

Vintron

Vintron Informatics Limited



**34th Annual Report
2024-2025**

Directors

Mr. Akshaykumar Dineshkumar Patel

Mr. Narendrasinh Jadeja

Ms. Kajalben Chetanbhai Vyas

Mr. Zishan Somabhai Meena

COMPANY SECRETARY

Mr. Chetan Sharma (w.e.f. 09/05/2025)

CHIEF FINANCIAL OFFICER

Mr. Zishan Somabhai Meena (w.e.f. 06/01/2025)

STATUTORY AUDITORS

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

INTERNAL AUDITORS

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

SECRETARIAL AUDITORS

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

SHARE TRANSFER AGENT

M/s. Skyline Financial Services Pvt. Ltd.

D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020

REGISTERED OFFICE

1117, 11th floor, Hemkunt Chambers, 89, Nehru Place, South Delhi, New Delhi, Delhi-110019

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting (“AGM”) of the members of Vintron Informatics Limited will be held on Tuesday, 23rd September, 2025 at 01:00 P.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited IND AS Financial Statements (Standalone) of the Company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolution:**

“**RESOLVED THAT** the Audited IND AS Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, **Mr. Akshaykumar Dineshkumar Patel (DIN: 08080080)** who retires by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. Appointment of Mr. Harshad Babubhai Patel (DIN: 11105065) as Non-Executive Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV to the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mr. Harshad Babubhai Patel (DIN: 11105065), who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, proposing his candidature for the office of director be and is hereby appointed as Non- Executive Independent Director of the Company, not liable to retire by rotation, for a term of Five (5) consecutive years commencing from this 34th Annual General Meeting.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution.”

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4. Appointment of Mr. Jitendrakumar Jayantibhai Patel (DIN: 11107764) as a Non-Executive Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV to the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mr. Jitendrakumar Jayantibhai Patel (DIN: 11107764), who was approved by the Board of Directors, and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, proposing his candidature for the office of director be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of Five (5) consecutive years commencing from this 34th Annual General Meeting.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution.”

5. Appointment of M/s. Mahesh Gupta and Co., Company Secretaries as Secretarial Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 and rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and regulations 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to any other applicable circulars/notification as issued from time to time and applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Mahesh Gupta and Co., Company Secretaries having Peer review certificate no: 6470/2025, be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from April 1, 2025 and ending on March 31, 2030, at a remuneration determined by board of directors and plus applicable Goods and Service Tax (GST) and reimbursement of out of pocket expenses as agreed between the Board of Directors and the Secretarial Auditors.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution.”

**By the order of board of directors
For Vintron Informatics Limited
S/d
Chetan Sharma
Company Secretary & Compliance Officer**

Date: 26/08/2025

Place: Delhi

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NOTES:

- 1) Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the AGM shall be conducted through VC / OAVM.
- 2) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 3) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
- 6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vintroninformatic.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 7) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
- 8) The shareholders of the company are hereby informed that the necessary declaration for Beneficial ownership in the prescribed forms requires to be disclosed to the company or its R & T agent within time frame as prescribed whenever the shareholder falls under the criteria as specified under Section 90 of the Companies Act, 2013 and Companies (Significant Beneficial Owners) Rules, 2018 as

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amended on 8th February, 2019 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/149 and further amended on March 12, 2019 via Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/36. All are requested to make the compliances within time to avoid any legal complications.

- 9) The Ministry of Corporate Affairs (“MCA”), Government of India, through its Circular No. 17/2011 and circular dated 18/2011 dated 29th April, 2011 has implemented the “Go Green Initiative”. Accordingly the Company encourages members to intimate/update their e-mail addresses to receive the Annual Report and other communication electronically in support of the “Go Green” initiative of the Ministry of Corporate Affairs (MCA). Members may intimate/ update their e-mail address to the R&T Agent i.e. Skyline Financial Services Private Limited, E-mail- admin@skylinerta.com or e-mail id- cs@vintron.co.in with their name and folio details. The Company will send all communication including the Annual Report via e-mail to the members who have provided their e-mail addresses to the Company/Depositories. A copy of the Annual Report will also be available on the Company’s website www.vintroninformatic.com.
- 10) The Members are requested to inform any change of their address immediate in respect of their electronic share accounts and physical shares (quoting their Client Ids/Folio No.’s) Name as registered with the R & STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by the Members to the R&T Agent of the company.
- 11) If the member has not registered their E-mail address with the Depository Participant(s) (DP)/ Company, may in case of holding shares in demat mode, please contact their respective DP and those who are holding shares in physical mode are required to contact to RTA of the Company on e-mail id i.e. admin@skylinerta.com and get the same registered for smooth communication or receiving of Annual Report and Notice or any other document in future.
- 12) SEBI vide its circular ref. no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated the physical securities holders to furnish/update their PAN, Nomination, Contact details, Bank account details and Specimen signature for their corresponding folio numbers with Registrar and Share Transfer Agent of the company i.e. Skyline Financial Services Private Limited, Delhi. Hence members of the company holding shares in physical mode are requested to update their aforesaid details to avoid any difficulties in future.

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

The remote e-voting period begins on Saturday, September 20, 2025 from 9:30 AM and ends on Monday, September 22, 2025 at 5:00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 16, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 16, 2025.

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

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

Step 1: Access to NSDL e-Voting system





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or eVoting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the

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	<p>home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service

	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

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

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

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

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

General Guidelines for shareholders

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

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

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1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@vintron.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@vintron.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@vintron.co.in. The same will be replied by the company suitably.

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

ITEM NO. 3

Pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV to the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the board of directors of the company has approved the appointment of Mr. Harshad Babubhai Patel (DIN: 11105065) as a Non- Executive Independent Director of the company for a term of 5(Five) consecutive years from 23.09.2025 to 22.09.2030 in their meeting held on Tuesday, August 26, 2025.

It is confirmed that in the opinion of the Board, Mr. Harshad Babubhai Patel, Independent Director fulfils the conditions as specified under the Companies Act, 2013 and the rules made thereunder and regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, He is independent of the management.

The details in terms of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Sl. No.	Particulars	Remarks
a.	Brief resume of the director	Name: Harshad Babubhai Patel Date of birth: 23/01/1977
b.	Nature of expertise in specific functional areas	Management and Administration
c.	Disclosure of relationships between directors inter-se	There is no any relationship between directors inter-se.
d.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	None
e.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	None
f.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such	He has skill and capability in management as defined above as identified by the board.

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requirements.	
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Accordingly Resolution set out in Item No. 3 of the notice seeks the approval of the members for the appointment of Mr. Harshad Babubhai Patel as Non- Executive Independent Director of the company, for a period of five consecutive years. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the special resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

Pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV to the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the board of directors of the company has approved the appointment of Mr. Jitendrakumar Jayantibhai Patel (DIN: 11107764) as a Non- Executive Independent Director of the company for a term of 5(Five) consecutive years from 23.09.2025 to 22.09.2030 in their meeting held on Tuesday, August 26, 2025.

It is confirmed that in the opinion of the Board, Mr. Jitendrakumar Jayantibhai Patel, Independent Director fulfills the conditions as specified under the Companies Act, 2013 and the rules made thereunder and regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, He is independent of the management.

The details in terms of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Sl. No.	Particulars	Remarks
a.	Brief resume of the director	Name: Jitendrakumar Jayantibhai Patel Date of birth: 11/03/1983
b.	Nature of expertise in specific functional areas	Management and Administration
c.	Disclosure of relationships between directors inter-se	There is no any relationship between directors inter-se.
d.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	None
e.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	None
f.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	He has skill and capability in management as defined above as identified by the board.

