

DIRECTORS' REPORT

To
The Members,
AZAD PRIME PRIVATE LIMITED

Your directors present its 01 Annual Report on the business and operations of the company together with the Audited Financial Statements for the financial year 2024-25.

1. FINANCIAL HIGHLIGHTS, OPERATIONAL HIGHLIGHTS, THE STATE OF COMPANY'S AFFAIRS FUTURE OUTLOOK

(As required under section 134(3)(i) of the Companies Act, 2013 the state of Company's affairs)

FINANCIAL RESULTS

Particulars	(Amount in Millions)
	April 12, 2024 - March 31, 2025
Revenue from operations	15.62
Other Income	0.10
Total Income	15.72
Total Expenditure	30.94
Profit / Loss before Tax	(15.22)
Less: Provision for Taxation (Including deferred tax)	0
Profit / Loss after Tax	(15.22)

As on 31st March, 2025, the Total income was Rs. 15.72 Millions. The Profit/Loss as on 31st March, 2024 was Rs. (15.22) Millions.

2. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business proposed to be carried out.

3. NUMBER OF BOARD MEETINGS HELD DURING THE YEAR AND DIRECTOR'S ATTENDANCE

(i) Board Meetings:

As required under section 134(3)(b) of the Companies Act, 2013, during the financial year ended 31st March 2025 the Board of Directors duly met as follows. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

S. No.	Date of Meeting	Total number of directors as on the date of meeting	Number of directors Attended
1.	APRIL 06, 2024	2	2
DETAILS OF BOARD MEETING AFTER INCORPORATION OF THE COMPANY			
1.	APRIL 20, 2024	2	2
2.	JULY 25, 2024	4	4
3.	AUGUST 17, 2024	4	4
4.	SEPTEMBER 28, 2024	4	4
5.	OCTOBER 29, 2024	4	4
6.	JANUARY 09, 2025	4	4

*1. Promoter cum First Director of the Company hold Board Meeting dated 06th April, 2024 before Incorporation date due to some urgent business transaction where later on ratified all the agenda on his first Board Meeting held on 20th April, 2024 after Incorporation dated on 12th April, 2024.

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Attendance of each Director at the Board Meetings during the year under review:

Sr. No.	Name of the Director	Designation	No of Meetings which were entitled to attend including one Meeting Held before Incorporation date	No. of Meetings attended including one Meeting Held before Incorporation date
1	Rakesh Chopdar	Director	07 (01 Meeting before Incorporation date)	07 (01 Meeting before Incorporation date)
2	Jyoti Chopdar	Director	07 (01 Meeting before Incorporation date)	07 (01 Meeting before Incorporation date)
3	Ayilu Reddiyar Vasudevan	Director	05	05
4	Madhusree Vemuru	Independent Director	05	05

Attendance at General Meetings held during the year under review:

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	No. of Members Attended	Total Number of Directors entitled to attend meeting	No. of Directors Attended
Extra-Ordinary General Meeting	APRIL 20, 2024	3	3	2	2
Extra-Ordinary General Meeting	JULY 31, 2024	3	3	4	4
Extra-Ordinary General Meeting	OCTOBER 25, 2024	4	4	4	4

4. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) and as required under Section 134(5) of the Companies Act, 2013, your directors confirm that:

- in the preparation of the annual accounts for the financial year ended 31st March, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 or loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- 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.

5. DIRECTORS & KEY MANAGERIAL PERSONNEL CHANGES DURING THE YEAR UNDER REVIEW

The Board of Directors is duly constituted with Mr. Rakesh Chopdar (DIN: 01795599), Mrs. Jyoti Chopdar (DIN: 03132157), Mr. Ayilu Reddiyar Vasudevan (DIN: 00409630) and Mrs. Madhusree Vemuru (DIN: 10304579) as Directors of the Company.

