CIN: U31909KL1993PTC007415

32ND ANNUAL REPORT 2024-25



CIN: U31909KL1993PTC007415

Registered Office: 3/369, Chithrapuzha Road, Irumpanam P.O., Ernakulam, Kerala- 682 309, India

Email: mail.nilatech@gmail.com

Phone: 0484-2781675/8943379173

13.08.2025

Dear Member,

You are cordially invited to attend the 32nd Annual General Meeting of the Members of **M/s. Nila Tech Private Limited** ("the company") to be held on Tuesday, the 30th Day of September 2025 at 11.00 AM at the registered office of the company at 3/369, Chithrapuzha Road, Irumpanam P.O., Ernakulam, Kerala – 682309, India.

The notice of the meeting, containing the business to be transacted, is enclosed herewith.

Very truly yours,

Mundakkal Narayana Menon Babu

Mary

Managing Director (DIN: 00163193)

Enclosures:

- 1. Notice to the 32^{nd} Annual General Meeting
- 2. Proxy form
- 3. Attendance slip
- 4. Board's Report
- 5. Auditor's Report and Financial Statement

M/s. Nila Tech Private Limited

CIN: U31909KL1993PTC007415
3/369, Chithrapuzha Road Irumpanam P.O,
Ernakulam, Kerala – 682309, India
Telephone No. 8943379173
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Email: mail.nilatech@gmail.com

Phone: 0484-2781675/8943379173

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of **M/s. Nila Tech Private Limited** ("the company") to be held on Tuesday, the 30th Day of September 2025 at the registered office of the company at 3/369, Chithrapuzha Road, Irumpanam P.O., Ernakulam, Kerala - 682309, India at 11.00 AM to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the audited Balance Sheet of the Company as of 31st March 2025 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon and to pass the following resolution, with or without modification as an ordinary resolution:

"RESOLVED THAT the audited accounts of the Company for the year ended 31st March 2025 and the report of the Directors' and the Auditors' thereon including annexures thereto be and is hereby approved and adopted."

2. Re-appointment of Mr. Gangadharan Nampoothiry Sreedhararu (DIN: 01056339) as Director of the Company liable to retire by rotation

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

"RESOLVED THAT pursuant to Section 152 (6) and other applicable provisions of the Companies Act, 2013 and the relevant provisions of the Articles of Association of the Company, Mr. Gangadharan Nampoothiry Sreedhararu (DIN: 01056339), Director of the Company who retires by rotation on the date of this 32nd Annual General Meeting and who being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

By order of the Board of Directors of

M/s. Nila Tech Private Limited

Mundakkal Narayana Menon Babu

Managing Director (DIN: 00163193)

Place: Ernakulam Date: 13.08.2025

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. FOR APPOINTING THE PROXY, THE ENCLOSED PROXY FORM DULY FILLED, STAMPED AND SIGNED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2. MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP SENT HEREWITH, DULY FILLED IN AND SIGNED AND HAND OVER THE SAME AT THE ENTRANCE OF THE HALL FOR ATTENDING THE MEETING.
- 3. MEMBERS ARE REQUESTED TO NOTIFY IMMEDIATELY ANY CHANGE IN THEIR ADDRESS TO THE REGISTERED OFFICE OF THE COMPANY.
- 4. RELEVANCY OF QUESTION AND THE ORDER OF SPEAKERS WILL BE DECIDED BY THE CHAIRMAN. MEMBERS ARE REQUESTED TO FORWARD IN WRITING TO THE COMPANY ANY QUESTION ON THE ACCOUNTS, SO AS TO REACH THE REGISTERED OFFICE ONE WEEK BEFORE THE DATE OF THE ANNUAL GENERAL MEETING.
- 5. THE NOTICE OF AGM, ANNUAL REPORT, PROXY FORM AND ATTENDANCE SLIP ARE BEING SENT TO MEMBERS.
- 6. THE REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING, MAINTAINED UNDER SECTION 170 OF THE ACT, AND THE REGISTER OF CONTRACTS OR ARRANGEMENTS IN WHICH THE DIRECTORS ARE INTERESTED, MAINTAINED UNDER SECTION 189 OF THE ACT, WILL BE AVAILABLE FOR INSPECTION BY THE MEMBERS AT THE AGM.
- 7. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND A CERTIFIED COPY OF THE BOARD RESOLUTION TO THE COMPANY AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.



Form No. MGT-11

Proxy form

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

NILA TECH PRIVATE LIMITED

CIN: U31909KL1993PTC007415

Registered Office: 3/369, Chithrapuzha Road, Irumpanam P.O., Ernakulam,

Kerala – 682309, India

E-mail ID: mail.nilatech@gmail.com

Name of the member(s)

Telephone No. 0484-2781675/8943379173

32nd Annual General Meeting – 30th September 2025

Registered Address	
E-mail ID	
Folio/ DP ID - Client ID No.:	
I/We, being the member (s) of 1. Name:	shares of the above-named company, hereby appoint or failing him
2. Name:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual general meeting of the company, to be held on Tuesday, the 30th Day of September 2025 at the registered office of the Company at 3/369, Chithrapuzha Road, Irumpanam P.O., Ernakulam, Kerala – 682 309, India at 11.00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolution		e (optional see re e mention no. o	
		for	against	abstain
ORDINAR'	Y BUSINESS		The second	
1	Adoption of Annual Accounts		RECH	
2.	Re-appointment of Mr. Gangadharan Nampoothiry Sreedhararu (DIN:		KERALA	

01056339) as Director	of the Company	
liable to retire by rotation	on	
Signed this day of 2025		Affix
Signed this day of 2025		Revenue
Signature of shareholder:		Stamp
Signature of Proxy holder(s):		
Note:		
1. This form of proxy in order to b	e effective should be duly co	mpleted and deposited at th
Registered Office of the Company	y, not less than 48 hours befo	ore the commencement of th
Registered Office of the Company Meeting. 2. It is optional to indicate your prefiblank against any or all of the rese	ference. If you leave the "for",	"against", "abstain" colum
Registered Office of the Company Meeting. 2. It is optional to indicate your prefiblank against any or all of the reserved he/she may deem appropriate.	ference. If you leave the "for", olutions, your proxy will be en	"against", "abstain" colum titled to vote in the manner o
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Registered Office of the Company Meeting. 2. It is optional to indicate your prefiblank against any or all of the resche/she may deem appropriate. NILA T CIN: Registered office: 3/369, 0 E-mail ID: mail.nilatech@gmail.com	ference. If you leave the "for", olutions, your proxy will be enplease tear here	"against", "abstain" colum titled to vote in the manner of ED n P.O., Ernakulam,

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 32nd Annual General Meeting on Tuesday, the 30th Day of September 2025 at the registered office of the Company at 3/369, Chithrapuzha Road, Irumpanam P.O., Ernakulam, Kerala – 682 309, India at 11.00 A.M.

Member's/Proxy's name in Block Letters:

Member's/Proxy's Signature:



Note: Please fill this attendance slip and hand it over at the entrance of the hall.

ROUTE MAP AND PROMINENT LAND MARK TO THE VENUE OF 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. NILA TECH PRIVATE LIMITED CIN: U31909KL1993PTC007415





CIN: U31909KL1993PTC007415

Registered Office: 3/369, Chithrapuzha Road, Irumpanam P.O., Ernakulam, Kerala- 682 309, India

Email: mail.nilatech@gmail.com

Phone: 0484-2781675/8943379173

BOARD'S REPORT

To.

The Members

M/s Nila Tech Private Limited

CIN: U31909KL1993PTC007415

3/369, Chithrapuzha Road Irumpanam P.O,

Ernakulam, Kerala - 682309 India

Dear Members,

On behalf of the Board of Directors (the "Board") of the Company, it gives me immense pleasure to present the 32nd Board's Report, along with the Balance Sheet, Profit and Loss Account and Cash Flow Statements, for the financial year ended March 31, 2025.

1. FINANCIAL HIGHLIGHTS

The standalone financial statements of the Company for the financial year ended March 31, 2025, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

Key highlights of financial performance of your Company for the financial year 2024-25 are provided below:

Particulars	For the financial year ended 31st March, 2025 (Rs.)	For the financial year ended 31st March, 2024 (Rs.)
Revenue from Operations	1,64,76,035	1,29,27,221
Profit Before Tax	(17,61,388)	(21,07,208)
Less: Current Tax	0	ECH O
Deferred Tax	(94,911)	(1,52,221)
Income Tax earlier years	0	0
Profit For the Year	(16,66,477)	(19,54,987)

Add: Balance in Profit and Loss Account	0	0
Closing Balance	(16,66,477)	(19,54,987)

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

The company is a subsidiary of the holding company M/s Sowparnika Thermistors and Hybrids Limited which has been converted to public company vide the special resolution passed by the members in the Annual General Meeting held on 23rd August 2024. As per Section 2(71) of the Companies Act, 2013, a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles. Hence, the company shall be deemed to be public company.

There are no significant changes in the key financial ratios during the year under review. The Company has been able to generate income of Rs.1,64,76,035/- during the financial year 2024-25. The excess of expenditure over income for the year 2024-25 is Rs. 17,61,388/-.

