Company has not allotted any Equity Shares during the Financial Year (FY).
6. The issue and allotment shall be completed within the time frame prescribed under the applicable laws. Upon the issue and offer of the Equity Shares as aforesaid, the allotment shall be completed within a period of sixty days from the date of receipt of application money.

The provisional shareholding pattern of the Company, before and after the proposed issue, will be as under:

S. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		No of Shares held	%age of Shareholding	No of Shares held	%age of Shareholding
A	Promoter Holding:				
1.	Indian Promoter	83,000.00	83.00	83,000.00	74.64
2.	Foreign Promoter	-	-	-	-
3.	Body Corporate	-	-	-	-
	Sub Total (A)	83,000.00	83.00	83,000.00	74.64
B	Non-Promoter Holding:				
1.	Institutional Investor	-	-	-	-

2.	Non-Institution:	-	-	-	-
3.	Private Corporate Bodies	-	-	8,160	7.33
4.	Directors and Relatives	500.00	0.50	500.00	0.45
5.	Indian Public	16,500.00	16.50	19,545.00	17.58
6.	Others (Including NRIs)	-	-	-	-
	Sub Total (B)	17,000.00	17.00	28,205.00	25.36
	Grand Total	100,000.00	100.00	111,205.00	100.00

Note: There will be no change in the control consequent to the preferential offer.

The Board recommends approving of the Resolution as mentioned in item no. 5 above as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at item no. 5, Your Board recommends the resolutions for your approvals.

**By order of The Board,
For PENTACLE CONSULTANTS (I) PRIVATE LIMITED**



MAHENDRA PUNDALIK MORE
DIN: 01870852
Chairperson/ Managing Director
Date: 05/09/2025

Proxy Form - Form MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Nineteenth Annual General Meeting – Tuesday, 30th September, 2025 at 03:00 P.M.

Name of the Member(s) :
Registered address :
E-mail id :
Folio No./ Client ID No. :
DP ID :

I/We, being the member (s) holding shares of the Company, hereby appoint

1. Name :
Address :
e-mail id :
Signature : or failing him/her

2. Name :
Address :
e-mail id :
Signature : or failing him/her

3. 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 Nineteenth Annual General Meeting of the company, to be held on **Tuesday, the 30th day of September, 2025 at 03:00 P.M.** at the registered office of the Company situated at **Unit No A 1709, 17th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, MH, IN** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution serial No.	Resolution	Voting (optional)		
Ordinary Business (Ordinary Resolutions)		For	Against	Abstain
01	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED BALANCE SHEET AS AT 31 st MARCH, 2025 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON			
02	TO GRANT EXEMPTION / DISPENSING ATTENDANCE OF AUDITORS FROM ATTENDING THE GENERAL MEETING			
03	TO APPOINTMENT OF M/S. JAIN VINAY & ASSOCIATES, CHARTERED ACCOUNTANTS, MUMBAI IN PLACE OF M/S. SHINDE NAYAK & ASSOCIATES, CHARTERED ACCOUNTANTS,			

	MUMBAI FOR PERIOD OF FIVE FINANCIAL YEAR FROM FINANCIAL YEAR 2025-26 TILL FINANCIAL YEAR 2029-30			
Special Business (Ordinary Resolutions)				
04	TO INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CLAUSE 5 TH OF MEMORANDUM OF ASSOCIATION			
05	TO OFFER AND ISSUANCE OF 11,205 EQUITY SHARES BY WAY OF PREFERENTIAL OFFER ON A PRIVATE PLACEMENT BASIS			

Signed this

..... Signature of the Member	Affix revenue stamp of not less than Rupees 1/-
----------------------------------	---

Notes:

- 1. The proxy form to be effective, should be duly stamped, completed, signed and must be returned so as to reach the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting.*
- 2. The Proxy need not be a Member of the Company.*
- 3. A person can act as a proxy on behalf of members not exceeding fifty 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 and such person shall not act as a proxy for any other person or shareholder.*
- 4. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.*

ATTENDANCE SLIP

Nineteenth Annual General Meeting – Tuesday, 30th September, 2025 at 03:00 P.M.

Registered Folio No. / DP ID No. / Client ID :

Number of shares held :

Name and Address of the Shareholder/Proxy :

I/we hereby record my presence at the Nineteenth Annual General Meeting of the Company, held on **Tuesday, 30th September, 2025 at 03:00 P.M.** at the Registered Office of the Company situated at **Unit No A 1709, 17th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, MH, IN**

.....
Signature of the Shareholder/Proxy

Notes:

1. Shareholders attending the meeting in person or through proxy are requested to fill in the Attendance Slip and submit the same.

Route Map of the Venue of the Nineteenth Annual General Meeting of the Company to be held on Tuesday, 30th day of September, 2025

Name of the Company: - Pentacle Consultants (I) Private Limited

Venue of the Meeting: - Unit No. A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India

Link of Map: <https://maps.app.goo.gl/LaCQ4Zpb957s6RvBA>

Send a link

Embed a map



By embedding this map, you agree to the [terms of service](#).



CIN: U74140MH2006PTC165384

**DIRECTORS REPORT
OF
PENTACLE CONSULTANTS (I) PRIVATE LIMITED
CIN: U74140MH2006PTC165384**

To,
Members
PENTACLE CONSULTANTS (I) PRIVATE LIMITED
CIN: U74140MH2006PTC165384
Mumbai, India

On behalf of the Board of Directors, it is our pleasure to present the Nineteenth Standalone and consolidated Annual Report together with the Audited financial statements of **PENTACLE CONSULTANTS (I) PRIVATE LIMITED** for the year ended **31st March, 2025**.

FINANCIAL SUMMARY

The summarized standalone and consolidated financial performance for the financial year ended 31st March 2025:

Financial Highlights:

Particulars	Standalone		(Amount Rs. in "000" except EPS) Consolidated	
	2024-25	2023-24	2024-25	2023-24
Total Income	389554.48	325417.71	566872.45	327141.75
Total Expenses	294094.35	271236.69	441476.60	273738.62
Profit before tax	95460.13	54181.01	125395.85	53403.12
Profit after Tax	68039.98	57022.87	95163.50	56244.98
Earning per Share (EPS)	680	570	951.64	562.45

SUMMARY OF OPERATIONS

The Company has reported standalone Net Profit after tax of **₹ 68039.98/-** for the current year as compared to Net Profit after tax of **₹ 57022.87/-** in the previous year. (Amount Rs. in "000")
The consolidated Net Profit after tax is **₹ 95163.50/-** for the current year as compared to Net profit after tax of **₹ 56244.98/-** in the previous year. (Amount Rs. in "000" except EPS)

BUSINESS REVIEW/ STATE OF COMPANY'S AFFAIRS

The Company is global consulting firm and a advisor on infrastructure strategy. We partner with clients from private, public and non-profit sectors in all regions to identify their highest value opportunities, address their most critical challenges and transform their enterprises. The Company is into business of consultancy in infrastructure, constructions, technologies and IT solutions and other business activities may be considered in future.

