

NOTICE OF THE 02ND (SECOND) ANNUAL GENERAL MEETING

Notice is hereby given that the 02nd (Second) Annual General Meeting (“AGM”) of the Members of Sinhal Udyog Private Limited will be held through Video conferencing/ Other Audio-Visual Means (“VC/OAVM”) facility on Monday, September 30, 2024, at 04:30 P.M. (IST) at a shorter notice at the registered office of the Company at B-100, 2nd Floor Naraina Industrial Area, Phase 1, New Delhi-110028, to transact the following business:

ORDINARY BUSINESS:**Item No. 01:**

To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and the Statutory Auditors thereon; and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Annual Financial Statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and the Statutory Auditors thereon laid before this meeting, be and are hereby received, considered and adopted.”

SPECIAL BUSINESS:**Item No. 02:**

To consider and approve change in the name of the Company and consequent amendment in Name Clause of Memorandum of Association and Articles of Association of the Company and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 4, 13, 14 and any other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government and any other necessary approvals, consents, permissions and/or sanctions as may be required, if any, in this regard from any appropriate authority, the consent of the members/shareholders of the Company be and is accorded to change the name of the Company from “**Sinhal Udyog Private Limited**” (hereinafter referred to as “**Existing Name**”) to “**Kimbāl Private Limited**” (hereinafter referred to as “**New Name**”) as made available by Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs vide its name approval letter dated September 24, 2024 issued under section 4(5) of the Act.

RESOLVED FURTHER THAT in terms of Section 13 of the Act read with rule 29 of the Companies (Incorporation) Rules, 2014, the existing Clause No. I of the Memorandum of Association of the Company be and is hereby altered and substituted as under:

"I" The Name of the Company is "**Kimbāl Private Limited**".

RESOLVED FURTHER THAT in terms of Section 14 of the Act, the Articles of Association of the Company be altered and substituted with the name **Kimbāl Private Limited** wheresoever it appears as Sinhal Udyog Private Limited in the document.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to aforesaid alteration and execute such documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

Item No. 03:

To consider and approve appointment of Mr. Sunil Ishpuniani (DIN: 06656574) as Director of the Company and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to section 152 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Sunil Ishpuniani (DIN: 06656574) who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 03, 2024, and holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

Item No. 04:

To consider and approve appointment of Mr. Sanjeev Kumar (DIN: 10615589) as Director of the Company and in this regard and if deem fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to section 152 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Sanjeev Kumar (DIN: 10615589) who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 03, 2024, and holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

By order of the Board of Directors
For Sinhal Udyog Private Limited



Nikita Suneja
Company Secretary

M. No: A59588

Date: September 30, 2024

Place: Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business, is annexed hereto and forms part of this Notice.
2. The Meeting is being convened at a shorter notice, hence consent of members shall be obtained prior to the commencement of the meeting as per the prescribed requirement.
3. General instructions for accessing and participating in the Meeting through VC/OAVM:
 - (a) Pursuant to General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 03/2022 dated May 05, 2022; 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), the 2nd AGM of the Company is being conducted through VC/OAVM and does not require physical presence of the Members for the same.
 - (b) The meeting shall be deemed to be conducted at the Registered Office of the Company situated at B-100, 2nd Floor Naraina Industrial Area, Phase 1, New Delhi-110028. Further, the AGM is being held through VC/OAVM therefore, the route map, attendance slip, and proxy form are not attached to this Notice.
 - (c) Pursuant to the MCA Circulars, physical attendance of the Members for the meeting conducted through VC/OAVM has been dispensed with, therefore, the facility for appointment of proxies by the Members is not available for this AGM.
 - (d) The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 - (e) The meeting will be held through the Microsoft Teams software. The Members may join the AGM through a link appended to the e-mail sent for notice of the meeting, which shall be kept open for the Members 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the AGM.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing its representatives to attend and vote on its behalf at the meeting.
5. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 as required to be kept open for inspection during the meeting, shall be available in the electronic mode during the meeting and be displayed for the inspection of the members upon the request received, if any.
6. The queries, if any, on the Annual Report should be sent to the Company in the name of the Company Secretary of the Company at its Registered Office in such a way that the Company will receive the same before the Annual General Meeting.
7. *The Ministry of Corporate Affairs vide notification No. S.O. 1833 (E) dated May 07, 2018, has omitted the provision related to ratification of the auditor by the members of the company at the subsequent annual general meetings. In compliance with the above-mentioned notification, ratification of the auditor is not placed before the members at the ensuing Annual General Meeting.*
8. The details of Director seeking appointment, in terms of the Companies Act, 2013 including Secretarial Standard-2 are annexed hereto and forms part of this Notice.
9. Members are requested to:
 - a. Notify immediately any change in their address to the Company.
 - b. Quote their folio number/ depository identity number and client identity number in all correspondence with the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to special business mentioned in the accompanying notice and should be taken as forming part of the notice.

Item No. 02

The members/shareholders are apprised that the Board of Directors vide its resolution dated May 29, 2024, had approved for change in the name of the Company from "Sinhal Udyog Private Limited" to "Kimbāl Energy Tech Private Limited" to align the name of the Company with its brand and for intended better representation in the market and the Company had received name approval letter for the same from Central Registration Centre, Ministry of Corporate Affairs ("**CRC, MCA**"). However, post receiving approval from CRC, MCA, the Management of the Company proposed to change the name of the Company to '**Kimbāl Private Limited**' and accorded its approval in its meeting held on August 01, 2024.

The CRC, MCA vide its name approval letter dated September 24, 2024, has approved our proposed name "**Kimbāl Private Limited**".

Consequent to the change in name of the Company, the Company is required to amend its existing Memorandum of Association and Articles of Association, subject to the approval of the members/shareholders of the Company. Further, there is no change in the objects of the Company as the name establishes a direct connection with its brand and better representation in the market. Therefore, the Board of Directors of the Company seek your approval for proposed change of name.

Pursuant to provisions of Section 13 and 14 of Companies Act, 2013, amendment of Memorandum of Association and Articles of Association requires approval of Shareholders by way of Special Resolution.

Copy of the draft amended Memorandum of Association and Articles of Association of the Company shall be available for inspection to the members at the registered office of the Company during business hours on all working days (except Saturdays, Sundays and Holidays) up to the date of Annual General Meeting .

None of the Directors and the Key Managerial Personnel(s) and/or their relatives are, in anyway, concerned or interested in the above resolution.

The Board of Directors of the Company, therefore, commends passing of the resolution with or without modification(s), as set out in Item No. 2 of this Notice by way of a **Special Resolution**.

Item No. 03

The Board of Directors of the Company had appointed Mr. Sunil Ishpuniani (DIN: 06656574) as an Additional Director of the Company on May 03, 2024. As per Section 161 of the Companies Act, 2013 (hereinafter refer to as the Act), the tenure of the Additional Director is valid up to this Annual General Meeting. The Board of Directors have now recommended his appointment as a Director of the Company. Details of Mr. Sunil Ishpuniani (DIN: 06656574) as required to be provided pursuant to the Secretarial Standard on General Meetings ("**SS-2**") are provided herein below:

Sr. No.	Particulars	Mr. Sunil Ishpuniani
1.	DIN	06656574
2.	Date of birth	August 25, 1967
3.	Date of Joining on Board	May 03, 2024

CIN : U31909DL2022PTC406387
Contact No. : 8448668944

4.	Experience (Including expertise in specific functional Area)/Brief Resume	With 30+ years in India's energy sector, he is a name well-known and duly respected in the utility ecosystem nationwide. He has remodeled many MNCs and Industry giants like Genus Power and L&T towards profitability with a purpose.
5.	Terms and Conditions of Re-appointment / fixation of Remuneration	Appointed as Director on the Board of the Company. He shall be paid remuneration for an amount INR 1,50,00,000/- per annum.
6.	Remuneration last Drawn	Nil
7.	Remuneration proposed to be drawn	INR 1,50,00,000/- per annum
8.	Directorships in other Companies (excluding foreign, private and Section 8 Companies)	Not Applicable
9.	Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across all other public companies	Not Applicable
10.	Shareholding in the Company	Holding 32,258 equity shares
11.	Relationship with other Directors/KMPs	None
12.	No. of Board Meetings attended during the year 2023-24	Not Applicable

All documents referred to in the Notice of this Annual General Meeting and this Explanatory Statement will be available for inspection at the registered office of the Company during business hours on all working days (except Saturdays, Sundays and Holidays) up to the date of Annual General Meeting.

The Board of Directors of the Company, therefore, recommends passing of the resolution with or without modification, as set out in Item No. 03 of the Notice above by way of an **ordinary resolution**.

Except for Mr. Sunil Ishpuniani, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 4

The Board of Directors of the Company had appointed Mr. Sanjeev Kumar (DIN: 10615589) as an Additional Director of the Company on May 03, 2024. As per Section 161 of the Companies Act, 2013 (hereinafter referred to as the Act), the tenure of the Additional Director is valid up to this Annual General Meeting. The Board of Directors have now recommended his appointment as a Director of the Company. Details of Mr. Sanjeev Kumar (DIN: 10615589) as required to be provided pursuant to the Secretarial Standard on General Meetings ("SS-2") are provided herein below:

Sr. No.	Particulars	Mr. Sanjeev Kumar
1.	DIN	10615589
2.	Date of birth	October 02, 1989
3.	Date of Joining on Board	May 03, 2024
4.	Experience (Including expertise in specific functional Area)/Brief Resume	With 12+ years of experience in coding to build scalable and high-performing applications. He has single-handedly developed and maintained HES, MDM, and consumer mobile app from ground zero and critically contributed to establishing Kimbal as one of the trusted technology providers to

		the Indian energy distribution ecosystem.
5.	Terms and Conditions of Re-appointment / fixation of Remuneration	Appointed as Director on the Board of the Company. He shall be paid remuneration for an amount INR 1,00,00,000/- per annum.
6.	Remuneration last Drawn	Nil
7.	Remuneration proposed to be drawn	INR 1,00,00,000/- per annum.
8.	Directorships in other Companies (excluding foreign, private and Section 8 Companies)	Not Applicable
9.	Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across all other public companies	Not Applicable
10.	Shareholding in the Company	Holding 32,258 equity shares
11.	Relationship with other Directors/KMPs	None
12.	No. of Board Meetings attended during the year 2023-24	Not Applicable

All documents referred to in the Notice of this Annual General Meeting and this Explanatory Statement will be available for inspection at the registered office of the Company during business hours on all working days (except Saturdays, Sundays and Holidays) up to the date of Annual General Meeting.

The Board of Directors of the Company, therefore, recommends passing of the resolution with or without modification, as set out in Item No. 04 of the Notice above by way of an **ordinary resolution**.

Except for Mr. Sanjeev Kumar, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors
For **Sinhal Udyog Private Limited**


Nikita Suneja
Company Secretary
M. No: A59588



Date: September 30, 2024

Place: Delhi

THE PROCEDURE AND INSTRUCTIONS FOR JOINING THE VIDEO CONFERENCING

- A. Pursuant to the General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022, 09/2023, and 09/2024 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022, September 25, 2023, and September 19, 2024, respectively, issued by the Ministry of Corporate Affairs, the Company is pleased to provide to their member's facility to join the meeting through video conferencing via Microsoft Teams Application. The members may join the Meeting through Teams Application.
- B. The Microsoft Teams for Desktop and for Android Mobile can be downloaded by visiting below mentioned website:
<https://www.microsoft.com/en-in/microsoft-teams/download-app>
and download Microsoft Teams for Meetings.
- ii) The Microsoft Teams for Android Mobile can also be downloaded by visiting below mentioned website:
https://play.google.com/store/apps/details?id=com.microsoft.teams&hl=en_IN
- or you may also visit play store on your android mobile and search for Microsoft Teams.
- C. Install the Microsoft Teams application on your mobile/ Laptop/ Desktop.
- D. After installing the Microsoft Teams application Members need to click the below link to join the meeting

Join Microsoft Teams Meeting

Join the meeting now

Meeting ID: 433 157 592 445

Passcode: xoo39u

- E. Facility of joining the AGM through VC on Microsoft Teams Application shall open 15 minutes before the time scheduled for the AGM and will be available for Members till expiry of 30 minutes after the scheduled time.