3. CHANGE IN NATURE OF BUSINESS

The Company is engaged in the business of designing, manufacturing, fabricating, repairing, assembling and developing electronic and electric machinery of all description. There has been no change in the business of the Company during the financial year ended 31st March 2025.

4. DIVIDEND

The company has incurred loss during the financial year and therefore has not declared any dividend.

5. DEPOSITS

No Deposit has been accepted by the company during the financial year under scrutiny. No Amount remained unpaid or unclaimed as at the end of the year.

6. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

The Accounting Standards permit that the amounts in the Profit after tax stands are included in the Reserve & Surplus Schedule; hence the Company has not transferred any amount to its General Reserves.

7. CHANGES IN SHARE CAPITAL

As on 31st March 2025, Authorized share capital of your company is Rs. 2,00,00,000/- (Rupees Two Crore Only) and Paid-up share capital of the company is Rs. 2,00,00,000/- (Rupees Two Crore Only). There was no public issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights or sweat equity shares.

8. INFORMATION ABOUT HOLDING/SUBSIDIARY/ JV/ ASSOCIATE COMPANY

The company is the subsidiary Company of M/s. Sowparnika Thermistors & Hybrids Limited (formerly known as M/s. Sowparnika Thermistors & Hybrids Private Limited) which holds 95.54% of Equity Share Capital of the company and our Company does not have any Subsidiary, Joint venture or Associate Company.

Since the holding company is a public company, your company will be deemed to be public company as per Section 2(71) of the Companies Act, 2013.

9. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

10. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

11. WEB LINK OF ANNUAL RETURN, IF ANY.

The website of the Company is https://sthgroup.in/.

12. MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2024-25, the Company held 6 Board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which are summarized below. The provisions of the Companies Act, 2013 were adhered to while considering the time gap between two meetings.

SN	Date of Meeting	Board Strength	No. of Directors Present	Percentage
1	29.06.2024	4	4	100%
2	01.07.2024	4	4	100%
3	16.08.2024	4	4	100%
4	30.10.2024	4	4	100%
5	06.11.2024	4	4	100%
6	26.11.2024	4	4	100%
7	10.03.2025	4	4	100%

13. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

a) In the preparation of the annual financial statements for the year ended 31st March 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures, if any;

- b) The Directors have 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 as at March 31, 2025 and of the loss of the company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively;

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the statutory auditors and external consultant(s) and the reviews performed by Management and the relevant Board Committees, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

14. AUDITORS AND REPORT THEREON

In the Annual General Meeting held on 29.08.2024, M/s. Sajive Associates (FRN:003525S), Chartered Accountants, having registered office at Adam Circle, T.B. Junction, Angamaly, Kerala-683572, India, have been appointed as Statutory Auditors of the Company for a period of 5 years till the conclusion of the 36th Annual General Meeting. Vide notification dated May 7, 2018, issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each Annual General Meeting has been done away with. Accordingly, no such item has been considered in notice of the ensuing Annual General Meeting.

The Statutory Auditors' Report for the financial year 2024-25 on the standalone and consolidated financial statements of the Company forms part of this Annual Report. The Statutory Auditors have expressed an unmodified opinion on the said financial statements and their reports do not contain any qualifications, reservations, adverse remarks or disclaimers.

15. LOANS, GUARANTEES AND INVESTMENTS

The Company has not made any Investment, given guarantee and securities during the year under review. There for no need to comply provisions of section 186 of Companies Act, 2013.

16. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large and Approval of the Board of Directors & shareholders was obtained wherever required.

The particulars of contracts or arrangements with related parties referred to in sub section (1) of section 188 entered by the Company during the financial year ended 31st March 2025 is annexed hereto as Annexure A in prescribed Form AOC-2 and forms part of this report.

However, the disclosure of transactions with related parties as per AS-18 are disclosed in Additional Note No.18 to the financial statements for the year ended 31st March 2025.

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

(A) Conservation of energy:

The company is engaged in the business designing, manufacturing, fabricating, repairing, assembling and developing of electronic and electric machinery of all description and therefore conservation of energy, technology absorption etc. have a limited application.

(B) Technology absorption:

The operations of the company do not involve any kind of special technology and there was no expenditure on research & development during this financial year. However, your company continues to upgrade its technology in ensuring it is connected with its clients across the globe.

(C) Foreign Exchange Earnings and outgo

There were no foreign exchange earnings for the Company during the period.

18. RISK MANAGEMENT

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

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

The Company has adopted a policy for prevention of sexual harassment at the workplace, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). An Internal Compliance Committee (ICC) has been duly constituted as per the provisions of the POSH Act to redress complaints regarding sexual harassment at the workplace.

As on March 31, 2025, the company has a total strength of 33 employees (2 male and 31 female) employees. During the financial year under review-

a.	Number of complaints received during the year	0
b.	Number of complaints disposed off during the year	0
c.	Number of cases pending	0

The Company also conducts awareness and sensitization programmes for its employees to build a gender-sensitive workplace.

20. DIRECTORS AND KMP

The Board of Directors of the Company is duly constituted. None of the Directors is disqualified from being appointed as such under the provision of Section 164 of the Companies Act, 2013.

The company has duly appointed Key Managerial Personnels (KMPs) pursuant to the provisions of Section 203 of the Companies Act, 2013 as mentioned below:

SL No.	Name of the Director	DIN	Category	Date of Appointment
1	Mundakkal Narayana Menon Babu	00163193	Managing Director	20/09/2002
2	Gangadharan Nampoothiry Sreedhararu	01056339	Director	25/05/2019
3	Manimandiram Madhavan Nair Jayakumar	01056356	Director	25/05/2019
4	Kannezhuthu Raghavamenon Mohan	01803716	Director	25/05/2019

• As part of internal restructuring of the company, the designation of Mr. Manimandiram Madhavan Nair Jayakumar (DIN: 01056356) has been changed from Managing Director to Director and Mr. Mundakkal Narayana Menon Babu (DIN: 00163193) has been appointed as the Manging director of the company vide board resolution passed in the meeting held on 06/11/2024.

21. DECLARATION BY INDEPENDENT DIRECTOR

Since the company is not a listed public company, the company is not required to appoint Independent Directors to its board in term of section 149(4) of the Companies Act 2013, read with rule 4 of the companies (Appointment and Qualification of Directors) Rule 2014, and hence the provision of section 134(3)(d) is not applicable to the company.

22. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

There were no significant and material orders passed by the regulators or courts or tribunals, which would impact the going concern status and the Company's operations in the future.

23. REMUNERATION TO DIRECTORS AND KMP

As per the provisions of section 197 and schedule V of the Companies Act, 2013, the total annual remuneration for all Directors and KMP in a public company is capped to 11% of the company's

net profit for the concerned financial year. The following limits are also to be considered while paying remuneration to Directors.

- A Managing Director, Whole-Time Director, or Manager can receive up to 5% of the net profits for the financial year.
- If there are more than one such individual, their combined remuneration cannot exceed 10% of the net profits for the financial year.
- For Directors who are neither Managing Directors nor Whole-Time Directors:
 - ▲ If there is a Managing or Whole-Time Director or Manager, the limit is 1% of net profits for the financial year.
 - ▲ If there is no Managing or Whole-Time Director or Manager, the limit is 3% of net profits for the financial year.

During the financial year, Mr. Mundakkal Narayana Menon Babu (DIN: 00163193), Managing Director of the company has drawn salary of Rs.4,80,000/- as disclosed in the AS-18 of financial statements.

24. DISCLOSURE AS TO MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT U/S 148 (2) OF THE COMPANIES ACT, 2013

Sec 148 (2) of the Companies Act, 2013 is not applicable to the Company and hence the disclosure as to maintenance of accounts and cost records does not arise.

25. DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE COMPANIES ACT, 2013

During the year under review, no instances of fraud committed in the Bank by its officers or employees were reported by the Statutory Auditors under Section 143(12) of the Act, to the Board of Directors of the company.

26. PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKCRUPTCY CODE, 2016:

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

27. DIFFERENCE IN VALUATION:

The company has never made any one-time settlement against the loans obtained from Banks and Financial Institution during the financial year. Hence this clause is not applicable.

28. GENERAL

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- ➤ Issue of shares (including sweat equity shares) to employees of the company under any scheme.
- > The company has no subsidiary and neither the managing director nor the whole-time directors of the company receive any remuneration or commission from any of its subsidiaries.
- ➤ The provision regarding corporate social responsibility as prescribed under section 135 of companies act 2013, are not applicable to the company for the year under report.
- ➤ The company is not required to constitute an Audit committee under section 177, Nomination and Remuneration Committee under section 178(1) of Companies Act 2013, read with Rule 6 of the companies (Meeting of board and its power) Rule 2014 and stake holder relationship committee under section 178(5) of the Companies Act 2013.
- ➤ There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.
- ➤ There are no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.