There has been no change in the business of the Company during the financial year ended March 31, 2025.

CONSOLIDATION OF FINANCIAL STATEMENT

The Director also presented the Audited Consolidated Financial Statement incorporating duly audited financial statement of subsidiary and as prepared in compliance with the Accounting Standards (AS 21)

A Statement containing salient features of the financial statement of subsidiary in accordance with the first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014 in prescribed form AOC - 1 is annexed as **Annexure I** of this report.

SUBSIDIARY COMPANIES, JOINT VENTURE OR ASSOCIATE COMPANIES

During the year under review, The Company is not a subsidiary of any other Company. The Company having subsidiary company during the year under review and details of its mentioned below:

ASTRA HOMES PRIVATE LIMITED
PENTACLE CONSULTANTS UK LIMITED
PENTACLE ENGINEERING SERVICES LLC

there were no other Subsidiary/ Joint Ventures/ Associate Companies during the said year.

RESERVES

The Company has transferred Rs. 68039.98/- to the reserves during financial year ended 31st March, 2025.
(Amount Rs. in "000")

DIVIDEND

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

DEPOSITS

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Loans, guarantees or investments made by the Company during the reporting period were within the limit set under Section 186 of the Companies Act, 2013.

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

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure II to Directors Report.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Since the element of risk threatening the Company's existence is minimal, the Board of Directors of the Company is of the opinion that the Company is not required to keep in place any Risk Management Policy.

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

The Corporate Social Responsibility (CSR) Provision are made applicable to the Company from Financial Year 2021-22 as per the criteria provided in Section 135 of Companies Act, 2013 and the rules made there under. The Company has adopted Corporate Social Responsibility (CSR) policy, which was approved by Board of Director in their board meeting dated 10.11.2022. We would like to inform you that your Company has found suitable agency to spend the amount under CSR activity during the Financial Year 2024-25.

Your company has spent the total of **Rs. 12,75,000/-** towards Corporate Social Responsibility (CSR) for financial year 2024-25 as per the fund requirement of agency towards CSR Activities and CSR Committee has decided to adjust/ carry forward the excess/ surplus of **Rs. 3,20,144.78/-** arising out of the CSR projects of the previous financial years by Company towards CSR Activities against the CSR Contribution spent by Company for current financial year to conserve the resources in future and the details as mention in **Annexure III** and is attached to this Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the year under review, the transactions with the related parties are on arm's length basis and in the ordinary course of business.

The Particulars of Contracts or arrangements made with related parties made pursuant to Section 188 if furnished in **Annexure IV** and is attached to this report. Attention of members is drawn to the disclosure of transactions with related parties set out in Note of the Financial Statements, forming part of the Annual Report.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTISING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

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

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



EXTRACT OF ANNUAL RETURN

The provision to attach extract of the annual return with the Board's Report in Form No MGT-9 has been omitted vide MCA Circular dated 5th March, 2021 by amending Rule 12 of the Companies (Management and Administration) Rules, 2014.

However, Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Company is required to upload its Annual Return on the its website. Since, the Company has website but it is not capable of uploading documents only for information purpose. In light of this the web address where annual return referred to in the said section, to be placed has not been provided. The Company shall file the Annual Return in the prescribed format with the Registrar of Companies and the same can be downloaded from the portal of Ministry of Corporate Affairs.

Further, as per the Companies (Management and Administration) Amendment Rules, 2021 notified on 5th March, 2021 extract of the annual return is not required to be annexed to the Director Report even though the web address is not given in Directors report.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 19 (Nineteen) Board meetings during the financial year under review. The details of which is mentioned below:

Sr. No.	Board Meeting	No. of Directors present in the Meeting
1	25/04/2024	3
2	11/05/2024	2
3	27/05/2024	2
4	07/06/2024	2
5	18/07/2024	2
6	12/08/2024	3
7	05/09/2024	3
8	14/10/2024	3
9	21/11/2024	3
10	05/12/2024	3
11	09/12/2024	3
12	28/12/2024	3
13	06/01/2025	3
14	25/01/2025	3
15	29/01/2025	3
16	05/02/2025	3
17	05/03/2025	3
18	26/03/2025	3
19	29/03/2025	3

The Eighteenth Annual General Meeting of the Company was held on **30th September 2024**

Pentacle Consultants (I) Private Limited

Unit No. A-1709, 17th Floor One Lodha Place,
Senapati Bapat Marg, Lower Parel, Delisle Road
Mumbai, Maharashtra, India - 400013
Telephone No.: 02245222465/66

CIN: U74140MH2006PTC165384
GST 27AAECP0426G1ZP
info@pentacle.global
www.pentacle.global



DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- 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 devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CHANGE IN DIRECTORSHIP

During the year the Board of Directors is duly constituted.

Resignation:

Mrs. Pallavi Mahendra More (DIN: 01870832) was resigned as Director of the Company in the Board Meeting held on **13th May, 2024** with immediate effect and Board has accept and approve the resignation tender by Mrs. Pallavi Mahendra More and there were no other Resignation/ Cessation of any Directors during the year under review.

Appointment:

Mrs. Pallavi Mahendra More (DIN: 01870832) was Appointed as an Additional Director of the Company in the capacity of Non-Executive Director w.e.f. **12th August, 2024** in the Board Meeting of the Company was held on 12th August, 2024 and there were no other Appointment/ Re-Appointment of any Directors during the year under review.

Regularization:

Mrs. Pallavi Mahendra More (DIN: 01870832) was regularized as Director of the Company from post of Additional Director of the Company in the Annual General Meeting of the Company was held on **30th September, 2024** and

Further there were Change of Designation of **Mrs. Pallavi Mahendra More (DIN: 01870852)** as Director in the Capacity of Executive Director from Non-Executive Director of the Company in the Board Meeting of the Company held on **14.10.2024**.

The Directors of the Company have disclosed their interest arose during the reporting period in other entities to the board and the board noted the same in the record.

The Company was not required to appoint Key Managerial Personnel during the reporting period as per the provisions of the Companies Act, 2013.



DECLARATION OF INDEPENDENT DIRECTORS

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

STATUTORY AUDITORS

Your Board Recommended to Appointment of **M/s JAIN VINAY AND ASSOCIATES**, Chartered Accountants, Firm Registration No- **006649W** and Peer Review Firm Registration No.: **019784** as Statutory Auditor of the Company for a period of 5 (Five) financial years from Financial Year 2025-26 till Financial Year 2029-30 in place of M/s. **SHINDE NAYAK AND ASSOCIATES**, Chartered Accountant in the Annual General Meeting of the Company to be held on 30th September, 2025. Their continuance of appointment for period of Five Financial Years and payment of remuneration for Financial Year 2025-26 are confirmed and approved in the ensuing Annual General Meeting of the Company.