Consent of the Members for holding an Annual General Meeting of the Members of the Company at a shorter notice

Date:

To,
The Board of Directors
Sinhāl Udyog Private Limited ("**the Company**")
B-100, 2nd Floor Naraina Industrial Area, Phase 1,
New Delhi-110028

Dear Sir,

I / We, Member of the Company, holding (.... %) Equity Shares of INR 10/- (Indian Rupees Ten only) each of the Company, do hereby give my consent, pursuant to Sec 101(1) of the Companies Act, 2013 to hold 02nd (Second) Annual General Meeting of the Company at a shorter notice on through Video-Conference/Other Audio-Visual Means on Monday, September 30, 2024, at 04:30 P.M. (IST) at B-100, 2nd Floor, Naraina Industrial Area, Phase 1, New Delhi-110028.

.....

Name:

Folio Number

BOARD REPORT

To,

The Members of **Sinhal Udyog Private Limited ("SUPL" or "Company")**

The Directors hereby present their 02nd (Second) Board Report on the business and operations of the Company together with the audited statement of accounts for the financial year ended March 31, 2024:

FINANCIAL SUMMARY AND HIGHLIGHTS

The financial highlights of the company for the year ended March 31, 2024, is presented below:

(Amount in INR Millions)

Details	Financial Year ended March 31, 2024	Period from November 01, 2022 to March 31, 2023
Revenue from AMI operations	2,411.26	143.59
Revenue from sale of components	1,155.51	30.59
Other Income	4.44	0.08
Less: Total Expenses	3,417.74	161.18
Profit/(Loss) before tax	153.47	13.08
Profit /(Loss) after tax	109.09	9.03

DIVIDEND

The Company has not declared dividends in order to accumulate profits and further expansion of business.

RESERVES

During the year, the Company has not transferred any amount to reserve except for the current year profits of INR 109.09 million.

STATE OF COMPANY'S AFFAIRS

The Company was incorporated on November 01, 2022 under the Companies Act, 2013 and on March 01, 2023, the Company took over the business of the partnership firm 'Sinhal Udyog' on going concern basis.

During the financial year under review, the turnover from Advance Metering Infrastructure (AMI) business is INR 2,411.26 million as against the total of INR 143.59 million for the previous period from November 01, 2022 to March 31, 2023.

The Net Profit for the year is INR 109.09 million as against INR 9.03 million in the previous period from November 01, 2022 to March 31, 2023.

CIN : U31909DL2022PTC406387
Contact No. : 8448668944

SUBSIDIARY/ JOINT VENTURE/ASSOCIATE COMPANIES

During the financial year under review, the Company did not have any Subsidiary/ Joint Venture/ Associate Company.

KEY EVENTS DURING THE YEAR

The Company has executed Share Subscription and Shareholders' Agreement dated February 20, 2024, amongst the Company, its promoters, other shareholders and the investors pursuant to which the Equity shares were allotted to the investors.

MATERIAL CHANGES AND COMMITMENTS

After the closure of financial year, Round 2 Share Subscription Agreement ("SSA") and Shareholders' Agreement ("SHA") was executed with the Company, its Promoters, Other Shareholders, Round 1 Investors and Round 2 Investors, pursuant to approval of Board of Directors of the Company on August 01, 2024.

The Company had allotted 1,13,290 (One Lakh Thirteen Thousand Two Hundred and Ninety) Equity Shares of INR 10/- each at an issue price of INR 8,249/- aggregating to INR 93,45,29,210/- (Indian Rupees Ninety Three Crores Forty Five Lakhs Twenty Nine Thousand Two Hundred and Ten only), at premium of INR 8,239/- per equity share on private placement basis to the Round 2 Investors as set out in the SSA and SHA.

CHANGE IN THE NATURE OF BUSINESS

During the financial year under review, there is no change in the nature of business of the Company.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors confirm that:

- (i) in the preparation of Annual Accounts for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to the material departures;
- (ii) Appropriate accounting policies have been selected and applied consistently and that the judgment and estimates 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 the year under review;
- (iii) Proper and sufficient care has been taken 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.

- (iv) The annual accounts for the year ended March 31, 2024, have been prepared on a going concern basis.
- (v) Proper systems have been devised to ensure compliance with the provisions of all applicable laws, and that such system was adequate and operating effectively.

DIRECTORS

During the financial year under review, there is no change in the Directorship of the Company. As on March 31, 2024, the Board of Directors comprises of the follows:

S. No	Name	Designation
1	Mr. Ayush Sinhal	Director
2	Mr. Anirudh Sinhal	Director
3	Ms. Shiwangi Sinhal	Director

As on the date of this report, the Board of Directors comprises of the follows:

S. No	Name	Designation
1	Mr. Ayush Sinhal	Director
2	Mr. Anirudh Sinhal	Director
3	Ms. Shiwangi Sinhal	Director
4	Mr. Sunil Ishpuniani	Additional Director
5	Mr. Sanjeev Kumar	Additional Director

Notes:

- Subsequent to the financial year, Mr. Sunil Ishpuniani (DIN: 06656574) and Mr. Sanjeev Kumar (DIN: 10615589) were appointed as additional director(s) w.e.f. May 03, 2024. The matter for their regularization will be taken up before members in the ensuing Annual General Meeting.
- Since Company is a private company, hence no Director is liable to retire by rotation and therefore no Director of the Company is required to retire by rotation in the ensuing Annual General Meeting of the Company.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Companies Act, 2013, and Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2020, every private company having paid-up share capital of INR 10 crores, or more is required to appoint a whole time Company Secretary ("CS"). Though the aforesaid provisions were not applicable to the Company but subsequent to the financial year, the Company had voluntarily appointed Ms. Nikita Suneja as Company Secretary with effect from May 03, 2024.

MEETINGS OF THE BOARD

During the financial year under review, 21 (Twenty One) Board Meetings were duly convened and held and in respect of such meetings the proceedings were properly recorded and signed including circular resolutions passed, in the minutes book maintained for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Secretarial Standard-1 ('SS-1') issued by the Institute of Company Secretaries of India. The dates of meeting are May 01, 2023, May 16, 2023, June 21, 2023, June 27, 2023, July 06, 2023, July 19, 2023, September 28, 2023, October 10, 2023, November 10, 2023, November 21, 2023, November 24, 2023, December 11, 2023, January 05, 2024, January 15, 2024, January 31, 2024, February 03, 2024, February 20, 2024, February 24, 2024, February 27, 2024, February 29, 2024, and March 12, 2024.

Table of Attendance:

S. No.	Name of Directors	Designation	No. of Board Meetings during FY 2023-24		
			Held	Entitled to Attend	Attended
1.	Mr. Ayush Sinhal	Director	21	21	21
2.	Mr. Anirudh Sinhal	Director	21	21	21
3.	Ms. Shiwangi Sinhal	Director	21	21	21

DECLARATION BY INDEPENDENT DIRECTORS

The Company, being a Private Company, is exempted under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint Independent Directors. There being no independent directors on the Board of the Company, it was not required to obtain any declaration of independence.

NOMINATION & REMUNERATION COMMITTEE

The provisions of Section 178(1) relating to the constitution of Nomination and Remuneration Committee are not applicable to the Company.

AUDITORS AND AUDITORS' REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s Anil K. Goyal & Associates, Chartered Accountants (Firm Registration No. 04558N) were appointed as the Statutory Auditors of the Company from the conclusion of 01st (First) Annual General Meeting (AGM) held on December 31, 2023, till the conclusion of 06th (Sixth) Annual General Meeting of the Company to be held in the year 2028.

Accordingly, M/s Anil K. Goyal & Associates will continue to be Statutory Auditors of the Company for the financial year ending March 31, 2025.

CIN : U31909DL2022PTC406387

Contact No. : 8448668944

The Statutory Auditors Report does not contain any qualification, or adverse remark hence does not require any clarification or explanation of the Board.

EXPLANATION ON EVERY QUALIFICATION BY AUDITOR IN THEIR REPORT

The auditor has not made any qualification in the auditor report, so no comments are required from your directors pursuant to Section 134(3)(f) of the Companies Act, 2013.

DETAILS OF FRAUD REPORTED BY AUDITOR UNDER SECTION 143 (12) OF COMPANIES ACT, 2013

During the year under review, no fraud has been reported by the auditor as specified under section 143 (12) of Companies Act, 2013.

COMPLIANCE OF SECRETARIAL STANDARDS

The Directors of the Company hereby disclose and confirm that the Company has duly complied with the Secretarial Standards (SS-1 and SS-2) with respect to Board and General meetings specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980 (56 of 1980), and approved as such by the Central Government.

AUDIT COMMITTEE

The Company was not required to constitute Audit Committee under Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

VIGIL MECHANISM/ WHISTLEBLOWER

The details of code of conduct containing the Whistleblower mechanism is available in the Book of Trust hosted on the website of the Company and can be accessed on the website of the Company at <https://kimbal.io/wp-content/uploads/2024/02/Our-Book-Of-Trust.Updated.pdf>

BOARD EVALUATION

Your Company does not fall under Section 134(3)(p) of the Companies Act, 2013 read with rule 8(4) of Companies (Accounts) Rules, 2014. Hence board evaluation is not applicable on your Company.

RISK MANAGEMENT POLICY

Risk can be viewed as a combination of the probability of an event occurring, the impact of its consequence and the current mitigation effectiveness. Events with a negative impact represent risks that can prevent value creation or erode existing value.

There is no formal risk management policy adopted by your Company. However, there is an adequate internal control system commensurate with the size of the Company and the nature of its business. The Company has Risk Treatment and mitigation plan in place.

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

During the financial year under review, your Company has not provided any loans, Guarantees and has not made Investments in any other Company in terms of section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013. Accordingly, disclosure has been made in Form AOC-2 annexed herewith as **"Annexure A"** forming a part of this report.

Further, there are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

ANNUAL RETURN

Pursuant to Section 92 of the Companies Act, 2013 the Annual Return of the Company for FY'2024 can be accessed on the website of the Company at <https://www.kimbal.io/company>

PARTICULARS OF EMPLOYEES

Pursuant to Section 197 of the Companies Act, 2013 and the Rules made thereunder, the particulars relating to the statement containing the remuneration of the employees including such other details as are required to be disclosed under the relevant Section, is being **excluded** from this Board Report for financial year 2023-24.

However, such particulars shall be made available to any Member on a specific request made in writing before the date of the ensuing Annual General Meeting. Any Member interested in obtaining a copy of such statement, may write to the Company Secretary at happytohelp@kimbal.io and the same shall be furnished upon such request.

DEPOSITS

The Company had not accepted any deposits from the public within the meaning of Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL

a) Authorized Capital:

During the financial year under review, there is no change in the Authorized Share Capital of your Company.

The Authorised Share Capital of the Company as on March 31, 2024, is INR 10,00,00,000/- (Indian Rupees Ten Crores only) as stated below:

Type of Shares	As on March 31, 2024			As on March 31, 2023		
	No. of Shares	Face Value	Total (in INR)	No. of Shares	Face Value	Total (in INR)
Equity	20,00,000	10/-	2,00,00,000/-	20,00,000	10/-	2,00,00,000/-
Preference Shares	80,00,000	10/-	8,00,00,000/-	80,00,000	10/-	8,00,00,000/-
Total	1,00,00,000		10,00,00,000/-	1,00,00,000		10,00,00,000/-

b) Issued, Subscribed & Paid – up Capital:

As on March 31, 2024, the Company has Paid-up share Capital of INR 9,21,35,240/- (Indian Rupees Nine Crore Twenty One Lakh Thirty Five Thousand Two Forty only) bifurcated as stated below:

Type of Shares	No. of Shares	Face Value	Total (in INR)
Equity	12,13,524	10/-	1,21,35,240/-
Preference Shares	80,00,000	10/-	8,00,00,000/-
Total	92,13,524		9,21,35,240/-

During the financial year under review, the paid-up share capital of the Company was increased in the following manner:

- Allotment of 75,269 (Seventy Five Thousand Two Hundred and Sixty Nine) Equity Shares of Face Value of INR 10/- each (Indian Rupees Ten Only) at an issue price of INR 29/- per share on private placement basis vide approval of Board of Directors dated January 31, 2024.
- Allotment of 34,202 (Thirty Four Thousand Two Hundred and Two) Equity Shares of Face Value of INR 10/- each (Indian Rupees Ten Only) at an issue price of INR 3255/- per share on private placement basis vide approval of Board of Directors dated February 24, 2024.