29. COMPLIANCE OF SECRETARIAL STANDARD

The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

30. DISCLOSURE UNDER THE MATERNITY BENEFIT ACT, 1961

The Company has duly complied with the provisions of the Maternity Benefit Act, 1961. During the financial year 2024-25, the Company provided maternity benefits as per the Act to its eligible female employees and one of the employee Mrs. Anulakshmi Chandran has availed the maternity benefits. The Company has adopted policies to ensure compliance with all statutory requirements relating to maternity leave, medical benefits, and related rights of female employees.

31. INTERNAL FINANCIAL CONTROL

The Company has put in place adequate policies and procedures to ensure that the system of internal financial controls is commensurate with the size and nature of the Companies business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, prevention and detection of frauds, accuracy and completeness of accounting records and ensuring compliance with corporate policies.

32. ACKNOWLEDGEMENT

Your directors wish to place on record their appreciation of the valuable co-operation extended to the Company by its bankers and various authorities of the State and Central Government. They thank the Distributors, Dealers, Agents and other business associates of your Company for their continued support. Your Board also takes this opportunity to place on record its appreciation of the contributions made by the employees of company at all levels and last but not least, of the continued confidence reposed by you in the Management.

For & on behalf of the Board of Directors of

M/s Nila Tech Private Limited

1. Mundakkal Narayana Menon Babu

- Managing Director (DIN: 00163193)

2. Manimandiram Madhavan Nair Jayakumar

3. Gangadharan Nampoothiry Sreedhararu

- Director (DIN: 01803716) Navanue

4. Kannezhuthu Raghavamenon Mohan

Place: Ernakulam Date: 13.08.2025



FORM NO. AOC -2

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

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

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

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

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

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mundakkal Narayana Menon Babu Managing Director
b)	Nature of contracts/ arrangements/ transaction	Remuneration paid
c)	Duration of the contracts/ arrangements/ transaction	On recurring basis
d)	Salient terms of the contracts or arrangements or transaction including the value if any	
e)	Date(s) of approval by the Board if any	
f)	Amount	4,80,000.00



Sl. No.	Particulars	Details		
a)	Name (s) of the related party & nature of relationship	M/s. Sowpar	M/s. Sowparnika Thermistors & Hybrids Limited Holding Company	
b)	Nature of contracts/ arrangements/ transaction	Sales	Purchase from Holding company	Purchase of Capital Goods
c)	Duration of the contracts/ arrangements/ transaction	As per agreed terms	As per agreed terms	As per agreed terms
d)	Salient terms of the contracts or arrangements or transaction including the value if any	As per agreed terms	As per agreed terms	As per agreed terms
e)	Date(s) of approval by the Board if any	-	-	-
g)	Amount	1,13,84,629	27,10,016	5,83,011

SI. No.	Particulars	Details
a)	Name (s) of the related party & nature	STH Sensors Private Limited
a)	of relationship	Fellow Subsidiary
b)	Nature of contracts/ arrangements/	Sales
t	transaction	bares
c)	Duration of the contracts/ arrangements/	As per agreed terms
0)	transaction	As per agreed terms
	Salient terms of the contracts or	
d)	arrangements or transaction including	As per agreed terms
	the value if any	
e)	Date(s) of approval by the Board if any	
g)	Amount	50,09,637

For & on behalf of the Board of Directors of M/s Nila Tech Private Limited

1. Mundakkal Narayana Menon Babu

2. Manimandiram Madhavan Nair Jayakumar

- Managing Director (DIN: 00163193)

- Director (DIN: 01056356)



3. Gangadharan Nampoothiry Sreedhararu

4. Kannezhuthu Raghavamenon Mohan

- Director (DIN: 01056339)
- Director (DIN: 01803716)

Place: Ernakulam Date: 13/08/2025



Sajive Associates



CA. KV SAJIVE FCA PARTNER

CHARTERED ACCOUNTANTS

+91 94470 555 93 0484 - 245 81 30

INDEPENDENT AUDITOR'S REPORT

To the Members of NILA TECH PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of NILA TECH PRIVATE LIMITED which comprises the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss, Statement of Cashflow and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit/loss for the year ended on that date and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Reporting of key audit matters as per SA 701 "Communicating Key Audit Matters in the Independent and the separate opinion of the separate opinion on these matters. Reporting of key audit matters as per SA 701 "Communicating Key Audit Matters in the Independent of the separate opinion of the separate opinion on these matters. Reporting of key audit matters as per SA 701 "Communicating Key Audit Matters in the Independent of the separate opinion of the separate opinion on these matters."

CA KV SAJIVE FCA 94470 55593 ANGAMALY

CA. JUSTY THOMAS FCA 94472 32690 ANGAMALY CA. SAGI GEORGE FCA 93886 29388 ANGAMALY CA. KP BINU FCA, DISA 97451 75122 ERNAKULAM

CA. CHARLY RAJAN FCA 89435 94192 ADOOR







Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors and Management is responsible for the preparation of the other information. The other information comprises the information obtained at the date of this auditor's report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, and financial performance of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013, and relevant rules thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management 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 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 Financial Statements

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



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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 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 the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the **Annexure-A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
- 2. As required by section 143(3) of the Act, we state 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 purpose 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) On the basis of written representations received from the directors as on March 31, 2025, the company has no branches, audited under Section 143(8) of the Act.
- d) The Balance Sheet and the Statement of Profit and Loss dealt with in this report are in agreement with the books of account and returns.
- e) In our opinion, the financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) There are no observations or comments on the financial transactions or matters, which have any adverse effect on the functioning of the company.
- g) On the basis of written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
- h) There are no qualification, reservation or adverse remark relating to the maintenance of the accounts and other matters connected therewith.
- i) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements and,
- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company does not have any pending litigations which would impact its financial position, in its financial statement.
- b. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.



- c. The Company does not have any amounts required to be transferred to Investor Education and Protection Fund.
- d. (i) 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 advanced/loaned/invested (from borrowed funds/ share premium/ any other sources/kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend/invest in other persons/entities identified in any manner whatsoever by/on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) 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/entity, 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.
- (iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice, that caused us to believe that the representations, under sub-clauses (i) & (ii) contain any material misstatement.
- e. The Company has declared no dividend during the year 31st March 2025.
- f. The company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.
- g. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration is applicable to deemed Public company.

Place : Angamaly Date : 13-08-2025 For Sajive Associates Chartered Accountants

CA.SAJIVE.K.V.FCA Partner

(FRN.003525S, M.No.027285) UDIN: 25027285BMILWN3821

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2025:

- i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
 - (B) The Company has maintained proper records showing full particulars of its Intangible Assets.
 - (b) The Property, Plant and Equipment have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the Property, Plant and Equipment has been physically verified by the management during the year and no material discrepancies between the books/records and the physical Property, Plant and Equipment have been noticed.
 - (c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements are held in the name of the Company.
 - (d) The company has not revalued any of its property, plant and equipment or intangible assets during the year.
 - (e) 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) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies were noticed on physical verification of inventory as compared to book/records.
 - (b) The company has not sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets, during any point of time of the year and the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- iii) (a) During the year the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity as follows:

- (A) To subsidiaries, joint ventures and associates:
 - (B) The aggregate amount during the year and balance outstanding at the balance sheet date with respect to loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates: *Nil*.
- (b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
- (c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.
- (d) There is no amount overdue for more than ninety days.
- (e) No loan or advance in the nature of loan granted has fallen due during the year, or has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- iv In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public in accordance with the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi) In our opinion and according to the information and explanations given to us, the maintenance of Cost Records specified by the Central Government under subsection (1) of Section 148 of the Act, is not applicable in respect of the activities carried on by the company.
- vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods & Services Tax, Duty of Customs, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2025 for a period of more than six months from the date on when they become payable.



- (b) According to the information and explanation given to us, there are no dues of income tax, GST, duty of customs, etc. outstanding on account of any dispute.
- viii) In our opinion and according to the information and explanations given to us, no transactions unrecorded 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 (43 of 1961).
- ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - (b) The company is not declared as a wilful defaulter by any bank or financial institution or other lender.
 - (c) The company has not diverted any amount received as term loan where such term loans have been applied on showing the purpose.
 - (d) The funds raised on short term basis have not been utilised for long term purposes;
 - (e) 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) 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) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. Accordingly, the provisions of clause 3 (x) of the Order are not applicable to the Company and hence not commented upon.
 - (b) In our opinion and according to the information and explanations given to us, the company has complied with the requirements of section 42 and section 62 of the Companies Act, 2013, for further issue of the shares and the funds raised have been used for the purposes for which the funds were raised.
- xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
 - (b) No report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

- (c) There were no whistle-blower complaints, received during the year by the company, which the auditor to consider;
- xii) Since the company is not a Nidhi Company, the provisions of clause 3 (xii) of the Order are not applicable to the Company and hence not commented upon.
- xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards;
- xiv) Since the Company's turnover during the preceding financial year is less than Rs.200 Crores and its outstanding loans or borrowings from banks or public financial institutions is less than Rs.100 Crores at any point of time during the preceding financial year, internal audit and the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 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 directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon;
- xvi) Since the company is not a Non-Banking Financial Company (NBFC), it is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.
- xvii) Based upon the audit procedures performed and the information and explanations given by the management, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year.
- xix) In our opinion and according to the information and explanations given to us, 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, no material uncertainty exists as on the date of the audit report, that company is 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;



xx) Since the Company's net-worth is less than Rs.500 Crores, turnover is less than Rs.1,000 Crores and its net profit is less than Rs.100 Crores during the immediately preceding financial year, the provisions of Corporate Social Responsibility (CSR) and clause 3 (xx) of the Order are not applicable to the Company and hence not commented upon.