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Accordingly Resolution set out in Item No. 4 of the notice seeks the approval of the members for the appointment of Mr. Jitendrakumar Jayantibhai Patel as Non- Executive Independent Director of the company, for a period of five consecutive years. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the special resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended and regulations 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on December 12, 2024 vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the listed companies are required to appoint a peer reviewed Company Secretary (Company Secretary in practice, who is either practicing individually or as a sole proprietor or as a partner of a Peer Reviewed Practice Unit, holding a valid certificate of peer review issued by the Institute of Company Secretaries of India) as Secretarial Auditor of the company for a period of 5(five) years with the approval by its shareholders in the Annual General Meeting. Accordingly to comply the same, the Board of Directors of the Company is proposed the appointment of M/s. Mahesh Gupta and Co., Company Secretaries, Delhi as Secretarial Auditors of the company for a period of 5(Five) years from the financial year 2025-26 to 2029-30 at a remuneration determined by board of directors plus applicable Goods and Service Tax (GST) and reimbursement of out of pocket expenses. M/s. Mahesh Gupta and Co., Company Secretaries is a firm focused on corporate laws, registered as a Practicing Company Secretaries Firm with “The Institute of Company Secretaries of India”. Mr. Mahesh Kumar Gupta, the founder and proprietor of the said firm, is the member of “The Institute of Company Secretaries of India” and possess more than 32 years of experience in various corporate laws and secretarial audit, dealing with various statutory authorities and having vision of providing best and economic corporate consultancy services to the corporates. He has built a strong reputation with his integrity, commitment to professional excellence, confidentiality, client satisfaction, and has consistently delivered quality service. Acknowledging his professional excellence and the longevity of his services, he was felicitated with a Certificate of Appreciation by the Institute of Company Secretaries of India (ICSI) in 2021. Hence the board recommends the re-appointment of the said firm. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or Interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except as a member of the Company, if any.

Accordingly Resolution set out in Item No. 5 of the notice seeks the approval of the members by way of ordinary resolution and the Board recommends the same for approval by the members.

**By the order of board of directors
For Vintron Informatics Limited
S/d
Chetan Sharma
Company Secretary & Compliance Officer**

Date: 26/08/2025

Place: Delhi

Vintron Informatics Limited

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the 34th Annual Report together with Audited Financial Statements which includes Balance Sheet, Profit & Loss Account and Cash Flow Statement of the Company for the year ended on 31st March, 2025.

1. FINANCIAL RESULTS

Your Company's financial performance for the year ended 31st March, 2025 is summarized below:
(Amount in Lakhs)

Particulars	FY 2024-25	FY 2023-24
Total Revenue	62,348.42	17,416.60
Expenses	56,2024.83	15,752.08
Profit / (Loss) before Exceptional items and tax	6,143.59	1,664.52
Exceptional Items	-	-
Profit / (Loss) before tax	6,143.59	1,664.52
Tax Expenses	1,351.80	-
Profit / (Loss) for the year from Continuing Operations	4,791.79	1,664.52
Other Comprehensive Income	-	-
Total Comprehensive Income/ (Loss) for the year	4,791.79	1,664.52

2. FINANCIAL HIGHLIGHTS

During FY 2024-25, the Company's total revenue is Rs. 62,348.42 Lakh as against Rs. 17,416.60 Lakh in the previous year, thereby increase of 357.98 %. Total Comprehensive Income for the year of the Company is Rs. **4,791.79** as against Rs. **1,664.52** lakhs profit in the previous year.

3. TRANSFER TO RESERVES

The Board of Directors have decided to retain the entire amount of profit under Retained Earnings. Accordingly, your Company has not transferred any amount to General Reserves for the year ended March 31, 2025.

4. DIVIDEND

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

5. CHANGE IN THE NATURE OF BUSINESS

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There was no change in the nature of the business of the Company during the financial year ended 31st March, 2025.

6. COMPLIANCE WITH SECRETARIAL STANDARDS

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

7. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company continues to have good employee relations. Your Directors acknowledge and thank the employees for their continuous support. The Company has strong commitments to follow the best of the HR practices and believes in up-lifting the overall competence of its employees through regular training, workshops and seminars. The total number of employees and workforce at the end of the year was 4 as against 5 employees including permanent and irregular work force at the end of the previous year.

8. SHARE CAPITAL AND LISTING OF SHARES

As on 31st March, 2025, the authorized share capital of the Company is Rs. 2,000 lakhs and subscribed & paid-up equity share capital of the Company is Rs. 994.35 lakhs.

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

During the year company has converted 210,80,000 fully paid up convertibles warrants into equivalent number of equity shares, having face value of Rs. 1 per equity shares, as allotted in previous financial year on December 12, 2023, upon payment of remaining 75% amount at the time of exercising the Convertible warrant at an issue price of Rs. 5 (including premium of Rs. 4 each).

9. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

As on 31st March, 2025 Company does not have any Subsidiary and Joint Venture Company.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to applicable provisions of the Companies Act, 2013, one-third of Directors as are liable to retire by rotation, shall retire by rotation every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting (AGM). Consequently, Mr. Akshaykumar Dineshkumar Patel (DIN: 08080080) retires by rotation and being eligible, offers himself for re-appointment. A resolution seeking shareholders’ approval for his re-appointment forms part of the notice of 34th AGM.

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

During the FY 2024-25, Ms. Malvika Lalwani and Ms. Pallavi Lalwani have resigned from the board of directors on March 10, 2025 & Ms.Sushmaa Ssharma, Mr. Anil Pratap Singh Parihar & Mr. Umesh Kumar Dhingra have also resigned from board of directors on March 11, 2025.

Key Managerial Personnel

During the FY 2024-25, Ms. Surbhi Pokhriyal has resigned from the office of Company Secretary and Compliance officer of the Company w.e.f. 28.02.2025 designated as Key Managerial Personnel's of the Company. Further Mr. Chetan Sharma was appointed as Company Secretary and Compliance officer of the company w.e.f. 09.05.2025.

Further Ms. Malvika Lalwani has resigned from the office of Chief Executive Officer of the Company w.e.f. 10.03.2025 designated as Key Managerial Personnel's of the Company.

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

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

12. DEPOSITS

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

13. EVALUATION OF THE BOARD'S PERFORMANCE

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

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

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

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

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

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

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- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. STATUTORY AUDITORS

The Board of Directors in its meeting dated 20th June, 2024 appointed M/s A T K & Associates Chartered Accountants (Firm Registration No. 018918C) as Statutory Auditors of the Company to fill the casual vacancy created due to resignation of M/s. O P Bagla & Co. LLP (Firm Registration No. 000018N/N500091) to hold the office till conclusion of ensuing Annual General Meeting. Later on, in 33th Annual General Meeting M/s A T K & Associates Chartered Accountants was appointed as Statutory Auditor of company till the conclusion of 38th Annual General Meeting for a term of 5 consecutive financial years i.e. 2024-25, 2025-26, 2026-27, 2027-28 and 2028-29,

During the course of audit, Auditor noted that the Company has not complied with certain provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations framed thereunder. The non-compliances observed are as under:

- a) The Company has not realized certain export proceeds within the prescribed period of six months from the date of export, in contravention of the requirements of Reserve Bank of India (RBI) Notification No. FEMA 23(R)/2015-RB dated January 12, 2016 and Master Direction No. 16/2015-16 on Export of Goods and Services dated January 1, 2016 (as amended from time to time).
- b) The Company has also not settled certain import payments within the prescribed period of six months from the date of shipment, as required under Master Direction No. 17/2016-17 on Import of Goods and Services dated January 1, 2016 (as amended from time to time).

17. SECRETARIAL AUDIT

In terms of Section 204 of the Companies Act, 2013 and rules made thereunder, M/s. Mahesh Gupta & Company, Practicing Company Secretary (CP No. 1999) was appointed to conduct the Secretarial Audit of the Company for the financial year 2024-25. Further, there has some observation made by the secretarial auditor in his report and directors view on such reservations are part of this director report. The Audit Report of the Secretarial Auditor is attached as **Annexure 2**.

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

1. *There is no updation of Company' Website.*

Since company is in process of re-structuring and re-development of website. Hence, website of company is not operative.