The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The above said matter has been kept as an agenda to the notice for upcoming Annual General Meeting for the Member's Approval.

INTERNAL FINANCIAL CONTROL

The Company has an Internal Financial Control system, commensurate with the size, scale and complexity of its operations.

SHARE CAPITAL

The Authorised Share Capital of the Company as on 31st March, 2025 was **Rs. 10,00,000/-** divided into 1,00,000 Equity shares of Rs. 10/- each. The Company has not increased its Authorised Share Capital during the reporting period.

The Paid-Up Share Capital of the Company as on 31st March, 2025 was **Rs. 10,00,000/-** divided into 1,00,000 Equity Shares of Rs. 10/- each.

During the year under review, the company has not issued any shares and thus there are no changes in the paid share capital of the company and there were 13 (thirteen) share transfer request received including transfer of gift of Shares.

a. BUY BACK OF SECURITIES

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

b. SWEAT EQUITY

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

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

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

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

Your Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, and has constituted an Internal Complaints Committee ("ICC") to redress complaints received regarding sexual harassment.

Your Company has not received any complaint of sexual harassment during the financial period under review. Hence, there was no instances of complaints being disposed of and no cases are pending for more than ninety days.

MATERNITY BENEFIT ACT 1961

The Company hereby confirms that it is in compliance with the applicable provisions of the Maternity Benefit Act, 1961, as amended from time to time. All eligible women employees have been provided with maternity benefits as prescribed under the Act, including paid maternity leave and protection from dismissal during maternity leave. The Company remains committed to providing a safe, supportive, and inclusive work environment that upholds the rights and well-being of all its employees.

GENDER-WISE COMPOSITION OF EMPLOYEES

In alignment with the principles of diversity, equity, and inclusion (DEI), the Company discloses below the gender composition of its workforce as of March 31, 2025:

Female – 6

Male – 41

Transgender – 0

REPORTING OF FRAUD BY AUDITOR

During the financial period under review, there were no instances of fraud committed against your Company by its officers or employees, reported by auditors under section 143(12) of the Companies Act, 2013.

DISCLOSURE TO MAINTAIN OF COST RECORD AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013

The provisions of section 148 of the Companies Act, 2013 pertaining to maintenance of cost records are not applicable to your Company.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) AND THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

The Company has not done any application under the Insolvency and Bankruptcy Code, 2016, during the year under review hence there is no disclosure require to be mentioned for the status at the end of the financial year.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has availed/ renewed loan facilities from any bank or financial institution but there was no instance for any settlement of loan while taking loan during the year under review, hence provisions of this sections are not applicable.



DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

ACKNOWLEDGEMENTS

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

Date: 05/09/2025
Place: Mumbai

For and on Behalf of the Board of Directors of
PENTACLE CONSULTANTS (I) PRIVATE LIMITED



MAHENDRA MORE
Director
DIN: 01870852



PALLAVI MORE
Director
DIN: 01870832

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO
[Pursuant to the Companies (Accounts) Rules, 2014]
As on the Financial Year ended on 31st March, 2025
1. Conservation of Energy

i.	the steps taken or impact on conservation of energy	:	-----N.A.-----
ii.	the steps taken by the company for utilizing alternate sources of energy	:	
iii.	the capital investment on energy conservation equipment's	:	

2. Technology absorption

i.	the efforts made towards technology absorption	:	-----N.A.-----
ii.	the benefits derived like product improvement, cost reduction, product development or import substitution	:	
iii.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	:	
	(a) the details of technology imported	:	
	(b) the year of import	:	
	(c) whether the technology been fully absorbed	:	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	:	
		:	
iv.	the expenditure incurred on Research and Development	:	



3. Foreign exchange earnings and Outgo

During the year, Foreign Exchange Inflow of Rs.1,61,74,119/- which includes Rs.1,39,85,668/- (towards Backoffice support service) and Rs. 21,88,451/- (towards Interest as other income) and Foreign Exchange Expenditure of Rs. 9,17,08,181/- (towards loan given to foreign subsidiaries)

Date: 05/09/2025

Place: Mumbai

For and on Behalf of the Board of Directors of
PENTACLE CONSULTANTS (I) PRIVATE LIMITED



MAHENDRA MORE
Director
DIN: 01870852



PALLAVI MORE
Director
DIN: 01870832

Pentacle Consultants (I) Private Limited

Unit No. A-1709, 17th Floor One Lodha Place,
Senapati Bapat Marg, Lower Parel, Delisle Road
Mumbai, Maharashtra, India - 400013
Telephone No.: 02245222465/66

CIN: U74140MH2006PTC165384

GST 27AAECP0426G1ZP

info@pentacle.global

www.pentacle.global

**EXTRACT OF RELATED PARTY DETAILS
As on the financial year ended on 31st March, 2025**

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

1. **Details of contracts or arrangements or transactions not at arm's length basis: Nil**
2. **Details of material contracts or arrangement or transactions at arm's length basis:**

Name(s) of the related party and nature of relationship	Nature of contracts/arrangement/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Mr. Sharad More Relative of Director	Professional Fees	1 Year	N.A.	25/04/2024	N.A.
Mr. Sharad More Relative of Director	Salary	1 Year	N.A.	25/04/2024	N.A.
Mrs. Mathura More Relative of Director	Salary	1 Year	N.A.	25/04/2024	N.A.
Mrs. Niyati More Relative of Director	Salary	1 Year	N.A.	25/04/2024	N.A.
Mr. Ganesh More Director	Professional Fees	1 Year	N.A.	25/04/2024	N.A.

For and on Behalf of the Board of Directors of
PENTACLE CONSULTANTS (I) PRIVATE LIMITED

Date: 05/09/2025

Place: Mumbai



MAHENDRA MORE
DIRECTOR
DIN: 01870852



PALLAVI MORE
DIRECTOR
DIN: 01870832



CA. Pravin Shinde
B.Com., LL.B., F.C.A.
CA. L.V. Nayak
B.Com., F.C.A.

