



Vintron Informatics Limited



**33rd Annual Report
2023-2024**

BOARD OF DIRECTORS

Directors

Umesh Kumar Dhingra
Pallavi Lalwani
Akshaykumar Dineshkumar Patel
Malvika Lalwani
Sushmaa Ssharma (Appointed w.e.f. 14/08/2023)
Anil Pratap Singh Parihar (Appointed w.e.f. 14/08/2023)
Narendrasinh Jadeja (Appointed w.e.f. 22/08/2024)
Kajalben Chetanbhai Vyas (Appointed w.e.f. 22/08/2024)
Zishan Somabhai Meena (Appointed w.e.f. 22/08/2024)

COMPANY SECRETARY

Mr. Ashish (ceased w.e.f. 14th May, 2024)
Ms. Surbhi Pokhriyal (appointed w.e.f. 18th June, 2024)

CHIEF FINANCIAL OFFICER

Harish Kumar Arora (Appointed w.e.f. 14/08/2023)

STATUTORY AUDITORS

M/s. A T K & Associates (FRN: 018918C)

INTERNAL AUDITORS

M/s. S. Agarwal & Company, Chartered Accountants (Firm Registration No.000808N)

SECRETARIAL AUDITORS

M/s. Mahesh Gupta & Company, Practicing Company Secretary (CP No. 1999)

SHARE TRANSFER AGENT

M/s. Skyline Financial Services Pvt. Ltd.
D-153/A, First Floor, Okhla Industrial Area, Phase-I
New Delhi – 110020

REGISTERED OFFICE

D-88, Second Floor, Okhla Industrial Area, Phase-I, New Delhi-110020

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NOTICE OF THIRTY THIRD (33RD) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting ("AGM") of the members of Vintron Informatics Limited will be held on Monday, 30th September, 2024 at 11:30 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited IND AS Financial Statements (Standalone) of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolution:**

"RESOLVED THAT the Audited IND AS Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **To appoint a Director who is retiring by rotation and in this regard, pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Ms. Pallavi Lalwani (DIN: 07444062) who retires by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **To appoint M/s A T K & Associates (FRN: 018918C) as Statutory Auditors of the Company and in this regard pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) and other applicable provisions of the companies Act, 2013 and considering the recommendations made by the Audit Committee, the consent of the Board be and is hereby recommends M/s A T K & Associates (FRN: 018918C), Chartered Accountants for appointment as the statutory auditor of the company from the conclusion of the forthcoming Annual General Meeting till the conclusion of 38th Annual General Meeting for a term of 5 consecutive financial years i.e. 2024-25, 2025-26, 2026-27, 2027-28 and 2028-29, at a remuneration to be fixed by the Board of Directors on the recommendation of Audit Committee plus applicable taxes thereon and reimbursement expenses."

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Narendrasinh Jadeja (DIN: 10389426) as Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the enabling provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, approval of the members be and are hereby accorded to appoint Mr. Narendrasinh Jadeja (DIN: 10389426) as director of the Company, who was appointed as an Additional Director by the Board of Directors with effect from 22nd August, 2024 and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director; be and is hereby appointed as a Director of the Company, liable to retire by rotation.

5. **Re-appointment of Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) as Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the enabling provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, approval of the members be and are hereby accorded to appoint Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) as director of the Company, who was appointed as an Additional Director by the Board of Directors with effect from 22nd August, 2024 and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from her proposing her own candidature for the office of Director; be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. **Re-appointment of Mr. Zishan Somabhai Meena (DIN: 10746289) as Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the enabling provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, approval of the members be and are hereby accorded to appoint Mr. Zishan Somabhai Meena (DIN: 10746289) as director of the Company, who was appointed as an Additional Director by the Board of

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Directors with effect from 22nd August, 2024 and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**By order of the Board
For Vinttron Informatics Limited**

**Sd/-
Malvika Lalwani
Director and CEO
DIN: 08673926**

**Place: New Delhi
Date: 03.09.2024**

NOTES:

- 1) Pursuant to General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, Dec 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') permitting and prescribing the procedures and manner of conducting the General Meeting through VC/OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- 2) In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. Mahesh Kumar Gupta (C.P. No. 1999) of M/s. Mahesh Gupta & Company, Company Secretaries, to act as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
- 3) A Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning relevant items of business to be transacted is annexed hereto.
- 4) Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to the scrutinizer mkg1999@gmail.com with a copy marked to evoting@nsdl.co.in / cs@vinttron.co.in
- 5) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 6) Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
- 7) Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
- 8) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 9) In case of any query or grievance pertaining to e-voting, may contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at call at 022 - 4886 7000 and 022 - 2499 7000.
- 10) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested maintained under Section 189 of the Act, will be available during AGM.
- 11) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 12) Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at admin@vinttron.co.in

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skylinerta.com and cs@vintron.co.in between 20.09.2024 (9.00 a.m. IST) and 25.09.2024 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- 13) In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 transfer of securities held in physical mode has been discontinued w.e.f. April 01, 2019.

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of Skyline Financial Services Pvt. Ltd., Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

- 14) The Securities and Exchange Board of India ("SEBI") vide its circular dated November 03, 2021 read with circular dated December 14, 2021 and SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ("RTA") of the Company. Effective from 1st January 2022, Registrar will not process any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be frozen by RTA on or after 1st October, 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after 1st October, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14.

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the RTA i.e <https://www.skylinerta.com/>

- 15) In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement are available on the website of the Company at www.vintroninformatic.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM).
- 16) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Skyline Financial Services Pvt. Ltd, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. +91-11-40450193-96) for assistance in this regard.
- 17) Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
- 18) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.

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- 19) For receiving all future correspondence from the Company electronically–

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, Skyline Financial Services Pvt. Ltd at email id admin@skylinerta.com providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of Vinttron Informatics Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

- 20) In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM, may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.
- 21) In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Monday, September 23, 2024, such person may obtain the User ID and Password from RTA by e-mail request on admin@skylinerta.com.
- 22) With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of AGM.

- 23) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
1. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.vinttroninformatic.com/general-disclosures>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 2. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 27.09.2024, 2024 at 09:00 A.M. and ends on Sunday, 29.09.2024, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23.09.2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23.09.2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

NOTICE Contd.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [above mentioned website](#).

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

NOTICE Contd.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mkg1999@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@vinttron.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@vinttron.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

NOTICE Contd.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@vintron.co.in. The same will be replied by the company suitably.

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

ITEM NO. 4, 5 & 6

The Board of Directors, at the recommendation of Nomination and Remuneration Committee, appointed Mr. Narendrasinh Jadeja (DIN: 10389426), aged 33 years, Ms. Kajalben Chetanbhai Vyas (DIN: 10746340), aged 42 years and Mr. Zishan Somabhai Meena (DIN: 10746289), aged 23 years as an Additional Director of the Company, with effect from 22nd August, 2024 under Section 149, 152 and 161 of the Companies Act, 2013.

Pursuant to the applicable provisions of Companies act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Narendrasinh Jadeja (DIN: 10389426), Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) and Mr. Zishan Somabhai Meena (DIN: 10746289) shall hold office upto the date of ensuing Annual General Meeting from the date of appointment. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Narendrasinh Jadeja (DIN: 10389426), Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) and Mr. Zishan Somabhai Meena (DIN: 10746289) signifying their candidature as Director of the Company.

Mr. Narendrasinh Jadeja (DIN: 10389426), Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) and Mr. Zishan Somabhai Meena (DIN: 10746289) are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee considers the appointment of Mr. Narendrasinh Jadeja (DIN: 10389426), Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) and Mr. Zishan Somabhai Meena (DIN: 10746289) as Directors in the interest of the Company and recommends the Ordinary resolution as set out in the Notice for approval of Members.

None of the Director(s) and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

By order of the Board
For Vintron Informatics Limited
Sd/-
Malvika Lalwani
Director and CEO
DIN: 08673926

Place: New Delhi
Date: 03.09.2024

NOTICE Contd.
RESUME OF DIRECTOR BEING RE-APPOINTED

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Director(s) seeking Re-appointment or reappointment at the AGM are as follows:

Sr. No.	Particulars		Details		
1.	Name	Ms. Pallavi Lalwani	Mr. Narendrasinh Jadeja (DIN:)	Ms. Kajalben Chetanbhai Vyas (DIN:)	Mr. Zishan Somabhai Meena (DIN:)
2.	DIN	07444062	10389426	10746340	10746289
3.	Date of Birth	02/01/1992	01/01/1991	02/04/1982	20/05/2001
4.	Date of appointment	w.e.f. 21-11-2022	w.e.f. 22-08-2024	w.e.f. 22-08-2024	w.e.f. 22-08-2024
5.	Education Qualifications	Bachelor of Architecture	Graduation in Arts	Graduation in Arts	Bachelor of Business Administration and Masters in Investment and Finance
6.	Experience in specific functional areas	experience of approx. 5 years in the business of craft and design and fundraising, customer acquisition and executive management	NA	NA	Investment and Finance
7.	Directorship held in other listed entities	Presently She is not holding any directorship in any other Listed Company	Presently he is not holding any directorship in any other Listed Company	Presently She is not holding any directorship in any other Listed Company	Presently He is not holding any directorship in any other Listed Company
8.	Membership/ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil	Nil	Nil
8.	Names of listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil	Nil
10.	Number of Shares held in the Company	Nil	Nil	Nil	Nil

NOTICE Contd.

11.	Last Drawn Remuneration including Sitting Fees for Board & Committee(s) Meetings (2022-23)	Not Applicable	NA	NA	NA
12.	Relationship with any Director(s) of the Company	Sister of Malvika Lalwani existing Director of the company	NA	NA	NA

**By order of the Board
For Vinttron Informatics Limited**

**Sd/-
Malvika Lalwani
Director and CEO
DIN: 08673926**

**Place: New Delhi
Date: 03.09.2024**

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the 33rd Annual Report together with Audited Financial Statements which includes Balance Sheet, Profit & Loss Account and Cash Flow Statement of the Company for the year ended on 31st March, 2024.

1. FINANCIAL RESULTS

Your Company's financial performance for the year ended 31st March, 2024 is summarized below:

(Amount in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Total Revenue	17,416.60	1,969.67
Expenses	15,752.08	2,063.59
Profit / (Loss) before Exceptional items and tax	1,664.52	(93.92)
Exceptional Items	-	(13.66)
Profit / (Loss) before tax	1,664.52	(107.58)
Tax Expenses	-	-
Profit / (Loss) for the year from Continuing Operations	1,664.52	(107.58)
Other Comprehensive Income	-	-
Total Comprehensive Income/ (Loss) for the year	1,664.52	(107.58)

2. FINANCIAL HIGHLIGHTS

During FY 2023-24, the Company's total revenue is Rs. 17,416.60 Lakh as against Rs. 1,969.67 Lakh in the previous year, thereby increase of 784.23%. Total Comprehensive Income for the year of the Company is Rs. 1,664.52 as against Rs. 107.58 lakhs loss in the previous year.

3. TRANSFER TO RESERVES

The Board of Directors have decided to retain the entire amount of profit under Retained Earnings. Accordingly, your Company has not transferred any amount to General Reserves for the year ended March 31, 2024.

4. DIVIDEND

Considering the accumulated losses and requirement of more working capital, the Board has not recommended dividend for the current financial year.

5. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of the business of the Company during the financial year ended 31st March, 2024.

6. COMPLIANCE WITH SECRETARIAL STANDARDS

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively have been duly complied by your Company during the period under review.

7. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company continues to have excellent employee relations. Your Directors acknowledge and thank the employees for their continuous support. The Company has strong commitments to follow the best of the HR practices and believes in up-lifting the overall competence of its employees through regular training, workshops and seminars. The total number of employees and workforce at the end of the year was 5 as against 6 employees including permanent and irregular work force at the end of the previous year.

8. SHARE CAPITAL AND LISTING OF SHARES

As on 31st March, 2024, the authorized share capital of the Company is Rs. 2,000 lakhs and subscribed & paid-up equity share capital of the Company is Rs. 783.56 lakhs.

The Company's equity shares are listed on the Bombay Stock Exchange Limited (BSE). The equity shares are actively traded on BSE and have not been suspended from trading.

During the year company has issued and allotted 8,08,00,000 warrants convertible into equivalent number of equity shares, having face value of Rs. 1 per equity shares, within a period of 18 months from the date of allotment i.e., December 12, 2023, upon payment of remaining 75% amount at the time of exercising the Convertible warrant at an issue price of Rs. 5 (including premium of Rs. 4 each). The Company has

DIRECTORS' REPORT Contd.

received Rs. 1,010 Lakhs being 25% of the total amount payable towards subscription of the warrants from all the allottees.

9. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

As on 31st March, 2024 Company does not have any Subsidiary and Joint Venture Company.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to applicable provisions of the Companies Act, 2013, one-third of Directors as are liable to retire by rotation, shall retire by rotation every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting (AGM). Consequently, Ms. Pallavi Lalwani (DIN: 07444062) retires by rotation and being eligible, offers herself for re-appointment. A resolution seeking shareholders' approval for her re-appointment forms part of the notice of 33rd AGM.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company. None of the Directors of the Company are disqualified under Section 164(2) of the Companies Act, 2013 and rules made there under.

During the FY 2023-24, the Board of Directors has appointed Mr. Harish Kumar Arora as CFO, Mr. Anil Pratap Singh Parihar [DIN: 10255661] and Ms. Sushmaa Ssharma [DIN: 10090244] as Independent Additional Director of the company w.e.f. 14.08.2023.