- 2. This report be read with para 2 the basis of qualified report of Independent statutory auditor's Report point (a) and (b).
Please refer point no. 19.*
- 3. The Company has necessary software to maintain structured digital database. However, during the Review Period, The Company has started to maintain the UPSI entry since October, 2024.
The company has complied with concerned regulation since October, 2024.*
- 4. The Company has not submitted Shareholding pattern for the quarter ended 31st March, 2025 within prescribed time under regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
The Company has submitted originally Shareholding pattern for the quarter ended 31st March, 2025 on 19.04.2025. Since there were some discrepancies noticed. Then, Revised Shareholding pattern submitted on 06.06.2025.*
- 5. The Company has not paid the Stock exchange annual listing fees with within time for FY 2024-25 under regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
The company has paid the annual listing fees of FY 2024-25 on 15.08.2024.*
- 6. The Company has not intimated to stock exchange about Resignation of Statutory Auditor within prescribed period under regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Inadvertently, The company has not intimate the stock exchange about such resignation.*
- 7. The Company has not intimated to stock exchange about proceedings of the adjourned 33rd AGM of the Company within prescribed period under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
The company has lapsed to intimate the stock exchange about proceedings of the adjourned 33rd AGM inadvertently.*
- 8. The Company has not intimated to stock exchange about resignations of Ms. Malvika Lalwani, Mr. Umesh Kumar Dhingra, Ms. Pallavi Lalwani, Ms. Sushmaa Ssharma and Mr. Anil Pratap Singh Parihar from their respective designation in company within the prescribed period under regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
The company has lapsed to intimate the stock exchange about such resignation due to unavailability of competent officer in company.*
- 9. The Promoter along with person acting in concert of every listed entity has to disclose details of any invocation of such encumbrance or release of encumbrances of shares on yearly basis for the year ended March, 2024 under regulation 31(4) of the SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
No such declaration received from promoters.*

10. *The company has not closed the trading window for the quarter March, 2025 within prescribed period of time under SEBI (Prohibition of Insider Trading Regulations), 2015. The company has closed the trading window for the quarter March, 2025 on 02.04.2025. Delay in submission due to unavailability of competent officer in company.*
11. *There is no independent woman directors since 11.03.2025 as specified under regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company is looking for suitable candidate.*
12. *The Company has no proper composition at board of directors regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being resignations of Independent Directors since 10.03.2025 and 11.03.2025. Directors have resigned on 10th and 11th March, 2025. Therefore, Company is looking for suitable candidates.*
13. *There is no proper composition of Audit Committee being the directors resigned on 10th and 11th March, 2025 pursuant to regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Directors have resigned on 10th and 11th March, 2025. Hence, the committee stands inoperative. Therefore, Company is looking for suitable candidates.*
14. *There is no proper composition of Nomination and remuneration committee being the directors resigned on 10th and 11th March, 2025 pursuant to regulation 19(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Directors have resigned on 10th and 11th March, 2025. Hence, the committee stands inoperative. Therefore, Company is looking for suitable candidates.*
15. *There is no proper composition of Stakeholders Relationship Committee being the directors resigned on 10th and 11th March, 2025 pursuant to regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Directors have resigned on 10th and 11th March, 2025. Hence, the committee stands inoperative. Therefore, Company is looking for suitable candidates.*
16. *One of the promoter has sold the 1,63,555 shares of company has not complied with relevant regulation and policy of the company. The company was not informed in details about such sale by promoter.*
17. *The company had appointed Mr. Zishan Somabhai Meena, Mr. Narendrasinh Jadeja, and Mrs. Kajalben Chetanbhai Vyas as additional director on 22.08.2024 and they were appointed as director in adjourned AGM held on 07.10.2024 instead of 30.09.2024 under Section 161 of Companies Act, 2013. The Company has submitted the application for compounding the offence with Regional Director, Delhi.*

18. *The company has not submitted annual financial results within the prescribed period for the FY 2023-24 under regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
The Company had submitted the Annual Financial Results for FY 2023-24 on 30.06.2024. Additionally, company has also paid the fine imposed of Rs. 1,82,900.*
19. *The Company has not submitted the Secretarial Compliance Report for the FY 2023-24 within prescribed period of time under regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
The company had submitted secretarial compliance report on 19.07.2024.*
20. *The Company has no Chief Executive Officer (CEO) since 10.03.2025.
The Company is looking for suitable candidate.*

18. INTERNAL AUDITORS

In terms of the provisions of Section 138 read with Companies (Accounts) Rules 2014 and rules made thereunder and on the recommendation of the Audit Committee, the Board of Directors of the Company have appointed M/s. S. Agarwal & Company, Chartered Accountants (Firm Registration No.000808N) as Internal Auditors of the Company to perform the internal audit for financial year 2024-25. Further, there has been no qualification, reservation, adverse remarks or disclaimer made by the Internal Auditors in their report for the financial year 2023-24.

19. DIRECTORS VIEW ON AUDITORS OBSERVATIONS

During the course of audit, Auditor noted that the Company has not complied with certain provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations framed thereunder. The non-compliances observed are as under:

- a) The Company has not realized certain export proceeds within the prescribed period of six months from the date of export, in contravention of the requirements of Reserve Bank of India (RBI) Notification No. FEMA 23(R)/2015-RB dated January 12, 2016 and Master Direction No. 16/2015-16 on Export of Goods and Services dated January 1, 2016 (as amended from time to time).
- b) The Company has also not settled certain import payments within the prescribed period of six months from the date of shipment, as required under Master Direction No. 17/2016-17 on Import of Goods and Services dated January 1, 2016 (as amended from time to time).

It is pertinent to note that the company has not realized certain export proceeds within the prescribed period of six months from the date of export. Since Vendors have not yet received their respective payments from their contracting parties, thereby impeding their ability to remit the amounts owed to us. Whereas on the observation regarding non settlement of certain imports payments within stipulated period of six months from the date of shipment is that On-going technical issues at company's authorized banking institution have temporarily impacted payment processing capabilities.

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

Mr. Akshaykumar Dineshkumar Patel draws remuneration from the company ,hence disclosure under rule 5 of companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is applicable and attached as **Annexure-6**.

21. CORPORATE SOCIAL RESPONSIBILITY

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

22. VIGIL MECHANISM & WHISTLE BLOWER POLICY

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

23. NOMINATION AND REMUNERATION POLICY

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

24. CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under Listing Regulations. A separate report of the Board of Directors of the Company on Corporate Governance is included in the Annual Report as **Annexure-3** and the certificate from CS Monica Dixit, practicing Company Secretary confirming the compliance with the requirements of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as **annexure-4**.

25. LOANS & INVESTMENT BY THE COMPANY

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

26. RELATED PARTY TRANSACTIONS

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

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

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

27. AUDIT COMMITTEE

During the year all the recommendations of the Audit Committee were accepted by the Board. Detailed information of the Audit Committee is provided in the Report on Corporate Governance forming part of this Annual Report and due to resignation of chairperson and members of committee, the Audit Committee is not functional till the fresh appointments.

28. ANNUAL RETURN

In terms of Section 92(3) and Section 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, copy of the Annual Return for the FY 2024-25 of the Company will be available on the website of the Company at the following link: www.vintroninformatic.com.

29. MEETINGS OF BOARD AND COMMITTEES

During the year Fourteen (14) Meetings of Board; Eight (8) Meetings of Audit Committee and Three (3) meetings of Nomination and Remuneration Committee were convened and held. The details of which are given in Corporate Governance Report.

30. ANNUAL GENERAL MEETING

During FY 2024-25, Annual General Meeting of the Company was scheduled to be held on Monday, 30th September, 2024. However, due to lack of quorum, the said meeting was adjourned and convened on Monday, 07th October, 2024.

31. MATERIAL CHANGES AFFECTING FINANCIAL POSITIONS OF THE COMPANY

During the current financial Year ended on 31st March, 2025 there is no material changes in the company affecting financial positions of the company.

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

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

33. EMPLOYEES STOCK OPTION PLANS/ SCHEMES

No Employee Stock Options were granted to the Directors or Employees of the Company during the financial year ended on 31st March, 2025.

34. INSIDER TRADING POLICY

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

35. LISTING FEES

The Equity Shares of the Company continue to be listed at the Stock Exchange(s) of Bombay and the listing fees for Bombay Stock Exchange is paid for the financial year i.e. 2024-2025.

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

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

During the year under review, no complaint of sexual harassment was received by the Company, so no complaint was pending to resolve at the end of the FY 2024-25 and on the date of such report.