- c. Allotment of 88,023 (Eighty Eight Thousand and Twenty Three) Equity Shares of Face Value of INR 10/- each (Indian Rupees Ten Only) at an issue price of INR 3255/- per share on private placement basis vide approval of Board of Directors dated February 27, 2024.
- d. Allotment of 16,030 (Sixteen Thousand and Thirty) Equity Shares of Face Value of INR 10/- each (Indian Rupees Ten Only) at an issue price of INR 3255/- per share on private placement basis vide approval of Board of Directors dated February 29, 2024.

Also, during the financial year under review, the terms of 12% redeemable preference shares were varied pursuant to the Share Subscription and Shareholders' Agreement dated February 20, 2024, and vide approval of the preference shareholders dated February 20, 2024.

Subsequent to the financial year, the Company had allotted the equity shares in the following manner:

- a. Allotment of 58,856 (Fifty Eight Thousand Eight Hundred and Fifty Six) Equity Shares of Face Value of INR 10/- each (Indian Rupees Ten Only) at an issue price of INR 8,249/- per share on private placement basis vide approval of Board of Directors dated August 08, 2024.
- b. Allotment of 54,434 (Fifty Four Thousand Four Hundred and Thirty Four) Equity Shares of Face Value of INR 10/- each (Indian Rupees Ten Only) at an issue price of INR 8,249/- per share on private placement basis vide approval of Board of Directors dated August 22, 2024.

As on the date of this report, the Company has Paid-up share Capital of INR 9,32,68,140/- (Indian Rupees Nine Crore Thirty Two Lakh Sixty Eight Thousand One Hundred Forty only) bifurcated as stated below:

Type of Shares	No. of Shares	Face Value	Total (In INR)
Equity	13,26,814	10/-	1,32,68,140/-
Preference Shares	80,00,000	10/-	8,00,00,000/-
Total	93,26,814		9,32,68,140/-

c) Sweat Equity Shares

The Company has not issued any kind of sweat equity shares during the financial year under review.

d) Employees Stock Option Plan

The Company has not issued any kind of security(s) under Employee Stock Option Plan during the financial year under review.

e) Issue of Equity Shares with Differential Rights

The Company has not issued any Equity Shares with Differential Rights during the financial year under review.

DEBENTURES

During the financial year under review, the Company allotted 3,000 14.50% Fully Paid, Senior, Secured, Unlisted, Taxable, Redeemable, Non-Convertible Debentures (“NCDs”) of face value of INR 1,00,000/- each to Vivriti Emerging Corporate Bond, on March 12, 2024, on private placement basis.

Subsequent to the year, the Company allotted 2,000 Fully Paid, Senior, Secured, Unlisted, Taxable, Redeemable, NCDs of face value of INR 1,00,000/- each to Vivriti Emerging Corporate Bond, on April 02, 2024, on private placement basis.

As of date of this report, the total NCDs stand at INR 500 Million.

WEBSITE

The Company maintains a functional website and the same can be accessed at <https://kimbal.io/>

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**Conservation of Energy**

Steps taken for conservation of energy.

During the course of time, following measures have been adopted to conserve and utilize the energy in the most efficient manner:

- a) **Electricity:** The company uses energy efficient appliances in all the facilities including the factories and corporate offices. Through out the manufacturing process, energy consumption is monitored, and the anomalies are taken action on.
- b) **Smart Meters:** One of the major products, is a way forward for energy efficiency and decarbonization. It promotes energy efficiency at our client’s sites as well.

Conservation of Water

Steps taken for Water Conservation:

- a) The Kimbal Mega Plant in Greater Noida has in-house STP plant. The treated water is further reused in the facility for gardening.
- b) The company ensures to reduce its domestic water consumption as the process is not water based, to conserve and reduce the dependency on Ground Water.

Technological Adaptation

Advancements in Energy-Efficient Technologies:

Renewable Energy Sources: The company plans to have onsite solar panels in the Kimbal Mega Plant in Greater Noida. This will decrease our facility's dependency on grid supplied electricity from the State and will contribute toward the decarbonization goal.

Smart Grids: The company is working to promote smart grids which integrates modern technology and communication systems to improve the efficiency, reliability, and sustainability of electricity distribution. Using the Smart meters (which is one of our products)- the aim is to provide real time information about electricity usage and quicker response to any issue, if exists.

Energy-Efficient Appliances: The factories and offices use advanced appliances that consume lesser energy (e.g., LED bulbs, Energy Star-rated appliances).

Innovative Conservation Methods:

We aim to go for sensor-based lighting system in our facilities.

Building Design: The Kimbal Mega Plant in Greater Noida is a work in process to be a green building which will promote energy conservation (e.g., insulation, energy-efficient windows, passive solar design) & water conservation.

Transportation: The company also has the plan to promote employee commute mostly through EVs wherever possible.

Foreign Exchange Earning and Outgo:

Foreign Exchange Earnings: Nil

Foreign Exchange Outgo: INR 10,17,83,886.39/-

CORPORATE SOCIAL RESPONSIBILITY

During the financial year under review, the Company does not fall within the purview of Section 135(1) of the Companies Act, 2013. Hence, the Company is not required to constitute a Corporate Social Responsibility Committee and formulate a policy on Corporate Social Responsibility.

However, the provisions of the Section 135(1) of the Companies Act, 2013 shall be applicable to the Company in the current financial year as the net profit of the Company in the F.Y 2023-24 exceeded the limits as prescribed under Section 135(1) of the Companies Act, 2013.

The Company is in the process of finalizing the activities to be undertaken for CSR and shall accordingly act thereon.

INTERNAL FINANCIAL CONTROL SYSTEM

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company follows a comprehensive Internal Control system for all the major processes to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with the policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources. The formalized system of control facilitates effective compliance as per relevant provisions of the Companies Act, 2013 and other applicable Law(s).

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

The Company is committed to provide a safe and conducive work environment for every individual working in the Company.

Your Company follow a robust anti-sexual policy framed on 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace' in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH") and Rules made thereunder. Internal Complaints Committee has been set-up by the Company to redress complaints received regarding sexual harassment at various workplaces in accordance with POSH. The Committee constituted in compliance with POSH ensures a free and fair enquiry process with clear timelines for resolution.

During the year under review, the Company did not receive any complaints of harassment.

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

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations, during the year under review.

BORROWINGS FROM DIRECTORS

In pursuance to the proviso of Rule 2(1)(c)(viii) of The Companies (Acceptance of Deposits) Rules, 2014, this is to disclose that during the period under review, the Company has not accepted any amount from directors or their relatives.

CIN : U31909DL2022PTC406387
Contact No. : 8448668944

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

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016(31 of 2016) during the 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

There are no such events that occurred during the period from April 01, 2023, to March 31, 2024, thus no valuation is carried out for the one-time settlement with the banks or financial institutions.

DISCLOSURE ABOUT COST AUDIT

As per the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the cost audit is not applicable on the Company for the year under review.

ACKNOWLEDGMENT

The Board wishes to record its appreciation of all the efforts put in by the shareholders, staff, business clients, bankers and associates of the Company, who have been responsible and supportive of the Company.

The Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment, which is vital in achieving the overall growth of the Company.



For and on behalf of the Board of Directors of
Sinhāl Udyog Private Limited



Ayush Sinhal
Director

DIN: 06846758

Address: H. No. 4, Road-24, West
Punjabi Bagh Extension, New
Delhi-110026



Sanjeev Kumar
Director

DIN: 10615589

Address: T-5/12A 12th Floor Tower 5,
Bellevue Central Park-II, Sector 48,
Gurgaon-122018

Date: September 23, 2024
Place: Delhi

Date: September 23, 2024
Place: Delhi

Contact No. : 8448668944

FORM NO. AOC -2**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

S. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	NIL
b.	Nature of contracts/arrangements/transaction	NIL
c.	Duration of the contracts/arrangements/transaction	NIL
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e.	Justification for entering into such contracts or arrangements or transactions'	NIL
f.	Date of approval by the Board	NIL
g.	Amount paid as advances, if any	NIL
h.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

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2. Details of contracts or arrangements or transactions at Arm's length basis.

S. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	Ganesh Sinhal Relative of Director
b.	Nature of contracts/arrangements/transaction	Salary
c.	Duration of the contracts/arrangements/transaction	Continuous
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Pursuant to the offer letter dated April 10, 2023
e.	Date of approval by the Board	01.05.2023
f.	Amount paid as advances, if any	NA

For and on behalf of the Board of Directors of
Sinhali Udyog Private Limited




Ayush Sinhal

Director

DIN: 06846758

**Address: H. No. 4, Road-24, West
Punjabi Bagh Extension, New
Delhi-110026**




Sanjeev Kumar

Director

DIN: 10615589

**Address: T-5/12A 12th Floor Tower 5,
Bellevue Central Park-II, Sector 48,
Gurgaon-122018**

Date: September 23, 2024

Place: Delhi

Date: September 23, 2024

Place: Delhi

INDEPENDENT AUDITORS' REPORT

To the Members of
SINHAL UDYOG PRIVATE LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Sinhal Udyog Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, the statement of Cash Flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (together referred to as "the financial statements").

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 Companies Act, 2013, as amended ("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 31st March, 2024, and its profit for the period ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to the following matters in the Notes to the standalone financial statements:

- a) Refer Note 26.1 of the Notes to Accounts regarding takeover of business of Sinhal Udyog (Partnership firm) under a business takeover agreement dated 6th March, 2023.
- b) Refer Note 26.6 of the Notes to Accounts regarding the sale of components which details the Company's sale of part components to vendors and the subsequent purchase of value-added products from these vendors for further assembly into the final products. These transactions have been recorded as sales and purchases, as opposed to being classified as job work. The resultant revenue from these sales and



the associated cost of purchases have been recognized under "Revenue from Operations" and "Cost of Materials Consumed," respectively, in the accompanying financial statements

However, our opinion is not qualified in respect of these matters.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibility of the Management and Those Charged with Governance for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation 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. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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.

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



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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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



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

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

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

Report on other Legal and Regulatory Requirements

1. As required by the companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows 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 the Companies (Accounting Standards) Rules, 2021.
 - e) The matter prescribed in Emphasis of Matter Paragraph above, in our opinion, does not have an adverse effect on the functioning of the company.
 - f) On the basis of the written representations received from the director as on 31st March, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.



- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- h) The company is a private limited company and accordingly the requirements as stipulated by the provisions of section 197(16) of the Act and not applicable to the company.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The company did not have any pending litigations which have an impact on 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.
 - (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) (a) The Company has not proposed any dividend in the previous year.

(b) The company has not declared and paid any interim dividend during the year and until the date of this report.

(c) The Board of Directors of the company has not proposed any final dividend for the year.

(vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software:

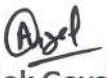
Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March, 2024.

For Anil K. Goyal & Associates

Chartered Accountants

FRN: 004558N


Alok Goyal
(Partner)
M. No.501529
UDIN: 24501529BKAVGW3766



Place: New Delhi

Date: 23-09-2024

**Annexure- 1 to the Independent Auditor's Report
(Referred to in paragraph 1 of the 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

In terms of the information and explanations sought by us and given by the Company and the books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- a. (A) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of Intangible Assets.
 - b. The Property, Plant and Equipment were physically verified by the Management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable intervals. According to the information and explanations given to us, 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 company does not hold any immovable property in its name.
 - d. The Company has not revalued any of its Property, Plant and Equipment and Intangible assets during the year.
 - e. No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) a. In respect of Inventories:
- 1) Management has conducted the physical verification of inventory at reasonable intervals and in our opinion, the coverage and procedure of such verification by the management is appropriate.
 - 2) The discrepancies noticed on physical verification of the inventories as compared to books records which has been properly dealt with in the books of account were less than 10% and were not material.