The members of the Company at their 32nd Annual General Meeting held on 30th September, 2023 approved the appointment of Mr. Umesh Kumar Dhingra (DIN: 06471233) & Ms. Pallavi Lalwani (DIN: 07444062) as a Non- Executive Director of the Company and Mr. Anil Pratap Singh [DIN: 10255661] & Ms. Sushma Ssharma [DIN: 10090244] as Non- Executive Independent Director of the company.

Key Managerial Personnel

During the FY 2023-24, Ms. Juhi Sen resigned from the office of Company Secretary and Compliance officer of the Company w.e.f. 15.04.2023 designated as Key Managerial Personnel's of the Company. Further Mr. Ashish was appointed as Company Secretary and Compliance officer of the company w.e.f. 04.09.2023.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Information in respect of conservation of energy, technology absorption, and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure-1**.

12. DEPOSITS

The Company has neither invited nor accepted any deposits from public within the meaning of the Companies (Acceptance of Deposit) Rules, 2014, during the last financial year.

13. EVALUATION OF THE BOARD'S PERFORMANCE

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which includes attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, adherence to Code of Conduct and business ethics, monitoring of regulatory compliance, risk management and review of internal control system etc.

14. DECLARATION UNDER SECTION 149 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). There has been no change in the circumstances affecting their status as independent directors of the Company.

The Independent Directors have complied with the Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013 and the Listing Regulations. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold highest standards of integrity.

15. DIRECTORS RESPONSIBILITY STATEMENT UNDER SECTION 134 OF THE COMPANIES ACT, 2015

On the basis of the discussions with the Statutory Auditors / Internal Auditors of the Company from time to time, and as required under Section 134(3)(c) read with the provision of section 134(5) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

DIRECTORS' REPORT Contd.

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. STATUTORY AUDITORS

M/s. O P Bagla & Co. LLP, Chartered Accountants (Firm Registration No. 000018N/N500091), were appointed as Statutory Auditors of the Company at the 31st AGM held on 29th September, 2022, to hold office for a period of 5 (five) consecutive years from the conclusion of 31st AGM till the conclusion of the 36th AGM but M/s. O P Bagla & Co. LLP submitted their resignation from the office of Statutory Auditors w.e.f. 10th May, 2024.

Consequently, the Board of Directors in its meeting dated 20th June, 2024 appointed M/s A T K & Associates Chartered Accountants (Firm Registration No. 018918C) as Statutory Auditors of the Company to fill the casual vacancy created due to resignation of M/s. O P Bagla & Co. LLP (Firm Registration No. 000018N/N500091) to hold the office till conclusion of ensuing Annual General Meeting.

The Statutory Auditor has issued Audit Reports on the Financial Statements of the Company for the year ended 31st March, 2024. Notes on the Financials Statement referred to in the Audit Report are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3)(f) of the Companies Act, 2013 since it does not contain any qualification, reservation, adverse remarks or observation.

17. SECRETARIAL AUDIT

In terms of Section 204 of the Companies Act, 2013 and rules made thereunder, M/s. Mahesh Gupta & Company, Practicing Company Secretary (CP No. 1999) was appointed to conduct the Secretarial Audit of the Company for the financial year 2023-24. Further, there has some observation made by the secretarial auditor in his report and directors view on such reservations are part of this director report. The Audit Report of the Secretarial Auditor is attached as **Annexure 2**.

The Board of Directors view on secretarial auditor's observations are as follows:

- a) There is no updation of Website
 - The Board of Directors took note of the above observation made by Secretarial Auditor and will take required action to maintain website of the company up to date.
- b) The Company has necessary software to maintain structured digital database However, during the Review Period, no UPSI entry has been maintained.
 - The Board of Directors took note of the above observation made by Secretarial Auditor. The Company has not maintained the prescribed database of unpublished price sensitive information (UPSI) due to technical issue in the computer system in which SDD software was installed. The company has reinstalled the SDD software and renewed the software license. The company will comply with the provisions of SDD.
- c) There is resignation of Auditor on 10.5.2024 and new Auditor appointed on 20.06.2024 and has not complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the Company.
 - The Board of Directors in its meeting dated 20th June, 2024 appointed M/s A T K & Associates Chartered Accountants (Firm Registration No. 018918C) as Statutory Auditors of the Company to fill the casual vacancy created due to resignation of M/s. O P Bagla & Co. LLP (Firm Registration No. 000018N/N500091) to hold the office till conclusion of ensuing Annual General Meeting.
- d) The declaration under the regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 not filed with the Stock Exchange within 7 working days from the end of such financial year.
 - The Board of Directors took note of the above observation made by Secretarial Auditor regarding inadvertently missing the due date for such filing and will ensure timely filing in future.
- e) The Company filed Investor complaint for the quarter ended on 30th June, 2023 and 30th September, 2023 after the prescribed period under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - The Board of Directors took note of the above observation made by Secretarial Auditor regarding inadvertently missing the due date for such filing and will ensure timely filing in future.
- f) There is no independent woman directors during the period under Regulation 17(1) of SEBI (Listing Obligations and Disclosure

DIRECTORS' REPORT Contd.

Requirements) Regulations, 2015.

- The company was in search of eligible candidate for appointment and thereafter on 14.08.2023 appointed an Independent Woman Director on the Board.
- g) There is no proper composition of Audit Committee till 14/08/2023 during the period under Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The company has re-constituted the Audit Committee on 14.08.2023 w.e.f. 18.08.2023 with the required number of members.
- h) There is no proper composition of NRC Committee till 14/08/2023 during the period under Regulation 19(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The company has re-constituted the NRC on 14.08.2023 w.e.f. 18.08.2023 with the required number of members
- i) The Company has filed Shareholding pattern for the quarter ended 30th June, 2023 after the prescribed period under Regulation 31(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Board of Directors took note of the above observation made by Secretarial Auditor regarding inadvertently missing the due date for such filing and will ensure timely filing in future.
- j) The Company has filed Reconciliation of Share Capital Audit for the quarter ended 30th June, 2023 after the prescribed period under Regulation 55A/76 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Board of Directors took note of the above observation made by Secretarial Auditor regarding inadvertently missing the due date for such filing and will ensure timely filing in future.

18. INTERNAL AUDITORS

In terms of the provisions of Section 138 read with Companies (Accounts) Rules 2014 and rules made thereunder and on the recommendation of the Audit Committee, the Board of Directors of the Company have appointed M/s. S. Agarwal & Company, Chartered Accountants (Firm Registration No.000808N) as Internal Auditors of the Company to perform the internal audit for financial year 2023-24. Further, there has been no qualification, reservation, adverse remarks or disclaimer made by the Internal Auditors in their report for the financial year 2023-24.

19. DIRECTORS VIEW ON AUDITORS OBSERVATIONS

There is no adverse observation in the Statutory Auditors' Report which needs any comments on the part of Board of Directors. The queries raised by the Statutory Auditors have been explained to the satisfaction of the Statutory Auditors. The Statutory Auditors' Report is self-explanatory.

20. DISCLOSURE UNDER RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

All the directors of the company are Non-Executive and none of them draws remuneration from the company hence disclosure under rule 5 of companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.

21. CORPORATE SOCIAL RESPONSIBILITY

With the enactment of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with the various clarifications issued by the Ministry of Corporate Affairs. As per the Financial Statements attached hereto, the contents of Section 135 are not applicable to the Company.

22. VIGIL MECHANISM & WHISTLE BLOWER POLICY

The Company has a vigil mechanism for Directors and Employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of Directors and Employees who avail the mechanism. In exceptional cases, Directors and Employees have direct access to the Chairman of the Audit Committee of the Board. The whistle blower policy is available at the Company's website <https://www.vinttroninformatic.com/policies>.

23. NOMINATION AND REMUNERATION POLICY

The Company follows a policy on nomination and remuneration for selection of directors and determining director's independence, and the remuneration policy for directors, key managerial personnel & other employees. The policy is approved by the Nomination and Remuneration Committee of the Board.

24. CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under Listing Regulations. A separate report of the Board of Directors of the Company on Corporate Governance is included in the Annual Report as **Annexure-3** and the certificate from SMK & Associates, practicing Company Secretary confirming the compliance with the requirements of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as

DIRECTORS' REPORT Contd.

annexure-4.

25. LOANS & INVESTMENT BY THE COMPANY

The Board declares that it has neither made any loan or investment to any person or other body corporate(s) nor given any guarantee or security in connection with a loan to any other body corporate(s) or person(s). It is further declare that the Company has not acquired, whether by way of subscription, purchase or otherwise, the securities of any other Body Corporate(s).

26. RELATED PARTY TRANSACTIONS

All the contracts/ arrangements/ transactions etc. entered into by the Company with related parties were in ordinary course of business and on arm's length basis in terms of provisions of the Companies Act, 2013.

Omnibus approval from the Audit Committee is obtained for all transactions with related parties and all such transactions are reviewed by the Audit Committee every quarter. Also all transactions with related parties are entered in accordance with the Policy on dealing with and materiality of related party transactions, formulated by the Company.

The details of the related party transactions as per Indian Accounting Standards (IND AS) are set out in Notes No. 29 to the Financial Statements of the Company and Form AOC-2 is annexed as **Annexure-5** The policy in respect of Related Party Transactions is disseminated on the Company's website <https://www.vintroninformatic.com/policies>.

27. AUDIT COMMITTEE

During the year all the recommendations of the Audit Committee were accepted by the Board. Detailed information of the Audit Committee is provided in the Report on Corporate Governance forming part of this Annual Report.

28. ANNUAL RETURN

In terms of Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, copy of the Annual Return for the FY 2023-24 of the Company will be available on the website of the Company at the following link: <https://www.vintroninformatic.com/annual-returns>.

29. MEETINGS OF BOARD AND COMMITTEES

During the year eight (8) Meetings of Board; Three (3) Meetings of Audit Committee and Two (2) meetings of Nomination and Remuneration Committee were convened and held. The details of which are given in Corporate Governance Report.

30. ANNUAL GENERAL MEETING

During FY 2023-24, Annual General Meeting of the Company was held on Saturday, 30th September, 2023.

31. MATERIAL CHANGES AFFECTING FINANCIAL POSITIONS OF THE COMPANY

During the previous financial year your company shifted its focus from manufacturing activities to IT enabled Services and Trading in IT products and also disposed of its plant and machinery.

During the current financial Year ended on 31st March, 2024 there is no material changes in the company affecting financial positions of the company

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

There is no order passed by any regulator or Court or Tribunal against the Company, impacting the going concern concept or future operations of the Company.

33. EMPLOYEES STOCK OPTION PLANS/ SCHEMES

No Employee Stock Options were granted to the Directors or Employees of the Company during the financial year ended on 31st March, 2024.

34. INSIDER TRADING POLICY

During the year under review, the Company reviewed compliance with the provisions of Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015 with respect to "Institutional Mechanism for Prevention of Insider trading" and found the systems for internal control are adequate and are operating effectively, in accordance with the amendments to the applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

35. LISTING FEES

The Equity Shares of the Company continue to be listed at the Stock Exchange(s) of Bombay and Calcutta, and as on the date of signing of this report, the listing fees for both the Stock Exchange(s) is paid for the current financial year i.e. 2023-2024.

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

DIRECTORS' REPORT Contd.

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act') and the rules framed thereunder. Internal Committees have been set up to redress complaints received regarding sexual harassment. To build awareness in this area, the Company has been conducting induction / refresher programmes in the organization on a continuous basis.

During the year under review, no complaint of sexual harassment was received by the Company, so no complaint was pending to resolve at the end of the FY 2023-24 and on the date of such report.

37. BUSINESS AFFAIRS & PHILOSOPHY

Your Company and its management has always been cautious of its brand and corporate image apart from its corporate social responsibility. Even within the limitation of having limited resources and infrastructure available at its disposal, the management of the Company has worked out product basket considering the strength of the Company and market acceptability and is consistently improving upon the same, so as to ensure that the products of the Company command its respect and demand in the market in terms of quality, service, acceptability, competitiveness etc. apart from giving maximum return on investment thereby multiplying the investors fund. The Company has been consistently making its efforts to re-establish its brand and product in the market. With emphasis on quality, competitiveness and service, the Company and its management is confident to itself on the rapid growth path very shortly. The Company has always endeavoured to provide innovative products with quality and the said approach of the management of your Company stands more strengthened by every passing moment.

38. APPRECIATION

The Board of Directors would like to express their sincere appreciation for assistance and co-operation received from vendors and stakeholders, including financial institutions, banks, Central and State Government authorities, customers and other business associates, who continued to extend their valuable support during the year under review.

For and on behalf of the Board of Directors of
Vintronic Informatics Limited

Sd/-
Umesh Kumar Dhingra
Director
DIN: 06471233

Sd/-
Malvika Lalwani
Director
DIN: 08673926

Date: 03.09.2024
Place: Delhi

ANNEXURE TO DIRECTORS' REPORT**ANNEXURE-1**

INFORMATION AS PER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2024.

A. CONSERVATION OF ENERGY

Your Company is not covered under Industries, which are required to furnish the information in Form-A under Section 134 (3) (m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014. The consumption of energy in the operation of the Company is not significant. However, the Company has taken all steps to optimise the use of energy through improved operational methods.