There was change in composition of the Directors during the year under review :

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Mr. Ayili Reddiyar Vasudevan (DIN: 00409630) was appointed as Director and Mrs. Madhusree Vemuru (DIN: 10304579) was appointed as Independent Director of the Company in Extra-Ordinary General Meeting held on April 20, 2024.

6. NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDER'S RELATIONSHIP COMMITTEE

As required under section 134(3)(e) of the Companies Act, 2013, it is informed that the Company, being a Private Limited, Company was not required to constitute a Nomination and Remuneration Committee and Stakeholders Relationship Committee. The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

7. AUDITORS

(1) STATUTORY AUDITORS

The Company had received a resignation letter dated 19th September 2024 from M/s Vinay Karwa & Associates, Chartered Accountants, intimating their resignation as Statutory Auditor of the Company due to pre-occupation in other assignments and thus, they are not in a position to continue as Statutory Auditor of the Company. In order to fill the casual vacancy caused due to resignation of Statutory Auditors, a proposal letter was sent to M/s MSKA & Associates, Chartered Accountants to accord their consent and a certificate stating that they are eligible to get appointed as Statutory Auditors of the Company till the ensuing Annual General Meeting. The Consent Letter and Certificate received from M/s MSKA & Associates, Chartered Accountants was placed before the Board for their perusal. M/s MSKA & Associates, Chartered Accountants accorded their consent and a certificate stating that they are eligible to get appointed as Statutory Auditors of the Company for the year ending 31st March, 2026 upto 31st March, 2031.

REPLY TO COMMENTS IN AUDITORS' REPORT

As required to be stated under section 134(3)(f) of the Companies Act, 2013, there are no qualifications, reservations or adverse remarks made by the Auditors in their independent auditor's report. The auditors' report and notes to accounts forming part of financial statements are self-explanatory and do not call for further explanation.

(2) SECRETARIAL AUDIT:

During the year under review, your Company was not required to undertake Secretarial Audit falling within the ambit of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(3) INTERNAL AUDIT

The internal audit function is adequately resourced commensurating with the operations of the Company. The provisions of section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 regarding appointment of internal auditor are not applicable to the Company.

(4) COST AUDIT

The provision of Section 148 of Companies Act, 2013 read with the Companies (Cost records and audit) Rules, 2014, are not applicable to your company.

8. DEPOSITS

During the year under review, the Company has not accepted any deposits covered under chapter V attracting section 73 & 74 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and consequently no amount of principal or interest was outstanding as on the balance sheet date.

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9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013

As required under section 134(3)(g) of the Companies Act, 2013, there were no loans or investments made nor any guarantee was given or security was provided by the Company attracting Section 186 of the Companies Act, 2013 during the year under review.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

As required under section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2024-2025 is disclosed in accordance with AS-18 in the Financial Statement of the Company. All Related Party transactions that were entered into during the year under review were on an arm's length basis and were in the ordinary course of business.

11. AMOUNTS TRANSFERRED TO RESERVES

As required to be stated under section 134(3)(j) of the Companies Act, 2013, the detail of amount transferred to Reserves during the financial year under review: NIL.

12. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has no unclaimed dividend or other amounts which is to be transferred to Investor Education and Protection Fund pursuant to Section 125 of the Companies Act, 2013.

13. DIVIDEND

The directors do not recommend any dividend on equity shares. Therefore, there are no details to be disclosed under section 134(3)(k) of the Companies Act, 2013.

14. 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 RELATES ON THE DATE OF THIS REPORT

As required to be stated under Section 134 (3) (l) of the Act, no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

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

The particulars as prescribed under section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules 2014 relating to Conservation of Energy Technology, Absorption, Foreign Exchange Earnings and Outgo are as follows:

a) Conservation of Energy:

Conservation of energy is an ongoing process in the Company. Every effort is being made towards conservation and optimum utilization of energy and to eliminate wastage in all areas of operations.