- b. According to the information and explanations given to us, the company has been sanctioned working capital limits in excess of INR 5 Crores, in aggregate at any point of time during the year, from banks against first exclusive charge on all present and future inventory and debtors of the company, Debt Mutual Fund & FDR's of Rs. 30.10 Crores in the name of the company kept as security with Citibank, Axis Bank, Standard Chartered Bank and Personal Guarantee of the all the promoters. (Refer Note 6).

In our opinion and according to the information and explanations given to us, and as disclosed in Note 26.15.7 of the Notes to accounts, the monthly statement filed by the company with such bank is generally in agreement with the books of accounts of the company.

- (iii) The company has not made any investment, provided any guarantee or security or granted any loans or advances; secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the year. Hence, reporting under clause 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the company has not given any Loans, Investments, guarantees and securities, pursuant to provisions of Section 185 and Section 186 of the Companies Act. Hence, reporting under clause 3(iv) of the Order is not applicable.
- (v) The Company has not accepted deposits or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 in respect of activities of the company. Hence, reporting under clause 3(vi) of the Order is not applicable.
- (vii) In respect of statutory dues:
- a. In our opinion and according to the information and explanations given to us, the company is regular in depositing undisputed statutory dues including Provident Fund, employees' state insurance, income tax, goods & service tax, sales tax, custom duty, excise duty, service tax and cess, and other statutory dues, if any, with appropriate authorities. There are no arrears of outstanding statutory dues as at 31st March, 2024 for a period of more than six months from the date they became payable.
- b. In our opinion and according to the information and explanations given to us, there are no dues of income tax or Goods & Service Tax or sales tax or service tax or duty of customs or duty of excise or value added tax, pending to be deposited on account of any dispute.



- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) Credit facility, in the form of Working Capital Limit, was applied for the purpose for which the facility was obtained.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and associates.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, reporting under clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has issued the equity shares through private placement during the year. Total number of share was issued 213,524 out of which 75269 shares was issued at Rs.29/- per share (face value Rs.10 plus Premium Rs.19) and 1,38,255 shares was issued at Rs.3265 per shares (face value Rs.10 plus Premium Rs.3255) (Refer Note 2 (i)).
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) No complaint has been received from any whistleblower by the company during the year (and upto the date of this report). Hence, reporting under Clause 3(xi)(c) of the Order is not applicable.



- (xii) The Company is not a Nidhi Company and hence reporting under Clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) The Central Government has not prescribed to appoint internal auditor under section 138 of the Act, for any of the services rendered by the Company;
- (b) Since Internal Audit is not applicable to the company, hence, reporting under clause 3(xiv)(b) of the Order is not applicable.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.



- (xx) The company does not meet the requirements of Section 135 of the Act and therefore, CSR is not applicable to the company, hence reporting under Clauses 3(xx)(a)(b) of the Order are not applicable.

For Anil K. Goyal & Associates

Chartered Accountants

FRN 04558N



Alok Goyal

(Partner)

M. No. 501529

UDIN: 24501529BKA VGW3766



Place: New Delhi

Date: 23-09-2024

**Annexure – 2 to the Independent Auditor’s Report
(Referred to in paragraph 2(g) of the ‘Report on Other Legal and Regulatory Requirements’ section 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 **Sinhal Udyog Private Limited** ("the Company") as of 31st March, 2024 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 (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

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



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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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



Opinion

In our opinion, 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 with reference to the financial statements and such internal financial controls over financial reporting with reference to the financial statements were operating effectively as at 31st March 2024, based on the criteria for internal financial controls over financial reporting with reference to the financial statements established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Anil K. Goyal & Associates

Chartered Accountants

FRN: 004558N


Alok Goyal
(Partner)
M. No.501529
UDIN: 24501529BKAVGW3766



Place: New Delhi

Date: 23-09-2024

SINHAL UDYOG PRIVATE LIMITED

B-100, 2nd Floor Naraina Industrial Area, Phase 1, New Delhi-110028

Balance Sheet as at 31st March, 2024

CIN : U31909DL2022PTC406387

Particulars	Note No.	As At 31st March, 2024	As At 31st March, 2023
		Amount (in Mn)	Amount (in Mn)
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	92.14	90.00
Reserves and Surplus	3	554.33	9.03
Non-Current liabilities			
Long Term Borrowings	4	332.18	120.40
Long Term Provisions	5	30.11	8.18
Current liabilities			
Short Term Borrowings	6	729.30	66.38
Trade Payables	7	1,100.04	375.46
Other Current Liabilities	8	187.23	54.80
Short-Term Provisions	9	67.15	48.09
TOTAL		3,092.47	772.34
ASSETS			
Non-Current assets			
Property Plant and Equipments and Intangible Assets	10		
-Tangible Assets		117.50	52.80
-Intangible Assets		0.27	0.37
Capital WIP		127.40	-
Non - Current Investments	11	90.50	38.00
Long Term Loans and Advances	12	33.22	0.63
Deferred Tax Assets (Net)	13	23.25	1.87
Current assets			
Inventories	14	1,023.31	330.35
Trade Receivables	15	1,141.35	269.82
Cash and Cash Equivalents	16	367.84	12.49
Short Term Loans and Advances	17	19.04	10.79
Other Current Assets	18	148.78	55.22
TOTAL		3,092.47	772.34
Significant Accounting Policies	1		
Notes to Accounts	26		

For Anil K Goyal & Associates

Chartered Accountants

FRN: 004558N

Alok Goyal
Partner

M.No.: 501529

UDIN:

Date: 23.09.2024

Place: New Delhi

For & on behalf of Board of Directors of

SINHAL UDYOG PRIVATE LIMITED

Nikita Suneja
Company Secretary

M. No. A59588

Ayush Sinhal
Director

DIN : 06846758

Sanjeev Kumar
Director

DIN : 10615589

SINHAL UDYOG PRIVATE LIMITED
B-100, 2nd Floor Naraina Industrial Area, Phase 1, New Delhi-110028
Statement of Profit and Loss for the year ended on 31st March, 2024
CIN : U31909DL2022PTC406387

Particulars	Note No.	For the year ended 31.03.2024	For the period 01.11.2022 to 31.03.2023
		Amount (in Mn)	Amount (in Mn)
Income:			
Revenue from Operations	19	3,566.77	174.18
Other Income	20	4.44	0.08
Total		3,571.21	174.25
Expenses:			
Cost of Material Consumed	21	2,770.75	188.12
Change in Inventories of finished goods and work - in progress	22	(205.59)	(70.04)
Employee Benefits Expenses	23	356.55	12.34
Finance Cost	24	51.21	1.45
Depreciation and Amortization Expense	10	20.99	1.12
Other Expenses	25	423.84	28.18
Total		3,417.74	161.18
Profit / (Loss) for the period before tax		153.47	13.08
Profit Before Tax		153.47	13.08
Less: Tax Expense			
Current Tax for Previous Year		0.25	-
Current Tax		65.52	5.91
Deferred Tax		(21.38)	(1.87)
Profit / (Loss) for the period after tax		109.09	9.03
Profit Transferred to Reserve and Surplus		109.09	9.03
Earnings per Equity Share:			
Basic		106.37	54.57
Diluted		106.37	54.57
Significant Accounting Policies	1		
Notes to Accounts	26		

For Anil K Goyal & Associates

Chartered Accountants

FRN: 004558N


Alok Goyal
 Partner
 M.No.: 501529
 UDIN:



For & on behalf of Board of Directors of

SINHAL UDYOG PRIVATE LIMITED


Nikita Suneja
 Company Secretary
 M. No. A59588




Ayush Sinhal
 Director
 DIN : 06846758


Sanjeev Kumar
 Director
 DIN : 10615589



Date: 23.09.2024
 Place: New Delhi

SINHAL UDYOG PRIVATE LIMITED

B-100, 2nd Floor Naraina Industrial Area, Phase 1, New Delhi-110028

Statement of Cashflows for the year ended on 31st March, 2024

CIN : U31909DL2022PTC406387

	Particulars	For the year ended 31st March, 2024	For the period 01.11.2022 to 31.03.2023
		Amount (in Mn)	Amount (in Mn)
A.	Cash Flow From Operating Activities		
	Net profit/(Loss) before tax	153.47	13.08
	Adjustments for		
	- Interest Income on FDR	(4.44)	-
	- Interest Expenses	51.21	0.80
	- Depreciation	20.99	1.12
	- Loss on Disposal of PPE	0.01	-
	Operating profit before working capital changes	221.24	15.00
	<u>Changes in Working Capital</u>		
	Trade payables	724.57	(16.17)
	Other current liabilities	132.43	30.44
	Long Term Provisions	21.93	8.18
	Short Term Provisions	19.06	5.99
	Inventories	(692.97)	(10.05)
	Trade receivables	(871.53)	(36.27)
	Short Term Loans and Advances	(8.25)	8.27
	Other Current Assets	(93.57)	(3.72)
	Cash generated from / (used in) operations	(547.09)	1.65
	Net Income tax paid for the period	-65.77	5.91
	Net cash flow from / (used in) operating activities(A)	(612.86)	(4.26)
B.	Cash Flow From Investing Activities :		
	Purchase of PPE	(85.58)	(18.89)
	Capital WIP	(127.40)	-
	Investments	(52.50)	(38.00)
	Long Term Loans and Advances	(32.59)	(0.63)
	Interest Income during the year	4.44	-
	Net cash flow from / (used in) investing activities (B)	(293.63)	(57.52)
C.	Cash Flow From Financing Activities :		
	Share Capital issued during the year	2.14	0.10
	Security Premium received (Net of Share Issue Expenses)	436.21	-
	Loan availed (net) during the year	874.70	61.66
	Finance Cost	(51.21)	(0.80)
	Net cash flow from / (used in) financing activities(C)	1,261.84	60.96
	Net (decrease) /increase in cash and cash equivalents (A+B+C)	355.35	(0.82)
	Cash and cash equivalents at the date of acquisition	-	13.31
	Cash and cash equivalents at the beginning of the year	12.49	-
	Cash and cash equivalents at the end of the year	367.84	12.49


Notes :-

- 1.The Cash flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard 3 on "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.
2. Components of Cash and Cash equivalents for the purpose of cash flow comprise cash in hand and balances in current and deposits with bank account.

For Anil K Goyal & Associates

Chartered Accountants

FRN: 004558N


Alok Goyal
Partner

M.No.: 501529

UDIN:

Date: 23.09.2024

Place: New Delhi



For & on behalf of Board of Directors of

SINHAL UDYOG PRIVATE LIMITED



Nikita Suneja
Company Secretary
M. No. A59588



Ayush Sinhal
Director
DIN : 06846758



Sanjeev Kumar
Director
DIN : 10615589


SINHAL UDYOG PRIVATE LIMITED

Notes forming part of the Financial Statements as at March 31, 2024

Note 1 Significant accounting policies

1.1 Background

Sinhal Udyog Private Limited is a company incorporated under Companies Act, 2013 on 1st of November 2022. The business of the Company is into Meters, Measuring Apparatus i.e. Smart Electricity Meters, Remote reading apparatus connected with Energy Meters, Devices to indicate energy consumption, Power Analyzers, Communication Solutions, Radio Frequency Mesh Communication, Apparatus for Transmission of Data, Artificial Intelligence based Computer Applications and consultancy related to advance metering infrastructure.

1.2 Basis of preparation of Financial Statements

The financial statements have been prepared and presented under the historical convention on a going concern basis, on the accrual basis of accounting and comply with the Accounting Standards specified under section 133 of the Companies Act 2013, read with the Companies (Accounting Standards) Rules, 2021, pronouncements of the Institute of Chartered Accountants of India and other accounting principles generally accepted in India, to the extent applicable.