B. RESEARCH & DEVELOPMENT (R & D)

None

C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

None

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of foreign exchange earnings and outgo of the Company is given below:

Particulars	Amount (INR Lakhs)
Foreign Exchange Earnings	537.84
Foreign Exchange Outgo	473.44

**For and on behalf of the Board of Directors of
Vintron Informatics Limited**

**Sd/-
Umesh Kumar Dhingra
Director
DIN: 06471233**

**Sd/-
Malvika Lalwani
Director
DIN: 08673926**

Date: 03.09.2024

Place: Delhi

ANNEXURE-3**CORPORATE GOVERNANCE**

In terms of the Code of Corporate Governance, as framed by Securities and Exchange Board of India and amended from time to time, the Company has taken various steps and endeavored to implement the requirements of code of Corporate Governance in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Company has further ensured timely and effective implementation of requirements as stipulated from time to time. Given below is a brief report on the practices followed by Vintron Informatics Limited towards achievement of good Corporate Governance.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Vintron Informatics Limited is committed to the concept and philosophy of Corporate Governance as a means of effective internal control, fair and transparent decision-making process and fullest support of the Board and Management for enhancing customer satisfaction and shareholder's value. The basic mantras of Vintron "Customer satisfaction through Quality and Reliability of our products and services, to be achieved by our will to deliver better by consistently improving our products, systems and procedures" is the guideline to generate long term economic value for its shareholders while respecting the interest of customers and society as a whole, which is practised in your Company in its letter and spirit. The Company respects the inalienable rights of its members to information on the performance of the Company and considers itself a trustee of its members.

2. BOARD OF DIRECTORS**Composition of Board**

The Company recognizes the importance of a Board with diverse skill sets and therefore, your Company has skillful, experienced, diverse and

ANNEXURE TO DIRECTORS' REPORT

well informed Board. The Board of Directors consists of eminent persons with considerable professional expertise and experience, provides leadership and guidance to the management, thereby enhancing Stakeholders' value. The Board is entrusted with the ultimate responsibility of the management, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

Ms. Malvika Lalwani is sister of Ms. Pallavi Lalwani otherwise there is no inter-se relationship among the other Directors.

The Board of Directors have noted the declaration received from the Independent Directors pursuant to the Companies Act, 2013 ("the Act") and LODR with regard to their Independence and are of the opinion that the Independent Directors fulfil the conditions of independence and are independent of the management of the Company.

All the directors take active part at the meetings of Board and various Committees by providing their valuable inputs and expert advice on various aspects of business, governance, etc. and thus, add values in the decision-making process of the Board of Directors.

As on 31st March, 2024, our Company's Board comprises of 6 (Six) Non-Executive Directors. None of the Directors on the Board hold the office of Director in more than 20 companies, including 10 public companies, as disclosed under Section 184 of the Companies Act, 2013 read with Rules issued thereunder.

S. No.	Name of the Director	Category (Chairperson /Executive/ Non-Executive/in dependent/ Nominee) &	No. of shares held	No. of directorship in listed entities including this listed entity [with reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1)] & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
1	Pallavi Lalwani [DIN: 07444062]	Non Executive-Non Independent	0	1	0	0	0
2	Umesh Kumar Dhingra [DIN: 06471233]	Non Executive-Non Independent	0	1	0	0	0
3	Malvika Lalwani [DIN: 08673926]	Non Executive-Non Independent	0	1	0	3	1
4	Akshaykumar Dineshkumar Patel [DIN: 08080080]	Non Executive-Non Independent	0	1	0	0	0
5	Anil Pratap Singh Parihar [DIN: 10255661]	Non Executive-Independent	0	1	1	3	2
6	Sushmaa Ssharma [DIN: 10090244]	Non Executive-Independent	0	1	1	3	0

CHANGES IN THE BOARD

During the year under review, based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 14th August, 2023 appointed Mr. Anil Pratap Singh (DIN: 10255661) and Ms. Sushmaa Ssharma (DIN: 10090244) as an Additional (Independent) Director of the Company. The members of the Company at their Annual General Meeting held on 30th September, 2023 approved the re-appointment of Mr. Anil Pratap Singh (DIN: 10255661) & Ms. Sushmaa Ssharma (DIN: 10090244) as Independent Directors of the Company and Mr. Umesh Kumar Dhingra (DIN: 06471233) and Ms. Pallavi Lalwani (DIN: 07444062) as Directors of the Company.

BOARD PROCEDURES, AVAILABILITY AND FLOW OF INFORMATION

The Board meets at least once in a quarter to, inter-alia, review quarterly standalone financial results, compliance report(s) of all laws applicable to the Company, regulatory developments. In case of matters requiring urgent approval of the Board, resolutions are passed through circulation.

ANNEXURE TO DIRECTORS' REPORT

The Board has unrestricted access to all Company related information, especially those that require highest level deliberation.

All directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business, governance, etc. and play a critical role on strategic issues and add value in the decision-making process of the Board of Directors. Important decisions taken at Board/ Committee meetings are communicated promptly to the concerned departments/ divisions.

BOARD MEETINGS HELD DURING THE YEAR

The Board met 8 (eight) times during FY 2023-24 on 17th April, 2023, 30th May, 2023, 14th August, 2023, 04th September, 2023, 20th October, 2023, 11th November, 2023, 12th December, 2023 and 08th February, 2024. The agenda papers for the Board meetings are disseminated electronically on a real-time basis, thereby eliminating circulation of printed agenda papers.

The maximum interval between two board meetings did not exceed 120 days, as prescribed in the Companies Act, 2013. The attendance record of the Directors at the Board Meeting as well as at the last Annual General Meeting (AGM) is as under:

S r . No.	Name of Directors	No. of Board Meetings attended								Attendance at last AGM held on 30.09.2023
		17.04.2023	30.05.2023	14.08.2023	04.09.2023	20.10.2023	11.11.2023	12.12.2023	08.02.2024	
1	Ms. Malvika Lalwani	✓	✓	✓	✓	✓	✓	✓	LOA	✓
2	Mr. Akshaykumar Dineshkumar Patel	LOA	LOA	✓	LOA	LOA	LOA	LOA	LOA	-
3	Ms. Pallavi Lalwani	✓	✓	✓	✓	✓	✓	✓	✓	✓
4	Mr. Umesh Kumar Dhingra	✓	✓	✓	✓	✓	✓	✓	✓	✓
5	Mr. Anil Pratap Singh*	NA	NA	NA	✓	✓	✓	✓	✓	✓
6	Ms. Sushmaa Sharma*	NA	NA	NA	✓	LOA	LOA	LOA	✓	-

* Mr. Anil Pratap Singh and Ms. Sushmaa Sharma were appointed as director of the company w.e.f. 14.08.2023.

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

All the Independent Directors of the Company have been appointed as per the provisions of the Act and the Listing Regulations. Formal letter of appointment is issued to the Independent Directors. As required by Regulation 46 of the SEBI Listing Regulations, the terms and conditions of their appointment have been disclosed on the website of the Company.

INDEPENDENT DIRECTORS AND MEETING OF INDEPENDENT DIRECTORS

All Independent Directors of the Company played a critical role in maintaining and improving the corporate governance standards in the Company. In compliance of Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations, the Company has received a declaration from the Independent Directors confirming that they meet the criteria of independence. The Independent Directors have also confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

During the financial year, the Independent Directors met on 30th March, 2024 without the attendance of non-independent directors or any other Management Personnel of the Company. At such meeting, the Independent Directors discuss and evaluated the performance of the Non-Independent Directors, Board as a whole and Chairman of the Company after taking views of executive and Non-Executive Directors of the Company and assessed the quality, quantity and timeliness of flow of information's between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FAMILIARIZATION PROGRAMME FOR DIRECTORS

The letter of appointment(s) are issued to all Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Director is taken through a formal induction program including the presentation from the CEO on the Company's marketing, finance and other important aspects. The details of programme for Independent Directors are available at Company's website at <https://www.vintroninformatic.com/familiarization>.

ANNEXURE TO DIRECTORS' REPORT

CORE SKILLS/EXPERTISE/COMPETENCIES OF BOARD OF DIRECTORS

The Company's Board comprises qualified members who bring the required skills, competence and expertise that allow them to make effective contributions to the Board and committee thereof. In terms of the Listing Regulations, the Board has identified the following core skills / expertise / competencies of the Directors in the context of the Company's business for effective functioning as given below:

Skills and its description	Malvika Lalwani	Akshaykumar Dineshkumar Patel	Pallavi Lalwani	Umesh Kumar Dhingra	Mr. Anil Pratap Singh	Ms. Sushmaa Ssharma
Finance and Accounting Experience (Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge)	✓	✓	-	✓	-	✓
Leadership (Strong management and leadership experience including in areas of business development, strategic planning, investments and finance, international business, senior level government experience and academic background.)	✓	✓	✓	✓	✓	✓
Diversity (Diversity of thoughts, experience, knowledge, perspective, gender and culture. Varied mix of strategic perspectives, and geographical focus with knowledge and understanding of key geographies.)	✓	✓	✓	✓	✓	✓
Corporate Governance (Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates.)	✓	✓	✓	✓	✓	✓
Information Technology (Information Technology expertise with knowledge of current and emerging technologies)	✓	✓	-	-	✓	✓

3. AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company was re-constituted in the Board meeting dated 14th August, 2023 w.e.f. 18th August, 2023 with the sufficient number of directors with requisite qualifications.

The Committee comprises of one Non-Executive Non-Independent Director viz. Ms. Malvika Lalwani and two Independent Directors viz. Mr. Anil Pratap Singh and Ms. Sushmaa Ssharma. The Chairman of the Committee is Mr. Anil Pratap Singh, Independent Director on the Board of the Company. The Company Secretary acts as the secretary to the committee.

The terms of reference, role and power of Audit Committee as revised and stipulated by the Board of Directors from time to time are in conformity and in line with the statutory and regulatory requirements as prescribed under Section 177 of the Companies Act, 2013 and as per provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which includes the following:

Powers of Audit Committee

The Audit Committee shall have powers, which should include the following:

ANNEXURE TO DIRECTORS' REPORT

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Terms of reference

The terms of reference of the Audit Committee are briefly described below:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging

ANNEXURE TO DIRECTORS' REPORT

that function) after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

In addition thereto the Audit Committee is also assigned with the role to review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor subject to review by the Audit Committee.

Details of Meetings and Attendance

The re-constituted Audit Committee met 3 times during the financial year 2023-2024, on 04th September, 2023, 11th November, 2023 and 08th February, 2024. The below mentioned table gives the details of attendance of members at the meetings of the Audit Committee held during 2023-2024:

Name of the Director	Position	Category	No. of Meetings held	No. of Meetings Attended
Mr. Anil Pratap Singh	Chairman	Non-Executive Independent Director	3	3
Ms. Sushmaa Ssharma	Member	Non-Executive Independent Director	3	1
Ms. Malvika Lalwani	Member	Non-Executive Director	3	2

4. NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Nomination and Remuneration Committee of the Board of Directors of the Company was re-constituted in the Board meeting dated 14th August, 2023 w.e.f. 18th August, 2023 with the sufficient number of directors with requisite qualifications.

The Board had delegated the authority to approve fixation/revision of remuneration and terms and conditions of appointment of Managing Director / Whole Time Directors / Non-Executive Independent Directors. The Nomination and Remuneration Committee comprises of one Non-Executive Non-Independent and two Independent Directors. Mr. Anil Pratap Singh is the Chairman of the Committee. The Company Secretary acts as the secretary to the committee.

This Committee meets depending on the requirements of the Company, and takes its views on fixation/revision of terms and benefits in respect of Managing Director / Whole Time Directors.

Terms of Reference

Brief terms of reference of the NRC are as under:

- a. Identifying persons who are qualified to become the Directors / hold other senior management position and formulating criteria for determining qualities/positive attributes of Independent Directors.
- b. Recommending to the Board and periodically reviewing Remuneration Policy.
- c. Formulation of criteria for evaluation of Independent Directors and the Board and devising Board diversity policy.
- d. Determine the Company's policy on specific remuneration packages for Whole-time Directors / Executive Directors.

Details of Meetings and Attendance

The meeting of Nomination and remuneration Committee was held on 04th September, 2023 and 11th November, 2023 during the financial year. The below mentioned table gives the details of attendance of members at the meetings of the Nomination and Remuneration Committee held during 2023-2024:

Name of the Director	Position	Category	No. of Meetings held	No. of Meetings Attended
Mr. Anil Pratap Singh	Chairman	Non-Executive Independent Director	2	2
Ms. Sushmaa Ssharma	Member	Non-Executive Independent Director	2	0
Ms. Malvika Lalwani	Member	Non-Executive Director	2	2

ANNEXURE TO DIRECTORS' REPORT

Performance Evaluation Criteria for Independent Directors

The criteria for performance evaluation covered the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the Directors who are subject to evaluation had not participated.

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Board of Directors of the Company was re-constituted in the Board meeting dated 14th August, 2023 w.e.f. 18th August, 2023 with the sufficient number of directors with requisite qualifications.

The Board has constituted the Stakeholders Relationship Committee to take care of the complaints/grievances of the shareholders/members of the Company and redressal thereof. This Committee comprises of one Non-Executive Non-Independent and two Independent Directors. Ms. Malvika Lalwani is the Chairman of the Committee and the Company Secretary acts as the secretary to the committee.

Meeting of the Stakeholders' Relationship Committee held on 30th March, 2024 during the financial year 2023-2024.