37. BUSINESS AFFAIRS & PHILOSOPHY

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

38. APPRECIATION

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

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

S/d

S/d

**Akshaykumar Dineshkumar
Patel
Director
DIN: 08080080**

**Zishan Somabhai Meena
Director
DIN: 10746289**

**Date: 26.08.2025
Place: Delhi**

Vintron Informatics Limited

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

A. CONSERVATION OF ENERGY

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

B. RESEARCH & DEVELOPMENT (R & D)

None

C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

None

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

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

Particulars	Amount (INR Lakhs)
Foreign Exchange Earnings	60,242.23
Foreign Exchange Outgo	55,318.04

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

S/d

S/d

**Akshaykumar Dineshkumar
Patel
Director
DIN: 08080080**

**Zishan Somabhai Meena
Director
DIN: 10746289**

**Date: 26.08.2025
Place: Delhi**

Vintron Informatics Limited

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

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

To
The Members
Vintron Informatics Limited
(CIN: L72100DL1991PLC045276)
1117, 11th Floor, Hemkunt Chambers, 89, Nehru Place,
New Delhi 110019.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2025** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

Vintron Informatics Limited

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. **The Company has not complied with the provisions of Regulations 3(5) and 3(6) of the said Regulations till September, 2024 it has started to maintain the UPSI entry since October, 2024.**
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **-Not Applicable as the Company has not granted any Options to its employees during the financial year under review.**
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **-Not applicable as the Company has not issued any debt securities during the financial year under review.**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- **Not Applicable as the Company is not registered as Registrars to an Issue and Share Transfer Agents during the financial year under review.**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review.**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

1. *There is no updation of Company's Website.*
2. *This report be read with para 2 the basis of qualified report of Independent statutory auditor's Report point (a) and (b).*

3. *The Company has necessary software to maintain structured digital database. However, during the Review Period, The Company has started to maintain the UPSI entry since October, 2024.*
4. *The Company has not submitted Shareholding pattern for the quarter ended 31st March, 2025 within prescribed time under regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
5. *The Company has not paid the Stock exchange annual listing fees with within time for FY 2024-25 under regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
6. *The Company has not intimated to stock exchange about Resignation of Statutory Auditor within prescribed period under regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
7. *The Company has not intimated to stock exchange about proceedings of the adjourned 33rd AGM of the Company within prescribed period under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
8. *The Company has not intimated to stock exchange about resignations of Ms. Malvika Lalwani, Mr. Umesh Kumar Dhingra, Ms. Pallavi Lalwani, Ms. Sushmaa Ssharma and Mr. Anil Pratap Singh Parihar from their respective designation in company within the prescribed period under regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
9. *The Promoter along with person acting in concert of every listed entity has to disclose details of any invocation of such encumbrance or release of encumbrances of shares on yearly basis for the year ended March, 2024 under regulation 31(4) of the SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011.*
10. *The company has not closed the trading window for the quarter March, 2025 within prescribed period of time under SEBI (Prohibition of Insider Trading Regulations), 2015.*
11. *There is no independent woman directors since 11.03.2025 as specified under regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
12. *The Company has no proper composition at board of directors regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being resignations of Independent Directors since 10.03.2025 and 11.03.2025.*
13. *There is no proper composition of Audit Committee being the directors resigned on 10th and 11th March, 2025 pursuant to regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015.*

Vintron Informatics Limited

14. *There is no proper composition of Nomination and remuneration committee being the directors resigned on 10th and 11th March, 2025 pursuant to regulation 19(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
15. *There is no proper composition of Stakeholders Relationship Committee being the directors resigned on 10th and 11th March, 2025 pursuant to regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
16. *One of the promoter has sold the 1,63,555 shares of company has not complied with relevant regulation and policy of the company.*
17. *The company had appointed Mr. Zishan Somabhai Meena, Mr. Narendrasinh Jadeja, and Mrs. Kajalben Chetanbhai Vyas as additional director on 22.08.2024 and they were appointed as director in adjourned AGM held on 07.10.2024 instead of 30.09.2024 under Section 161 of Companies Act, 2013.*
18. *The company has not submitted annual financial results within the prescribed period for the FY 2023-24 under regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
19. *The Company has not submitted the Secretarial Compliance Report for the FY 2023-24 within prescribed period of time under regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
20. *The Company has no Chief Executive Officer (CEO) since 10.03.2025.*

We further report that: -

The Board of Directors of the Company was not properly constituted since 10.3.2025 with proper balance of Executive Directors, Non-Executive Directors and Independent Director. Hence the Audit, Nomination & remuneration and Stakeholder's relation committees are not functional. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

We further report that during the audit period that the company had converted 2,10,80,000 (Two Crore Ten Lakh and Eight Thousand) fully convertible warrant in to equivalent numbers of equity shares at

Vintron Informatics Limited

price of Rs. 5.00 per equity share of the face value of Re. 1.00 each (including a premium of Rs. 4.00 per equity Share), no other major actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. above taken place.

Date: 26.08.2025

Place: Delhi

For Mahesh Gupta and Co.,

S/d

Mahesh Kumar Gupta

Proprietor

FCS No.: 2870::CP No.: 1999

Peer review certificate no: 6470/2025

UDIN: F002870G001081838

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

Vintron Informatics Limited

Regd. Office : 1117, 11th Floor, Hemkunt Chamber, 89, Nehru Place, New Delhi, Delhi-110019 Tel: 011-44126457,

Email: info@vintron.co.in, **Web:** vintroninformatic.com

GSTIN: 07AAACV1596K1ZZ,

CIN: L72100DL1991PLC045276

To
The Members
VINTRON INFORMATICS LIMITED
(CIN: L72100DL1991PLC045276)
1117, 11th Floor, Hemkunt Chambers, 89, Nehru Place,
New Delhi 110019.

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

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

Date: 26.08.2025

Place: Delhi

For Mahesh Gupta and Co.,

S/d

Mahesh Kumar Gupta

Proprietor

FCS No.: 2870::CP No.: 1999

Peer review certificate no: 6470/2025

UDIN: F002870G001081838

Vintron Informatics Limited

CORPORATE GOVERNANCE

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

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

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

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

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

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

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

As on 31st March, 2025, our Company's Board comprises of 4 (Four) Non-Executive Directors. None of the Directors on the Board hold the office of Director in more than 20 companies, including 10 public companies, as disclosed under Section 184 of the Companies Act, 2013 read with Rules issued thereunder.

S. No.	Name of the Director	Category (Chairperson /Executive/Non-Executive/in dependent/ Nominee) &	No. of shares held	No. of directorship in listed entities including this listed entity [with reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
1	Pallavi Lalwani [DIN: 07444062]	Non Executive-Non Independent	0	1	0	0	0
2	Umesh Kumar Dhingra [DIN: 06471233]	Non Executive-Non Independent	0	1	0	0	0
3	Malvika Lalwani [DIN: 08673926]	Non Executive-Non Independent	0	1	0	3	1
4	Akshaykumar Dineshkumar Patel [DIN: 08080080]	Non Executive-Non Independent	0	1	0	0	0
5	Anil Pratap Singh Parihar [DIN: 10255661]	Non Executive-Independent	0	1	1	3	2
6	Sushmaa Ssharma [DIN: 10090244]	Non Executive-Independent	0	1	1	3	0
7	Kajalben Chetanbhai Vyas [DIN: 10746340]	Non Executive-Non Independent	0	1	0	0	0
8	Narendrasinh Jadeja [DIN: 10389426]	Non Executive-Non Independent	0	1	0	0	0

Vintron Informatics Limited

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GSTIN: 07AAACV1596K1ZZ,

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9	Zishan Somabhai Meena [DIN: 10746289]	Non Executive-Non Independent	0	1	0	0	0
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CHANGES IN THE BOARD

During the year under review, Ms. Malvika Lalwani and Ms. Pallavi Lalwani have resigned from the board of directors on March 10, 2025 & Ms.Sushmaa Ssharma, Mr. Anil Pratap Singh Parihar & Mr. Umesh Kumar Dhingra have also resigned from board of directors on March 11, 2025.

BOARD PROCEDURES, AVAILABILITY AND FLOW OF INFORMATION

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

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

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

BOARD MEETINGS HELD DURING THE YEAR

The Board met 14 (Fourteen) times during FY 2024-25. The agenda papers for the Board meetings are disseminated electronically on a real-time basis, thereby eliminating circulation of printed agenda papers.