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

1.3 Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the year. Differences between actual results and estimates are recognized in the year in which the results are known or materialized. Examples of such estimates are estimated useful life of assets etc. Any revision to accounting estimates is recognized in current and future periods.

1.4 Current-non-current classification

All assets and liabilities are classified in to current and non-current

Assets:

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Operating Cycle:

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.



1.5 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the respective company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized. Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on Ex-Factory of the Goods. That Company collects Goods and service tax wherever applicable, on behalf of the government and, therefore these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

Interest income is recognised as per the certificate obtained from the bank with due verification with regard to the rate of Interest applicable.

1.6 Investments

Investments are classified as Non-Current investments and current investments.

The carrying amount for current investments is the lower of cost and fair value. For current investments, any reduction to fair value and any reversals of such reductions are included in the profit and loss statement.

Long-term investments are usually carried at cost. However, when there is a decline, other than temporary, in the value of a long-term investment, the carrying amount is reduced to recognize the decline. Indicators of the value of an investment are obtained by reference to its market value, the investee's assets and results and the expected cash flows from the investment. The type and extent of the investor's stake in the investee are also taken into account. Restrictions on distributions by the investee or on disposal by the investor may affect the value attributed to the investment. Where there is a decline, other than temporary, in the carrying amounts of long-term investments, the resultant reduction in the carrying amount is charged to the profit and loss statement. The reduction in carrying amount is reversed when there is a rise in the value of the investment, or if the reasons for the reduction no longer exist.

1.7 Property, Plant and Equipment and Depreciation

Property, Plant and Equipment ("PPE") are recorded at cost of acquisition and they are stated at historical cost, less accumulated depreciation. The cost of PPE comprises of purchase price including freight, duties, taxes and other incidental expenses related to acquisition/installation and any other cost attributable to bringing the asset to present working location/condition and intended use.

Depreciation on Property, Plant and Equipment is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for use.

1.8 Inventories

Inventories of Raw Materials are carried at the lower of cost (computed on Weighted Average basis) or net realisable value. Cost includes the cost of purchase including duties and taxes (other than those refundable). Work In Progress is carried at standard cost based on the % age of completion basis including direct expenses attributable to the same. Inventory of Finished Goods / traded goods is carried at the lower of cost (computed on Weighted Average basis) or net realisable value.

1.9 Impairment

The carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment. If any indication exists, the asset's recoverable amount is estimated. Assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount and is recognised in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.



1.10 Foreign currency transactions

- I. Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.
- II. The Foreign currency assets and for liabilities of monetary items are Translated using the exchange rate prevailing on the Reporting date.
- III. The exchange difference on transaction of Foreign Currency Transactions on the reporting date are recognized as income or expenses and adjusted to the statement of Profit and loss. Foreign exchange difference arising on reporting of long-term foreign currency monetary items in so far as they relate to the acquisition of depreciable capital assets are added to/or deducted from cost of the property, plant and equipment.

1.11 Operating leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are classified as operating leases. Lease rents under operating leases are recognized in the Statement of Profit and Loss on a straight line basis over the non-cancellable period of the lease agreement.

1.12 Employee benefits

Short- term employee benefits:

Any employee benefits payable / available within twelve months of rendering the service are classified as short-term employee benefits. These benefits include salaries, bonus, allowances and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Retirement Benefits:

(a) Defined Contribution Plan - Provident Fund

Eligible employees of the Company receive benefits from a provident fund, which is a defined contribution plan. Both the eligible employee and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. Amounts collected under the provident fund plan are deposited in a government administered provident fund. The Companies have no further obligations under the provident fund plan beyond its monthly contributions.

(b) Defined Contribution Plan - Employee State Insurance

Eligible employees of the Company receive benefits from ESIC, which is a defined contribution plan. Both the eligible employee and the Company make monthly contributions in the ESIC equal to a specified percentage of the covered employee's salary. Amounts collected under the ESIC are deposited to the government. The Companies have no further obligations under the ESIC beyond its monthly contributions.

(c) Defined Benefit Plan - Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees of the Company. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date.

(d) Defined Benefit Plan - Leave Encashment

The company is having leaves policy which allow 15 days leaves every year and the same may be accumulate maximum upto 45 days leaves during the tenure of the employment. Liabilities with regard to the Leave encashment are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date.



1.13 Grants

The method of accounting for any grant is always based on the nature of grant received. The grants are recognized only where a certainty exists for the fulfilment of conditions and ultimate collection of such grants.

However the company has not received any grant during the year.

1.14 Borrowing Cost

Interest and other borrowing costs on specific borrowings attributable to qualifying assets are capitalized. Other interest and borrowing costs are charged to revenue.

1.15 Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. However where there is unabsorbed depreciation and brought forward losses under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and are written down or written-up to reflect the amount that is reasonably / virtual certain (as the case may be) to be realized. Current tax and deferred tax assets and liabilities are offset to the extent to which the company has a legally enforceable right to set off and they relate to taxes on income levied by the same governing taxation laws.

1.16 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value, which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus share issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

1.17 Provisions and contingent liabilities

A provision is recognized in the financial statements where there exists a present obligation as a result of a past event, the amount of which can be reliably estimated, and it is probable that an outflow of resources will be necessary to settle the obligation. Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company and / or is a present obligation that arises from past events but is not recognized because either it is not probable that an outflow of resources embodying economic benefits will be necessary to settle the obligation or the amount of the obligation cannot be reliably estimated.

1.18 Cash Flow Statement and Cash and cash equivalents

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income and expense associates with investing or financing cash flows.

Cash and cash equivalents comprise cash balances on hand, balances with banks in current and deposit accounts with necessary disclosure of cash and cash equivalent balances that are not available for use by the Company.



SINHAL UDYOG PRIVATE LIMITED

Notes forming part of Financial Statements

Note 2 : Share Capital

Particulars	As At 31st March, 2024		As At 31st March, 2023	
	Number	Amount (in Mn)	Number	Amount (in Mn)
Equity Share Capital				
Authorised Capital				
Equity shares of Rs.10/- each with voting rights	2,000,000	20.00	2,000,000	20.00
	2,000,000	20.00	2,000,000	20.00
Issued, Subscribed and fully paid up share capital				
Equity shares of Rs.10/- each with voting rights	1,213,524	12.14	1,000,000	10.00
Total	1,213,524	12.14	1,000,000	10.00
Preference Share Capital				
Authorised Capital				
12% Redeemable Cumulative Preference shares of Rs.10/- each (3 years lock in period)	8,000,000	80.00	8,000,000	80.00
	8,000,000	80.00	8,000,000	80.00
Issued, Subscribed and fully paid up share capital				
Redeemable Preference shares of Rs.10/- each	8,000,000	80.00	8,000,000	80.00
Total	8,000,000	80.00	8,000,000	80.00

Refer Notes i to vi below

(i) The Reconciliation of the number of Equity shares:

Particulars	As At 31st March, 2024		As At 31st March, 2023	
	No. of shares held	Amount (in Mn)	No. of shares held	Amount (in Mn)
Balance as at the beginning of the year	1,000,000	10.00	-	-
Add : Equity Shares Issued during the year	213,524	2.14	1,000,000	10.00
Balance as at the end of the year	1,213,524	12.14	1,000,000	10.00

Note: The Company has issued the equity shares through private placement during the year. Total number of share was issued 213,524 out of which 75269 shares was issued at Rs.29/- per share (face value Rs.10 plus Premium Rs.19) on a valuation dated 30.09.2023 and 1,38,255 shares was issued at Rs.3255 per shares (face value Rs.10 plus Premium Rs.3245) on a valuation dated 31.01.2024. Total face value and premium received against such issues is Rs.2.14Mn and Rs.436.21Mn (net of expense)

(ii) The Reconciliation of the number of Preference shares:

Particulars	As At 31st March, 2024		As At 31st March, 2023	
	No. of shares held	Amount (in Mn)	No. of shares held	Amount (in Mn)
Balance as at the beginning of the year	8,000,000	80.00	-	-
Add : Preference Shares Issued during the year	-	-	8,000,000	80.00
Balance as at the end of the year	8,000,000	80.00	8,000,000	80.00

(iii) Shareholding of Promoters:

Equity Shares held by promoters at the end of the year				As at 31st March 2024
Sl. No.	Promoters name	No. of shares (Equity)	% of Total Shares	% Change during the year
1	Ayush Sinhal	240,000	19.78%	-4.22%
2	Anirudh Sinhal	240,000	19.78%	-4.22%
3	Shiwangi Sinhal	520,000	42.85%	-9.15%

Preference Shares held by promoters at the end of the year				As at 31st March 2024
Sl. No.	Promoters name	No. of shares (Preference)	% of Total Shares	% Change during the year
1	Ayush Sinhal	1,920,000	24.00%	0.00%
2	Anirudh Sinhal	1,920,000	24.00%	0.00%
3	Shiwangi Sinhal	4,160,000	52.00%	0.00%



Equity Shares held by promoters at the end of the year				As at 31st March 2023
Sl. No.	Promoters name	No. of shares (Equity)	% of Total Shares	% Change during the year
1	Ayush Sinhal	240,000	24.00%	100.00%
2	Anirudh Sinhal	240,000	24.00%	100.00%
3	Shiwangi Sinhal	520,000	52.00%	100.00%

Preference Shares held by promoters at the end of the year				As at 31st March 2023
Sl. No.	Promoters name	No. of shares (Preference)	% of Total Shares	% Change during the year
1	Ayush Sinhal	1,920,000	24.00%	100.00%
2	Anirudh Sinhal	1,920,000	24.00%	100.00%
3	Shiwangi Sinhal	4,160,000	52.00%	100.00%

(iv) Terms / Rights attached to equity shares :

Equity Shares: The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. Dividend if declared, will be paid in Indian rupees. The dividend if proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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. The distribution will be in proportion to the number of equity shares held by the shareholders.

(v) The details of shareholders holding more than 5% shares of the aggregate shares in the company

Name of Shareholders	As At 31st March, 2024		As At 31st March, 2023	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Equity Shares				
Ayush Sinhal	240,000	19.78%	240,000	24.00%
Anirudh Sinhal	240,000	19.78%	240,000	24.00%
Shiwangi Sinhal	520,000	42.85%	520,000	52.00%
Total No. of Issued Shares	1,000,000	82.40%	1,000,000	100.00%
Redeemable Preference Shares				
Ayush Sinhal	1,920,000	24.00%	1,920,000	24.00%
Anirudh Sinhal	1,920,000	24.00%	1,920,000	24.00%
Shiwangi Sinhal	4,160,000	52.00%	4,160,000	52.00%
Total No. of Issued Shares	8,000,000	100.00%	8,000,000	100.00%

(vi) Preceding 5 Financial Years

- (a) Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash.
- (b) Aggregate number and class of shares allotted as fully paid-up by way of bonus shares.
- (c) Aggregate number and class of shares bought back.