This Committee meets from time to time depending on the needs and nature of shareholders/members complaints and grievance, and take appropriate decisions for redressal thereof. **As informed by RTA, the Company has not received any complaints during the financial year 2023-2024.**

5. SENIOR MANAGEMENT

Details of Senior Management Personnel(s) as on 31st March 2024, are as follows:

S. No.	Name	Position
1.	Ms. Malvika Lalwani*	Chief Executive Officer
2.	Mr. Harish Kumar Arora**	Chief Financial Officer
3.	Mr. Ashish***	Company Secretary

* During the FY 2023-24, Ms. Malvika Lalwani was appointed as Chief Executive Officer of the company w.e.f. 11.11.2023.

** During the FY 2023-24, Mr. Harish Kumar Arora was appointed as Chief Financial Officer w.e.f. 14.08.2023.

*** During the FY 2023-24, Ms. Juhi Sen resigned from the office of Company Secretary of the Company w.e.f. 15.04.2023. Further Mr. Ashish was appointed as Company Secretary and Compliance officer of the company w.e.f. 04.09.2023.

6. REMUNERATION TO DIRECTORS

All the directors appointed on the Board of the company are non- executive thereof are ordinary directors and are not paid any fixed remuneration.

7. GENERAL BODY MEETINGS

Date, Venue and Time for the last three Annual General Meetings:

Year	Venue	Date	Time
2021	D-107 & 108, Okhla Industrial Area, Phase-I, New Delhi-110020	30/09/2021	10.30 a.m.
2022	D-107 & 108, Okhla Industrial Area, Phase-I, New Delhi-110020	29/09/2022	10.30 a.m.
2023	D-88, Second Floor, Okhla, Industrial Area, Phase-I, New Delhi 110020	30/09/2023	10.30 a.m.

The following Special Resolutions were passed by the Company at the aforementioned General Meetings:

AGM	Details of Special Resolution
30 th Annual General Meeting	Appointment of Mr. Mohan Yadav as Whole Time Director of the Company for a period of five years
31 st Annual General Meeting	To Appoint M/s. O P Bagla & Co. LLP (Firm Registration No. 000018N/N500091), Chartered Accountants, as Statutory Auditors of the Company
32 nd Annual General Meeting	- Appointment of Mr. Anil Partap Singh Parihar (DIN: 10255661) as an Independent Director of the Company - Appointment of Ms. Sushmaa SSharma (DIN: 10090244) as an Independent Director of the Company

ANNEXURE TO DIRECTORS' REPORT

8. MEANS OF COMMUNICATION

Timely disclosure of consistent, relevant and reliable information on financial performance is at the core of good governance. Towards this end, major steps taken are as under:

- The quarterly results of the Company were announced within stipulated 45 days of end of quarter and audited annual results along with results for the fourth quarter were announced within stipulated 60 days of the end of the financial year. The approved financial results of the Company during the financial year 2023-2024 are forthwith sent to all the Stock Exchange with whom the Company has listed its equity shares. Further, the results in the prescribed Proforma along with the detailed press release is published within 48 hours of the conclusion of the meeting of the Board of Directors in leading English and Hindi dailies having wide circulation across the country. Financial results are also displayed on the website of the Company.
- Updated information relating to shareholding pattern, financial results etc. is available on BSE Listing Centre in addition to the Company's website.
- The website of the Company contains dedicated section 'Investor Zone' having updated relevant information for shareholders.
- The management discussion & analysis report forms part of the Directors' Report.

9. GENERAL SHAREHOLDER INFORMATION

a) ANNUAL GENERAL MEETING:

Financial Year	:	2023-2024
Day & Date	:	Monday, 30th Day of September, 2024
Time	:	11.30 a.m.
Venue	:	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") Deemed Venue: D-88, Second Floor, Okhla Industrial Area, Phase-I, New Delhi-110020
Book Closure	:	Wednesday, the 25 th day of September 2024 to Monday, the 30 th day of September 2024 (both days inclusive)
Address for Correspondence of Registrar & Share Transfer Agent	:	M/s. Skyline Financial Services Pvt. Ltd. <u>Registered Office:</u> D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Phone: 011-40450193-96; Fax: 91-11-26812683; E-mail: admin@skylinerta.com; website: www.skylinerta.com
Compliance / Designated Officer	:	Ms. Surbhi Pokhriyal, Company Secretary w.e.f. 18.06.2024
ISIN No.	:	INE043B01028

b) LISTING ON STOCK EXCHANGES

The Company's Equity Shares are listed on the following Stock Exchange/s:

- The BSE Limited, Floor-25, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001
- The Calcutta Stock Exchange Ltd., 7 Lyons Range, Calcutta - 700 001
- The Delhi Stock Exchange Limited, DSE House, 3/1 Asaf Ali Road, New Delhi-110002 (De-listing is sought in terms of the sanctioned revival scheme)

c) STOCK CODE

The Stock code for the Company's Equity Shares is as follows:

- The BSE Limited - "517393"
- The Calcutta Stock Exchange Limited - "10032155"
- The Delhi Stock Exchange Limited - "122073"

d) STOCK PRICE DATA*

(Amount in Rs.)

2023-2024	BSE Limited, Mumbai	
Month	High	Low
April 2023	6.65	3.95

ANNEXURE TO DIRECTORS' REPORT

May 2023	8.35	5.23
June 2023	7.29	5.03
July 2023	5.61	4.51
August 2023	5.08	3.90
September 2023	4.75	3.81
October 2023	6.91	4.32
November 2023	10.32	7.04
December 2023	15.23	10.52
January 2024	23.42	15.53
February 2024	35.33	23.88
March 2024	36.72	23.80

* Based on the figures available at official website of the BSE Limited

e) **SHARE TRANSFER SYSTEM**

Presently the shares, which are received in physical form, are transferred within a period of 10-12 days from the date of receipt, subject to the documents being valid and complete in all respects.

f) **DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2024 BASED ON PAN CONSOLIDATION**

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
Up To 5,000	15742	97.52	4927914.00	6.29
5001 To 10,000	184	1.14	1410937.00	1.80
10001 To 20,000	103	0.64	1556424.00	1.99
20001 To 30,000	34	0.21	843373.00	1.08
30001 To 40,000	23	0.14	810080.00	1.03
40001 To 50,000	6	0.04	293000.00	0.37
50001 To 1,00,000	25	0.15	1997838.00	2.55
1,00,000 and Above	26	0.16	66516234.00	84.89
Total	16143	100.00	78355800.00	100.00

CATEGORY WISE SHAREHOLDING PATTERN AS ON 31ST MARCH 2024

Category	No. of Shares Held	% of Shares Held
Promoters	5,79,26,301	73.93
Mutual Funds	0	0.00
Financial Institutions	0	0.00
Foreign Institutional Investors	0	0.00
Banks	0	0.00
Bodies Corporate	19,95,920	2.25
NRIs / OCBs	4,58,423	0.59
Hindu Undivided Family / Public Trusts	13,74,632	1.75
Clearing Members / House / NBFC / Firms	300	0.00
Public	1,66,00,224	21.18
Total	78,355,800	100.00
Number of Shares in Physical Form	11,51,032	1.47
Number of Shares in Electronic Form	7,72,04,768	98.53
Total	78,355,800	100.00

ANNEXURE TO DIRECTORS' REPORT

h) DEMATERIALIZATION OF SHARES AND LIQUIDITY

Nearly 98.53% of total equity share capital is held in dematerialized form upto 31-03-2024 with NSDL/ CDSL. The shares of the Company are listed on BSE, CSE and DSE, which provide sufficient liquidity to the investors.

i) REGISTERED/CORPORATE OFFICE:

D-88, Second Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 with effect from 21/11/2022.

j) ADDRESS FOR CORRESPONDENCE

The shareholders may address their communication/grievances/queries/ suggestions to:

Company	Registrar and Share Transfer Agents
VINTRON INFORMATICS LIMITED D-88, Second Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. Phone: 011-4412645 E-mail: vil_vintron@hotmail.com Website: www.vintroninformatic.com	SKYLINE FINANCIAL SERVICES PVT. LTD. Registered Office: D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Phone: 011-26812682-83, 40450193-97 Fax: 91-11-26812683 E-mail: admin@skylinerta.com website: www.skylinerta.com

10. OTHER DISCLOSURES

- a) During the financial year ended on 31st March 2024, there were no materially significant related party transactions that may potential conflict with the interests of the Company at large.
- b) Neither was any penalties imposed, nor was any strictures passed by Stock Exchange or SEBI or any Statutory Authority or any capital market related matters during the last three years.
- c) The Company has announced Whistle Blower Policy. All the personnel of the Company have the access to the Audit Committee.
- d) During the year company has issued and allotted 8,08,00,000 share warrants convertible into equivalent number of equity shares, having face value of Rs 1 per equity shares, within a period of 18 months from the dated of allotment i.e., December 12, 2023 at an issue price of Rs. 5 (including premium of Rs. 4 each). The Company has received Rs. 1,010 Lakhs being 25% of the total amount payable towards subscription of the warrants from all the allottees.
- e) The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable, and prepared the accounts on going concern basis.
- f) The Company has complied with the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as listing agreement entered with the Stock Exchange/s.
- g) The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the Directors and Senior Management. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been put on the Company's website (<https://www.vintroninformatic.com/code-of-conduct>). The Code has been circulated to all the members of the Board and Senior Management and its compliance is affirmed by them
- h) A certificate from Mahesh Kumar Gupta a Company Secretary in whole time practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- i) The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended March 31, 2024 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.
- j) The management discussions and analysis report forms part of the Annual Report.
- k) The website link for policy on dealing with related party transactions is <https://www.vintroninformatic.com/policies>

5. NON-MANDATORY REQUIREMENTS UNDER THE PROVISIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company has adopted following Non-mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

i. The Board

All the Directors including Independent Directors are appointed/re-appointed by the Board from time to time. The Board of Directors

ANNEXURE TO DIRECTORS' REPORT

of the Company appointed the Independent Directors for 5 consecutive years.

ii. Shareholders' Rights

The quarterly, half-yearly and annual financial results of the Company are published in the newspapers and are also posted on the Company's website. The complete Annual Report is sent to each and every shareholder of the Company.

iii. Audit Qualifications

There are no Audit Qualifications in the Company's financial statements for the year under reference.

iv. Reporting of Internal Auditors

The Internal Auditors directly report to the Audit Committee.

6. COMPLIANCE CERTIFICATE

Compliance Certificate for Corporate Governance from SMK & Associates, Practicing Company Secretary is annexed herewith

Annexure-5

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 transactions under third proviso thereto

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

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2024 which were not at arm's length basis.

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

(all the amounts in Rs. lakhs)

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any: (Amount in Lakhs)	Date(s) of approval by the Board, if any	Amount paid as advances, if any:
1.	Telexcell Infranet solutions Pvt Ltd (Director having significant influence)	Sale of Goods and Services	Ordinary Business Transactions on continuing basis, Henceforth duration could not be specified.	Prevailing Terms & Conditions as available to other un-related parties in Ordinary Course of Business of amount Rs. 20.04	NA	Nil

**For and on behalf of the Board of Directors of
Vintron Informatics Limited**

**Sd/-
Umesh Kumar Dhingra
Director
DIN: 06471233**

**Sd/-
Malvika Lalwani
Director
DIN: 08673926**

**Date: 03.09.2024
Place: Delhi**

ANNEXURE TO DIRECTORS' REPORT

Declaration by the Chief Executive Officer under Schedule V to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Code of Conduct

To

The Members,

Vintronic Informatics Limited

D-88, Okhla Industrial Area,

Phase -I, New Delhi-110020

In accordance with Schedule V, Para D of the SEBI (LODR) Regulation, 2015 as amended from time to time, I, Malvika Lalwani, Director and CEO of Vintronic Informatics Limited hereby confirm that, all the Board Members and Senior Managerial Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the Financial Year 2023-24.

**For and on behalf of the Board of Directors of
VINTRON INFORMATICS LIMITED**

**Date: 03.09.2024
Place: New Delhi**

**Sd/-
Malvika Lalwani
Director and CEO
DIN: 08673926**

ANNEXURE TO DIRECTORS' REPORT**MANAGEMENT DISCUSSION & ANALYSIS****OUTLOOK**

The Company has reviewed its product basket and in consistency with the market demand and business prospect, it has been concentrating on security related products. The company has shifted its focus from manufacturing activities to IT enabled services and trading in IT Products. In view of the financial constraints, the Company has been doing trading activities in security related products and services. Your Company, during limited period and under limited resources, has been able to create and capture a sizeable portion of security industry by trading of digital video recorders, CCTV Cameras, and other products including accessories thereof. With the growth of crime and awareness in the society, the size of consumer is phenomenally increasing by every passing day in security related products and even the middle class of the Country has become a substantial portion of consumers of this industry. With the increase of spending power and corresponding individual threats, the demand in security related products are multiplying by every passing day as is even evident from the demand of the products of your Company. With the current trend, your Company, with its quality and services, is confident to become a market leader in northern India within a very short span of time and the management is confident to achieving the same at its earliest.

OUTLOOK ON THREATS, RISKS AND CONCERNS

The Company has an integrated approach to managing the risks inherent in various aspects of its business. As a part of this approach, the Board of Directors is responsible for monitoring risk levels on various parameters, and the Board of Directors supported by professionals in various fields is responsible for ensuring implementation of mitigation measures, if required. The Audit Committee provides the overall direction on the risk management policies.