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

S r. N o.	Name of Direc tors	No. of Board Meetings attended														Attendance at last AGM held on 30.09.2024
		27/0 5/20 24	18/0 6/20 24	20/0 6/20 24	30/0 6/20 24	09/0 7/20 24	14/0 8/20 24	22/0 8/20 24	03/0 9/20 24	07/1 1/20 24	14/1 1/20 24	22/1 1/20 24	06/0 1/20 25	29/0 1/20 25	14/0 2/20 202 5	
1	Ms. Malvika Lalwani	✓	✓	✓	✓	✓	✓	LO A	✓	LO A	✓	LO A	LO A	LO A	LO A	Absent

Vintron Informatics Limited

2	Mr. Akshay Kumar Dinesh Kumar Patel	LO A	LO A	LO A	LO A	LO A	LO A	LO A	LO A	✓	✓	✓	✓	✓	✓	✓	✓
3	Ms. Pallavi Lalwani	✓	✓	✓	✓	✓	✓	✓	LO A	LO A	LO A	LO A	LO A	LO A	LO A	LO A	Absent
4	Mr. Umesh Kumar Dhingra	✓	LO A	LO A	LO A	LO A	LO A	✓	✓	LO A	LO A	LO A	LO A	LO A	LO A	LO A	Absent
5	Mr. Anil Pratap Singh	✓	✓	✓	✓	✓	✓	✓	✓	LO A	✓	LO A	LO A	LO A	LO A	LO A	Absent
6	Ms. Sushma Sharma	LO A	LO A	LO A	LO A	LO A	LO A	LO A	LO A	LO A	LO A	LO A	LO A	LO A	LO A	LO A	Absent
7	Ms. Kajalben Chetanbhai Vyas *	NA	NA	NA	NA	NA	NA	NA	✓	✓	✓	✓	✓	✓	✓	✓	✓
8	Mr. Narendrasingh Jadeja *	NA	NA	NA	NA	NA	NA	NA	✓	✓	✓	✓	✓	✓	✓	✓	✓
9	Mr. Zishan Somabhai Meena *	NA	NA	NA	NA	NA	NA	NA	✓	✓	✓	✓	✓	✓	✓	✓	✓

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* Ms. Kajalben Chetanbhai Vyas, Mr. Narendrasinh Jadeja and Mr. Zishan Somabhai Meena were appointed as director of the company w.e.f. 22/08/2024

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

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

INDEPENDENT DIRECTORS AND MEETING OF INDEPENDENT DIRECTORS

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

FAMILIARIZATION PROGRAMME FOR DIRECTORS

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

CORE SKILLS/EXPERTISE/COMPETENCIES OF BOARD OF DIRECTORS

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

Skills and its description	Malvika Lalwani	Akshaykumar Dineshkumar Patel	Pallavi Lalwani	Umesh Kumar Dhingra	Mr. Anil Pratap Singh	Ms. Sushmaa Ssharma	Ms. Kajalben Chetanbhai Vyas	Mr. Narendrasinh Jadeja	Mr. Zishan Somabhai Meena
Finance and Accounting Experience (Knowledge and skills in	✓	✓	-	✓	-	✓	✓	✓	✓

Vintron Informatics Limited

accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge)									
Leadership (Strong management and leadership experience including in areas of business development, strategic planning, investments and finance, international business, senior level government experience and academic background.)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Diversity (Diversity	✓	✓	✓	✓	✓	✓	✓	✓	✓

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<p>of thoughts, experience, knowledge, perspective, gender and culture. Varied mix of strategic perspectives, and geographical focus with knowledge and understanding of key geographies.)</p>									
<p>Corporate Governance (Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests)</p>	✓	✓	✓	✓	✓	✓	✓	✓	✓

Vintron Informatics Limited

and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates.)									
Information Technology (Information Technology expertise with knowledge of current and emerging technologies)	✓	✓	-	-	✓	✓	✓	✓	✓

3. AUDIT COMMITTEE

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

The Committee comprised of one Non-Executive Non-Independent Director viz. Ms. Malvika Lalwani and two Independent Directors viz. Mr. Anil Pratap Singh and Ms. Sushmaa Ssharma. The Chairman of the Committee was Mr. Anil Pratap Singh, Independent Director on the Board of the Company. The Company Secretary acted as the secretary to the committee. However, the Chairman and members of this committee have resigned on 10th and 11th March, 2025. Since there is no members and chairman in Audit Committee.

The terms of reference, role and power of Audit Committee as revised and stipulated by the Board of Directors from time to time are in conformity and in line with the statutory and regulatory

Vintron Informatics Limited

requirements as prescribed under Section 177 of the Companies Act, 2013 and as per provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which includes the following:

Powers of Audit Committee

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

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

Terms of reference

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

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

Vintron Informatics Limited

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

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

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

Details of Meetings and Attendance

The re-constituted Audit Committee met 8 times during the financial year 2024-2025. The below mentioned table gives the details of attendance of members at the meetings of the Audit Committee held during 2024-2025:

<u>Name of the Director</u>	<u>Position</u>	<u>Category</u>	<u>No. of Meetings held</u>	<u>No. of Meetings Attended</u>
Mr. Anil Pratap Singh	Chairman	Non-Executive Independent Director	8	8
Ms. Sushmaa Ssharma	Member	Non-Executive Independent Director	8	8
Ms. Malvika Lalwani	Member	Non-Executive Director	8	8

4. NOMINATION AND REMUNERATION COMMITTEE (NRC)

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

The Board had delegated the authority to approve fixation/revision of remuneration and terms and conditions of appointment of Managing Director / Whole Time Directors / Non-Executive Independent Directors. The Nomination and Remuneration Committee comprised of one Non-Executive Non-Independent and two Independent Directors. Mr. Anil Pratap Singh is the Chairman of the Committee. The Company Secretary acted as the secretary to the committee. However, the Chairman and members of this committee have resigned on 10th and 11th March, 2025. Since there is no members and chairman in NRC.

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

Terms of Reference

Brief terms of reference of the NRC are as under:

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

Details of Meetings and Attendance

The below mentioned table gives the details of attendance of members at the meetings of the Nomination and Remuneration Committee held during 2024-2025:

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

Performance Evaluation Criteria for Independent Directors

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

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

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

The Board has constituted the Stakeholders Relationship Committee to take care of the complaints/grievances of the shareholders/members of the Company and redressal thereof. This Committee comprised of one Non-Executive Non-Independent and two Independent Directors. Ms.

Malvika Lalwani was the Chairman of the Committee and the Company Secretary acts as the secretary to the committee. However, the Chairman and members of this committee have resigned in March, 2025. Since there is no members and chairman in Audit Committee.

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

5. SENIOR MANAGEMENT

Details of Senior Management Personnel(s) as on 31st March 2025, are as follows:

S. No.	Name	Position
1.	Ms. Malvika Lalwani*	Chief Executive Officer
2.	Mr. Harish Kumar Arora**	Chief Financial Officer
3.	Mr. Zishan Somabhai Meena**	Chief Financial Officer
4.	Mr. Ashish***	Company Secretary
5.	Ms. Surbhi Pokhriyal***	Company Secretary

* During the FY 2024-25, Ms. Malvika Lalwani has resigned as Chief Executive Officer of the company w.e.f. 10.03.2025.

** During the FY 2023-24, Mr. Harish Kumar Arora has resigned as Chief Financial Officer w.e.f. 02.12.2024 and Mr. Zishan Somabhai Meena has been appointed as Chief Financial Officer w.e.f. 06.01.2025.

*** Mr. Ashish resigned as Company Secretary and Compliance officer of the company w.e.f. 14.05.2024 and Ms. Surbhi Pokhriyal was appointed as Company Secretary and Compliance officer w.e.f.18.06.2024 and she also resigned w.e.f. 28.02.2025.

6. REMUNERATION TO DIRECTORS

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

7. GENERAL BODY MEETINGS

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

<u>Year</u>	<u>Venue</u>	<u>Date</u>	<u>Time</u>
2022	D-107 & 108, Okhla Industrial Area, Phase-I, New Delhi-110020	29/09/2022	10.30 a.m.
2023	D-88, Second Floor, Okhla, Industrial Area, Phase-I, New Delhi 110020	30/09/2023	10.30 a.m.
2024	1117, 11th floor, Hemkunt Chambers, 89, Nehru Place, South Delhi, New Delhi, Delhi, India, 110019	30/09/2024 (Adjourned AGM held on 07/10/2024)	11.30 a.m.