Shinde//Nayak
AND ASSOCIATES
CHARTERED ACCOUNTANTS

Independent Auditor's Report

TO

THE MEMBERS OF PENTACLE CONSULTANTS (I) PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **PENTACLE CONSULTANTS (I) PRIVATE LIMITED**, which comprise the balance sheet as at 31 March 2025 and the statement of profit and loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the 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 and presentation of these 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



3, Venu Apartment, Kesar Baug Compound, Opp. Shinde Wadi, Off Dr. Ambedkar Road, Dadar (E), Mumbai - 400 011

Tel No. : 2410 5352, 2413 4364 • E-mail : shinde.nayak65@gmail.com



Auditor's Responsibility

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024 and its profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

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 and the statement of profit and loss dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid 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) On the basis of the written representations received from the directors as on 31 March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;



[Handwritten signature]



- (f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
- i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For SHINDE NAYAK & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO. 119906W


L V NAYAK

Partner

Membership No. 104221

PLACE : MUMBAI

DATE : 05/09/2025



Annexure A to the Independent Auditor's Report of even date on financial statements of PENTACLE CONSULTANTS (I) PRIVATE LIMITED for the year ended 31st March, 2025

- (i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The Company has a regular programme of physical verification of its fixed assets. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable property are held in the name of the Company.
- (ii) Physical verification of inventory has not been conducted at since company does not have any inventory.
- (iii) The Company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Further to this, the company has granted loans to its subsidiaries based in UK and UAE namely, Pentacle consultants UK Ltd & Pentacle Engineering Services LLC respectively. The amounts outstanding from them as on 31.03.2025 are Rs.1,28,37,692/- & Rs.8,21,16,691/- respectively, including interest. Further, the company has granted the loan to Pentacle Social Welfare Foundation during F.Y.2024-25, outstanding for which of Rs.1,34,000/- as on 31.03.2025.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the provisions of section 185 and 186 of the Act are not applicable to the Company. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Section 73 to Section 76 or any other relevant provisions of the Act and the rules framed there under apply.
- (vi) The Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Act for any of the services rendered by the Company. Accordingly paragraph 3(vi) of the Order is not applicable.
- (vii) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax and other statutory dues have generally been deposited regularly during the year by the Company to the appropriate authorities.
- b. According to the information and explanations given to us, there are no dues of income tax or service tax which have not been deposited on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks, Governments or debenture holders.



- (ix) In our opinion and according to the information and explanations given to us, the company has outstanding car loans on different make cars purchased for the official use of the company as on 31st March 2025 and the loan is regularly serviced in the form of EMI.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the explanation and information given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.
- (xi) The Company being a Private Limited Company paragraph 3(xiv) of the Order is not applicable and hence not commented upon.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the order are not applicable to the Company and hence not commented upon.
- (xvii) The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There is no resignation of the Statutory Auditor During the year; hence this clause is not applicable to the company.



- (xix) According to the information and explanations given to us and on the basis of financial ratios, Ageing and expected dates of realization of financial assets and payment of financial liabilities, Other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention. Which cause us to be that any material uncertainty exists as on the date of audit report that company is not capable of meeting its liabilities existing on the dates of balance sheet as and when they fall due within a period of one year from the balance sheet date, We, however state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us and based on our examination of the records of the company, the company had already spent Rs.12,75,000 /- by donating to Arya Foundation for funding its CSR activity for F.Y.2024-25.
- (xxi) Reporting under Clause xxi of the order is required to be reported only in case of consolidated financial statements. This has been reflected in the separate consolidated audit report.

For SHINDE NAYAK & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO. 119906W


L V NAYAK

Partner

Membership No. 104221

PLACE : MUMBAI

DATE : 05/09/2025



ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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

We have audited the internal financial controls over financial reporting of **PENTACLE CONSULTANTS (I) PRIVATE LIMITED** Ltd 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

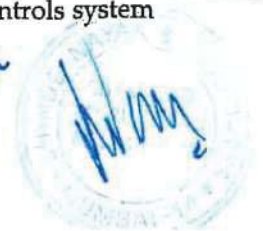
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial 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 over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial 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 control over financial 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial 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 Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For SHINDE NAYAK & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO. 119906W

L V NAYAK

Partner

Membership No. 104221

PLACE : MUMBAI

DATE : 05/09/2025



PENTACLE CONSULTANTS (I) PVT. LTD.
Balance Sheet as at 31st March, 2025

Particulars	Note No	As at March 31, 2025 (Rs. In '000)	As at March 31, 2024 (Rs. In '000)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	I	1000	1000
(b) Reserves and Surplus	II	372629	322959
(3) Non-Current Liabilities			
(a) Long-term borrowings	III	45562	57179
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings	IV	53150	2939
(b) Trade payables	V	107164	33096
(c) Other current liabilities	VI	26900	0
(d) Short-term provisions		-	-
Total		606404	417172
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	VII	92649	68071
(ii) Intangible assets		0	0
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development	VIII	63935	55797
(b) Non-current investments		5683	6203
(c) Deferred tax assets (net)	IX	113168	20239
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	X	245592	143959
(d) Cash and cash equivalents	XI	35432	87625
(e) Short-term loans and advances	XII	37741	27102
(f) Other current assets	XIII	12204	8176
Total		606404	417172

Significant Accounting Policies & Notes on Financial Statements (I To XIII)

SHINDE NAYAK & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 119906W

For and on behalf of the Board

(CA. L. V. NAYAK)
PARTNER
MEM. NO. 104221
PLACE : MUMBAI.
DATE : 05/09/2025
UDIN : 25104221BMKNTU2299

Mr. Mahendra More
(DIRECTOR)
DIN NO: 01870852

Mrs. Pallavi More
(DIRECTOR)
DIN: 01870832



CS SHRADDHA Purohit
CS SHRADDHA Purohit
MEMB NO: A36193

PENTACLE CONSULTANTS (I) PVT. LTD.
Profit and Loss statement for the year ended 31st March, 2025

Particulars	Note No	As at March 31, 2025 (Rs. In '000)	As at March 31, 2024 (Rs. In '000)
I. Revenue from operations	XV	368720	311920
II. Other Income	XVI	20834	13498
III. Total Revenue (I +II)		389554	325418
IV. Expenses:			
Cost of materials consumed	XVII	0	0
Employee benefit expense	XVIII	73689	74612
Financial costs	XIX	1791	143
Depreciation and amortization expense	VII	9894	21469
Other expenses	XX	208721	175013
V Total Expenses		294094	271237
VI. Profit before tax (V - III)		95460	54181
VII. Tax expense:			
(1) Current tax		0	0
(2) Deferred tax		520	-2842
(3) Short/Excess Provision of Tax	XXI	26900	0
		27420	-2842
VIII. Profit(Loss) from the period from continuing operations (VI - VII)		68040	57023
IX. Earning per equity share: (Absolute Amount)			
(1) Basic		680	570
(2) Diluted		680	570

Significant Accounting Policies & Notes on Financial Statements (XV To XXI)

As per our Audit Report of even date attached
SHINDE NAYAK & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 119906W

For and on behalf of the Board

(CA. L. V. NAYAK)
PARTNER
MEM. NO. 104221
PLACE : MUMBAI.
DATE : 05/09/2025
UDIN : 25104221BMKNTU2299

Mr.Mahendra More Mrs. Pallavi More
(DIRECTOR) **(DIRECTOR)**
DIN NO: 01870852 DIN: 01870832