NA

NA

NA



SINHAL UDYOG PRIVATE LIMITED

Notes forming part of Financial Statements

Note 3 : Reserve and Surplus

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
A. Surplus/(Debit) Balance in Statement of Profit and Loss		
Opening Balance	9.03	-
Profit / (Loss) during the period	109.09	9.03
	118.12	9.03
B. Security Premium		
Opening Balance	-	-
Security Premium received during the year	450.07	-
Less: Share Issue Transaction Cost	13.86	-
	436.21	-
Total	554.33	9.03

Note 4 : Long Term Borrowings

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Secured Loan		
Union Bank Car Loan (see note i below)	1.29	1.63
HDFC Bank Car Loan (see note i below)	0.58	0.91
14.5% Non Convertible Debentures (NCDs) (see note ii below)	300.00	-
Tata Capital Term Loan (see note iii below)	37.67	-
	339.54	2.54
Less: Current Maturities of Long Term Borrowings		
Union Bank Car Loan	0.40	0.48
HDFC Bank Car Loan	0.36	0.39
14.5% Non Convertible Debentures (NCDs)	100.00	-
Tata Capital Term Loan	10.74	-
	111.50	0.87
Unsecured Loan from		
Related Party	23.88	24.28
Others	-	11.37
Unsecured Loan from Directors	80.26	83.08
Total	332.18	120.40

Notes

i) The car loans are secured against hypothecation of car financed against such loan as primary security. Car Loans are repayable in Equal EMIs as per the loan agreement. The interest rate on such loan ranges from 7 to 9 %.

ii) 14.50% NCDs are secured by a first ranking pari passu charge on the entire current assets, both present and future, a second ranking pari passu charge on movable fixed assets, pledge of equity shares (26%) and non-disposal undertaking on equity shares (25%) of the issuer held by the one or more promoters and a first ranking exclusive charge on DSRA and ISRA and personal guarantee of all the three promoters and FDR of Rs. 44.50Mn against DSRA.

iii) Tata Capital Term loan is secured by first and exclusive charge on the fixed assets / machinery purchased / to be purchased out of loan from Tata Capital. The loan carries a floating interest rate of 11.40%

Note 5 : Long Term Provisions

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Provision for gratuity	15.65	3.08
Provision for leave encashment	5.56	-
Provision for warranties	8.90	5.10
Total	30.11	8.18

Note 6 : Short Term Borrowings

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Citi Bank N.A. - CC account (see note i below)	111.00	65.50
Axis Bank Limited - CC Account (see note i below)	150.06	-
Standard Chartered Bank - Invoice Discounting Loan (see note i below)	157.77	-
Citi Bank N.A. - Invoice Discounting Loan (see note i below)	198.96	-
Current Maturity of Long Term Debt		
Union Bank Car Loan (Innova)	0.40	0.48
HDFC Bank Car Loan (Honda City)	0.36	0.40
14.5% Non Convertible Debentures (NCDs)	100.00	-
Tata Capital Term Loan	10.74	-
Total	729.30	66.38

Note

i) The above loans are secured by first ranking pari passu charge on the entire current assets, both present and future, a first ranking pari passu charge on movable fixed assets excluding those financed by other lenders, 30% cash collateral in the form of fixed deposit / debt mutual fund and personal guarantees of the promoters. The interest on such loan ranges from 9.10% to 9.25% p.a.



Note 7 : Trade Payables

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Sundry Creditors		
MSME Creditors	376.68	-
Others Creditors	723.36	375.46
Total	1,100.04	375.46

As at 31st March 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less Than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Amount (in Mn)
(i) MSME	376.68	-	-	-	376.68
(ii) Others	717.33	1.69	4.33	-	723.35
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	1,094.01	1.69	4.33	-	1,100.03

As at 31st March 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less Than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Amount (in Mn)
(i) MSME	-	-	-	-	-
(ii) Others	370.60	4.86	-	-	375.46
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	370.60	4.86	-	-	375.46

Note 8: Other Current Liabilities

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Advance From Customers	88.08	15.00
Audit Fees Payable	0.27	0.32
Royalty Payable	12.44	4.94
Salary Payable	38.46	13.94
Payable to Revenue Authorities		
- GST Payable (RCM Import)	2.35	2.77
- GST Payable	0.01	3.94
- TDS Payable	15.90	11.19
- TCS Payable	0.00	0.01
Expenses Payable		
- Electricity Expenses Payable	0.24	0.02
- Employee Expenses Payable	1.26	0.14
- Rent Payable	0.18	0.17
- Provision for Expenses	25.96	1.02
Other Payables		
- Bonus Payable	-	0.90
- ESIC Payable	0.00	0.00
- LWF Payable	0.00	-
- EPF Payable	2.08	0.44
Total	187.23	54.80

Note 9: Short-Term Provisions

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Provision for Income Tax (23-24)	65.52	-
Provision for Income Tax (22-23)	-	5.91
Provision for Income Tax (Firm)	-	42.11
Provision for Leave Encashment	0.64	-
Provision for Gratuity	0.99	0.07
Total	67.15	48.09



SINHAL UDYOG PRIVATE LIMITED
Notes forming part of Provisional Financial Statements as at 31st March, 2024
Note 10 : Property, Plant and Equipments and Intangible Assets

Particulars	Gross Block			Depreciation			Net Block		(Amount in Mn)
	Opening Balance as at April 1, 2023	Additions	Deletion	Balance as at March 31, 2024	Opening Balance as at April 1, 2023	Depreciation for the year	Deletion during the year	Balance as at March 31, 2024	Balance as at March 31, 2023
TANGIBLE ASSETS									
PROPERTY, PLANT AND EQUIPMENTS									
Computer and its Accessories	5.67	31.82	-	37.49	0.37	8.04	-	29.08	5.30
FURNITURE AND FITTINGS									
Furniture & Fixtures	1.92	4.48	-	6.40	0.04	0.75	-	5.61	1.87
MOTOR VEHICLES									
Car	4.95	-	-	4.95	0.19	2.21	-	2.55	4.76
OFFICE EQUIPMENTS									
Office Equipments	0.96	4.46	0.01	5.41	0.05	1.00	0.00	4.36	0.90
PLANT & MACHINERY									
Plant and Machinery	40.43	41.92	0.01	82.34	0.46	8.66	0.01	73.23	39.97
LEASEHOLD IMPROVEMENTS									
Leasehold Improvements	-	2.90	-	2.90	-	0.23	-	2.67	-
Total (Tangible Assets)	53.93	85.58	0.02	139.49	1.11	20.89	0.01	117.50	52.80
INTANGIBLE ASSET									
Internal Manufacturing Software	0.38	-	-	0.38	0.01	0.10	-	0.27	0.37
Total (Intangible Assets)	0.38	-	-	0.38	0.01	0.10	-	0.27	0.37
Total	54.31	85.58	0.02	139.87	1.12	20.99	0.01	117.77	53.18
Capital WIP	-	127.40	-	127.40	-	-	-	127.40	-



2/1/24

Note 11: Non-Current Investments

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
In Mutual Funds		
ICICI Prudential Short Term Fund		
IDFC Bond Fund-Short Term Plan-Growth-Regular Plan	15.00	15.00
Kotak Bond (Short Term)-Growth Regular Plan	37.50	11.00
Mirae Asset Short Term Fund	22.00	12.00
	16.00	-
Total	90.50	38.00

Note: Mutual Funds of Rs.90.50 Mn are pledged against Working Capital Limit of Rs.300.00 Mn with Citi Bank N.A.

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Units as at 31st March, 2024	Units as at 31st March 2023
ICICI Prudential Short Term Fund		
IDFC Bond Fund-Short Term Plan-Growth-Regular Plan	298,041.18	298,041.18
Kotak Bond (Short Term)-Growth Regular Plan	767,184.64	229,379.81
Mirae Asset Short Term Fund	494,261.81	273,117.11
NAV on the closing Date (in Mn)	1,168,703.48	-
	95.84	38.16

Note 12: Long Term Loans and Advances

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Security Deposit	33.22	0.63

Note 13: Deferred Tax Assets (Net)

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Deferred Tax Liability		
On account of WDV of Property, Plant and Equipment		
- As per Companies Act		
- As per Income Tax Act	117.77	53.18
Timing Difference for Deferred Tax (Liability)/ Assets (A)	115.43	52.30
	2.34	0.88
Deferred Tax Assets		
On account of Provision of Gratuity		
On account of Provision of Leave Encashment	16.64	3.15
On account of Provision for Warranty	6.20	
On account of Preliminary Expenses	8.90	5.10
MSME amount paid after due dates (U/s 43b(h))	0.04	0.05
Timing Difference for Deferred Tax Assets (B)	62.96	-
Net Timing Difference (A-B)	94.74	8.30
Closing Balance of Deferred Tax Asset @ 25.168%	92.40	7.41
Opening Balance	23.25	1.87
Amount to be charges in Profit & Loss account	1.87	-
	-21.38	-1.87

Note 14: Inventories

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Raw Material		
Work In Progress	747.68	260.30
Finished Goods	271.75	57.72
	3.88	12.33
Total	1,023.31	330.35



Note 15: Trade Receivables

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Sundry Debtors	1,138.30	260.84
Unbilled Debtors	3.05	8.97
Total	1,141.35	269.82

As at 31st March 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less Than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Amount (in Mn)
(i) Undisputed Trade receivables – considered good	1,059.40	51.83	26.23	-	0.84	1,138.30
(ii) Undisputed Trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables – considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables – considered doubtful	-	-	-	-	-	-
(v) Unbilled Trade receivable	-	-	-	-	-	3.05
Total	1,059.40	51.83	26.23	-	0.84	1,141.35

As at 31st March 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less Than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	Amount (in Mn)
(i) Undisputed Trade receivables – considered good	234.98	23.21	1.02	1.43	0.20	260.84
(ii) Undisputed Trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables – considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables – considered doubtful	-	-	-	-	-	-
(v) Unbilled Trade receivable	-	-	-	-	-	8.98
Total	234.98	23.21	1.02	1.43	0.20	269.82

Note 16: Cash and Cash Equivalents

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Cash in hand	0.07	0.00
Balances with Banks	108.72	9.00
Fixed Deposit with Banks (Maturity within 12 months) [Pledge against BG/CC limits]	258.92	3.36
Fixed Deposit with Banks (Maturity after 12 months) [Pledge against BG/CC limits]	0.13	0.13
Total	367.84	12.49

Note 17: Short Term Loans and Advances

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Advance To Supplier	18.84	10.78
Other Recoverables	0.20	0.01
Total	19.04	10.79

Note 18: Other Current Assets

Particulars	As At 31st March, 2024	As At 31st March, 2023
	Amount (in Mn)	Amount (in Mn)
Balance with Revenue Authorities		
Input CGST	31.56	8.16
Input IGST	5.56	17.16
Input SGST	43.38	8.46
IGST on Imports	6.86	0.06
TDS GST	0.36	0.13
Others		
Prepaid Insurance	6.23	0.97
Prepaid Expenses	17.14	0.81
Security Deposits	1.00	-
Loan to Employees	1.07	0.44
TDS Receivable	7.37	5.00
Advance Tax	27.50	14.00
Accrued Interest On FDR	0.75	0.03
Total	148.78	55.22



Note 19: Revenue from Operations

Particulars	For the year ended 31.03.2024	For the period 01.11.2022 to 31.03.2023
	Amount (in Mn)	Amount (in Mn)
Sale of Smart meters		
Sales of Product-Smart Grid	2,237.41	124.27
Freight Income	1.90	0.32
Sale of Services		
Analytics and Artificial Intelligence Services	146.71	9.87
Repair & Maintenance Services	22.19	0.16
Unbilled Revenue	3.05	8.97
Total	2,411.26	143.59
Sale of components for trading (see note 26.6)	1,155.51	30.59
Total	3,566.77	174.18

Note 20: Other Income

Particulars	For the year ended 31.03.2024	For the period 01.11.2022 to 31.03.2023
	Amount (in Mn)	Amount (in Mn)
FD Interest	1.56	-
Discount Received	0.05	-
Provision Written Back	0.90	-
Forex Gain/ Loss on Import	1.93	0.08
Total	4.44	0.08

Note 21: Cost of Material Consumed

Particulars	For the year ended 31.03.2024	For the period 01.11.2022 to 31.03.2023
	Amount (in Mn)	Amount (in Mn)
Opening stock	260.30	320.30
Add: Purchases	3,258.13	128.12
Less: Closing stock	747.68	260.30
Total	2,770.75	188.12

Note 22: Change in Inventories of Finished Goods and Work In Progress

Particulars	For the year ended 31.03.2024	For the period 01.11.2022 to 31.03.2023
	Amount (in Mn)	Amount (in Mn)
Inventories at the beginning of the year		
Work - in - Progress	57.71	-
Finished Goods	12.33	-
Inventories at the end of the year		
Work - in - Progress	271.75	57.71
Finished Goods	3.88	12.33
Change in Inventory	(205.59)	(70.04)