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

<u>AGM</u>	<u>Details of Special Resolution</u>
31 st Annual General Meeting	To Appoint M/s. O P Bagla & Co. LLP (Firm Registration No. 000018N/N500091), Chartered Accountants, as Statutory Auditors of the Company
32 nd Annual General Meeting	- Appointment of Mr. Anil Partap Singh Parihar (DIN: 10255661) as an Independent Director of the Company - Appointment of Ms. Sushmaa SSharma (DIN: 10090244) as an Independent Director of the Company
33 rd Annual General Meeting	-

8. MEANS OF COMMUNICATION

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

- The quarterly results of the Company were announced within stipulated 45 days of end of quarter and audited annual results along with results for the fourth quarter were announced after stipulated 60 days of the end of the financial year. The approved financial results of the Company during the financial year 2024-2025 are forthwith sent to all the Stock Exchange with whom the Company has listed its equity shares. Further, the results in the prescribed Proforma along with the detailed press release is published within 48 hours of the conclusion of the meeting of the Board of Directors in leading English and Hindi dailies having wide circulation across the country. Financial results are also displayed on the website of the Company.
- Updated information relating to shareholding pattern, financial results etc. is available on BSE Listing Centre.
- The website of the Company contains dedicated section 'Investor Zone' having relevant information for shareholders.
- The management discussion & analysis report forms part of the Directors' Report.

9. GENERAL SHAREHOLDER INFORMATION

a) ANNUAL GENERAL MEETING:

Financial Year	:	2024-25
Day & Date	:	Tuesday, 23th Day of September, 2025
Time	:	01:00 P.m.
Venue	:	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") Deemed Venue: 1117, 11th floor, Hemkunt Chambers, 89, Nehru Place, South Delhi, New Delhi, Delhi, India, 110019
Book Closure	:	Wednesday, the 17 th day of September 2024 to Monday, the 23 th day of September 2025 (both days inclusive)
Address for Correspondence of Registrar & Share Transfer Agent	:	M/s. Skyline Financial Services Pvt. Ltd. <u>Registered Office:</u> D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Phone: 011-40450193-96; Fax: 91-11-26812683; E-mail:

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		admin@skylinerta.com; website: www.skylinerta.com
Compliance / Designated Officer	:	Mr. Chetan Sharma, Company Secretary w.e.f. 09.05.2024
ISIN No.	:	INE043B01028

b) LISTING ON STOCK EXCHANGES

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

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

c) STOCK CODE

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

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

d) STOCK PRICE DATA*

(Amount in Rs.)

2023-2024 Month	BSE Limited, Mumbai	
	High	Low
April 2024	22.61	29.56
May 2024	30.15	33.90
June 2024	30.59	35.73
July 2024	35.34	53.41
August 2024	54.00	54.00
September 2024	37.00	48.65
October 2024	49.62	55.72
November 2024	43.32	58.42
December 2024	48.45	51.78
January 2025	39.11	43.06
February 2025	38.10	38.10
March 2025	27.57	31.40

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

e) SHARE TRANSFER SYSTEM

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

f) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2025 BASED ON PAN CONSOLIDATION

Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% to Total Amount
(Rs.)			(Rs.)	

1	2	3	4	5
Up To 5,000	24442	98.09	7058967.00	7.10
5001 To 10,000	205	0.82	1520264.00	1.53
10001 To 20,000	122	0.49	1740882.00	1.75
20001 To 30,000	44	0.18	1113475.00	1.12
30001 To 40,000	21	0.08	738203.00	0.74
40001 To 50,000	17	0.07	791038.00	0.80
50001 To 1,00,000	27	0.11	2085265.00	2.10
1,00,000 and Above	39	0.16	84387706.00	84.87
Total	24917	100.00	99435800	100.00

CATEGORY WISE SHAREHOLDING PATTERN AS ON 31ST MARCH 2025

Category	No. of Shares Held	% of Shares Held
Promoters	6,62,92,746	66.67
Mutual Funds	0	0.00
Financial Institutions	0	0.00
Foreign Institutional Investors	0	0.00
Banks	0	0.00
Bodies Corporate	19,35,244	1.95
NRIs / OCBs	4,92,699	0.50
Hindu Undivided Family / Public Trusts	9,77,524	0.98
Clearing Members / House / NBFC / Firms	48,550	0.05
Public	2,96,89,037	29.85
Total	9,94,35,800	100.00
Number of Shares in Physical Form	10,36,701	1.05
Number of Shares in Electronic Form	9,83,99,099	98.95
Total	9,94,35,800	100.00

g) DEMATERIALIZATION OF SHARES AND LIQUIDITY

Nearly 98.95% of total equity share capital is held in dematerialized form upto 31-03-2025 with NSDL/ CDSL. The shares of the Company are listed on BSE, CSE and DSE, which provide sufficient liquidity to the investors.

h) REGISTERED/CORPORATE OFFICE:

1117, 11th floor, Hemkunt Chambers, 89, Nehru Place, South Delhi, New Delhi, Delhi, India, 110019 with effect from 14/11/2024.

i) ADDRESS FOR CORRESPONDENCE

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

Company	Registrar and Share Transfer Agents
VINTRON INFORMATICS LIMITED 1117, 11th Floor, Hemkunt Chamber, 89, Nehru Place, New Delhi, Delhi-110019. Phone: 011-4412645 E-mail: vil_vintron@hotmail.com	SKYLINE FINANCIAL SERVICES PVT. LTD. Registered Office: D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Phone: 011-26812682-83, 40450193-97

Vintron Informatics Limited

Website: www.vintroninformatic.com	Fax: 91-11-26812683 E-mail: admin@skylinerta.com website: www.skylinerta.com
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10. OTHER DISCLOSURES

- a) During the financial year ended on 31st March 2025, there were no materially significant related party transactions that may potential conflict with the interests of the Company at large.
- b) Few penalties were imposed by Stock Exchange.
- c) During the year company has converted 2,10,80,000 convertible warrants into equivalent number of equity shares, having face value of Rs 1 per equity shares, as allotted on December 12, 2023 at an issue price of Rs. 5 (including premium of Rs. 4 each).
- d) The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable, and prepared the accounts on going concern basis.
- e) The Company has complied with the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as listing agreement entered with the Stock Exchange/s.
- f) A certificate from Mahesh Kumar Gupta a Company Secretary in whole time practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- g) The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended March 31, 2025 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.
- h) The management discussions and analysis report forms part of the Annual Report.
- i) The website link for policy on dealing with related party transactions is <https://www.vintroninformatic.com>.

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

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

i. The Board

All the Directors including Independent Directors were appointed/re-appointed by the Board from time to time. The Board of Directors of the Company appointed the Independent Directors for 5 consecutive years.

ii. Shareholders' Rights

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

iii. Audit Qualifications

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During the course of audit, Auditor noted that the Company has not complied with certain provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations framed thereunder. The non-compliances observed are as under:

a) The Company has not realized certain export proceeds within the prescribed period of six months from the date of export, in contravention of the requirements of Reserve Bank of India (RBI) Notification No. FEMA 23(R)/2015-RB dated January 12, 2016 and Master Direction No. 16/2015-16 on Export of Goods and Services dated January 1, 2016 (as amended from time to time).

b) The Company has also not settled certain import payments within the prescribed period of six months from the date of shipment, as required under Master Direction No. 17/2016-17 on Import of Goods and Services dated January 1, 2016 (as amended from time to time).

iv. Reporting of Internal Auditors

The Internal Auditors directly report to the Audit Committee.

6. COMPLIANCE CERTIFICATE

Compliance Certificate for Corporate Governance from CS Monica Dixit, Practicing Company Secretary is annexed herewith.

Certificate on Corporate Governance

To,
The Members
Vintron Informatics Limited
1117, 11th Floor, Hemkunt Chambers, 89, Nehru Place
New Delhi- 110019

I, Monica Dixit, Company Secretary in Practise, have examined the compliance of conditions of Corporate Governance by Vintron Informatics Limited (“the Company”), for the year ended 31st March 2025 as stipulated in Regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

MANAGEMENT’S RESPONSIBILITY

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

AUDITOR’S RESPONSIBILITY

My responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

OPINION

Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended 31st March 2025 subject to the following observations:

- 1. The Company has not intimated the Stock Exchange about the resignation of Statutory Auditor and Directors of the Company within the prescribed period under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*
- 2. The Company has not intimated the Stock Exchange about the proceedings of the adjourned 33rd AGM of the Company within the prescribed period under Regulation 30 of SEBI (Prohibition of Insider Trading Regulations) 2015*
- 3. The Company has not closed the trading window for the quarter March, 2025 within the prescribed period under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

Vintron Informatics Limited

4. *During the year the Company has no proper composition of Board of Directors and independent women director on the Board as per Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*
5. *During the Year there is no proper composition of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee as per Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*
6. *The Company has not submitted the Annual Financial Results and Secretarial Audit Report within the prescribed period for the F.Y 2023-24 under concerned Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*
7. *The Company has no Chief Executive Director (CFO) since 10.03.2025*
8. *The Company has not paid the annual listing fees to the Stock Exchange within time for F.Y 2024-25 as per Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Surat
Date: 26.08.2025

S/d
Monica Dixit
Company Secretary in Practice
COP No. : 24356
UDIN: A059500G001084821
Peer Review Certificate No. 7037/2025

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 transactions under third proviso thereto

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

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2025 which were not at arm's length basis.