The overall economic environment will have a strong bearing on how things shape in the coming years. Falling prices of the electronic products due to increasing competitiveness with the introduction of multiple variants in each product are potential risks. The overall Industrial and Business sentiment has been low during the last financial year. Your Company therefore has planned to introduce high quality technically advanced gadgets in the Company's product basket once it meets the working capital requirement to start its operations in full capacity, which will expedite its revival scheme. The Company has already ventured into manufacturing and dealing of high quality CCTV cameras and Digital Video Recorders (DVR) meant for CCTV Cameras. Your Company, however, is confident that with further improvement in quality, competitively priced products and their utility, it will be able to expand its market share.

SEGMENT WISE PERFORMANCE

The Company has been operating in the electronic industry and dealing in only electronic products including Security & Surveillance related electronic equipments. The Company's products are mainly electronic and therefore there is a single segment of operation. In view of the same, segment wise reporting is not required.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Internal Control Systems of the Company are designed to provide adequate assurance on the efficiency of the operation and security of its assets, and the Company is committed to high standards in this regard. The accounting records are adequate for preparation of financial statements and other financial information. The adequacy and effectiveness of the Internal Control as well as compliance with laid down systems and policies are comprehensively monitored by your Company's Internal Auditors. The Audit Committee of the Board, which meets regularly, actively reviews Internal Control Systems as well as financial disclosures.

Your Company's performance during the year as compared to the last year is as under:

FINANCIAL RESULTS AND PERFORMANCE

We give below the financial highlights for the year under review: -

PARTICULARS	(RS. in Lacs)	
	Current Year	Previous Year
Turnover & Other Income/Income from Operations (including Job work)	17,416.60	1,969.67
Profit/(Loss) before Depreciation, Interest/Financial Charges and Tax	1,657.39	(44.86)
Depreciation	5.91	36.82
Interest and Financial Charges	1.22	12.24
Profit/(Loss) before Extra-ordinary Items	1664.52	(93.92)
Extra Ordinary / Exceptional Items (Profit on Sale of PPE)	-	(13.66)
Profit/(Loss) after Extra-ordinary Items, but before Income Tax	1664.52	(107.58)
Exceptional / Extra-ordinary Items (Profit on Sale of PPE)	-	(13.66)
Income Tax Adjustments	0.00	0.00
Profit/(Loss) after Tax	1664.52	(107.58)
Surplus brought forward	(4,121.68)	(5,782.73)

ANNEXURE TO DIRECTORS' REPORT

The revenue of the Company has increased massively by 840.54% because of huge exports in the 4th quarter of the company

During the financial year, the company has raised the funds by preferential issue of 8,08,00,000 convertible share warrants at a price of Rs. 5 each, having face value of Rs. 1 including premium of Rs. 4 per warrant. The company has received 25% of the issue price amounting Rs. 10,10,00,000. The management of the Company is continuously working for its target to make a sizeable market and profitability in its operations.

HUMAN RESOURCES

Your Company is committed and focused in building a strong organization by hiring, managing, developing, and retaining the most talented and experienced employees. Special attention is given to providing excellent working conditions, benchmark with other large companies while rewarding the employees. Lot of emphasis is placed on ensuring a rewarding experience to the employees in your Company. As on March 31, 2024, the employee strength of the Company was 5.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The details of significant changes in key financial ratios along with detailed explanations therefor are given as under:

S. No.	Ratio	% change	Explanation
	Current ratio	576%	Increase due to increase in increase in current assets
	Debt- Equity Ratio	188%	Increase due to increase in profit during the year
	Inventory Turnover ratio	4102%	Increase due to decrease in level of inventory held
	Net Profit ratio	265%	Increase due to increase in profit
	Return on net worth	1290%	Increase due to increase in profit

ACKNOWLEDGMENTS

The Board appreciates the efforts put in by all employees for their commitment, and dedication to fulfil their corporate duties with diligence and integrity. Your Directors are also pleased to place on record their appreciation for the excellent support received from Dealers, Business Associates and Customers by promoting and patronizing the products of the Company.

ANNEXURE TO DIRECTORS' REPORT

Annexure-2

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

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

To
The Members
Vintron Informatics Limited
(CIN: L72100DL1991PLC045276)
D-88, Second Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VINTRON INFORMATICS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. **The Company has not complied with the provisions of Regulations 3(5) and 3(6) of the said Regulations.**
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 -**Not Applicable as the Company has not granted any Options to its employees during the financial year under review.**
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 -**Not applicable as the Company has not issued any debt securities during the financial year under review.**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- **Not Applicable as the Company is not registered as Registrars to an Issue and Share Transfer Agents during the financial year under review.**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review.**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**
1. We have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India
 - (ii) The Listing Agreement entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

ANNEXURE TO DIRECTORS' REPORT

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above **subject to the following observations:-**

1. *There is no updation of Company's Website.*
2. *The Company has necessary software to maintain structured digital database. However, during the Review Period, no UPSI entry has been maintained.*
3. *There is resignation of Auditor on 10.5.2024 and new Auditor appointed on 20.06.2024 and has not complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the Company.*
4. *The declaration under the regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 not filed with the Stock Exchange within 7 working days from the end of such financial year.*
5. *The Company filed Investor complaint for the quarter ended on 30th June, 2023 and 30th September, 2023 after the prescribed period under Regulation 13(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.*
6. *There is no independent woman directors during the period under Regulation 17(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.*
7. *There is no proper composition of Audit Committee till 14/8/2023 during the period under Regulation 18(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.*
8. *There is no proper composition of NRC Committee till 14/8/2023 during the period under Regulation 19(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.*
9. *The Company has filed Shareholding pattern for the quarter ended 30th June, 2023 after the prescribed period under Regulation 31(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.*
10. *The Company has filed Reconciliation of Share Capital Audit for the quarter ended 30th June, 2023 after the prescribed period under Regulation 55A/76 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.*

We further report that: -

The Board of Directors of the Company was not properly constituted till 14/8/2023, then it has with proper balance of Executive Directors, Non-Executive Directors and Independent Director: The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meeting and Committee meetings are duly carried out and the views of dissenting members, if any, are captured and recorded as part of the minutes of Board of Directors or Committees of the Board, as the case may be.

We further report that based on the compliance mechanism established by the Company and on the basis of the Certificates issued by the CEO and CFO and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that during the audit period that the company had issued 8,08,00,000 (Eight crore and eight lakhs) convertible warrant, at an exercise price of Rs. 5.00 per underlying equity share of the face value of Re. 1.00 each (including a premium of Rs. 4.00 per equity Share, no other major actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. above taken place.

Place: Delhi
Date: 3rd September, 2024

For Mahesh Gupta and Company
Company Secretaries

Mahesh Kumar Gupta
Proprietor
FCS No.: 2870::CP No.: 1999
Peer review certificate no: 727/2020
UDIN No.: F002870F001111441

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

ANNEXURE TO DIRECTORS' REPORT

ANNEXURE - A

To
The Members
VINTRON INFORMATICS LIMITED
(CIN: L72100DL1991PLC045276)
D-88, Second Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- 5) Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
- 6) The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Delhi
Date: 3rd September, 2024

For Mahesh Gupta and Company
Company Secretaries

Mahesh Kumar Gupta
Proprietor
FCS No.: 2870::CP No.: 1999
Peer review certificate no: 727/2020
UDIN No.: F002870F001111441

ANNEXURE TO DIRECTORS' REPORT

Annexure-4

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Vinttron Informatics Limited
(CIN: L72100DL1991PLC045276)
Regd. Office : D-88, Second Floor, Okhla Industrial
Area, Phase-I, New Delhi-110020

We have examined the applicability and compliance of conditions of Corporate Governance by Vinttron Informatics Limited ('the Company') for the year ended 31st March 2024 with relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

We state that in accordance with the provisions of Regulation 15(2) of SEBI (LODR), 2015, the compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that this certificate is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness which the Management has conducted the affairs of the Company subject to the qualifications and comments as stipulated by the Secretarial Auditor for the Financial Year ended 31st March, 2024.

Date:- 16th August, 2024

Place; Delhi

UDIN - A068632F000989838

For SMK & ASSOCIATES
(Practicing Company Secretaries)

Suresh Mandal
(Proprietor)
M.No. A68632
CP.No. 25534
PRC No.4872
FRN. S2022DE878400

ANNEXURE TO DIRECTORS' REPORT**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
VINTRON INFORMATICS LIMITED
(CIN: L72100DL1991PLC045276)
D-88, Second Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of VINTRON INFORMATICS LIMITED having CIN L72100DL1991PLC045276 and having registered office at D-88, Second Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Akshaykumar Dinesh Kumar Patel	08080080	13-09-2022
2	Ms. Malvika Lalwani	08673926	13-09-2022
3	Mr. Umesh Kumar Dhingra	06471233	21-11-2022
4.	Ms. Pallavi Lalwani	07444062	21-11-2022
5.	Mr. Anil Pratap Singh Parihar	10255661	14-08-2023
6.	Ms. Sushmaa SSharma	10090244	14-08-2023

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Mahesh Gupta and Company
Company Secretaries**

**Mahesh Kumar Gupta
Proprietor**

FCS No.: 2870 : C P No.: 1999

Peer review certificate No: 727/2020

UDIN NO.: F002870F001111439

Place: Delhi

Date: 3rd September, 2024

INDEPENDENT AUDITORS' REPORT

To
the Members of
Vinttron Informatics Limited

Opinion

We have audited the accompanying standalone financial statements of **Vinttron Informatics Limited** ("the Company"), which comprise the balance sheet as at March 31, 2024, the statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in equity and the statement of cash flows for the year ended on that date and a summary of material accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA's") 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 Standalone 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 ethical requirements that are relevant to our audit of the standalone 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

1. Balance confirmation/certificates from third parties, includes debtors, creditors, bank deposits and advances recoverable were not available for verification.
2. Pursuant to default by the company in payment of dues in line with the settlement agreement entered into in earlier year with a party, there can be incremental impact on the liability as provided by the company on the basis of erstwhile terms and conditions. However, the company is under negotiation with the party for revised settlement. In view of uncertainty, the company has not made provision of incremental impact in the liability. Had the differential liability and interest been provided, profit for the year would have been decreased by Rs. 27.65 Lacs with a corresponding increase in financial liability.

Information other than the standalone 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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.

Responsibilities of Management and Those Charged with Governance for the standalone Financial Statements

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

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to

INDEPENDENT AUDITORS' REPORT Contd.

liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity 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 standalone financial statements comply with the Ind AS specified under Section 133 of the Act subject to the matters specified in key audit matters and other matters.

INDEPENDENT AUDITORS' REPORT Contd.

- e) On the basis of the written representations received from the directors 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.
- f) With respect to the adequacy of internal financial controls with reference to Standalone Financial Statements of the company and the operative effectiveness of such controls, refer to our separate report in "Annexure A". Our report express an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the standalone Financial Statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of section 197(16) of the Act, as amended, in our opinion and to the best of our information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note No. 36
 - ii. The Company did not have any long-term contract including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts as on 31st March 2024, 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 it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the 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, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("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; and
 - (c) Based on such 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 mis-statement.
 - v. The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
 - vi. Based on our examination, which include test checks, the company has used accounting software for maintain its books of accounts for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. The audit trail has been preserved by the company as per the statutory requirements for record retention.
2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we have given "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For A T K & Associates
Chartered Accountants
Firm Regn No. 018918C

CA Ankur Tayal
Partner
Membership No. 404791
UDIN: 24404791BKBMAA4314

Date : June 30, 2024
Place: Delhi

INDEPENDENT AUDITORS' REPORT Contd.

Annexure 'A' TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls with reference to standalone Financial Statements of the Company as of March 31, 2024 in conjunction with our audit of the standalone 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 with reference to the standalone Financial Statements 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 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 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone 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 prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the standalone Financial Statements. 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 with reference to the standalone 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 system with reference to the standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the standalone Financial Statements included obtaining an understanding of internal financial controls with reference to the standalone 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 auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control with reference to the standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 standalone financial statements.

Disclaimer of Opinion

In our opinion, to the best of our information and to the explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or considering the essential component of internal control stated in Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. Because of this reason we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion over whether the company had adequate internal financial controls over financial reporting and whether such internal financial control were operating effectively as at March 31, 2024. We have considered the disclaimer report above in determining the nature, timing, and extent of audit test applied in our report of the standalone Financial Statements of the Company and the disclaimer does not affect our opinion on the standalone financial statement of the company.

**For A T K & Associates
Chartered Accountants
Firm Regn No. 018918C**

**CA Ankur Tayal
Partner
Membership No. 404791
UDIN: 24404791BKBMAA4314**

**Date : June 30, 2024
Place: Delhi**

INDEPENDENT AUDITORS' REPORT Contd.

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of the company of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that: We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars, including quantitative details and situation of intangible assets.
- (b) The company does not have any property, plant and equipment during the period, No physical verification is carryout during the period.
- (c) The Company does not have any immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in the favour of company) and hence the reporting under clause (i)(c) of the companies (Auditor's Report) order, 2020 ("the order") is not applicable
- (d) The company does not have any Property, Plant and Equipment, hence not revalued its Property, Plant and Equipment (including Right of Use assets) during the year.
- (e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.
- (b) The company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year and hence reporting under clause (iii) of the Order is not applicable.
- (iv) The company has no transaction in respect of loans, investments, guarantees, and security covered under the provisions of section 185 and 186 of the Companies Act, 2013.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. hence reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- (vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there is following statutory dues have not been deposited on account of dispute:

Nature of Demand	Amount Unpaid (Rs. In Lacs)	Forum before which the case is pending
a. Demand under Custom Act	606.47	Directorate of revenue intelligence
b. ESI Demand	44.15	Directorate of revenue enforcement
c. FEMA Demand	12.00	Delhi High court

INDEPENDENT AUDITORS' REPORT Contd.