(i)	Steps taken or impact on conservation of energy	Nil
(ii)	Steps taken for utilizing alternate sources of energy	Nil
(iii)	Capital investment on energy conservation equipments	Nil

b) Technology Absorption:

(i)	Efforts made for technology absorption	Nil
(ii)	Benefits derived like product improvement, cost reduction, product development or import substitution	Nil
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NA
(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; and	
(iv)	Expenditure incurred on Research & Development, if any	

c) Foreign Exchange Earnings and Outgo during the year:

Foreign Exchange earned in terms of actual inflows	Nil
Foreign Exchange outgo in terms of actual outflows	Nil

16. RISK MANAGEMENT

As required to be stated pursuant to Section 134(3)(n) of the Companies Act, 2013, it is informed that the Company does not have any Risk Management Policy but continuous efforts are being made to identify and evaluate business risks and opportunities.

17. CORPORATE SOCIAL RESPONSIBILITY

As required under Section 134(3)(o) of the Companies Act, 2013, it is informed that the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, are not applicable to your Company.

18. EVALUATION OF BOARD PERFORMANCE

Since the Company is a private limited company, there are no disclosures to be provided as required under Section 134(3)(p) of the Companies Act, 2013 on the formal annual evaluation made by the Board of its own performance and that of its committees, if any and individual directors.

19. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

The Company does not have Subsidiary, Joint Venture or Associates Companies.

Information on companies who became/ceased to be Subsidiaries, Joint Ventures or Associate Companies during the year under review: NIL

The company is a subsidiary of a listed company, **AZAD ENGINEERING LIMITED** (listed on BSE & NSE).

20. SHARE CAPITAL

The Authorised Share Capital as on 31st March, 2025 was Rs. 10,00,000/- consisting of 10000 equity shares of Rs. 10/- each. The Paid up Equity Share Capital as on 31st March 2025 was Rs. 1,96,080/- consisting of 19608 equity shares of Rs. 10/- each.

In the Board meeting held on July 25, 2024 and the Extra-ordinary meeting held on July 31, 2024 the Authorized Share Capital of the Company increased from the existing Rs. 1,00,000/- (Rupees One Lakh only) divided into 10000 (Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 10,00,000/-

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(Rupees Ten Lakhs only) divided into 100000 (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten only).

In the Board meeting held on July 25, 2024 and the Extra-ordinary meeting held on July 31, 2024, approved the matter of raising capital by way of issue of equity shares on Private Placement basis.

In the Board meeting held on August 17, 2024 the board approved the issue of 9608 equity shares in one or more tranches on a Private Placement Basis to Leo Primecomp Private Limited by way of private placement.

During the year under review, the Company has not issued shares with differential voting rights.

During the year under review, the company has not undertaken any of the following transactions :

Buy Back of Securities	Sweat Equity	Bonus Shares	Employees Stock Option
Nil	Nil	Nil	Nil

21. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant and material order has been passed by the Regulators/Courts/Tribunals impacting the going concern status and Company's operations in future.

22. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL

Your Company has well established procedures for internal financial controls commensurating with its size and operations. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

23. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the information required to be disclosed under the provisions of the said Act are as follows:

Sr. No	Particulars	
(a)	number of complaints received during FY 2024-2025	Nil
(b)	number of complaints disposed off during the FY 2024-2025	Nil
(c)	number of cases pending for more than ninety days	Nil

24. AUDIT COMMITTEE & VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 with respect to Audit Committee is not applicable to the Company. During the year under review, your Company was not required to establish vigil mechanism. However, the Company has adequate safeguards against victimization of employees and directors.

25. WEB LINK OF ANNUAL RETURN:

The Company does not have a functioning web site.

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26. ACKNOWLEDGMENT

The Directors take this opportunity to express their gratitude for the support from the Company's Bankers, and various authorities and place on record the appreciation for the support of members and employees.

For and on behalf of the Board of Directors
Azad Prime Private Limited

Place: Hyderabad
Date: August 04, 2025

Rakesh Chopdar
Director
(DIN: 01795599)

Jyoti Chopdar
Director
(DIN: 03132157)



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