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

(all the amounts in Rs. lakhs)

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any: (Amount in Lakhs)	Date(s) of approval by the Board, if any	Amount paid as advances, if any:
NA	NA	NA	NA	NA	NA	NA

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

S/d

S/d

Date: 26.08.2025
Place: Delhi

**Akshaykumar Dineshkumar
Patel
Director
DIN: 08080080**

**Zishan Somabhai Meena
Director
DIN: 10746289**

Vintron Informatics Limited

Information pursuant to Section 197 (12) of the Companies Act, 2013 (as amended) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014(amended)

- i. The percentage increase in remuneration of each Director, CFO, Company Secretary during the financial year 2024-25 and ratio of the remuneration of each Director to the median remuneration of employees of the Company for the financial year 2024-25 of the Company are as under:

(Amount in Rs.)

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2024-2025	Remuneration of Director/KMP for Financial Year 2023-2024	% increase in Remuneration in the Financial Year	Ratio of remuneration/ to median remuneration of employees in the Financial Year
1.	Mr. Akshaykumar Dineshkumar Patel (Non Executive Director)	7,50,000	NA	NA	NA
2.	Mr. Zishan Somabhai Meena (CFO w.e.f. 06.01.2025)	3,00,000	NA	NA	NA
5.	Ms. Surbhi Pokhriyal (Company Secretary till 27.02.2025)	6,05,000	NA	NA	NA

- ii. Percentage increase in the median remuneration of employees in the financial year is NIL.
iii. There were 4 permanent employees on the rolls of the Company as on March 31, 2025.
iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if any exceptional circumstances for increase in the managerial remuneration: Not Applicable
v. Affirmation that the remuneration is as per the remuneration policy of the Company: The remuneration of KMPs, of the company during the financial year ended on 31st March 2025, was as per the Nomination and Remuneration Policy of the Company.

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

S/d

S/d

Date: 26.08.2025
Place: Delhi

**Akshaykumar Dineshkumar
Patel
Director
DIN: 08080080**

**Zishan Somabhai Meena
Director
DIN: 10746289**

Vintron Informatics Limited

MANAGEMENT DISCUSSION & ANALYSIS

OUTLOOK

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

OUTLOOK ON THREATS, RISKS AND CONCERNS

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

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

SEGMENT WISE PERFORMANCE

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

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Internal Control Systems of the Company are designed to provide adequate assurance on the efficiency of the operation and security of its assets, and the Company is committed to high standards in

Vintron Informatics Limited

this regard. The accounting records are adequate for preparation of financial statements and other financial information. The adequacy and effectiveness of the Internal Control as well as compliance with laid down systems and policies are comprehensively monitored by your Company's Internal Auditors. The Audit Committee of the Board, which meets regularly, actively reviews Internal Control Systems as well as financial disclosures.

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

FINANCIAL RESULTS AND PERFORMANCE

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

PARTICULARS	(RS. in Lacs)	
	Current Year	Previous Year
Turnover & Other Income/Income from Operations (including Job work)	62,348.42	17,416.60
Profit/(Loss) before Depreciation, Interest/Financial Charges and Tax	6,147.64	1,657.39
Depreciation	3.61	5.91
Interest and Financial Charges	0.44	1.22
Profit/(Loss) before Extra-ordinary Items	6,143.59	1664.52
Extra Ordinary / Exceptional Items (Profit on Sale of PPE)	-	-
Profit/(Loss) after Extra-ordinary Items, but before Income Tax	6,143.59	1664.52
Exceptional / Extra-ordinary Items (Profit on Sale of PPE)	-	-
Income Tax Adjustments	1,351.80	0.00
Profit/(Loss) after Tax	4,791.79	1664.52
Surplus brought forward	623.40	(4,121.68)

The revenue of the Company has increased massively by 357.98 % because of huge exports in the 4th quarter of the company.

HUMAN RESOURCES

Your Company is committed and focused in building a strong organization by hiring, managing, developing, and retaining the most talented and experienced employees. Special attention is given to providing excellent working conditions, benchmark with other large companies while rewarding the employees. Lot of emphasis is placed on ensuring a rewarding experience to the employees in your Company. As on March 31, 2025, the employee strength of the Company was 4.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

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

S. No.	Ratio	% change	Explanation
1.	Current ratio	1%	-
2.	Debt- Equity Ratio	-80%	Decrease due to increase in profit during the year
3.	Inventory Turnover ratio	2375556%	Increase due to increase in cost of goods sold
4.	Net Profit ratio	-18%	-

5.	Return on net worth	-42%	Decrease due to increase in profit during the year
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ACKNOWLEDGMENTS

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

INDEPENDENT AUDITOR'S REPORT

To
the Members of
Vintron Informatics Limited

Opinion

We have audited the accompanying standalone financial statements of **Vintron Informatics Limited** (“the Company”), which comprise the balance sheet as at March 31, 2025, the statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in equity and the statement of cash flows for the year ended on that date and a summary of material accounting policies and other explanatory information (hereinafter referred to as the “standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view except the Basis for Qualified Opinion in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

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

During the course of audit, we noted that the Company has not complied with certain provisions of the Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations framed thereunder. The non-compliances observed are as under:

- a) The Company has not realized certain export proceeds within the prescribed period of six months from the date of export, in contravention of the requirements of Reserve Bank of India (RBI) Notification No. FEMA 23(R)/2015-RB dated January 12, 2016 and Master Direction No. 16/2015-16 on Export of Goods and Services dated January 1, 2016 (as amended from time to time).
- b) The Company has also not settled certain import payments within the prescribed period of six months from the date of shipment, as required under Master Direction No. 17/2016-17 on Import of Goods and Services dated January 1, 2016 (as amended from time to time).

Emphasis of Matter

Vintron Informatics Limited

1. Balance confirmation/certificates from third parties, includes debtors, creditors, bank deposits and advances recoverable were not available for verification.
2. The Company has not been regular in depositing its statutory dues, with the appropriate authorities. Such delays are in contravention of the respective statutory requirements and may result in additional interest, penalties, or disallowances under the applicable laws. In our opinion, non-compliance with timely deposit of statutory dues represents a departure from the requirements of the applicable statutes.
3. The Company has not recognized/provided for interest on delayed payments to suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006, as required under Section 16 of the said Act.

Information other than the standalone financial statements and auditors' report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

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

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

Vintron Informatics Limited

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act subject to the matters specified in key audit matters and other matters.
 - e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of internal financial controls with reference to Standalone Financial Statements of the company and the operative effectiveness of such controls, refer to our separate report in "Annexure A". Our report express an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the standalone Financial Statements.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of section 197(16) of the Act, as amended, in our opinion and to the best of our information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note No. 36

Vintron Informatics Limited

- The Company did not have any long-term contract including derivative contracts for which there were any material foreseeable losses.
- There were no amounts as on 31st March 2025, which were required to be transferred to the Investor Education and Protection Fund by the Company.

i.(a) 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 or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

- The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
 - Based on our examination, which include test checks, the company has used accounting software for maintain its books of accounts for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. The audit trail has been preserved by the company as per the statutory requirements for record retention.
2. As required by the Companies (Auditor’s Report) Order, 2020 (the “Order”) issued by the Central Government in terms of Section 143(11) of the Act, we have given “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

S/d
CA Ankur Tayal
Partner
Membership No. 404791
UDIN: 25404791BMIBJC2381
Date : July 25, 2025
Place: Delhi

Vintron Informatics Limited

Annexure ‘A’ TO THE INDEPENDENT AUDITOR’S REPORT

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

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

We have audited the internal financial controls with reference to standalone Financial Statements of the Company as of March 31, 2025 in conjunction with our audit of the standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to the standalone Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

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

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

Vintron Informatics Limited

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Disclaimer of Opinion

In our opinion, to the best of our information and to the explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or considering the essential component of internal control stated in Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. Because of this reason we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion over whether the company had adequate internal financial controls over financial reporting and whether such internal financial control were operating effectively as at March 31, 2025, We have considered the disclaimer report above in determining the nature, timing, and extent of audit test applied in our report of the standalone Financial Statements of the Company and the disclaimer does not affect our opinion on the standalone financial statement of the company.