- (viii) According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year; there is no default has been noticed in the payment of this facility.
- (b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;
- (c) The company has not taken any loan during the year and there was no utilized the money obtained by way of term loans at the beginning of the year during the year hence reporting under clause (ix)(c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes.
- (e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,
- (f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The company has not issued any securities (including debt instrument) during the year hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year company has issued and allotted 8,08,00,000 warrants convertible into equivalent number of equity shares, having face value of Rs 1 per equity shares, within a period of 18 months from the dated of allotment i.e., December 12, 2023 at an issue price of Rs. 5 (including premium of Rs. 4 each). The Company has received Rs. 10,10 Lakhs being 25% of the total amount payable towards subscription of the warrants from all the allottees. Proceeds from issue of share warrants utilized for the purpose they were raised.
- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any 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 by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.
- (xii) The company is not a Nidhi Company. Hence, clause (xii) is not applicable on the company.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) According to the information and explanations provided to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) According to the information and explanations provided to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(b) of the Order is not applicable.
- (c) According to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable.
- (d) As represented by Management, the Company has three Core Investment Companies (CIC) within the group of the Company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) which are exempt from registration with Reserve Bank of India. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.
- (xvii) The company has not incurred cash losses during the financial year covered by our audit and Rs. 58.51 Lacs in the immediately preceding financial year.

INDEPENDENT AUDITORS' REPORT Contd.

(xviii) Previous auditor has been resigned during the year. The previous auditors of the company i.e. OP BAGLA & CO LLP had resigned w.e.f. May 10, 2024 due to "For the financial year 2023-24 we have commenced our audit and assessed that certain transactions of Purchase and Sales of goods are required detailed verification in accordance with the Auditing procedures enumerated in Standards of Auditing issued by ICAI. After discussion with the management, we are not having professional comfort and therefore we do hereby inform that we would not be continuing as statutory auditors of the company and tender our resignation with immediate effect" stated in ADT-3.

(xix) According to the information and explanations given to us and 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, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the 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) Based on our examination, the provision of section 135 of the Companies Act, 2013 is not applicable on the company. Hence reporting under clause 3(xx) is not applicable to the company.

(xxi) The company is not required to prepare consolidated financial statement hence reporting under clause 3(xxi) is not applicable to the company.

For A T K & Associates
Chartered Accountants
Firm Regn No. 018918C

CA Ankur Tayal
Partner
Membership No. 404791
UDIN: 24404791BKBMAA4314

Date : June 30, 2024
Place: Delhi

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Balance Sheet as at 31 March, 2024

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
Non-Current Assets			
Property, Plant and Equipment	3	-	-
Right of Use Assets	4	7.87	13.55
Intangible Assets	5	-	-
Financial Assets			
(a) Other Financial Assets	6	79.39	78.49
Non-Current Tax Assets		1.90	2.02
		89.16	94.06
Current Assets			
Inventories	7	0.01	83.60
Financial Assets			
(a) Trade Receivables	8	16,677.12	151.39
(b) Cash and Cash Equivalents	9	1.49	0.82
(c) Other Financial Assets	6	321.95	0.00
Other Current Assets	10	980.08	20.53
		17,980.65	256.34
TOTAL ASSETS		18,069.81	350.40
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	783.56	783.56
Other Equity	12	623.40	(2,047.65)
Total Equity		1,406.96	(1,264.09)
Non-Current Liabilities			
Financial Liabilities			
(a) Lease Liabilities	18	6.33	8.78
		6.33	8.78
Current Liabilities			
Financial Liabilities			
(a) Borrowings	13	1,042.14	1,063.64
(b) Trade Payables	14		
- total outstanding dues of micro enterprises and small enterprises		4.85	4.00
- total outstanding dues of creditors other than micro enterprises and small enterprises		15,252.82	469.14
(c) Lease Liabilities	18	2.33	5.24
(d) Other Financial Liabilities	16	128.64	62.65
Other Current Liabilities	17	225.75	1.04
		16,656.52	1,605.71
TOTAL EQUITY AND LIABILITIES		18,069.81	350.40
Material Accounting policy	1-2		
The accompanying notes forms an integral part of these financial statements	1-42		

As per our report of even date attached

For and on behalf of the Board of Directors of

For **A T K & Associates**
Chartered Accountants
Firm Registration No. 018918C

Vintron Informatics Limited
CIN: L72100DL1991PLC045276

CA Ankur Tayal
Partner
Membership No.: 404791

Malvika Lalwani
Director
DIN: 08673926

Pallavi Lalwani
Director
DIN: 07444062

Harish Kumar Arora
CFO
Place: Delhi
Date: June 30, 2024

Surbhi Pokhriyal
Company Secretary
Membership No.: 72034
Place: Delhi
Date: June 30, 2024

Statement of Profit and Loss for the year ended 31 March 2024

(All amounts are in INR Lakhs, unless otherwise stated)

	Particulars	Note No.	Year Ended March 31, 2024	Year Ended March 31, 2023
	Income			
1	Revenue from Operations	19	17,412.05	1,851.29
2	Other Income	20	4.55	118.38
3	Total Income (1+2)		17,416.60	1,969.67
4	Expenses			
	a) Cost of Materials Consumed	21	-	1,151.66
	b) Purchase of Stock-in-Trade	22	15,579.68	590.27
	c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	23	83.59	(5.12)
	d) Employee Benefits Expense	24	11.62	103.12
	e) Depreciation and Amortisation Expense	25	5.91	36.82
	f) Finance Costs	26	1.22	12.24
	g) Other Expenses	27	70.06	174.60
	Total Expenses		15,752.08	2,063.59
5	Profit Before Exceptional Items and Tax (3 - 4)		1,664.52	(93.92)
6	Exceptional Items		-	-
	Loss on Sale of Property Plant and Equipment			(13.66)
7	Profit Before Tax (5 + 6)		1,664.52	(107.58)
8	Tax Expense			
	Current Tax		-	-
	Current Tax - Prior Years		-	-
	Deferred Tax		-	-
	Total		-	-
9	Profit After Tax (7 - 8)		1,664.52	(107.58)
	Other Comprehensive Income for the period		-	-
11	Total Comprehensive Income (9 + 10)		1,664.52	(107.58)
	Earnings per equity share	33		
	-Basic Earning Per share		2.12	(0.14)
	-Diluted Earning Per share		1.97	(0.14)
	Material Accounting policy	1-2		
	The accompanying notes forms an integral part of these financial statements	1-42		

As per our report of even date attached

For A T K & Associates Chartered Accountants Firm Registration No. 018918C	For and on behalf of the Board of Directors of Vintron Informatics Limited CIN: L72100DL1991PLC045276
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CA Ankur Tayal Partner Membership No.: 404791 Place: Delhi Date: June 30, 2024	Malvika Lalwani Director DIN: 08673926 Place: Delhi Date: June 30, 2024	Pallavi Lalwani Director DIN: 07444062 Place: Delhi Date: June 30, 2024	Harish Kumar Arora CFO Place: Delhi Date: June 30, 2024	Surbhi Pokhriyal Company Secretary Membership No.: 72034 Place: Delhi Date: June 30, 2024
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Statement of Cash Flows for the year ended 31 March, 2024

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
A. Cash Flow from Operating Activities:		
Profit Before Tax	1,664.52	(107.58)
<u>Adjustments to reconcile Profit Before Tax to Net Cash Flows:</u>		
Depreciation on Property, Plant and Equipment	-	1.21
Amortization on Right-of-use assets	5.91	35.61
Finance income on amortisation of security deposits	0.09	-
Prior period adjustments	(3.47)	
Finance Cost	1.22	12.24
Loss on Write off of Asset	-	(13.66)
Operating Profit before Working Capital / Other Changes	1,668.26	(72.18)
Adjustments for :		
(Decrease)/Increase in Trade and Other Payables	14,784.53	(21.22)
(Decrease)/Increase in Other Current Liabilities	290.69	(146.40)
Decrease/(Increase) in Other Financial and Current Assets	-1,282.39	
Decrease/(Increase) in Trade and Other Receivables	(16,525.73)	21.85
Financial Liabilities	83.59	225.62
Cash Generated From Operations	(981.05)	7.67
Income Tax paid	0.12	-
Net Cash Flow from Operating Activities	(980.93)	7.67
B. Cash Flow from Investing Activities:		
Purchase of Property, Plant and Equipment		(2.32)
Sale of Property, Plant and Equipment		14.26
Interest received	-	4.11
Net Cash Used in Investing Activities	-	16.05
C. Cash Flow from Financing Activities:		
Payment of Lease Liabilities	(6.89)	(15.96)
Issue of share warrants	1,010.00	
Borrowings	(21.50)	(24.23)
Net Cash Used in Financing Activities	981.61	(40.19)
Net Decrease in Cash and Cash Equivalents [A+B+C]	0.68	(16.47)
Cash and Cash Equivalents at the Beginning of the Year	0.82	17.29
Cash and Cash Equivalents as at End of the Year	1.50	0.82
Component of Cash and cash equivalent		
Balances with banks in:		
- Current accounts	1.46	0.82
Cash in Hand	0.03	0.00
	1.49	0.82
Material Accounting policy	1-2	
The accompanying notes forms an integral part of these financial statements	1-42	

As per our report of even date attached

For and on behalf of the Board of Directors of

For A T K & Associates
Chartered Accountants
Firm Registration No. 018918C

Vintron Informatics Limited
CIN: L72100DL1991PLC045276

CA Ankur Tayal
Partner

Malvika Lalwani
Director

Pallavi Lalwani
Director

Harish Kumar Arora
CFO

Surbhi Pokhriyal
Company Secretary
Membership No.: 72034

Membership No.: 404791

DIN: 08673926

DIN: 07444062

Place: Delhi
Date: June 30, 2024

Place: Delhi
Date: June 30, 2024

Place: Delhi
Date: June 30, 2024

Place: Delhi
Date: June 30, 2024

Place: Delhi
Date: June 30, 2024

Statement of Changes in Equity for the year ended 31 March 2024

(All amounts are in INR Lakhs, unless otherwise stated)

Share capital	Number of shares	Amount
Equity share of Rs. 1 each subscribed and fully paid up		
As at April 01, 2022	7,83,55,800	783.56
Issued during the year	-	-
As at March 31, 2023	7,83,55,800	783.56
Issued during the year	-	-
As at March 31, 2024	7,83,55,800	783.56

Other Equity

Particulars	Reserves & Surplus			Money received against share warrants	Total Equity
	Securities Premium	Capital Reserve	Retained Earning		
As at April 01, 2022	423.30	3,311.78	-5,675.15	-	-1,940.07
Profit & Loss for the year ended 31st March 31, 2023	-	-107.58	-	-	-107.58
Other Comprehensive Income	-	-	-	-	-
As at March 31, 2023	423.30	3,204.20	-5,675.15	-	-2,047.65
Profit & Loss for the year ended March 31, 2024	-	1,664.52	-	-	1,664.52
Adjustment of prior period expenses	-	-3.47	-	-	-3.47
Money received during the period	-	-	-	1,010.00	1,010.00
Other Comprehensive Income	-	-	-	-	-
As at March 31, 2024	423.30	4,865.25	-5,675.15	1,010.00	623.40

The accompanying notes forms an integral part of these financial statements 1-45

As per our report of even date attached

For **A T K & Associates**
Chartered Accountants
Firm Registration No. 018918C

For and on behalf of the Board of Directors of
Vintron Informatics Limited
CIN: L72100DL1991PLC045276

CA Ankur Tayal
Partner
Membership No.: 404791

Malvika Lalwani
Director
DIN: 08673926

Pallavi Lalwani
Director
DIN: 07444062

Harish Kumar Arora
CFO

Surbhi Pokhriyal
Company Secretary
Membership No.: 72034

Place: Delhi
Date: June 30, 2024

Place: Delhi
Date: June 30, 2024

Place: Delhi
Date: June 30, 2024

Place: Delhi
Date: June 30, 2024

Place: Delhi
Date: June 30, 2024

Notes to financial statement for the year ended 31 March 2024 Contd.