(Signature)
CS SHRADHA PURKHIT
Mumb.No: A36193

	AS ON 31.03.2025 (Rs. In '000)	AS ON 31.03.2024 (Rs. In '000)
Note No. I - Share Capital		
(a) Authorised 100 Equity Shares of Rs. 10 each	1000 1000	1000 1000
(b) Issued 100 Equity Shares of Rs. 10 each	1000 1000	1000 1000
Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period:		
Shares outstanding at the beginning of the year	Nil	Nil
Shares outstanding at the end of the year	Nil	Nil
Terms / rights attached to equity shares:		
The company has only one type of equity shares having a par value of Rs. 10/- per share. Each holder of Equity shareholder is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year the amount of per share dividend recognised as distribution to equity shareholders was Rs. Nil (PY Rs. Nil). 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 the proportion of the number of equity shares held.		
2.1 Details of Shareholders holding more than 5% of the issued Shares		
Name of the Share Holders :	Total Shares	Total Shares
Mahendra More	35	51
Pallavi More	48	49
Tejal Anil Diggikar	7	0
Note No. II - Reserve & Surplus		
(a) General Reserve		
Opening Balance	7020	7020
(+) Transfer from Profit & Loss Account during the year		
	7020	7020
(b) Profit & Loss Account		
Opening Balance	315939	286996
(-) Transfer to Statutory Reserves during the year		
(+) Current Year Profit	68040	57023
(-) Adjustment during the year	18370	28080
(+) Income Tax of Previous Years		
	365609	315939
	372629	322959
Note No. III - Long Term Borrowings		
Secured Loan - Car Loan From Bank(Annexure 1)	43830	54289
Unsecured Other Loans (Annexure 2)		
JJM MP BG WITHHELD	1186	1186
Advances from Creditors (Amex/City Bank Credit Card)	546	1704
	45562	57179
Note No. IV - Trade Payable		
Sundry Creditors (Annexure 3)	53150	2939
	53150	2939
Note No. V - Other Current Liabilities		
(a) Statutory Dues (Annexure 4)	37301	7235
(b) Other payable (Annexure 5)	48460	4457
(c) Advance from Customers		

Amar Developers	33	33
Milind	50	50
(d) Other Deposits (Annexure 6)		
J Kumar Infraprojects Ltd	2000	2000
Supreme Infrastructure Pvt Ltd	6200	6200
BHS Housing Pvt. Ltd.	5000	5000
Supreme Infrastructure	2500	2500
Supreme Infra Pvt. Ltd.(Manohar wada)	5050	5050
Arcon Techsolution Deposit	570	570
	107164	33096
Note No. VI - Short Term Provisions		
Provision for Tax	26900	0
	26900	0
Note No. VIII - Non Current Investments		
Shares of Jana Seva Sahakari Bank Ltd	1	1
Astra Homes Pvt. Ltd(Equity Share Unquoted)	49000	49000
Pentacle Technologies (I) Pvt Ltd (Equity Shares)	15	15
Pentacle Consultants (I) Pvt Ltd & GK Sen Associates-Investment	7156	6776
Pentacle Consultants UK Ltd	5	5
Pentacle Engineering Services LLC	7758	0
	63935	55797
Note No. IX - Long Term Loans & Advances (Annexure 7)		
Advance for Staff	235	855
Retention BMC	5076	3329
Pentacle Social Welfare Foundation	134	50
Shoolin Infrastructure LLP	2351	2351
Niyati More	2500	2500
Retention Money MSRDC Nagpur	1358	1358
Withheld BMC	238	188
Amol Kedar Pawar	1750	1750
Lata Kedar Pawar	2250	2250
Abhishek Pednekar Loan	420	0
Naman Pandey Loan	1402	2362
Pentacle Consultants UK Ltd - Loan	12838	3246
Deepak Kumar Jain Loan	500	0
Pentacle Engineering Services LLC - Loan	82117	0
	113168	20239
Note No. X - Trade Receivable		
Sundry Debtors (Annexure 10)		
Less than 180 Days	244170	143488
More than 180 Days	1421	471
	245592	143959
Note No. XI - Cash & Cash Equivalents		
Cash Balance	8337	6390
Balance with Banks	10010	29223
Fixed Deposits with Bank	17085	52012
	35432	87625
Note No. XII.1 CONTINGENT LIABILITIES NOT PROVIDED FOR		
Guarantees provided by the bank	189756	249806
	189756	249806
Note No. XII - Short Term Loans & Advances (Annexure 11)		
Interest accrued but not due(BOB)	1	1
GST Appeal Fees	880	0
TDS on Consultancy on 25-26	3106	0
TCS	1613	67
TDS On FD Interest Kotak	13	16
TDS On Rent Received	241	229
TDS On UK Loan	131	136
TDS On Consultancy Fees F.Y.2023-24	29196	24048
TDS On FD Interest ICICI	102	146
Cess-GST	2314	2314
Advance to Client	144	144
	37741	27102
Note No. XIII - Other Current Assets		
EMD Deposits (Annexure 8)	10332	8176
Advance to Creditors (Citi Bank Credit Card)	1872	0
	12204	8176

PENTACLE CONSULTANTS (I) PVT. LTD.
Notes Forming Part Of Profit & Loss A/c As On 31.03.2025

	AS ON 31.03.2025 (Rs. In '000)	AS ON 31.03.2024 (Rs. In '000)
Note No. XV - Revenue from Operations		
Consultancy Charges	368720	311920
Other Sales	0	0
	368720	311920
Note No. XVI - Other Income		
FD Interest	1156	1621
Interest Accrued on Pentacle U K	653	678
Back Office Support Service Fees	13986	0
Interest on Income Tax Refund	288	758
Share Of Profit From Firm	380	148
Liabilities No More Payable	138	7557
Interest Accrued on Pentacle Eng. Serv. LLC	1536	0
Other income	290	0
Rent	2410	2290
Remuneration from Partnership Firm	0	445
	20834	13498
Note No. XVII - Cost Of Material Consumed		
Purchases	0	0
	0	0
Note No. XVIII - Employee Benefit Expenses		
Salary To Staff	44943	34056
Gratuity Expenses for F.Y.2022-23	858	0
Gratuity Expenses for F.Y.2023-24	844	0
Gratuity Expenses for F.Y.2024-25	1622	0
Staff Welfare	2421	1051
Remuneration To Directors	23000	39505
	73689	74612
Note No. XIX - Finance Cost		
Interest on OD	1791	143
	1791	143
Note No. XX - Other Expenses		
Other Admin. Expenses		
Bank Charges & Bank Gaurantee	2174	521
BMC Charges & Penalty	166	586
Brokerage/Commission	1078	1324
Auditors Remuneration	310	300
Business Travel & Promotion Expenses	15214	10647
Business Development Expenses	38046	20060
Computer Exp	57	406
Courier Expenses	41	32
Credit Charges & Demat charges	40	5
Digital Signature Exp	8	4
Domain Charges	808	556
Donation and CSR Donations	1625	162
Electricity charges	304	90
Interest & Penalty On GST	36	1
Interest & Penalty On Providend Fund	0	7