Place : Angamaly Date : 13-08-2025 For Sajive Associates Chartered Accountants

CA.SAJIVE.K.V.FCA Partner

(FRN.003525S, M.No.027285) UDIN: 25027285BMILWN3821

Annexure B to Independent Auditor's Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2025:

Report on the Internal Financial Controls under Clause (i) of Sub-section 3

Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **NILA TECH PRIVATE LIMITED** as of 31st March 2025, in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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 (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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to 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 internal financial controls with reference to financial statements and their operating

effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 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 with reference to financial statements.

Meaning of Internal Financial Controls With Reference to Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

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



Opinion

In our opinion, the Company has, in all material respects, an internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

Place : Angamaly Date : 13-08-2025 For Sajive Associates Chartered Accountants

CA.SAJIVE.K.V.FCA Partner

(FRN.003525S, M.No.027285) UDIN: 25027285BMILWN3821

3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O., TRIPUNITHURA Ernakulam , Irimbanam S.O , 16-Kerala , 91-India , Pincode-682309

Standalone Balance Sheet as at 31st March, 2025

				Rs.'00
	Particulars	Notes	As at 31 st March 2025	As at 31 March 2024
I	Equity and liabilities	1	31 St Waren 2023	31 Water 2024
1	Shareholders' funds			
	Share capital	3	2,00,000,00	2,00,000.00
	Reserves and surplus	4	(1,01,560.38)	(84,895.61)
	Money received against share warrants		(1,01,300.30)	(04,075.01)
			98,439.62	1,15,104.39
2	Share application money pending allotment		50,105.02	1,13,101.35
3	Non-current liabilities			
,	Long-term borrowings	-	50,000,00	F0 000 00
	Defered tax liabilities (net)	5	50,000.00	50,000.00
	Other long-term liabilities	6		
	Long-term provisions			
	Long-term provisions		F0 000 00	F0 000 00
3	Current liabilities		50,000.00	50,000.00
	Short-term and Other borrowings	_	52,042,62	
	Trade payables	7	53,942.62	
		8	11 420 07	120.40
	(A) total outstanding dues of micro enterprises and small enterprises; and		11,439.86	130.40
	(B) total outstanding dues of creditors other than micro enterprises and small		151.03	
	enterprises.		2 200 50	-0 (01-0
	Other current liabilities	9	9,099.78	50,694.52
	Short-term provisions	10	5,500.76	- -
	T 1		80,134.06	50,824.92
	Total		2,28,573.68	2,15,929.31
II	Assets			
1	Non-current assets			
	Property, Plant & Equipment and Intangible assets			
	Property, Plant and Equipment (net)	11	1,30,313.62	1,32,490.11
	Intangible assets(net)		66.90	78.62
	Capital work-in-progress			
	Intangible assets under development		-	
	Non-current investments		-	•
	Deferred tax assets (net)	6	4,475.49	3,526.38
	Long-term loans and advances	12	-	
	Other non-current assets	13	8,039.40	8,489.59
			1,42,895.41	1,44,584.70
2	Current assets	*		
	Current investments		-	
	Inventories	14	81,727.04	64,277.06
	Trade receivables	15	3,248.54	5,983.34
	Cash and cash equivalents	16	121.81	53.65
	Short-term loans and advances	17	294.15	755.21
	Other current assets	18	286.73	275.36
			85,678.27	71,344.62
	Total		2,28,573.68	2,15,929.31

The accompanying notes 1 to 19 & 28 forms an integral part of Balance Sheet.

In terms of our report of even date attached

For SAJIVE ASSOCIATES

For NILA TECH PRIVATE LIMITED

Manimandiram Madhavan Nair Jayakumar

[Director] [DIN:01056356]

Place: Angamaly Date: 13-8-2025

Mundakkal Narayana Menon

Babu

[Mg. Director] {DIN:00163193}

Partner

(M.NO: 027285; FRN: 0035255) UDIN:25027285BMILWN3821

3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O , TRIPUNITHURA Ernakulam , Irimbanam S.O , 16-Kerala , 91-India , Pincode-682309

Standalone Statement of Profit and Loss for the year ended 31st March, 2025

Rs.'00

Particulars	Notes	For the year ended 31 st march 2025	For the year ended 31 March 2024
Income			
Income Revenue from operations	19	1,64,760.35	1,29,272.2
Other income	20	156.17	252.4
Total Income	20	1,64,916.52	1,29,524.6
Expenses		1,04,710.32	1,27,324.0
Cost of materials consumed	21	54,873.51	18,544.2
Changes in inventories of finished goods, work-in-progress and stock-in-	-1	54,675.51	10,544.2
trade	22	(16,253.67)	(8,746.9
Employee benefit expenses	23	80,929.60	59,381.1
Finance costs	24	2,313.03	7.6
Depreciation and amortisation expenses	11	24,880.25	25,541.2
Other expenses	25	35,787.69	55,869.3
Total expense		1,82,530.41	1,50,596.7
Profit before exceptional and extraordinary items and tax		(17,613.88)	(21,072.0
Exceptional items			
Profit before extraordinary items and tax		(17,613.88)	(21,072.0
Extraordinary items			
Profit/(loss) before tax		. (17,613.88)	(21,072.0
I Tax expenses			
Current Year Tax			
Less: MAT Credit Entitlement			
Deferred tax		(949.11)	(1,522.2
I Total tax expense		(949.11)	(1,522.2
Profit/(loss) for the year from continuing operations		(16,664.77)	(19,549.8
Discontinuing operations			
Profit/(loss) before tax from discontinuing operations		-	
Tax expense of discontinuing operations		-	
Profit/(loss) after tax from discontinuing operations (After Tax)		-	
(Profit/(loss) for the year		(16,664.77)	(19,549.8
			Amount in Re
	,, I	For the year ended	For the year ended
Particulars	Notes	31 st March 2025	31 March 2024
Earnings per equity share	26		
a) Basic		-833.24	-977.
b)Diluted		-833.24	-977.
Additional Notes	0		
The accompanying notes 20 to 26 forms an integral part of Statement of Pr	rofit & Lo	SS.	

The accompanying notes 20 to 26 forms an integral part of Statement of Profit & Lo

In terms of our report of even date attached

For SAJIVE ASSOCIATES

Chartered Accountants

For NILA TECH PRIVATE LIMITED

Manimandiram Madhavan Nair Jayakumar

[Director] {DIN:01056356}

Place : Angamaly Date : 13-8-2025 Mundakkal Narayana Menon Babu

[Mg. Director] {DIN:00163193} TERAL SE

CA K.V SAJIVE FCA

Partner

(M.NO: 027285; FRN: 0035255)

UDIN:25027285BMILWN3821

3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O., TRIPUNITHURA Ernakulam , Irimbanam S.O., 16-Kerala , 91-India , Pincode-682309

Standalone Cash Flow Statement for the year ended 31st March 2025

Rs.'00

	Rs.'00	
Particulars	As at 31 March 2025	As at 31 March 2024
Cash flow from Operating Activities:	31 Walch 2023	31 Maich 2024
Net Profit after Tax	(16,664.77)	(21,072.08
Adjustments for:	(10,004.77)	(21,072.00)
Deferred Tax	(010 11)	
Depreciation/Amortization expense charged to Statement of Profit & Loss	(949.11)	25 511 20
Interest Income	24,880.25	25,541.29
Interest Expenses	2,313.03	7.67
Provision for Bonus		
Operating profit before working capital change	9,579.40	4,476.88
Adjustments for:		
Increase / (Decrease) in Trade Payables	11,460.49	12,273.75
Increase/(Decrease) in Short Term Borrowings	53,942.62	
Increase / (Decrease) Other Current Liabilities	(41,594.74)	
Increase / (Decrease) Short-Term Provisions	5,500.76	
(Increase) / Decrease in Inventories	(17,449.98)	(13,179.12)
(Increase) / Decrease Short-Term Loans and Advances	461.05	(13,177.12)
(Increase) / Decrease in Other Current Assets	(11.37)	
(Increase) / Decrease in Trade Recievables		(E 002 24)
(Increase) / Decrease in Frade Receivables	2,734.81	(5,983.34)
	24 (22 25	(2.414.02)
Cash Generated from Operations	24,623.05	(2,411.83)
Direct Taxes (net)		
Net Cash from Operating Activities (A)	24,623.05	(2,411.83)
Cash flow from Investing Activities:		
Interest Income from Intercorporate Loan	_	
Interest Income from Fixed Deposit		
Loans & Advances given	450.00	6,009,65
Non-Current Investments		0,00,100
Purchase of fixed assets	(22,921.94)	(4,075.82)
Sale of Asset	230.10	(1,075.62)
Net cash (used in) /from Investing Activities (B)	(22,241.84)	1,933.83
Cash flow from Financing Activities:		
Long Term Loans taken/(repaid)		
Interest Expenses	(2,313.03)	7.67
Issue Of Share Capital	(2,313.03)	7.07
Payment of Dividend & Tax thereon Net cash (Used in)/from Financing Activities (C)	(2,313.03)	7.67
Net (Decrease)/Increase in cash and cash equivalents (A+B+C)	68.18	(485.67)
Cash and cash equivalents at beginning of the year	53.66	539.33
Cash and cash equivalents at end of the year	121.84	53.66
Components of cash and cash equivalents	As at 31 March 2025	As at 31 March 2024
Cash in hand	10.33	21.30
Balance with Bank	111.48	32.35
Total cash and cash equivalents (note 17)	121.84	53.66
Total cash and cash equivalents (note 17)		