Note 23: Employee Benefits Expenses

Particulars	For the year ended 31.03.2024	For the period 01.11.2022 to 31.03.2023
	Amount (in Mn)	Amount (in Mn)
Direct Expenses		
Labour Charges - on Contract	60.22	1.69
Staff Welfare	8.72	-
Salaries - Plant Employees	16.62	0.58
Sub Total	85.56	2.27
Indirect Expenses		
Salaries	225.17	6.64
Directors Remuneration	12.00	-
Bonus	0.23	-
EPF-Employer Contribution	9.24	0.23
ESI-Employer Contribution	0.01	0.00
Gratuity Expenses	13.49	3.15
Leave Encashment	6.20	-
Staff Welfare	4.65	0.05
Sub Total	270.99	10.07
TOTAL	356.55	12.34



Note 24: Finance Cost

Particulars	For the year ended 31.03.2024	For the period 01.11.2022 to 31.03.2023
	Amount (in Mn)	Amount (in Mn)
Interest on Term Loan	6.59	0.38
Interest on Working Capital Loan	25.68	0.40
Other Finance Cost	18.94	0.67
Total	51.21	1.45

Note 25: Other Expenses

Particulars	For the year ended 31.03.2024	For the period 01.11.2022 to 31.03.2023
	Amount (in Mn)	Amount (in Mn)
Direct Expenses		
Consumable Stores	16.94	1.37
Electricity Expenses	4.55	0.18
Factory Rent	2.82	0.01
Designing Charges	1.50	0.40
Freight on Goods	6.45	0.37
Job Work Exp	29.28	0.52
Import Expenses	22.16	1.16
Other Factory Expenses	0.03	0.07
Licence Fee	12.75	0.11
Royalty	92.59	5.74
Sub Total	189.07	9.93
Indirect Expenses		
Advertisement	0.15	-
Business Promotion	2.37	-
Computer & Internet Expenses	3.01	0.11
Commission	4.60	-
Electricity Expenses	0.32	-
Insurance Expenses	3.46	0.18
Miscellaneous Expenses	0.88	0.00
Office Maintenance & Other Expenses	1.32	0.03
Postage & Courier	10.35	0.27
Festival Expense	0.98	-
Foreign Travel	0.79	-
Freight Expenses	18.77	0.86
Printing & Stationary Expenses	1.21	0.01
Rent Expenses	6.80	0.29
Consultancy Charges	70.84	6.26
Legal and Professional Charges	8.66	0.36
Preliminary Expenses	-	0.06
Other Charges	5.29	0.09
Testing Charges	4.64	0.53
Installation Charges	0.36	0.07
Warranty Expenses	3.80	5.10
Repair and Maintenance	11.85	0.25
License and Subscription Fees	16.36	0.71
Travelling Expenses	20.78	0.50
Vehicle Running & Maintenance	0.25	0.06
Software & Other Maintenance Charges	35.02	1.27
Telephone Expense	0.07	0.00
Rates & Taxes	0.22	1.02
Miscellaneous Bal. Written off	0.09	0.04
Bad debts	0.40	-
Prior Period Expense	0.46	-
Payment to Auditors towards:		
Audit Fees	0.25	0.15
Tax Audit	0.05	0.03
Other Matters	0.37	-
Sub Total	234.77	18.25
Total	423.84	28.18



SINHAL UDYOG PRIVATE LIMITED

Note -26: Notes on Financial Statements for the period from 1st April, 2023 to 31st March, 2024

(Amount in Mn)

- 26.1 The Company has been incorporated during the FY 2022-23, for the purpose of taking over the running business of Sinhal Udyog (Partnership Firm). Thereafter w. e. f. 1st March, 2023 under a Business Takeover Agreement dated 6th March, 2023, company has taken over the existing business of the firm as a going concern. As per the agreement, the Company acquired the entire Assets and Liabilities of the Firm on an "as is" basis on the Effective Date. The Company acknowledges that it is familiar with the condition of the Assets, including the past and present use of the Tangibles, that the Firm has provided the Company with a reasonable opportunity to inspect the Assets and the Liabilities at the sole cost, risk and expense of the Company (in so far as the Firm could reasonably provide such access) and that the Company is not merely relying upon any representation or warranty of the Firm as to the condition, environmental or otherwise, of the Assets, except as is specifically made.

The consideration for the sale of the business of firm is settled by issuing Equity shares and 12% Redeemable Preference Shares at par redeemable after 3 years of the allotment to the partners of the firm in their existing profit sharing ratio and the balance amount has been transferred to their respective unsecured loan accounts.

Consequently company has issued following share capital to the partners of the firm:-

a) 9,90,000 Equity Shares of Rs. 10 each.

b) 80,00,000 12% Redeemable Preference Shares with a lock in period of 3 years at Rs. 10 each.

26.2 Dividend on Preference Shares

The Board of Directors have not declared any dividend during the year to preference and equity shareholders. The preference shares being cumulative in nature, the arrears of cumulative dividend on preference shares amount to Rs. 9.63Mn as on 31st March, 2024.

- 26.3 Company has estimated liability for warranties on its finished goods according to its internal policy on the basis of general replacement rate of the goods manufactured by it and accordingly Rs. 3.80 Mn has been provided in FY 2023-24 and Rs.5.10 Mn in FY 2022-23.

26.4 Contingent Liabilities in respect of:-

a) Guarantees given by bankers

2.90

2.90

b) Claims not acknowledged as debts

Nil

Nil

c) Others

Nil

Nil

- 26.5 Outstanding dues to Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act, 2006, as on 31st March 2024 as disclosed under trade payables. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

26.6 Sale of Components

The company sources all the raw material components for its products. The Company sells certain raw material components to certain vendors and purchase value added assembled intermediate products from such vendors for final assembly of its finished products. These transactions have been recorded as sales and purchases in financial statements, as opposed to the net amount of value addition charge being classified as job work expense. The resultant revenue from these sales and the associated cost of purchases of value added product have been shown separately and recognized under "Revenue from Operations" and "Cost of Materials Consumed," respectively, in the accompanying financial statements.

26.7 Other Disclosure in terms of Schedule III of the Companies Act, 2013 is as under:

Particulars	For the period from 1st April 2023 to 31st March 2024	For the period from 1st November 2022 to 31st March 2023
CIF value of imports-		
Raw Material		
Capital Goods	573.19	18.73
Machinery Spare Parts	18.86	-
Expenditure in Foreign Currency-		
Interest	-	-
Foreign Bank Charges	-	-
Salaries Paid	-	-
Other Matters	-	-
Total Value of Imported Item	101.78	22.46
	693.83	41.19
Total Value Consumption-		
Raw Material Consumption		
Total Value of Imported Item	2,770.75	66.75
	573.19	18.73
% of total value of imported item to Total Consumption	20.69%	28.06%
Total Value of Indigenous item	2,197.56	48.03
Consumption	79.31%	71.94%
Earnings in Foreign Currency		
Export Sale	-	-



SINHAL UDYOG PRIVATE LIMITED**Note -26: Notes on Financial Statements for the period from 1st April, 2023 to 31st March, 2024****(Amount in Mn)**

26.8 In the opinion of the board, the current assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet & provisions for all known liabilities.

26.9 The Company has calculated the benefits provided to employees as per Accounting Standard-15 (revised 2005) 'Employee Benefits' as under:
Employees' Gratuity Fund:

Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The completion of continuous service of 5 years shall not be applicable for an employee who attains the age of superannuation or normal age of retirement before completion for the continuous service of 5 years. The principal assumptions used in determining gratuity obligations for the Company's plans are shown below.

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is company's long term best estimate as to salary increases & takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard.

Actuarial Assumptions:

	31-03-2024	31-03-2023
Discount Rate (Per annum)	7.25% per annum	7.50% per annum
Salary Growth Rate	8.00% per annum	8.00% per annum
Mortality	IALM 2012-14	IALM 2012-14
Expected Rate of Return	-	-
Withdrawal Rate (Per Annum)	5.00% p.a.	5.00% p.a.

Benefits Valued:

	31-03-2024	31-03-2023
Retirement Age (Years)	58	58
Salary	Last Drawn Qualifying Salary	Last Drawn Qualifying Salary
Vesting Period	5 Years of Service	5 Years of Service
Benefits on Normal Retirement	15/26*Salary*Past Service	15/26*Salary*Past Service
Benefits on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	2.00	2.00

Table Showing Changes in Present Value of Obligations:

Period	31-03-2024	31-03-2023
Present value of the obligation at the beginning of the period	3.15	-
Interest cost	0.24	-
Current service cost	5.85	-
Past Service Cost	-	-
Benefits paid (if any)	-	-
Actuarial (gain)/loss	7.40	-
Present value of the obligation at the end of the period	16.64	3.15

Key Results (The amount to be recognized in the Balance Sheet):

Period	31-03-2024	31-03-2023
Present value of the obligation at the end of the period	16.64	3.15
Fair value of plan assets at the end of the period	-	-
Net Liability/(Asset) recognized in Balance Sheet and related analysis	16.64	3.15
Funded status / Difference	-16.64	-3.15

Period	31-03-2024	31-03-2023
Number of Employees	221.00	47.00
Total Monthly Salary	16.63	3.16
Average Past Service(Years)	1.50	2.10
Average Future Service (yrs)	25.80	21.80
Average Age(Years)	32.20	36.20
Weighted average duration (based on discounted cash flows) in years	18.00	20.00
Average monthly salary	0.08	0.07

Current Liability (*Expected payout in next year as per Schedule III of the Companies Act, 2013):

Period	31-03-2024	31-03-2023
Current Liability (Short Term)*	0.99	0.07
Non Current Liability (Long Term)	15.65	3.08
Total Liability	16.64	3.15

Projection for next period:

Best Estimate for contribution during next period	9.37	1.83
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During the year, company has recognized its liability for Gratuity in accordance with AS-15 (Revised) issued by ICAI for Accounting of Retirement benefits and accordingly Rs. 16.64 Mn has been provided.



SINHAL UDYOG PRIVATE LIMITED**Note -26: Notes on Financial Statements for the period from 1st April, 2023 to 31st March, 2024****(Amount in Mn)****Employees' Leave Encashment:**

Under the leave policy, every employee is eligible for 15 days leave each year and unavailed leave at the end of year to be carry forward to the next year. Unavailed leave can be accumulated maximum up to the 45 days. Unavailed accumulated leave shall be eligible for encashment at the time of leaving the organisation/ supranuation.

Actuarial assumptions:

Period	31-03-2024	31-03-2023
Discount Rate	7.25% per annum	N/A
Salary Growth Rate	8.00% per annum	N/A
Mortality	IALLM 2012-14	N/A
Expected Rate of Return	-	N/A
Attrition / Withdrawal Rate (per Annum)	5.00% p.a.	N/A

Benefits Valued:

Normal Retirement Age	58 Years	N/A
Salary	As per rules of the company	N/A
Benefits on Normal Retirement	1/30 * Salary * Number of leaves	N/A
Benefits on early exit	As above, subject to rules of the company	N/A
Benefit on death	As above, subject to rules of the company.	N/A

Table Showing Changes in Present Value of Obligations:

Period	31-03-2024	31-03-2023
Present value of the obligation at the end of the period	6.20	N/A

Key Results (The amount to be recognized in the Balance Sheet):

Period	31-03-2024	31-03-2023
Present value of the obligation at the end of the period	6.20	N/A
Fair value of plan assets at the end of the period	-	N/A
Net Liability/(Asset) recognized in Balance Sheet and related analysis	6.20	N/A
Funded Status - Surplus/ (Deficit)	(6.20)	N/A

Summary of membership data at the date of valuation and statistics based thereon:

Period	31-03-2024	31-03-2023
Number of Employees	221	N/A
Total Monthly Salary	17	N/A
Average Past Service(Years)	1.5	N/A
Average Future Service (yrs)	25.8	N/A
Average Age(Years)	32.2	N/A
Total Leave With Cap/Without Cap	2,020/2,020	N/A
Total CTC / Availment Rate	33.26 / 3%	N/A
Weighted average duration (based on discounted cash flows) in years	19	N/A
Average monthly salary	0.08	N/A

Current Liability (*Expected payout in next year as per Schedule III of the Companies Act, 2013):

Period	31-03-2024	31-03-2023
Current Liability (Short Term)*	0.64	N/A
Non Current Liability (Long Term)	5.56	N/A
Total Liability	6.20	N/A

During the year, company has recognized its liability for Leave Encashment in accordance with AS-15 (Revised) issued by ICAI for Accounting of Retirement benefits and accordingly Rs. 6.20 Mn has been provided.