Interest & Penalty On Profession tax	3	0
Interest On Car Loan	1127	1370
Interest On Office Loan	622	3150
Interest On Home Loan	274	0
Insurance	2535	735
Internet Expenses	117	53
Labour Charges	881	9957
Late Submission Fees -RBI	16	0
Debtors no more recoverable	19767	24114
Loan Processing Fees	1328	349
Membership & Subscription	208	132
Misc Expenses	1187	20
Motor Car Insurance	74	40
Motor Car Exp	725	293
Office Expenses	1522	2182
Rent	6047	4576
Petrol Expenses	582	12
Printing & Stationery	968	1220
Professional Fees	91804	44478
Professional Fees for Projects	4927	32687
Mediclaime Staff	1351	511
Repairs & Maintenance	2507	985
ROC Fees	157	49
Stamp duty Charges	2473	262
Society Maintenance	237	338
Software charges	494	47
Tender Fees	151	449
Telephone Expenses	81	26
Travel Insurance	25	116
Travelling Expenses	3849	2762
Transportation Charges	44	0
Site Visit Expenses	0	23
Registration Charges	95	0
Discount	0	34
Visa Fees	195	48
Website Charges	0	12
Education Exp	103	3281
Legal Fees	282	475
Salary (Project Exp)	0	126
Reimbursement of Expenses	9	5083
Prepayment of Loan	2045	0
Loss on Sale of Shares	0	319
	208721	175013
Note No. XXI Short Provision of Tax		
Current Tax	26,900	0
	26,900	-

[Handwritten Signature]



Annexure 1
SECURED LOANS

Particulars	Amount (Rs. In '000)
ICICI Bank Car Loan (Range Rover)	2131
HDFC Bank Car Loan	1023
HDFC Bank Car Loan-6091	941
HDFC Bank Car Loan-9106	1364
HDFC Bank Car Loan (Hycross)	1570
HDFC Bank Car Loan (Nexon)	340
HDFC Bank Car Loan (Tigor)	784
HDFC Bank Car Loan (XUV 700)	938
Mahindra & Mahindra Finance	810
Bajaj Finance (Raymond Flat)	33929
Total	43830

Annexure 2
UNSECURED LOANS

Particulars	Amount (Rs. In '000)
JJM MP BG WITHHELD	1186
Amex Credit Card MM	189
Amex Credit Card SM	306
Amex Credit Card PM	51
Total	1732

Annexure 3
Sundry Creditors

Particulars	Amount (Rs. In '000)
Santosh Kumar Singh	200
Milind Bavadhankar - Professional Fees	762
Ramdev Enterprises	35
SHIV ENTERPRISES	199
Sharad More Professional Fees	580
Jhunjhunu Engineers Pvt Ltd Rajkot Gondal	1286
Birdscale Technology and Services Private Limited	991
Mappers Eye GIS	1312
Vision Consulting Engineers	9241
Vrs Engineering and Consultant Services-MP JJIM	546
National Highway Authority of India	346
EVA Travel	85
ICICI Bank Limited BG Charges	121
M/s Engineering Projects (I) Limited	30
Neeraj Kudale	57
Tata Tele Nxtgen Solutions Limited	61
The Bay Club	53
Yes Bank Limited	100
Wellspring Advisory Services Llp	443
Ami Upadhyay Professional Fees	540
Arav Event Management (Opc) Private Limited	324
Bodhi Tree Multimedia Limited	5800
City Traffic and Parking Solutions VVSL	177
Deepak Jain - Professional Fees	1620

[Handwritten signature]



Generic Engineering Construction and Projects Limited	23203
Milind V Kulkarni	396
Narvankar Enterprises	22
Nature First Environmental Services Pvt Ltd VVSL	162
Nivasat Foods Private Limited	2360
Prashant Gharad	453
Purshottam Deshmukh	135
Rinku Jain	1350
Mappers Eye GIS - EMD	153
Aum Crest Private Limited	10
Total	53150

Annexure 4

STATUTORY DUES

Particulars	Amount (Rs. In '000)
CGST-OUTPUT	13493
IGST-OUTPUT	-16
SGST-OUTPUT	13813
CGST-INPUT	-504
IGST-INPUT	-51
SGST-INPUT	-548
TDS Provision	11420
Interest & Penalty On TDS Payable	300
TDS on Salary Payable	-606
Total	37301

Annexure 5:-

Other Payable

Particulars	Amount (Rs. In '000)
Provident Fund	445
Profession Tax Payable	-3
Director Remuneration Payable	1784
Audit fees Payable	300
Salary	7228
Gratuity Expenses Payable	3324
Bank Overdraft (ICICI Bank-1069)	34874
Expenses Payable	508
Total	48460

Annexure 6

Deposits from Customers

Particulars	Amount (Rs. In '000)
J Kumar Infraprojects Ltd	2000
Supreme Infrastructure Pvt Ltd	6200
BHS Housing Pvt. Ltd.	5000
Supreme Infrastructure	2500
Supreme Infra Pvt. Ltd.(Manohar wada)	5050
Arcon Techsolution Deposit	570
Grand Total	21320



Annexure 7
Advances to Others

PARTICULARS	Amount (Rs. In '000)
Advance for Staff	235
Retainment BMC	5076
Pentacle Social Welfare Foundation	134
Retention Money MSRDC Nagpur	1358
Shoolin Infrastructure LLP-Loan	2351
Withheld BMC	238
Amol Kedar Pawar	1750
Lata Kedar Pawar	2250
Naman Pandey Loan	1402
Niyati More - Loan	2500
Pentacle Consultants UK Ltd - Loan	12838
Abhishek Pednekar Loan	420
Deepak Kumar Jain Loan	500
Pentacle Engineering Serivces LLC - Loan	82117
Grand Total	113168

Annexure 8
EMD Deposits

Particulars	Amount (Rs. In '000)
FD With BOB Bilaspur	10
Mmrda WITHHELD KULGAON BADLAPUR	20
MMRDA KDMC Withheld	225
MMRDA VVSL Withheld	200
MSRDC PUNE RING ROAD- WITHHELD	50
MSRDC VVSL WITHHELD	150
MSRDC Withheld Konakn Package II	50
MSRDC Withheld Konakn Package I	50
EMD	6737
EMD Repair	34
FD EMD	105
Flat deposits	2091
Deposite BMC	42
Security Deposit JJM MP	541
LW JJM MP	13
Security Deposite Kharghar CHSL	3
CENTRAL DEPOSITORY SERVICES (INDIA) Ltd Deposit	10
Total	10332

Annexure 9
FD WITH BANK AGAINST BANK GAURANTEES

Particulars	Amount (Rs. In '000)
FD BG MSRDC FD NO. 055513040871	369
FD BG MSRDC Pune Ring Road FD No. 055513040548	8151
FD MSRDC Pune Ring Road FD NO. 055513040594	155
FD NHAI FD NO. 055513040886	56
FD No. 05551301405 Mahim to Milan SWD	28
FD No. 055513031404 Green Nallah	59
FD No. 055513031415 Utility Duct Project	11
FD No. 055513031417 Utility Duct Project	20
Fd No. 055513036963 - Against Mahagenco	85