3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O., TRIPUNITHURA Ernakulam, Irimbanam S.O., 16-Kerala, 91-India, Pincode-682309

Notes on financial statements for the year ended 31st March 2025

1 Company overview

Nila Tech Private Limited is Company incorporated under the Companies Act, 1956 it was incorporated on 11th October, 1993. The Company is engaged in manufacturing of thermostats and hybrids micro circuits and allied electronic products. The Company is a subsidiary of Sowparnika Thermistors & Hybrids Private Limited (CIN: U31909KL1993PTC007415)

2 Significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

a. Basis of preparation of Financial Statements

These Financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies(Accounts) Rule, 2014. All assets and liabilities have been classified as current or Non-current as per company's operating cycle and other criteria set out in Schedule III to Companies Act, 2013. Based on the nature of products and time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as twelve months for purpose of current –noncurrent classification of assets and liabilities.

b. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate Changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

c. Property, Plant & Equipment and Intangible Assets

Tangible Assets (AS-10)

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Intangible Assets (AS-26)

The Company has maintained proper records showing full particulars of its Intangible Assets

d. Depreciation and Amortization (AS-10)

Depreciation on Fixed Assets is provided on Written Down Value Method (WDV). Depreciation is provided based on the useful life of assets at the rates as prescribed in the Schedule II of the Companies Act, 2013.

e. Impairment of Assets (AS-28)

An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. Such impairment loss is charged to Profit and Loss Statement in the year in which the asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in estimate of recoverable amount.

f. Subsidies and Grants (AS-12)

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an asset, it is directly credited to the corresponding asset. In respect of revenue subsidies/grants they are directly credited as revenue of the period to which it relates or by way of a reduction in the respective expenditure account.





3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O., TRIPUNITHURA Ernakulam, Irimbanam S.O., 16-Kerala, 91-India, Pincode-682309

Notes on financial statements for the year ended 31st March 2025

g. Employee Benefits (AS-15)

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined benefit plans

The Company's net obligation in respect of gratuity is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of gratuity obligations is performed annually by a qualified actuary using the projected unit credit method. Net interest expense (income), if any, on the net defined liability (assets) is recognised in profit or loss.

Defined contribution plan

The Company makes contributions to a Employee Provident Fund (EPF) and Employee State Insuarance (ESI) scheme for its employees that is categorised as a defined contribution plan. These contributions are recorded as operating expenses when incurred.

h. Inventories (AS-2)

Inventory of raw materials and consumables are valued at cost or net realizable value, whichever is lower, under FIFO Method. Finished Goods are valued at cost or net realizable value whichever is lower. Cost for the purposes of valuation of finished goods includes cost of material, labour and other direct expenses. Stock-in-process is valued at raw material cost plus proportionate direct cost, wherever applicable.

i. Foreign currency transactions (AS-11)

Initial Recognition

Revenue, expense and cash flow items denominated in foreign currencies are translated at the exchange rate prevailing on the date of transaction. Transaction gains or losses realized upon settlement are included in the net profit for the period in which the transaction is settled.

Subsequent Recognition

Foreign currency denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet Date. Exchange differences on such restatements are recognized in the Statement of Profit and Loss. Non-Monetary Assets and Liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevailing on the date of the transaction.

Translation of foreign operations

The Company has no foreign operations.

j. Revenue recognition (AS-9)

Sale of goods: Sales are recognized when the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognized net of trade discounts, rebates, sale taxes and excise duties.

Sale of services: The Company does not render any services.

k. Cash Flow Statement (AS-3)

Cash Flow Statements are reported using the Indirect Method, whereby profit before tax is adjusted for the effect of transactions of a non cash nature, items of incomes or expenses associated with investing or Financing Cash Flows. The Cash flows from operating, investing and financing activities of the company are segregated.

1. Deferred Tax/Income Tax (AS-22)

Deferred tax is accounted for, by computing the tax effect of timing differences between taxable income and accounting income. Provision for Current tax is made on the basis of applicable tax laws existing in the country. Minimum Alternative Tax and its credit are accounted based on the Guidance notes issued by the Institute of Chartered Accountants of India. Deferred tax assets are recognized and carried forward to the extent that there is reasonable certainty that sufficient future taxable income will be availed against which such deferred tax assets can be realised.

m. Borrowing Costs (AS-16)

Borrowing Costs charged to Profit & Loss Account include interest on short and long term bank borrowings. Borrowing costs attributable to qualifying assets up to the date of capitalization are included in the cost of the asset.

n. Provisions, Contingent Liabilities & Contingent Assets (AS-29)

There are no contingent liabilities to be provided for and are disclosed in notes to the accounts.

o. Earnings per share (AS-20)

The company reports basic and diluted Earnings per Share in accordance with AS 20. Basic Earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding at the end of the year. Diluted Earnings per share have been computed using the weighted average number of equity shares and potential equity shares outstanding at the end of the year.

Leases (AS-19)

The Company has provided 3 machineries on Operating Lease to its Subsidiaries -Nila Tech Private Ltd and STH Sensors Pvt Ltc
Additional Diclosures

Most of the balances of Sundry Debtors, Sundry Creditors, Advances and Deposits are subject to confirmation. Previous year figures have been re-cast, wherever necessary to comply with the requirements of Revised Schedule III of The Companies Act 2013. Assets, Loans and advances are in realizable state in the ordinary course of business.



3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O., TRIPUNITHURA Ernakulam , Irimbanam S.O., 16-Kerala , 91-India , Pincode-682309

Notes on financial statements for the year ended 31st March 2025

Details of authorised, issued and subscribed share capital		Rs.'00
Particulars	As at 31st March 2025	As at March 31 2024
Authorized shares		
200000 Equity Shares of Rs.100/- each	2,00,000.00	2,00,000.00
	2,00,000.00	2,00,000.00
Issued, subscribed and fully paid-up shares		
200000 Equity Shares of Rs.100/- each	2,00,000.00	2,00,000.00
Total issued, subscribed and fully paid-up share capital	2,00,000.00	2,00,000.00

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period Equity shares

Rs.'00

As at 31 st March, 2025			As March 3	
	Nos '00	Amount (Rs.'00)	Nos '00	Amount (Rs.'00)
At the beginning of the period	2,000.00	2,00,000.00	2,000.00	2,00,000.00
ssued during the period				
ssued during the period - ESOP				
Outstanding at the end of the period	2,000.00	2,00,000.00	2,000.00	2,00,000.00

b. Shares held by holding Company Rs.'00 As at As at Particulars 31st March, 2025 March 31, 2024 Equity Shares of Rs.100 each fully paid Nos '00 Amount (Rs.'00) Nos '00 Amount (Rs.'00) Sowparnika Thermistors & Hybrids pvt ltd 1,91,071.00 1,91,071.00 1,910.71 1,910.71 Total 1,910.71 1,910.71 1,91,071.00

c. Shares held by shareholders holding more than 5 Percentage of total Shares

Rs.'00

Particulars	As at 31st March, 2025		ars		As March 3	at 31, 2024
Equity Shares of Rs.100 each fully paid	Nos '00	% holding in the class	Nos '00	% holding in the class		
Sowparnika Thermistors & Hybrids pyt ltd	1,910.72	95.54%	1,910.72	95.54%		
Total	1,910.72	95.54%	1,910.72	95.54%		

d. Equity shares held by promoters at the end of the year

Rs.'00

		March 31, 2025		March 31, 2024		
Particulars	No of Shares in '00	% of Total Shares	% Change during the year	No of Shares in '00	% of Total Shares	% Change during the year
Equity shares of Rs.100 each fully paid						
M/s. Sowparnika Thermistors and Hybrids Private Limited	1,910.71	95.54%	0.00%	1,910.71	95.54%	0.00%
Mundakkal Narayana Menon Babu	0.01	0.00%	0.00%	0.01	0.00%	0.00%
Puthusseriparamb Vijayan Joshi	10.00	0.50%	0.00%	10.00	0.50%	0.00%
Muraleedharan Karullil	27.00	1.35%	0.00%	27.00	1.35%	0.00%
Damodaran Venu Nair	52.28	2.61%	0.00%	52.28	2.61%	0.00%
Total	2,000.00	100.00%	0.00%	2,000.00	100.00%	0.00%

The Company has not issued any securities convertible into Equity or Preference Shares

No shares have been forfeited till date.