(All amounts are in INR Lakhs, unless otherwise stated)

(3) Property, plant and equipment

Particulars	Plant and Machinery	Furnitures and Fixtures	Vehicles	Computers	Electric and Office equipments	Total
Gross carrying amount						
As at April 01, 2023	-	-	-	-	-	-
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at March 31, 2024	-	-	-	-	-	-
Accumulated depreciation						
As at April 01, 2023	-	-	-	-	-	-
Charge for the year	-	-	-	-	-	-
On disposals	-	-	-	-	-	-
As at March 31, 2024	-	-	-	-	-	-
Net carrying amount as at March 31, 2024	-	-	-	-	-	-
Gross carrying amount						
As at April 01, 2022	1,581.35	19.79	23.18	1.23	183.22	1,808.77
Additions	1.54	-	-	-	0.78	2.32
Disposals	-1,582.89	-19.79	-23.18	-1.23	-184.00	-1,811.09
As at March 31, 2023	-	-	-	-	-	-
Accumulated depreciation						
As at April 01, 2022	1,579.85	3.04	22.46	0.03	176.95	1,782.33
Charge for the year	0.07	0.91	-	0.13	0.10	1.21
On disposals	-1,579.92	-3.95	-22.46	-0.16	-177.05	-1,783.54
As at March 31, 2023	-	-	-	-	-	-
Net carrying amount as at March 31, 2023	-	-	-	-	-	-

(4) Intangible assets

Particulars	Software	Total
Gross carrying amount		
As at April 01, 2023	-	-
Additions	-	-
Disposals	-	-
As at March 31, 2024	-	-
Accumulated amortisation		
As at April 01, 2023	-	-
Charge for the year	-	-
On disposals	-	-
As at March 31, 2024	-	-
Net carrying amount as at March 31, 2024	-	-
Gross carrying amount		
As at April 01, 2022	28.75	28.75
Additions	-	-
Disposals	-28.75	-28.75
As at March 31, 2023	-	-
Accumulated amortisation		
As at April 01, 2022	28.38	28.38
Charge for the year	-	-
On disposals	-28.38	-28.38
As at March 31, 2023	-	-
Net carrying amount as at March 31, 2023	-	-

Notes to financial statement for the year ended 31 March 2024 Contd.

(All amounts are in INR Lakhs, unless otherwise stated)

(5) Right-of-use assets

Particulars	Amount
Gross carrying amount	
As at April 01, 2023	15.98
Additions	0.23
Disposals	-
As at March 31, 2024	16.21
Accumulated amortisation	
As at April 01, 2023	2.43
Charge for the year	5.91
On disposals	-
As at March 31, 2024	8.34
Net carrying amount as at March 31, 2024	7.87
Gross carrying amount	
As at April 01, 2022	221.23
Additions	15.98
Disposals	-221.23
As at March 31, 2023	15.98
Accumulated depreciation	
As at April 01, 2022	117.99
Charge for the year	35.61
On disposals	-151.17
As at March 31, 2023	2.43
Net carrying amount as at March 31, 2023	13.55

Note:

1. The Right to use asset as per Ind AS-116 comprises of lease of Land, Building

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
6. Other Financial Assets		
Non Current Financial Assets		
(Unsecured considered good)		
Security Deposit	0.90	-
Others*	78.49	78.49
	79.39	78.49
*Others include bankdeposit with orignal maturity of more than 12 months		
Current Financial Assets		
(Unsecured considered good)		
Advances		
- Related party (Refer Note 29)	211.55	0.00
- Others	1.39	-
Others	109.01	-
	321.95	0.00
7. Inventories		
(Lower of Cost or Net Realisable Value)		
Finished Goods	-	-
Traded goods	0.01	83.60
	0.01	83.60

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Notes to financial statement for the year ended 31 March 2024 Contd.

8. Trade Receivables

-Unsecured, considered good	16,677.12	151.39
-Unsecured, considered doubtful	82.29	82.29
Sub Total	16,759.41	233.68
Allowance for doubtful trade receivable	(82.29)	(82.29)
	16,677.12	151.39

Ageing of Trade Receivable

Financial Liabilities

Particulars	Current but not due	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	
(i) Undisputed Trade Receivables - Considered good	-	16,666.31	10.81	-	-	-	16,677.12
(ii) Undisputed Trade Receivables - Considered doubtful	-	-	-	-	2.74	79.55	82.29
(iii) Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered doubtful	-	-	-	-	-	-	-
Total	-	16,666.31	10.81	-	2.74	79.55	16,759.41
Allowance for doubtful trade receivable							(82.29)
Total							16,677.12

As at March 31, 2023

Particulars	Current but not due	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	
(i) Undisputed Trade Receivables - Considered good	-	151.39	-	-	-	-	151.39
(ii) Undisputed Trade Receivables - Considered doubtful	-	-	-	2.74	-	79.55	82.29
(iii) Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered doubtful	-	-	-	-	-	-	-
Total	-	151.39	-	2.74	-	79.55	233.68
Allowance for doubtful trade receivable							(82.29)
Total							151.39

As at
March 31, 2024

As at
March 31, 2023

9. Cash and cash equivalents

Balances with banks in:

- Current accounts	1.46	0.82
Cash in Hand	0.03	0.00
	1.49	0.82

10. Other assets

Current Other Assets

(Unsecured considered good)

Balance with government authorities*	11.57	20.53
Advance to supplier	968.40	-
Advances to employee	0.11	-
	980.08	20.53

* includes Rs. 7.5 lakhs deposited with the supreme court and GST receivable

Notes to financial statement for the year ended 31 March 2024 Contd.

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
11. Equity share capital		
<i>Authorised</i>		
16,00,00,000 equity shares of face value Rs. 1 each (March 31, 2023 : 16,00,00,000 equity shares of face value Rs. 1 each)	1,600.00	1,600.00
4,00,000 preference shares of face value Rs. 100 each (March 31, 2023 : 4,00,000 preference shares of face value Rs. 100 each)	400.00	400.00
	2,000.00	2,000.00
<i>Issued, subscribed and fully paid-up</i>		
7,83,55,800 equity share of face value Rs.10 each fully paid up (March 31, 2023 : 7,83,55,800 equity share of face value Rs.1 each fully paid up)	783.56	783.56
	783.56	783.56

(a) Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount (in Rupees Lakhs)	Number of shares	Amount (in Rupees Lakhs)
<i>Equity shares</i>				
At the commencement of the year	7,83,55,800	783.56	7,83,55,800	783.56
Issued during the year	-	-	-	-
At the end of the year	7,83,55,800	783.56	7,83,55,800	783.56

(b) Particulars of shareholders holding more than 5% shares of a class of shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	% of total shares in the class	Number of shares	% of total shares in the class	Number of shares
Equity shares of Rs. 1 each fully paid-up held by				
Vistara Network Private Limited	29.57%	2,31,70,630	29.57%	2,31,70,180
Telexcell Enterprises LLP	44.36%	3,47,55,671	44.36%	3,47,55,271

(c) Details of shares held by promoters

As at March 31, 2024					
Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Vistara Network Private Limited	2,31,70,630	-	2,31,70,630	30%	-
Telexcell Enterprises LLP	3,47,55,671	-	3,47,55,671	44%	-
Total	5,79,26,301	-	5,79,26,301	74%	-

As at March 31, 2023					
Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Vistara Network Private Limited	-	2,31,70,630	2,31,70,630	30%	30%
Telexcell Enterprises LLP	-	3,47,55,671	3,47,55,671	44%	44%
Goodworth Build Invest Private Limited	5,79,25,451	-5,79,25,451	-	-	-74%
Total	5,79,25,451	850	5,79,26,301	74%	0%

Notes to financial statement for the year ended 31 March 2024 Contd.

(d) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of Rs 1 per share. Each shareholder is eligible for one vote per share held. The dividend 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, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(e) There are no unpaid calls from any director or officer.**(f) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates**

Vistara Network Private Limited	Entity having significant influence	2,31,70,630
Telexcell Enterprises LLP	Entity having significant influence	3,47,55,671

(g) Company has not paid any dividend for the year ended March 31, 2024 and March 31, 2023.*(All amounts are in INR Lakhs, unless otherwise stated)*

Particulars	As at March 31, 2024	As at March 31, 2023
12. Other Equity		
Reserves and Surplus		
Securities premium reserve	423.30	423.30
Retained earnings	-4,121.68	-5,782.73
Money received against share warrants*	1,010.00	-
Capital reserve	3,311.78	3,311.78
	623.40	-2,047.65

*During the year company has issued and allotted 8,08,00,000 warrants convertible into equivalent number of equity shares, having face value of Rs 1 per equity shares, within a period of 18 months from the date of allotment i.e., December 12, 2023, upon payment of remaining 75% amount at the time of exercising the Convertible warrant at an issue price of Rs. 5 (including premium of Rs. 4 each). The Company has received Rs. 1,010 Lakhs being 25% of the total amount payable towards subscription of the warrants from all the allottees.

Particulars	As at March 31, 2024	As at March 31, 2023
13. Borrowings		
Current Borrowings		
Unsecured		
-Corporate bodies*	1,042.14	1,063.64
	1,042.14	1,063.64

*Unsecured loan from corporate bodies are repayable on demand.

14. Trade Payables

Total outstanding dues of micro enterprises and small enterprises	4.85	4.00
Total outstanding dues of creditors other than micro enterprises and small enterprise (Refer note 15)	15,252.82	469.14
	15,257.67	473.14

Ageing of Trade payables**As at March 31, 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	
(i) Total outstanding dues of micro enterprises and small enterprises	0.85	1.27	1.14	1.59	4.85
(ii) Total outstanding dues of other than micro enterprises and small enterprises	15,077.78	175.05	-	-	15,252.82
(iii) Disputed Dues - Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed Dues - Total outstanding dues of other than micro enterprises and small enterprises	-	-	-	-	-
Total	15,078.63	176.32	1.14	1.59	15,257.67

Notes to financial statement for the year ended 31 March 2024 Contd.

As at March 31, 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	
(i) Total outstanding dues of micro enterprises and small enterprises	1.27	1.14	1.59	-	4.00
(ii) Total outstanding dues of other than micro enterprises and small enterprises	469.14	-	-	-	469.14
Financial Liabilities	-	-	-	-	-
(iv) Disputed Dues - Total outstanding dues of other than micro enterprises and small enterprises	-	-	-	-	-
Total	470.41	1.14	1.59	-	473.14

15. Dues of micro and small enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED') which came into force from 2 October 2006, certain disclosures are required related to MSME. On the basis of the information and records available with the Company, following are the details of dues:

- the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	4.85	4.00
- the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
- the amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
- the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
- the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
	4.85	4.00

Particulars	As at March 31, 2024	As at March 31, 2023
16. Other Financial Liabilities		
<i>Current Financial Liabilities</i>		
Other payable	63.87	59.44
Payable to Related party (Refer Note 29)	63.11	2.32
Employee related obligation	1.67	0.89
	128.64	62.65

17. Other Liabilities

<i>Current Liabilities</i>		
Advance from customers	218.57	0.00
Advance from Related party (Refer Note 29)	3.88	-
Statutory dues payable	3.31	1.04
	225.75	1.04

Notes to financial statement for the year ended 31 March 2024 Contd.

(All amounts are in INR Lakhs, unless otherwise stated)

18. Leases**Operating lease
Company as lessee**

The Company has entered into cancellable leasing arrangement in respect of building.

Ind AS 116 - Lease liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Non-current	6.33	8.78
Current	2.33	5.24
Total	8.66	14.02

(i) Movement in Lease liabilities:

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	14.02	-
Add: Addition made during the year	-	15.98
Add: Finance cost accrued during the year	0.54	0.59
Less: Payment of Lease Liabilities	-5.89	-2.56
Closing Balance	8.66	14.02

(ii) The contractual maturities of Lease liabilities are as under on undiscounted basis:

Particulars	As at March 31, 2024	As at March 31, 2023
Payable within one year	6.95	6.46
Payable later than one year and not later than five years	2.38	9.33
Payable later than five years	-	-

(iii) Lease payments recognized for short term leases in Statement of Profit and Loss

	-	-
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The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
19. Revenue from operations		
Sale of goods - Local	203.79	1,704.50
Sale of goods - Export	17,100.27	-
Sale of services	107.99	146.79
	17,412.05	1,851.29

20. Other income

Interest Income		
-On bank deposit	-	4.11
-Other	-	0.76
-Unwinding of security deposit	0.09	-
Foreign exchange profit, net	-	0.34
Liabilities written back	3.46	113.17
Miscellaneous income	1.00	-
	4.55	118.38

Notes to financial statement for the year ended 31 March 2024 Contd.

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<u>21. Cost of Material consumed</u>		
Raw material*	-	1,151.66
	-	1,151.66
* Including adjustment upon physical verification.		
<u>22. Purchase of Stock-in-Trade</u>		
Purchases of goods - Local	223.59	590.27
Purchases of goods - Import	15,356.09	
	15,579.68	590.27
Financial Liabilities		
<u>23. Change in inventories of finished goods and work-in-progress</u>		
<u>Inventories at the beginning of the year</u>		
Finished goods	-	44.04
Traded goods	83.60	34.44
	83.60	78.48
<u>Inventories at the end of the year</u>		
Finished goods		-
Traded goods	0.01	83.60
	0.01	83.60
<u>Changes in inventories</u>	83.59	(5.12)
<u>24. Employee benefits expense</u>		
Salaries, wages and bonus	11.62	93.40
Contribution to provident and other funds	-	6.57
Staff welfare	-	3.15
	11.62	103.12
<u>25. Depreciation and amortisation expense</u>		
Depreciation of tangible assets	-	1.21
Amortisation of right to use assets	5.91	35.61
	5.91	36.82
<u>26. Finance Cost</u>		
Interest Expenses	1.22	12.24
	1.22	12.24
<u>27. Other Expenses</u>		
Power and fuel	1.31	24.59
Packing and forwarding expenses	1.65	15.22
Repair and maintenance		
-Machinery	-	10.21
-Other	0.47	2.34
Auditor remuneration (Refer note 28)	2.25	1.58
Legal and professional expenses	27.09	12.77
Communication expenses	0.14	2.58
Insurance	-	0.45
Discount and claim	-	59.50
Rent, Rates and Taxes	5.12	9.46
Late fee and penalty	7.49	-
Bad debt Write off	5.04	14.27

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Notes to financial statement for the year ended 31 March 2024 Contd.