FD NO. 055513038565	11
Fd No. 055513040111 MP Jal Jivan Mission Tender	132
Fd NO. 055513042142 AGAINST MMRDA ULHAS NAGAR PKG1	89
Fd NO. 0555138239 - NHAI BHARATMALA	564
FD with ICICI Bank FD No. 055513030531 Konkan Exp	1299
FD with ICICI Bank Fd No. 055513030532 Konkan Exp	1212
FD with ICICI Bank Fd No. 055513031611	27
FD with ICICI Bank FD No. 055513034835 - VVSL	2841
FD With ICICI Bank Fd No. 055513039162	83
Fd with ICICI Bank Fd No. 055513039163	163
FD WITH ICICI BANK FD NO. 055513039809	37
FD WITH ICICI BANK FD NO. 055513039810	37
FD With Kotak 8312906072	11
FD with ICICI Bank Fd No. 055513028528	0
FD With ICICI Bank FD No. 055513028529	0
FD 055513070888	108
FD With Bank FD No. 055510032810	113
FD with Kotak Mahindra Bank	19
FD with Kotak - NCLTA	1408
Total	17085

Annexure 10:- Sundry Debtors (Rs. In '000)

Debtors	244170
Pentacle Cemosa - IDBI	200
Shoolin Infrastrucute LLP	324
Techosum Engineer PWD Pkg 3 and 26	51
Dbm PROJECTS	65
NBS International Ltd	21
Cemosa India Private Limited	567
Essay Infosystem Pvt. Ltd.	0
Ola Corporate	4
One Place Commercials Private Limited	185
Ravindra Patil	5
Total	245592

Annexure 11 - Short Term Loans & Advances (Rs. In '000)

Cess-GST	2314
Interest accrued but not due(BOB)	1
TDS GST @ 2%	1613
TDS On Consultancy Fees F.Y.2024-25	29196
TDS On FD Interest Kotak	13
TDS On FD Interest ICICI	102
TDS On Rent Received	241
TDS On UK Loan	131
Car Booking	144
GST Appeal Fees	880
TDS on Consultancy on 25-26	3106
	37741

Mahesh


Pentacle Consultants(I) Pvt Ltd

Cash Flow Statement for the year ended 31.03.2025	Rs. (In '000)	Rs. In '000)
(A).Net Cash flow from Operating Activities:-		
Net profit before tax		95460
Adjustment for:-		
Adjustment during the year	-18370	
Depreciation	9894	
Interest on FD	-1156	-9632
Operating Profit before Working Capital Changes		85828
(Invested in)/Generated from:		
Trade Receivables	-101633	
Short Term Loans & Advance	-10640	
Other Current Asset	-4028	
Trade Payable	50211	
Other Current Liabilities	74068	7979
Less :- Income Tax Paid(Current Tax)		0
Net Cash from/(Used in) operating Activities		93807
(B).Net Cash flow from Investing Activities:-		
Non Current Investment	-8138	
Long Term Loans & Advances	-92929	
Interest on FD	1156	
Purchase Of Fixed Asset	-34773	
Sale of Fixed Asset	300	-134383
Net Cash from/(Used in) Investing Activities		
(C)Net Cash flow from Financing Activities:-		
Long Term Borrowings	-11617	-11617
Net Cash from/(Used in) Financing Activities		
Net Increase/Decrease in Cash & Cash Equivalent		-52193
(A)+(B)+(C)		
Add:- Cash & Cash Equivalent at the beginning		87625
Less:- Cash & Cash Equivalent at the End		35432
Net Increase/Decrease in Cash & Cash Equivalent		52193

As per our Audit Report of even date attached
For and on behalf of
SHINDE NAYAK & ASSOCIATES

(L. V. NAYAK)
PARTNER
MEM. NO.- 104221

PLACE : MUMBAI.
DATE : 05/09/2025
UDIN : 25104221BMKNTU2299



PENTACLE CONSULTANTS (I) PVT. LTD.

Note No. I

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON
31ST MARCH 2025**

1. SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS:

- a) The Company follows the mercantile system and recognizes significant items of income and expenditure on accrual basis in general, except in case of significant uncertainties.
- b) The accounts are prepared on the historical cost basis and on the accounting principles of a going concern.
- c) Accounting policies not specially referred to otherwise be consistent and in consonance with generally accepted accounting principles in India.
- d) All expenditure and income to the extent considered payable and receivable respectively are accounted for on accrual basis.

2. Contingencies and events occurring after Balance Sheet date:

- a) Accounting for contingencies (gains and losses) arising out of contractual obligation, are made only on the basis of mutual acceptance.
- b) Wherever material events occurring after date of Balance Sheet are considered up to the date of signing of accounts.
- c) Contingencies, which can be reasonably ascertained, are provided for, if, in the opinion of the Company, there is a probability that the future outcome may be materially detrimental to the Company.

3. Depreciation:

Depreciation on Fixed Assets is provided at the rates specified by the Companies Act.

4. Revenue Recognition:

Revenue is recognized as follows:

Sales revenue is recognized on the basis of raising of invoices and acceptance of service by the customer.



5. Employees Retirement Benefits:

Employees benefits are provided in the books as per AS15 (revised) in the following manner: -

<u>Provident Fund</u>	:	Contribution to approved Provident Fund, being defined contribution schemes, is made on actual liability basis calculated as a percentage of salary as per provisions of Employees Provident Funds and Miscellaneous Provisions Act, 1952.
<u>Gratuity</u>	:	For the purpose of Gratuity, The Fund is voluntarily created by the company. The provision for the gratuity fund has been made after calculation as percentage of Salary as per the provisions of The Payment of Gratuity Act, 1972 since financial year 2022-23.

6. Cash and Cash Equivalents:

Cash and Cash Equivalents in the Balance Sheet comprise of cash at bank and in hand and short term investments with an original Maturity of three months or less.

7. Loans & Advances:

The Current Assets, Loans & Advances are approximately of the value stated, if realized in the ordinary course of business and provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

8. Provision for Current & Deferred Tax:

Provision for Current Tax has been made in the accounts on the basis of Adjusted profits at the applicable rates of Income Tax Act, 1961. Deferred Tax resulting from "timing difference" between taxable and accounting income is accounting using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognized and is adjusted against Deferred Tax Liability aroused in previous financial years.

9. Segment Reporting:

The company has identified that its operating activity is a single primary business segment viz. engineering consultancy service carried out in India. Accordingly, whole of India has been considered as one geographical segment.

10. Remittance/Earnings in Foreign Currency (in Indian Rs.)

A) Earnings in Foreign Currency (in Indian Rs.)

	F.Y.2024-25 (Amt. in '000)
Back Office Support Services	13,986/-
Interest on Loan- Pentacle UK Ltd	653/-
Interest on Loan- Pentacle Services LLC	1,536/-

B) Remittance in Foreign Currency (in Indian Rs.)