- 26.10** Sinhal Udyog Private Limited is engaged in the business of Meters, Measuring Apparatus i.e. Smart Electricity Meters, Remote reading apparatus connected with Energy Meters, Devices to indicate energy consumption, Power Analyzers, Communication Solutions, Radio Frequency Mesh Communication, Apparatus for Transmission of Data, Artificial Intelligence based Computer Applications and consultancy related to advance metering infrastructure. As such, there is no other separate reportable segment as defined by Accounting Standard -17 "Segment Reporting".



SINHAL UDYOG PRIVATE LIMITED

Note -26: Notes on Financial Statements for the period from 1st April, 2023 to 31st March, 2024

(Amount in Mn)

26.11 Related Party Disclosures as per AS-18

List of related parties and nature of the related party relationship with whom transactions have taken place during the year

Name of related party	Relationship
Sinhal Udyog	Firm under Common Management
Klome Essentials LLP	Firm under Common Management
Anirudh Sinhal	Director
Ayush Sinhal	Director
Shiwangi Sinhal	Director
Ganesh Sinhal	Relative of Director/KMP
Ayushi Sinhal	Relative of Director/KMP
Archana Sinhal	Relative of Director/KMP
S N Agarwal(HUF)	Karta is Relative of Director/KMP

Related party transactions during the year:

Name of Party	Nature of the transactions	FY 2023-24	FY 2022-23
Sinhal Udyog	Expense Payable (Reimbursement)	-	0.59
	Expense	-	-
	Receivable(Reimbursement)	-	16.56
Klome Essentials LLP	Designing Service	-	0.40
	Amount Received	0.91	-
Anirudh Sinhal	Loan Repayment	0.58	1.22
	Salary	6.00	-
Ayush Sinhal	Loan Repayment	0.10	1.54
	Salary	6.00	-
Shiwangi Sinhal	Loan Repayment	2.14	1.00
	Salary	13.20	0.50
Ganesh Sinhal	Interest on Unsecured Loan	-	0.10
	Loan Repayment	0.20	-
Archana Sinhal	Interest on Unsecured Loan	-	0.12
	Loan Repayment	0.20	-

Balance outstanding at the end of the year

Name of Party	Nature of the transactions	FY 2023-24	FY 2022-23
Sinhal Udyog	Expense	-	-
	Receivable(Reimbursement)	-	15.97
Klome Essentials LLP	Sundry Debtors	-	0.91
Anirudh Sinhal	Unsecured Loan	30.19	30.77
Ayush Sinhal	Unsecured Loan	29.38	29.48
Shiwangi Sinhal	Unsecured Loan	20.69	22.83
Ganesh Sinhal	Unsecured Loan	11.07	11.27
	Salary Payable	11.93	5.22
Ayushi Sinhal	Salary Payable	-	1.90
Archana Sinhal	Unsecured Loan	12.54	12.74
	Unsecured Loan	0.27	0.27
S N Agarwal(HUF)	Unsecured Loan	0.27	0.27
	Rent Payable	0.17	0.17

26.12 Leases

(i) Disclosure as lessee

Stamp duty has been paid for long term Lease agreement for the manufacturing plant facility in the month of March 2024 for Rs.7.47 Mn. The lease period as per agreement is 9 years. company is charging such expense in the statement of Profit & Loss on the pro rata basis as per number of days of lease period. The following lease rentals are charged to statement of Profit & Loss under operating lease during the period:

Particulars	31-Mar-24	31-Mar-23
Plant/ Office Rent charged in P&L	7.70	0.30
Stamp duty charged in P&L	0.01	-
Total	7.71	0.30

26.13 Earnings per share (EPS)

Particulars	As at 31 March 2024	As at 31 March 2023
Profit/(Loss) after tax for the period (figures in Rupees)	109.09	9.03
Number of equity shares at the beginning of the period	-	-
Number of equity shares outstanding as at the period end	1,213,524	1,000,000
Weighted average number of equity shares outstanding during the period (in Mn)	1.03	0.17
Basic earnings per share of Rs. 10 each (in Rs.)	106.37	54.57



SINHAL UDYOG PRIVATE LIMITED**Note -26: Notes on Financial Statements for the period from 1st April, 2023 to 31st March, 2024****(Amount in Mn)**

26.14. Deferred Tax Assets are to be recognized only when there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized. Due to availability of the virtual certainty, the company has recognized Deferred Tax Assets.

26.15 Disclosures pursuant to amendment in Schedule III of the Companies Act 2013:

The MCA vide notification dated 24th March 2021 has amended Schedule III to the Companies Act, 2013 in respect of certain disclosures which are applicable from 1st April 2021. The company has incorporated the changes as per the said amendment in the financial statements and below disclosures are made in compliance of the said amendment :

26.15.1 The company has not invested/ own any immovable properties.

26.15.2 Company has not revalued its Property Plant and Equipments (PPE) and Capital Work in Progress (CWIP) during the year.

26.15.3 The Company has not granted any Loans or Advances to its promoters, directors, KMPs and other related parties except in normal course of employment.

26.15.4 Capital-Work-in Progress (CWIP) aging schedule

As at 31st March 2024

Particulars	Amount in CWIP for a period of				Amount (in Rs.)
	Less Than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Projects in progress	127.40	-	-	-	127.40
(ii) Projects temporarily suspended	-	-	-	-	-
Total	127.40	-	-	-	127.40

The company does not have any Capital Work-in-progress or intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.

26.15.5 Intangible assets under development:

Particulars	Amount (in Rs.)
Manufacturing Execution Software	21.73
Enterprise Head End System	37.06
AI Based Meter reading	12.00
SPM Automation software	19.34
Odoo Enterprise Resource Planning Software	9.73
RF Mesh Development Software	15.13
Total	114.99

Note: There are intangible assets under development in the company. Such cost has been recorded under CWIP in the financial statements and their ageing has also included in the above note no. 26.15.4.

26.15.6 There is no proceeding initiated or pending under the Benami Transactions (Prohibition) Act, 1988 for the Benami Properties.

26.15.7 The data submitted by the Company to bank of stock for calculation of drawing power is tabulated below:

Month	Net Current Assets Submitted to Bank	Net Current Assets as per books of accounts	Difference
Apr-23	282.25	241.16	41.08
May-23	285.87	283.52	2.35
Jun-23	265.47	260.67	4.81
Jul-23	281.31	273.82	7.48
Aug-23	300.67	311.30	-10.63
Sep-23	346.45	349.70	-3.24
Oct-23	450.21	463.33	-13.12
Nov-23	624.97	628.87	-3.90
Dec-23	643.78	668.08	-24.31
Jan-24	674.61	680.65	-6.04
Feb-24	884.23	896.89	-12.66
Mar-24	1,245.52	1,263.21	-17.68

Note: Difference in the stock statements submitted to the bank is within the range of 10% except in the month of April and is on account of month end adjustments in the trade receivables/payables balances due to provisions/adjustments of underreported/overreported invoices/reconciliation with Form 26AS.

26.15.8 The company is not declared as a wilful defaulter by any bank or financial Institution.

26.15.9 The Company does not have any relationship/ transactions with any struck off company under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

26.15.10 There is no pending registration of charges or pending satisfaction of charge with Registrar of Companies (ROC) beyond the prescribed time limits.

26.15.11 Company is not a layer company since the investment made by the company is not more than 2 layers. Accordingly, the provisions related to the numbers of layers, as prescribed under Section 2(87) of the Companies Act read with Companies (Restriction of number of layers) Rules, 2017, are not applicable to the company.



SINHAL UDYOG PRIVATE LIMITED

Note -26: Notes on Financial Statements for the period from 1st April, 2023 to 31st March, 2024

(Amount in Mn)

26.15.12 Financial Ratios

Particulars	For the period ended March 31, 2024	For the period ended March 31, 2023	Variance %	Variance (Reason if Changes >25%)
(i) Current Ratio (Current Assets /Current Liabilities)	1.30	1.25	4.02	See Note below
(ii) Debt Equity Ratio (Total Debt/Shareholder's Equity)	1.87	1.22	54.13	
(iii) Debt Service Coverage Ratio (Earning available for debt	0.26	3.74	(93.00)	
(iv) Return on Equity (ROE) (Net Profit After Tax /Average	16.87%	9.12%	84.98	
(v) Inventory Turnover Ratio (Closing Stock /Turnover)	0.29	1.90	(84.87)	
(vi) Trade Receivable's Turnover Ratio (Revenue /Average Trade	3.13	0.65	384.10	
(vii) Trade Payable Turnover Ratio (Purchase of Service and Other Expenses /Average Trade Payable)	3.21	0.37	773.41	
(viii) Net Capital Turnover Ratio (Revenue /Working capital)	5.78	1.30	344.78	
(ix) Net Profit Ratio (Net Profit /Revenue)	4.52%	6.29%	(28.09)	
(x) Return on Capital Employed (ROCE) (Earning before Interest	20.29%	5.94%	241.43	
(xi) Return on Investment	118.40%	10.04%	1,079.50	

Note: During the current financial year, the company's business operations have significantly accelerated due to the expansion of its existing operations, as well as the acquisition of a running business, as detailed in Note No. 26.1. It is important to note that in the previous year, the company's business operations were active only for one month following the acquisition. Consequently, the financial performance and ratios for the current year, which reflect a full year of operations, are not directly comparable to those of the previous year.

The substantial increase in business volume resulting from the acquisition and the overall expansion of operations during the year may lead to distortions in year-over-year comparisons of financial ratios and performance metrics. The current year's financial performance better reflects the company's full operational potential, while the previous year's figures are based on limited activity post-takeover.

This context should be considered when interpreting the company's financial performance and ratios, as they may not fully capture the underlying business growth or operational efficiencies due to these substantial changes.

Further the NP ratio have been calculated excluding sale of components as described in note 26.6.

26.15.13 The Company has not undertaken any Scheme of the arrangement during the year.

26.15.14 Utilization of Borrowed funds and share premium:

(a) There are no funds which have been advanced or loaned or invested (either from borrowed funds or share premium or any other source or kind of funds) by the Company to or in any other persons or entities including foreign entities ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(b) There are no funds received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiary") by or on behalf of the Funding party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

26.15.15 The Company has not surrendered or disclosed any transaction, as "not" recorded in the accounts, as income in the tax assessment during the year.

26.15.16 Corporate Social Responsibility (CSR) is not applicable to the company as per section 135(1) of the Companies Act, 2013 during the financial year 2023-24.

26.15.17 Company does not hold or transact in any Crypto Currency or Virtual Currency.

26.15.18 The Company has various term loans (Refer Note No.4) and a Overdraft Limit from bank (Refer Note No.6), and its shares are issued at face value and premium (Refer Note No.2(i)).

26.15.19 In respect of GST Input and the reconciliation for output liability with the Returns filed with Department with respect to the Company, we have been informed that the necessary reconciliation and consequential adjustments, if any, would be made according to the reconciled figures in the Annual Return to be filed later on with the Department and correspondingly, expense adjustment (if any) will be booked in the statement of Profit and Loss in the year in which such adjustments will be made.

26.15.20 Balances of the Trade Receivables & Trade Payables are subject to Confirmation & Reconciliation, if any.

26.15.21 Previous year figures have been re-grouped and re-arranged wherever considered necessary.

26.15.22 Note '1' to '26' form an integral part of the accounts.

As per our report of even date attached
For Anil K Goyal & Associates
Chartered Accountants
FRN: 004558N


Anil K Goyal
Partner
M.No.: 501529
UDIN:
Date: 23.09.2024
Place: New Delhi

For & on behalf of Board of Directors of
SINHAL UDYOG PRIVATE LIMITED


Nikita Suneja
Company Secretary
M. No. 459588


Ayush Sinhal
Director
DIN : 06846758


Sanjeev Kumar
Director
DIN : 10615589