Printing and stationery	0.37	0.59
Bank Charges	1.01	1.88
Foreign exchange loss, net	14.97	-
Advertisement and sales promotion expenses	1.25	2.93
Travelling and conveyance expenses	0.35	2.13
Security charges	-	3.14
Vehicle running and maintenance expenses	0.90	2.33
Software expenses	0.15	-
Loss on lease cancellation	-	6.85
Miscellaneous expenses	0.50	1.78
	70.06	174.60

28. Payment to auditors

a) Audit fees	2.25	1.00
b) For taxation matters		-
c) For other matters		0.31
	2.25	1.31

29. Related party transactions

(a) Related parties

Sr. No	Name of the party	Nature of relationship
1	Vistara Network Private Limited (w.e.f. November 21, 2022)	Entity having significant influence
2	Telexcell Enterprises LLP (w.e.f. November 21, 2022)	Entity having significant influence
3	Goodworth Build Invest Private Limited (upto November 21, 2022)	Holding company
4	Telexcell Infranet solutions Pvt Ltd	Director having significant influence

(b) Key managerial personnel

Sr. No	Particulars	Nature of relationship
1	Akshay kumar Dinesh kumar patel (w.e.f. September 13, 2022)	Director
2	Arvind sharma (upto November 21, 2022)	Managing Director
3	Juhi sen (upto April 15, 2023)	Company secretary
4	Mohan Yadav (upto November 21, 2022)	Whole time director
5	Ashish (w.e.f. September 04, 2023)	Company secretary
6	Harish Kumar Arora (w.e.f. August 14, 2023)	CFO

(c) Details of transactions with related parties

Sr no.	Nature of Transaction	March 31, 2024	March 31, 2023
A	Transactions		
1	Sale		
	Telexcell Infranet solutions Pvt Ltd	20.04	-
2	Remuneration		
	Arvind sharma	-	11.00
	Ashish	2.77	-
	Harish Kumar Arora	2.40	-
3	Borrowings repaid		
	Goodworth Build Invest Private Limited	-	67.23
4	Borrowings recieved		
	Goodworth Build Invest Private Limited	-	43.00
5	Expenses incurred on behalf of company		
	Vistara Ntework Private Limited	3.85	-

Notes to financial statement for the year ended 31 March 2024 Contd.

6	Advance received		
	Vistara Network Private Limited	219.81	-
	Telexcell Enterprises LLP	5.50	-
	Akshay kumar Dinesh kumar patel	3.88	-
	Telexcell Infranet solutions Pvt Ltd	86.14	-
7	Advances repaid		
	Vistara Network Private Limited	248.97	-
	Telexcell Enterprises LLP	193.08	-
	Telexcell Infranet solutions Pvt Ltd	3.98	-

Sr no.	Balances	As at March 31, 2024	As at March 31, 2023
B	Balances		
8	Employee related obligation		
	Ashish	0.38	-
	Harish Kumar Arora	0.30	-
9	Borrowings		
	Goodworth Build Invest Private Limited	-	1,063.64
10	Advances given		
	Vistara Network Private Limited	23.97	-
	Telexcell Enterprises LLP	187.58	-
11	Advances payable		
	Vistara Network Private Limited	-	1.34
	Akshay kumar Dinesh kumar patel	3.88	-
	Telexcell Infranet solutions Pvt Ltd	63.11	0.98

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

(All amounts are in INR Lakhs, unless otherwise stated)

30. Fair value measurement

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value those include cash and cash equivalents, other bank balances, trade receivables and trade payables.

(a) Financial instruments by category

At amortised cost	March 31, 2024	March 31, 2023
Assets		
Trade receivables	16,677	151
Cash and cash equivalents	1	1
Other financials assets	401	78
Total assets	17,080	231
Liabilities		
Borrowings	1,042	1,064
Lease obligation	9	14
Trade payables	15,258	473
Other financial liabilities	129	63
Total liabilities	16,437	1,613

Notes to financial statement for the year ended 31 March 2024 Contd.

Note: Carrying amounts of trade receivables, cash and cash equivalents, bank balances, other financial assets, borrowings, lease obligation, trade payable and other financial liabilities as at period ended March 31, 2024 and March 31, 2023 approximate their fair value due to their short-term nature. Difference between carrying amounts and fair values of other financial assets and other financial liabilities subsequently measured at amortised cost is not significant in each of the periods presented.

(All amounts are in INR Lakhs, unless otherwise stated)

31. Financial risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board is responsible for developing and monitoring the Company's risk management policies. The Board holds regular meetings on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

a). Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions.

Credit risk from investments with banks and other financial institutions is managed by the Treasury functions in accordance with the management policies. Investments of surplus funds are only made with approved counterparties who meet the appropriate rating and/or other criteria, and are only made within approved limits. The management continually re-assess the Company's policy and update as required. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty failure. The maximum credit risk exposure relating to financial assets is represented by the carrying value as at the Balance Sheet date

Trade and other receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit review and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

At the year end the Company does not have any significant concentrations of bad debt risk other than that disclosed in note 8. An impairment analysis is performed at each reporting date on an individual basis for major clients. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

Cash and cash equivalents and other bank balances

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties.

Other financial assets

Other financial assets measured at amortised cost includes deposits and fixed deposits with bank having original maturity period of more than 12 months. Credit risk related to these financial assets are managed by monitoring the recoveries of such amounts on regular basis and the Company does not perceive any credit risk related to these financial assets.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

b). Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Maturities of financial liabilities

The below table analyses the Company's financial liabilities into relevant maturity based on their contractual maturities. The amounts disclosed in the table are contractual undiscounted cash flows.

Notes to financial statement for the year ended 31 March 2024 Contd.

Particulars	Carrying amount	Undiscounted amount		
		<12months	1- 2 Years	> 2 Years
March 31, 2024				
Non Derivative financial instruments				
Borrowings	1,042.14	1,042.14	-	-
Trade payables	15,257.68	15,257.68	-	-
Lease obligation	8.66	6.95	2.38	-
Other financial liabilities	128.64	128.64	-	-
March 31, 2023				
Non Derivative financial instruments				
Borrowings	1,063.64	1,063.64	-	-
Trade payables	473.14	473.14	-	-
Lease obligation	14.02	6.46	9.33	-
Other financial liabilities	62.65	62.65	-	-

(c). Market risk

Market risk is the risk arising from changes in market prices – such as foreign exchange rates and interest rates – that will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of the investments. Thus, the exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency.

(i). Currency risk

The Company is exposed to currency risk on account of foreign currency transactions including recognized assets and liabilities denominated in a currency that is not the Company's functional currency (₹), primarily in respect of United States Dollar. The Company ensures that the net exposure is kept to an acceptable level.

Exposure to currency risk

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

As at March 31, 2024	
Particulars	USD converted to INR
Financial assets	
Receivables	16,665
Net exposure to foreign currency (assets)	16,665
Financial liabilities	
Payables	(14,998)
Net exposure to foreign currency (liabilities)	(14,998)
Net exposure to foreign currency	31,663

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies would have affected the measurement of financial instruments denominated in a foreign currency profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	Impact on profit after tax and equity	
	March 31, 2024	March 31, 2023
USD		
- Increase by 5%	1,185	-
- Decrease by 5%	(1,185)	-

Notes to financial statement for the year ended 31 March 2024 Contd.

(ii). Capital risk management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The Company monitors its capital by using gearing ratio, which is net debt divided to total equity. Net debt includes borrowings net of cash and bank balances and total equity comprises of equity share capital, general reserve, securities premium, other comprehensive income and retained earnings.

Particulars	March 31, 2024	March 31, 2023
Borrowings	1,042	1,064
Less : Cash and cash equivalents	(1)	(1)
Net Debt	1,041	1,063
Equity	1,407	(1,264)
Total Capital	1,407	(1,264)
Total Capital and Net Debt	2,448	(201)
Capital gearing ratio	0.43	(5.28)

(All amounts are in INR Lakhs, unless otherwise stated)

32. Ratio Analysis and its elements

Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	% change	Remarks
Current ratio	Current Assets	Current Liabilities	1.08	0.16	576%	Increase due to increase in increase in current assets
Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.74	(0.84)	188%	Increase due to in crease oin profit during the year
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest payable to bank	NA	NA	NA	
Return on net worth*	Net Profits after taxes	Shareholder's Equity	1.18	0.09	1290%	Increase due to increase in profit
Inventory Turnover ratio	Cost of goods sold	Average Inventory	372.66	8.87	4102%	Increase due to decrease in level of inventory held
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	2.07	11.75	-82%	Decrease due to increase in sales
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	1.98	3.57	-45%	Decrease due to increase in purchases

Notes to financial statement for the year ended 31 March 2024 Contd.

Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	13.15	(1.37)	1058%	Increase due to increase in sales and working capital
Net Profit ratio	Net Profit	Net sales = Total sales - sales return	0.10	(0.06)	265%	Increase due to increase in profit
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt	0.68	0.48	43%	Increase due to increase in profit
Return on Investment	Interest (Finance Income)	Investment	NA	NA	NA	

33. Earnings per share

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Profit attributable to the equity holders of the Company (Rs in Lakhs)	1,664.52	(107.58)
Weighted average number of equity shares for EPS (in nos)	7,83,55,800	7,83,55,800
Adjustment for calculation of Diluted EPS (in nos)	60,87,671	-
Weighted average number of equity shares for Diluted EPS (in nos)	8,44,43,471	7,83,55,800
Earnings per share		
- Basic	2.12	-0.14
- Diluted	1.97	-0.14
Face value per equity share (Rs.)	1.00	1.00

34. Income tax expense

This note provides analysis of Company's income tax expense, amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates in relation to the Company's tax position.

(a) Income tax expense is as follows:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
(in Rupees Lakhs)		
(a) Profit and loss		
Current tax	-	-
Tax expense relating to prior years	-	-
Deferred tax	-	-
Total tax expense	-	-
Income tax expense	-	-

(b) Reconciliation of tax expense and the accounting profit computed by applying income tax rate:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
(in Rupees Lakhs)		
Profit before tax	1,664.52	-107.58
Tax rate	25.17%	25.17%
Computed tax expense	418.93	-27.08
Deferred Tax not recognize over losses	-	27.08
Others*	-418.93	-
Income tax expense	-	-

* During the current year company does not prepare any provision for tax due to company having sufficient carry forwarded losses for set off under income tax

Notes to financial statement for the year ended 31 March 2024 Contd.

35. Segment reporting

The business activity of the company falls within one broad business segment viz. "Manufacturing and Trading of electronic items and rendering related Job work services" and substantially sale of the product/services is within the country. The Gross income and profit from the other segment is below the norms prescribed in Ind AS 108 Hence the disclosure requirement of Indian Accounting Standard 108 of "Segment Reporting" issued by the Institute of Chartered Accountants of India is not considered applicable.

All the non-current operating assets are located in India.

Customer from which revenue from sale of product is more than 10 %.

For the year ended March 31, 2023

- Fortune Marketing Private Limited
- Encore Infosolutions Private Limited

For the year ended March 31, 2024

- Rishi Impex Technologies LLC

36. Commitments and contingent liabilities

Particulars	(in Rupees Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a. Counter Guarantee issued against outstanding - Bank Guarantees	21.00	21.00
b. Demand under Custom Act	606.47	606.47
c. ESI Demand	44.15	44.15
d. FEMA Demand	12.00	12.00

37. Corporate social responsibility

The provisions stipulated under section 135 of the Companies Act 2013 are not applicable to the company for the year ended March 31, 2024 and March 31, 2023.

38. The financial statements were authorised for issue by the Company's Board of directors on June 30, 2024.

39. Other Statutory Information

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) 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
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) 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
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

40. Claim against the company (not acknowledged as Debts) Rs. 12.69 Lakhs (Previous year 12.69 Lakhs). The court has confirmed the claim for which the company negotiating with the bank for settlement. The company has filed appeal in Hon'ble High court against the order.

Notes to financial statement for the year ended 31 March 2024 Contd.

41. In earlier year, the company has settled its dues of Rs. 201.36 lacs excluding interest to party for Rs. 100.00 Lacs as one-time settlement offer (OTS offer). The OTS offer is duly placed and recorded before NCLT, New Delhi. In the earlier year due to liquidity constraints, company has failed to repay the amount of OTS in full as per repayment terms defined under OTS offer. Consequently as per terms of OTS offer, the OTS offer stands revoked and the company is liable to pay entire outstanding along with interest. The company is under negotiation with party for further settlement. As management is under negotiation the company has not provided for rest amount and interest.
42. Previous year figures have been regrouped / reclassified to confirm to current year presentation.

As per our report of even date attached

For A T K & Associates Chartered Accountants Firm Registration No. 018918C		For and on behalf of the Board of Directors of Vintron Informatics Limited CIN: L72100DL1991PLC045276		
CA Ankur Tayal Partner Membership No.: 404791 Place: Delhi Date: June 30, 2024	Malvika Lalwani Director DIN: 08673926 Place: Delhi Date: June 30, 2024	Pallavi Lalwani Director DIN: 07444062 Place: Delhi Date: June 30, 2024	Harish Kumar Arora CFO Place: Delhi Date: June 30, 2024	Surbhi Pokhriyal Company Secretary Membership No.: 72034 Place: Delhi Date: June 30, 2024