	F.Y.2024-25 (Amt. in '000)
Loan Given to Pentacle UK Ltd	9,591/-
Loan Given to Pentacle Services LLC	82,117/-

11. Related Party Transactions:

In accordance with the requirements of Accounting Standard (AS-18) on Related Party Disclosures, the names of related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by management are as follows:

a) Significant Transactions with Related Parties

<u>Sr. no.</u>	<u>Party Name</u>	<u>Relationship</u>	<u>Nature of transaction</u>	<u>During F.Y. 24-25 (Amt. in '000)</u>	<u>During F.Y. 23-24 (Amt. in '000)</u>
1	Mahendra More	Key Managerial Personnel	Director's Remuneration	Rs. 15,000/-	Rs. 23,338/-
2	Pallavi More	Key Managerial Personnel	Director's Remuneration	Rs. 8,000/-	Rs.16,167/-
3	Sharad More	Relative of Director	Salary	Rs. 700/-	Rs.430/-
4	Sharad More	Relative of Director	Professional Fees	Rs. 1,941/-	Rs.700/-
5	Mathura More	Relative of Director	Salary	Rs.2,005/-	Rs.365/-
6	Niyati More	Relative of Director	Professional Fees	Rs.0/-	Rs.1,527/-
7	Ganesh More	Director	Professional Fees	Rs. 1,000/-	Rs.22/-

b) Amount due To/From Related Parties

<u>Sr. no.</u>	<u>Party Name</u>	<u>During F.Y.24-25</u>		<u>During F.Y.23-24</u>	
		Amount Due To (in Rs.)	Amount Due From (in Rs.)	Amount Due To (in Rs.) (Amt. in '000)	Amount Due From (in Rs.) (Amt. in '000)
1	Pentacle Consultants UK Ltd	-	Rs.12,838 /-	-	Rs.3,246/-
2	Pentacle social Welfare foundation	-	Rs.134/-	-	Rs.0/-
3	Pentacle Engineering Services LLC - Loan	-	Rs.82,117/-	-	Rs.0/-



12. Earnings per share:

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders (the net profit for the year less provision for taxes and provision for deferred taxes) by number of equity shares outstanding on balance sheet date.

	<u>F.Y. 2024-25</u> (Amt. in '000)	<u>F.Y. 2023-24</u> (Amt. in '000)
	<i>(Amount in Rupees)</i>	
Net Profit before provision for taxes	95,460	54,181
Provision for tax/Deferred Tax	27,420	2,842
Net profit after provisions	68,040	57,023
Earnings per Share (Absolute Amount)	680	570

13. The company does not owe to any small-scale industrial undertaking for more than 30 days.

- The company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said Act have not been given.
- Previous year's figures have been regrouped wherever necessary to commensurate with that of the current year and for proper presentation and comparability purpose.

FOR SHINDE NAYAK & ASSOCIATES

CHARTERED ACCOUNTANTS
(FIRM REGN. NO. 119906W)

CA. L. V. NAYAK
PARTNER
MEM NO. 104221

PLACE: MUMBAI

DATED: 05/09/2025

FOR AND ON BEHALF OF DIRECTORS

DIRECTOR DIRECTOR
MAHENDRA MORE PALLAVI MORE
DIN NO: 01870852 DIN: 01870832

Shraddha
CSSHRADDHA PUROHIT
Mem No- A36193

PENTACLE CONSULTANTS (I) PVT. LTD.

Notes Forming Part Of Balance Sheet As On 31.03.2025

Note No. VII - Fixed Assets

(Rs. In '000)

Description	Gross Block			Depreciation / Ammortisation			Net Block		
	Balance As At 01.04.2024	Additions	Deductio n/ Adjustme nts	Balance As At 31.03.2025	Balance As At 01.04.2024	Additions	Deductio n/ Adjustme nts	Balance As At 31.03.2025	Balance As At 31.03.2024
Tangible Assets									
Office (Pranik Chambers)	12294	0	0	12294	7452	219	0	4624	4843
Office at Worli (Lodha One Place)	57182	0	0	57182	19221	1639	0	36322	37961
EPABX System	132	0	0	132	126	1	0	4	5
Motor Vehicles	42424	99	300	42222	21561	5456	0	15206	20863
Furniture & Fixtures	1336	0	0	1336	858	125	0	353	478
Computers, printer & Projector	4827	582	0	5409	2569	635	0	2205	2258
Air Conditioner	1261	30	0	1291	628	166	0	497	633
Tea Coffee Machine	755	0	0	755	252	130	0	373	503
Camera	128	0	0	128	98	8	0	21	30
Electronic installation	598	0	0	598	322	73	0	204	277
Mobile	378	62	0	440	217	50	0	174	161
Water Filter	394	0	0	394	335	17	0	41	59
Raymond Flat	0	34000	0	34000	0	1375	0	32625	0
									
Total	121710	34773	300	156182	53639	9894	0	92649	68071



Particulars	For the year ended 31st March, 2025 (Rs in '000)	For the year ended 31st March, 2024 (Rs in '000)	Variance %	Reasons for Variance
a) Current Ratio	1.77	7.41	76.13	Due to increase in current liabilities
Current Assets	330969	266862		
Current Liabilities	187214	36034		
b) Debt-Equity Ratio	0.12	0.18	30.91	Due to fall in debts
Total debt	45562	57179		
Shareholders Equity	373629	323959		
c) Debt Service Coverage Ratio	2.10	0.95	54.77	Due to fall in debts
Earnings available for debt service	95460.13	54181.02		
debt service	45562	57179		
d) Return on Equity Ratio	68.04	57.02	16.19	Due to fall in Export sales
Net Profits after taxes — Preference Dividend (if any)	68040	57023		
Average Shareholder's Equity	1000	1000		
e) Inventory turnover ratio	0	0	0.00	No Inventory
Cost of Goods Sold or Sales	0	0		
Average Inventory	0	0		
f) Trade Receivables turnover ratio	1.89	2.57	26.25	Due to increase in Credit Sales.
Net Credit sales	368720	311920		
Average Trade Debtors / Accounts receivable	194776	121514		
g) Trade payables turnover ratio.	0	0	0.00	No Credit Purchases.
Net Credit Purchases	0	0		
Average Trade Payables	53150	2939		
h) Net capital turnover ratio.	2.56	1.35	47.32	Due to increase in Credit Sales.
Net Sales	368720	311920		
Average Working Capital	143755	230828		
i) Net profit ratio.	0.26	0.17	32.91	It remains more or less the same
Net profit	95460	54181		due to proportionate increase in profits vis a vi
Net Sales	368720	311920		
j) Return on Capital employed.	0.23	0.14	37.58	Due to increase in Sales.
Earnings Before Interest and tax (EBIT)	95460	54181		
Capital employed	419191	381138		