Out of the total share capital issued and called up, no calls are outstanding as unpaid





3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O , TRIPUNITHURA Ernakulam , Irimbanam S.O , 16-Kerala , 91-India , Pincode-682309

Notes on financial statements for the year ended 31st March 2025

4 Reserves and surplus

Rs.'00

Particulars	As at 31st March 2025	As at March 31 2024
General Reserve	515t Water 2025	March 31 2024
Balance as per the last financial Statements	2,700.22	2,700.22
(-) Issue of Bonus Shares		
(+) Addtions/(-) Transfers during the year		
Closing Balance	2,700.22	2,700.22
Surplus in Profit & Loss Account		
Balance as per the last financial Statements	(87,595.83)	(68,045.96)
Adjustment of Prior Period items		
	(87,595.83)	(68,045.96)
Additions during the year:		
(+) Net profit/(net loss) for the current year	(16,664.77)	(19,549.87)
Deletions during the year:		
(-) Issue Of Bonus Shares		
(-) Dividend paid for the year		
(-) TDS paid on the dividend		-
Closing Balance	(1,04,260.60)	(87,595.83)
Total Reserves	(1,01,560.38)	(84,895.61)

5 Long term Borrowings

Rs.'00

n 2025 March	n 31 2024

Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance sheet date. The company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

B. Others:		
Intercorporate loan From Sowparnika Thermistor & Hybrids	50,000.00	50,000.00
Limited(Holding Company)	30,000.00	00,000.00

6 Defered tax Assets (net)

Particulars		As at 31st March 2025	As at March 31 2024
Deferred Tax Asset			
Opening		3,526.38	
Created/(Reversed) during the Year		949.11	3,526.38
Closing	(A)	4,475.49	3,526.38
Deferred Tax Liability			
Opening			
(Created)/Reversed during the Year			
Closing	(B)	-	
Deferred Tax Liability (Asset): Net (A) - (B)		(4,475.49)	(3,526.38)





3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O , TRIPUNITHURA Ernakulam , Irimbanam S.O , 16-Kerala , 91-India , Pincode-682309

Notes on financial statements for the year ended 31st March 2025

Short term and Other Borrowings	

Particulars	As at 31st March 2025	As at March 31 2024
Working Capital Facility from Banks:		
State bank of india-493	3,507.91	
State bank of india-786	50,434.71	
	53,942.62	
		ful defaulter by any
bank or financial institution or other lender.		rui deladici by any
		-
	-	-
Current Maturities of Long Term Borrowings:	-	-
Current Maturities of Long Term Borrowings: Loan to related Partys		-

8 Trade Payables

Rs.'00

Rs.'00

Particulars	As at 31st March 2025	As at March 31 2024
Payable to Micro, Small & Medium Enterprises Trade Others	11,439.86	130.40
Total	11,439.86	130.40
Payable to other than Micro, Small & Medium Enterprises Trade	151.03	- - -
Total	151.03	

	Disclosures for Trade payables due Micro, Small and Medium Enterprises		
		31st March 2025	March 31 2024
(a)	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	11,439.86	130.40
	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end		
(c)	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year		
(d)	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year		-
(e)	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year		-
(f)	Interest due and payable towards suppliers registered under MSMED Act, for	IVE ASO	

(f) Interest due and payable towards suppliers registered under MSMED Act, to payments already made

(g) Further interest remaining due and payable for earlier years





3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O , TRIPUNITHURA Ernakulam , Irimbanam S.O , 16-Kerala , 91-India , Pincode-682309

Notes on financial statements for the year ended 31st March 2025

Trade Payables ageing schedule

Rs.'00

Particulars	Outstanding	for following p	eriods from due dat	e of payment as on 31-0.	3-2025
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)MSME	11,439.86		-		11,439.86
(ii)Others	151.03				151.03
(iii) Disputed					
dues - MSME					
(iv) Disputed					
dues - Others		-			
Total	11,590.89				11,590.89

Rs.'00

Particulars	Outstanding for following periods from due date of payment as on 31-03-2024							
- and canals	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total			
(i)MSME	130.40			- 12	130.40			
(ii)Others		-		-				
(iii) Disputed								
dues - MSME	-	-	•					
(iv) Disputed								
dues - Others	-			_				
Total	130.40				130.40			

9 Other Current Liabilities

Rs.'00

Particulars	As at	As at
	31st March 2025	March 31 2024
Employee Benefit Expenses Payable	5,083.92	4,614.89
Expense Outstanding	4,011.11	2,489.21
Advance from Customers		43,331.67
Other Payable	4.75	258.75
Total	9,099.78	50,694.52

There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as on 31.03.2025

10 Short Term Provisions

Particulars	As at 31st March 2025	As at March 31 2024
Leave Salary Payable	5,500.76	
Provision For Income Tax		-
Total	5,500.76	





NILA TECH PRIVATE LIMITED 3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O., TRIPUNITHURA

Ernakulam , Irimbanam S.O., 16-Kerala , 91-India , Pincode-682309 NOTE NO. 11: PROPERTY, PLANT & EQUIPMENT AND INTANCIBLE ASSETS AS AT 31st March 2025

			GROSS BLOCK	BLOCK		A	CCUMIATED L	ACCUMLATED DEPRECIATION		NET BLOCK	LOCK
SI.	Description	As at	During the year	e year	As at	Asat	For the	Adjustment	Asat	As at	As at
No.	of Assets	01.04.2024	Additions	Deletions	31.03.2025	01.04.2024	year	On Deletions	31.03.2025	31.03.2025	31.03.2024
	Property, Plant and Equipment										
-	Land	1,912.96			1,912.96					1,912.96	1,912.96
2	Building	40,989.92	683.99		41,673.91	13,224.04	2,686.54		15,910.58	25,763.33	27,765.88
4	Furniture & Fixtures	4,859.21	78.39		4,937.60	2,390,99	648.37		3,039.36	1,898.24	2,468.22
2	Plant & Machinery	66'286'69'1	17,931.11		1,87,919.10	78,547.88	18,465.35		97,013.23	78.506,06	91,440.11
7	Tools & Equipments	20,817,31	967.50	230.10	21,554.71	14,667.72	1,693.11		16,360.83	5,193.88	6,149.59
8	Electrical Fittings		3,112.65		3,112.65	1	676.23		676.23	2,436.42	
6	Computer & peripherials		148.31		148.31		89.31		89.31	59.00	1
10	Office Equipments	2,187.60			2,187.60	1,775.19	185.88		1,961.07	226.53	412.20
11	Generator	90.699'2			2,669.06	5,327.91	423.75		5,751.66	1,917.40	2,341.15
13	Motor Cycle	334.88			334.88	334.88			334.88		
	Total	2,48,758.93	22,921.94	230.10	2,71,450.77	1,16,268.61	24,868.54		1,41,137.15	1,30,313.62	1,32,490.11
П	Intangible assets					1					
	Tally Sofware	171.53			171.53	92.91	11.71		104.62	06.99	78.6
	Total	171.53		-	171.53	92.91	11.71		104.62	06.99	78.620
	Grand Total	2,48,930.46	22,921.94	230.10	2,71,622.30	1,16,361.52	24,880.25	1	1,41,241.77	1,30,380.52	1,32,568.73
	PY Grand Total										
Ш	Capital Work in Progress			-	1		,	-	-		
BY ST.	Total										

Notes:

Depreciation on Fixed Assets is provided on Written Doon Value Aethod (WDV). Depreciation is provided based on the useful title of assets at the rates as prescribed in the Company of the Company ander the The Property, Plant & Equipment & Intangible assets have not been revolued during the generall the immovable properties listed above one held in the name of the Company. There are no proceedings against the company under the





3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O., TRIPUNITHURA Ernakulam, Irimbanam S.O., 16-Kerala, 91-India, Pincode-682309

Notes on financial statements for the year ended 31st March 2025

Particulars	As at	As at
	31st March 2025	March 31 2024
I ong town loans and a decree		
Long term loans and advances		
(Unsecured, considered good):		
Total	-	
Other Non-Current Assets		
a. Security Deposits (Unsecured, considered good)		
Telephone deposit	30.00	30.
Deposit with KSEB	7,881.90	7,881.
Sales tax security deposit	27.50	27.
Rent advance	27.50	450.
Salary Advance		450.
National Savings certificates at cost	100.00	100.
(Lodged as security with Sales Tax Department)	100.00	100.
Total	8,039.40	8,489
Inventories		
Spares and Acessories	32,350	24,339.
Raw Materials	10,466.70	9,270.
Semi Finished Goods	38,647.23	30,404.0
Finished Goods	263.14	262.
Total	81,727.04	64,277.
(Mode of valuation: Inventory of raw materials and consumables are valued at cost of method. Finished goods are valued at cost or net realizable value whichever is lower, includes cost of material, labour and other direct expenses. Stock-in-process is valued wherver applicable & the values are certified by the management.)	Cost for the purpose of val	luation of finished god
Trade Receivables	0010-2-	
(a)Unsecured, Considered Good	3,24,853.50	5,983.
(b) Debts outstanding for a period exceeding 6 months		
(c) Debts due by :		
(c) Debts due by : 1.Directors		
(c) Debts due by : 1.Directors 2.Officers		
(c) Debts due by : 1.Directors		





Trade	Receivab	les ageing	schedule

T)	100

	C	outstanding fo	r following per	iods from due date of	payment as on 31-3-202	5
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	3,24,853.50	-	-		-	3,24,853.50
(ii) Undisputed Trade receivables - considered doubtful			-			
(iii) Disputed Trade receivables considered good (iv) Disputed Trade receivables	-	-	-			340
considered doubtful			-		<u>.</u>	•
Total	3,24,853.50	•	-			3,24,853.50

Rs.'00

	0	utstanding for	following peri	ods from due date of	payment as on 31-03-202	4
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -						
considered good	5,983.34	-	-			5,983.34
(ii) Undisputed Trade receivables - considered doubtful						
(iii) Disputed Trade receivables considered good			-			
(iv) Disputed Trade receivables considered doubtful						
Total	5,983,34					5,983.34

111.48 - 10.33 121.81	21.30 - 32.35
10.33	32.35
10.33	32.35
121.81	F2 (F
	53.65
294.15	684.11 61.10 10.00
294.15	755.21
20.61 68.12 198.00	275.36 - 275.36
	294.15 20.61 68.12





3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O , TRIPUNITHURA Ernakulam , Irimbanam S.O , 16-Kerala , 91-India , Pincode-682309

Notes on financial statements for the year ended 31st March 2025

Particulars	Year ended	Year ended
Particulars	31st March 2025	March 31 2024
Revenue from Operation		
Sale of Products		
Local Sales	1,20,051.21	1 10 887 50
Interstate sales	49,536.09	1,10,887.59
Sale of Services	119.18	18,452.88
Less: Sales Return	(4,946.12)	(68.25
Total	1,64,760.35	(68.25 1,29,272.21
Other income	1,04,760.33	1,27,272.21
Interest Subvention from DIC		25.00
Packing and Courier charges		1.50
Sundry creditors written off		28.40
Miscellaneous Income	156.17	197.53
Total	156.17	252.43
	130127	
Cost Of Materials Consumed		
Opening Stock :		
Raw materials	9,270.37	8,574.61
Add: Purchases :		
Purchases	56,069.84	18,610.68
Add: Direct expenses		
Carriage Inward		629.35
Less: Closing Stock:		
Raw materials	10,466.70	9,270.37
Cost of material consumed	54,873.51	18,544.26
Changes in inventories of finished goods, work-in-progress and		
stock-in-trade		
Opening Stock:	20 101 66	21,666.66
Semi Finished Goods	30,404.66	253.40
Finished Goods	262.38	255.40
Spares and Acessories	24,339.63	
Less: Closing Stock:	20 547 22	20.404.66
Semi Finished Goods	38,647.23	30,404.66
Finished Goods	263.14	262.38
Spares and Acessories	32,349.97	(0.746.00
Total (Increase)/ Decrease in Inventories	(16,253.67)	(8,746.98





3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O , TRIPUNITHURA Ernakulam , Irimbanam S.O , 16-Kerala , 91-India , Pincode-682309

Notes on financial statements for the year ended 31st March 2025

Rs.'00

Particulars	Year ended 31st March 2025	Year ended March 31 2024
Employee benefit expense		
Salary, Wages and Contributions to Defined Contribution Plans:		
Salaries & Wages	47,793.82	45,373.44
Contribution to EPF	6,401.54	4,396.41
Contribution to ESI	1,739.26	1,404.9
Allowances:		
Dearness Allowance	7,922.07	
House Rent Allowance	1,984.98	
Festival Allowance	3,608.84	-
Shift Allowance	549.70	
Deputation Allowance	100.00	
Other Expenses:		
Bonus	- 1	
Staff Welfare Expenses	128.63	2,242.70
Earned Leave Encashment	5,500.76	393.65
Staff Incentive	-	350.0
Managerial Remuneration (KMP)	5,200.00	5,220.00
Total	80,929.60	59,381.11
a. Defined Benefit Plans - Gratuity : i. Actuarial Assumptions:		
ii. Net Asset/Liability to be recognised in the Balance Sheet		
iii. Expenses recognized in the Profit and Loss Account	2.0	
The estimates of future Salary increases, considered in the actuarial valuation, tal other relevant factors, such as supply and demand in the employment market.	kes into account of inflation, senior	rity, promotion and
b. Defined Benefit Plans - Leave Encashment Plan :		
i. Actuarial Assumptions: NIL		
ii. Net Asset/Liability to be recognised in the Balance Sheet		
iii. Expenses recognized in the Profit and Loss Account	5,500.76	393.65

Rs.'00

Particulars	Year ended 31st March 2025	Year ended March 31 2024
4 Finance costs		
Bank Interest	2,313.03	7.67
Total	2,313.03	7.67
1 Depreciation and amortization expense		
Depreciation of tangible assets	24,868.54	25,527.42
Amortization of intangible assets	11.71	13.87
Total	24,880.25	25,541.29

Note

Depreciation on Fixed Assets is provided on Written Down Value Method (WDV). Depreciation is provided based on the useful life of assets at the rates as prescribed in the Schedule II of the Companies Act, 2013. Depreciation on additions/deletions is restricted to the period of use.





3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O , TRIPUNITHURA Ernakulam , Irimbanam S.O , 16-Kerala , 91-India , Pincode-682309

Notes on financial statements for the year ended 31st March 2025

	Year ended	Rs.'00 Year ended
Particulars	31st March 2025	March 31 2024
Other expenses		
1.Manufacturing/Operating Expenses		
Electricity Charges	19,795.70	16,458.77
Diesel for Generator	1,100.00	1,150.00
Freight Charges	635.11	
Packing and Forwarding	360.49	262.55
Consumables & Spares		17,507.4
Total(a)	21,891.30	35,378.78
2.Administration Expenses		
Auditor's Remuneration	400.00	250.00
Professional Tax	37.50	
Roc filing Fee	78.00	
Postage & Courier charges	273.55	140.6
Insurance Premia	344.47	414.5
Office expenses	887.94	800.5
Rent Expenses	1,354.00	3,089.4
Printing and Stationery	1,244.20	1,547.6
Professional charges	1,573.35	2,506.4
Food and Accomodation	938.09	
Telephone charges	81.62	136.1
Donation	35.00	
Statutory Expenses	770.37	3,981.3
Transportation & Travelling Expenses	717.69	1,259.3
Miscellaneous Expenses	725.69	908.6
Repairs & Maintenance	4,434.92	5,455.8
Total(b)	13,896.39	20,490.5
Grand Total (a+b)	35,787.69	55,869.3
Gianti Total (a · b)	Sey, erries	
Earning Per Equity Share: Weighted Average Number of Equity Shares (*00)	20.00	20.0
Diluted Number of Equity Shares (100)	20.00	20.0
Nominal Value of Share (in Rs.)	Rs.100	Rs.10
Profit after Tax	(16,664.77)	(19,549.8
Less: Preference Share Dividend	(10,004.77)	(**/******
	(16,664.77)	(19,549.8
Total Profit Available to Equtiy Share Holders Basic EPS	(833.24)	(977.4
	(833.24)	(977.4
Diluted EPS	(003.24)	(-,,,,





3/369, CHITRAPUZHA ROAD, IRIMPANAM P.O., TRIPUNITHURA Ernakulam , Irimbanam S.O., 16-Kerala , 91-India , Pincode-682309

Particulars			As at	As at		
CIF value of Imports: Raw Materials:					31 March 2025	31 March 2024
Earnings in Foreign Currency: Export of goods of Expenditure in Foreign currency:	FOB Basis;					
Raw Materials					-	
International Clearing & Forwarding Cha Auditors' Remuneration:	ges				400.00	250.
Statutory Audit Fee					-	250
Claims against the Company not acknowledged Capital commitments not provided for	l as debts					
Details of borrowing cost capitalised during the	year					
Contingent Liabilities not provided for Managerial Remuneration						
Ratios:			As at 31 March 2025	As at 31 March		Explanation
(AC APPE				2024	% Change in Ratios	
(a) Current Ratio			1.07	1.40	23.83%	Liability increase due t
(b) Debt-Equity Ratio			1.32	0.88	-50.92%	Loan Taken
(c) Debt Service Coverage Ratio		a supplied the	(0.14)	0,74	118.55%	Debt increase due to Lo Taken
(d) Return on Equity Ratio			(0.14)	(0.17)	0.33%	raken
(e) Inventory Turnover Ratio						Inventory decrease due
, , salar a mino			0.72	0.92	21.02%	Increase in sales Due to increase on trad
(f) Trade Receivables Turnover Ratio						receivable and Revenu
			8.92	21.60	58.69%	from operations
(g) Trade Payables Turnover Ratio						Due to increase on trac Payable and Revenue
			2.39	12.13	80.28%	from operations
(h) Net Capital Turnover Ratio			29.75	6.31	-371.24%	Total income Increase due to increase in sales
(i) Net Profit Ratio						Net Loss decrease due
(i) Net Front Katio			(0.10)	(0.15)	33.05%	increase in total Income
(j) Return on Capital Employed (k) Return on Investment			(0.11)	(0.13)	12.04%	
The formula used for arriving the ratios are:						
(a) Current Ratio	=				nt Assets Liablities	
				. 1. 1.70	and the	
(b) Debt-Equity Ratio	-		No		es + Current liabilities ders' funds	
(a) Dobt Coming Courses as Police		Exercing bofor	a Interact Tax D	annaciation and	Amortization(EBITDA) - Ta	y Expense for the year
(c) Debt Service Coverage Ratio					Principal Repayment of Ion	
(A) Batana an English Batin				Nat pro	fit after tax	
(d) Return on Equity Ratio					ders' funds	
(e) Inventory Turnover Ratio					Products	
				Average	Inventory	
(f) Trade Receivables Turnover Ratio	=	Revenue from Operations Average Trade Receivables				
					Purchase	
(g) Trade Payables Turnover Ratio					rade Payables	
(h) Net Capital Turnover Ratio	_	Total Income				
(i) see capital valuoves natio					Current Liabilities	
(i) Net Profit Ratio	-			Net Prol	fit after Tax	
W/ 100 100 100 100 100 100 100 100 100 10					Income	
				Earnings befor	e Interest and Tax	
(i) Return on Capital Employed						



(k) Return on Investment



Income from Investment Investment

Title deeds of all immovable properties are held in the name of the Company. 12 oans or advances granted to Promoters, Directors, KMPs and the related parties are disclosed below. 13 The Company has no Capital-Work-in Progress (CWIP) or Intangible assets under development. 14 No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, 15 The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956. 16 No charges or satisfaction are pending to be registered with Registrar of Companies beyond the statutory period. 17 Segment Reporting: The company is engaged only in one product segment - manufacturing and exporting of thermostats and hybrid micro circuits and the allied electronic products. Hence (i) separate business segment disclosure is not made. 18 Related Party Disclosure: (A) FY 2024-25: Rs.'00 Outstanding Name of Party & Relationship with SI. Nature of Balances Balance as on Nature of Transactions Amount No. Company 31.03.2025 Investment in Equity Shares (in .26.119.00 Investment during the year Sowparnika Thermistors & Hybrids Private Loan converted to Investment in shares Intercorporate Loan from the Limited (Holding Company): 50,000.00 during the year Holding Company Holding 95.536% of the equity Loan received during the year Interest Payable on the Purchase of Capital goods 5,830.11 Purchases from Holding Company 27,100.16 Trade Payable 10,866.20 Jobwork Income from Holding Company ales to the Holding Company 1.13.846.29 ale to fellow Subsidiary 50,096.37 STH Sensors Private Limited 2 Trade Receivable 32,485,35 Purchases from Holding Company (Fellow-Subsidiary Company): Purchase of Capital goods Holding in Equity Shares (in 1 equity shares of face value 1.00 Mundakkal Narayana Menon Babu Rs.100each) (Director) 3 Director remuneration 400.00 Director remuneration 4.800.00 (B) FY 2023-24: Rs.'00 Outstanding Name of Party & Relationship with SI. Nature of Balances Nature of Transactions Balance as or Amount No. Company 31.03.2024 Investment in Equity Shares (in .26.119.00 Investment during the year 62,630.00 Intercorporate Loan from the Loan converted to Investment in shares Holding Company Sowparnika Thermistors & Hybrids Private Loan received during the year Limited (Holding Company): Interest Payable on the Interest Expense on the Intercorporate Holding 95.536% of the equity Purchases from Holding Company 43,331,67 Trade Payable Jobwork Income from Holding Company Sales to the Holding Company 1.10.819.34 - 2 Sales to fellow Subsidiary 18.393.00 STH Sensors Private Limited 5,983.00 Trade Receivable Purchase of Capital Asset (Fellow-Subsidiary Company) Purchase from Fellow-Subsidiary Holding in Equity Shares (in 1 1.00 equity shares of face value Mundakkal Narayana Menon Babu (Director) Director Remuneration 5,220.00 Consumption of Stores & Spares: 31 March 2025 31 March 2024 19 Indigeneous 56.069.84 100% 18.610.68 100.00% Imported 0.00% Total 56,069.84 100% 100.00% Work-in-Progress 20 Particulars Quantity as on 31.03.2025 ('00) Opening Balance: Granules & Materials 46.3 Nos NTC Thermistor 243.49 Nos Silvered Disc 32041.11 Nos 243.66 Sorted Disc Nos Wafers 80.91 Nos 39.00 Thermister Chip Nos 117.60 STDT Nos Lead Cut Pieces Closing Balance: Sorted Disc NTC Thermistor 243.49 Nos Silvered Disc 38,746.67 Nos Sintered Disc 1.13 Nos 149.00 Thermistor Chip Nos 30,366.00 Sorted Disc Nos 30.94 Granules & Materials Nos 102.20 Wafers Nos 25.52 Cylinder Nos STDT 127.60 Nos Lead Cut Pieces Previous year's figures have been regrouped and rearranged wherever necessary to conform with that of the current year's groupings. In the opinion of the Directors, the current assets, loans and advances have the value as stated in the Balance Sheet if realised, in the ordinary course of business In terms of our report of even date attached For SAJIVE ASSOCIATES For NILA TECH PRIVATE LIMITED ASSOCIA Chartered Accountant Manimandiram Madhavan Nair Mundakkal Narayana Menon Babu Jayakumar ECHIA Partner [Director] [Mg. Director] O: 027285; FRN: 0035255) IDIN:00163193 | [DIN:01056356] OIN:25027285BMILWN3821 KER/ Place: Angamaly

Date: 13-8-2025

$3/369, CHITRAPUZHA\ ROAD, IRIMPANAM\ P.O$, TRIPUNITHURA

Notes on financial statements for the year ended 31st March 2025

Groupings on financial statements for the year ended 31st March 2025

Particulars	31st March 2025	March 31 2024
Trade Payables	Amt in Rs ('00)	Amt in Rs ('00)
(a)Micro ,Small and Medium Enterprises		
Sowparnika Thermistors & Hybrids Pvt Ltd	10,866.19	43,331.67
Speedfam Pvt Ltd	573.67	
Total	11,439.86	43,331.67
(b)Other than Micro ,Small and Medium Enterprises		
Bharti Airtel	3.38	28.28
E Park Electrical & Plumbing Solutions	104.38	7.38
Loginn Associates	31.27	7.43
Manikaran Scientific Works		63.37
Krishna Glass House	5.00	
Maria Enterprises		1.80
Sky Tech Computers	7.00	
Total	151.03	108.26
Other Current Liabilities		
Employee benefit expenses payable	Amt in Rs ('00)	Amt in Rs ('00)
Admnistration charge in EPF Payable	18.79	-
Salary Payable	4,014.27	4,118.82
Total	4,033.06	4,118.82
Outstanding Expenses	Amt in Rs ('00)	Amt in Rs ('00)
Audit fee payable	360.00	250.00
GST Payable	1,570.34	2,489.21
Electricity charge Payable	1,640.77	
TDS Payable	40.00	4.00
Other Payables	4.75	4.75
Total	3,615.86	2,747.96
Statutory Liabilities	Amt in Rs ('00)	Amt in Rs ('00)
Employee EPF Contribution	441.48	446.78
Employee ESI Contribution	28.71	32.63
Employer EPF Contribution payable	186.73	
Earned Leave Reimbursment	5,500.76	
Employer ESI Payable	125.42	
Employer EPS Contribution payable	268.52	-
Total	6,551.62	479.41





Other Non-Current Assets -Security Deposits (Unsecured , considered good)	Amt in Rs ('00)	Amt in Rs ('00)	
Telephone deposit	30.00	30.00	
Deposit with KSEB	7,881.90	7,881.90	
Sales tax security deposit	27.50	27.50	
Total	7,939.40	7,939.40	
1. Other Loans and Advances	Amt in Rs ('00)	Amt in Rs ('00)	
Rent advance		450.00	
Salary Advance			
National Savings certificates at cost	100.00	100.00	
(Lodged as security with Sales Tax Department)			
Professional Tax	198.00		
	298.00	550.00	
Trade Receivables			
1. Outstanding for Less than 6 months	Amt in Rs ('00)	Amt in Rs ('00)	
Unsecured and Considered Good			
STH Sensors Pvt LTD	3,248.54	755.21	
Total	3,248.54	755.21	
Particulars	Amt in Rs ('00)	Amt in Rs ('00)	
Short-Term Loans and Advances			
For Purchases (Unsecured, Considered good)	Amt in Rs ('00)	Amt in Rs ('00)	
Salary advance		10.00	
Total		10.00	
For Capital Goods (Unsecured, Considered good)	Amt in Rs ('00)	Amt in Rs ('00)	
Total	-		