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

S/d
CA Ankur Tayal
Partner
Membership No. 404791
UDIN: 25404791BMIBJC2381
Date : July 25, 2025
Place: Delhi

Vintron Informatics Limited

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

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

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars, including quantitative details and situation of intangible assets.
- (b) The company does not have any property, plant and equipment during the period, No physical verification is carryout during the period.
- (c) The Company does not have any immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in the favour of company) and hence the reporting under clause (i)(c) of the companies (Auditor's Report) order, 2020 ("the order") is not applicable
- (d) The company have Property, Plant and Equipment, but not revalued its Property, Plant and Equipment (including Right of Use assets) during the year.
- (e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.
- (b) The company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year and hence reporting under clause (iii) (of the Order is not applicable.
- (iv) The company has no transaction in respect of loans, investments, guarantees, and security covered under the provisions of section 185 and 186 of the Companies Act, 2013.

Vintron Informatics Limited

- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. hence reporting under clause (v) (of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- (vii) (a) The Company has not been regular in depositing its statutory dues, with the appropriate authorities. Such delays are in contravention of the respective statutory requirements and may result in additional interest, penalties, or disallowances under the applicable laws. In our opinion, non-compliance with timely deposit of statutory dues represents a departure from the requirements of the applicable statutes.
- (viii) According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year, there is no default has been noticed in the payment of this facility.
- (b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;
- (c) The company has not taken any loan during the year and there was no utilized the money obtained by way of term loans at the beginning of the year during the year hence reporting under clause (ix)(c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes.
- (e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,
- (f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) As per the explanation and information provided to us by the company, company has issued 210 lakh shares against the share warrants during the year.
- (b) As per the explanation and information provided to us by the company, During the year company received Rs.790.50 lakhs against share warrants issued earlier.
- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in

Vintron Informatics Limited

Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.

(xii) The company is not a Nidhi Company. Hence, clause (xii) is not applicable on the company.

(xiii) According to the information and explanations given to us, the Company has not provided the requisite disclosures of related party transactions as required under Sections 177 and 188 of the Companies Act, 2013, read with Ind AS 24 “Related Party Disclosures.” Accordingly, we are unable to comment on compliance in this regard and on the completeness of related party disclosures in the standalone financial statements.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) According to the information and explanations provided to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a) of the Order is not applicable.

(b) According to the information and explanations provided to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(b) of the Order is not applicable.

(c) According to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable.

(d) As represented by Management, the Company has three Core Investment Companies (CIC) within the group of the Company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) which are exempt from registration with Reserve Bank of India. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

(xvii) The company has not incurred cash losses during the current and preceding financial year.

(xviii) As per the information and explanation provided to us by the company. During the year no ADT-3 has been filed.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and

Vintron Informatics Limited

management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) Based on our examination, the provision of section 135 of the Companies Act, 2013 is not applicable on the company. Hence reporting under clause 3(xx) is not applicable to the company.

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

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

S/d
CA Ankur Tayal
Partner
Membership No. 404791
UDIN: 25404791BMIBJC2381
Date : July 25, 2025
Place: Delhi

Vintron Informatics Limited

Vintron Informatics Limited
Balance Sheet as at March 31, 2025

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

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
Non-Current Assets			
Property, Plant and Equipment	3	0.53	-
Right of Use Assets	4	0.00	7.87
Intangible Assets	5	0.32	
Financial Assets			
(a) Other Financial Assets	6	80.30	79.40
Non-Current Tax Assets		-	1.90
		81.15	89.17
Current Assets			
Inventories	7	-	0.01
Financial Assets			
(a) Trade Receivables	8	78,152.26	16,677.12
(b) Cash and Cash Equivalents	9	9.80	1.49
(c) Other Financial Assets	6	1,241.79	321.96
Other Current Assets	10	1,016.33	980.08
		80,420.17	17,980.66
TOTAL ASSETS		80,501.33	18,069.83
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	994.36	783.56
Other Equity	12	5,994.89	623.40
Total Equity		6,989.25	1,406.96
Non-Current Liabilities			
Financial Liabilities			
(a) Lease Liabilities	18	-	6.33
		-	6.33
Current Liabilities			
Financial Liabilities			
(a) Borrowings	13	1,042.51	1,042.14
(b) Trade Payables	14		
- total outstanding dues of micro enterprises and small enterprises		5.54	4.85
- total outstanding dues of creditors other than micro enterprises and small enterprises		70,704.23	15,252.82
(c) Lease Liabilities	18	0.00	2.33
(d) Other Financial Liabilities	16	134.58	128.64
Current Tax Liability		1,351.46	-
Other Current Liabilities	17	273.76	225.75
		73,512.08	16,656.53
TOTAL EQUITY AND LIABILITIES		80,501.33	18,069.83

Material Accounting policy 1-2
The accompanying notes forms an integral part of these financial statements 1-42
As per our report of even date attached

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

s/d

CA Ankur Tayal
Partner
Membership No.: 404791

Place: Delhi
Date: 25/07/2025

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

S/d

S/d

S/d

Akshaykumar
Dineshkumar Patel
Director
DIN: 08080080

Zishan Somabhai
Meena
Director
DIN: 10746289

Zishan Somabhai
Meena
CFO

S/d
Chetan Sharma
Company Secretary

Vintron Informatics Limited
Profit & Loss for the period ended March 31, 2025

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

Particulars	Note No.	Year Ended March 31, 2025	Year Ended March 31, 2024
Income			
1 Revenue from Operations	19	61,045.74	17,412.04
2 Other Income	20	1,302.68	4.55
3 Total Income (1+2)		62,348.42	17,416.59
Expenses			
4 a) Cost of Materials Consumed	21	-	-
b) Purchase of Stock-in-Trade	22	56,117.22	15,579.68
c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	23	0.01	83.59
d) Employee Benefits Expense	24	24.37	11.62
e) Depreciation and Amortisation Expense	25	3.61	5.91
f) Finance Costs	26	0.44	1.22
g) Other Expenses	27	59.17	70.06
Total Expenses		56,204.83	15,752.07
5 Profit Before Exceptional Items and Tax (3 - 4)		6,143.59	1,664.52
6 Exceptional Items			-
Loss on Sale of Property Plant and Equipment			
7 Profit Before Tax (5 + 6)		6,143.59	1,664.52
8 Tax Expense			
Current Tax		1,351.80	-
Current Tax - Prior Years			-
Deferred Tax			-
Total		1,351.80	-
9 Profit After Tax (7 - 8)		4,791.79	1,664.52
Other Comprehensive Income for the period		-	-
11 Total Comprehensive Income (9 + 10)		4,791.79	1,664.52
Earnings per equity share			
-Basic Earning Per share	33	5.56	2.12
-Diluted Earning Per share		5.56	1.97

Material Accounting policy

The accompanying notes forms an integral part of these financial statements
As per our report of even date attached

For A T K & Associates

Chartered Accountants
Firm Registration No. 018918C

S/d
CA Ankur Tayal

Partner
Membership No.: 404791

Place: Delhi
Date: 25/07/2025

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

S/d S/d
Akshaykumar Dineshkumar Zishan Somabhai
Patel Meena
Director Director
DIN: 08080080 DIN: 10746289

S/d S/d
Zishan Somabhai Meena Chetan Sharma
CFO Company Secretary

Vintron Informatics Limited
Cash Flow Statement for the year ended March 31, 2025

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

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
A. Cash Flow from Operating Activities:		
Profit Before Tax	6,143.59	1,664.52
<u>Adjustments to reconcile Profit Before Tax to Net Cash Flows:</u>		
Depreciation on Property, Plant and Equipment	0.15	-
Amortisation on Intangible Assets	0.01	
Amortization on Right-of-use assets	3.45	5.91
Finance income on amortisation of security deposits	0.14	0.09
Prior period adjustments		-3.47
Finance Cost	0.44	1.22
Unadjusted Foex gain/loss	-1,301.29	-
Operating Profit before Working Capital / Other Changes	4,846.49	1,668.26
Adjustments for :		
(Decrease)/Increase in Trade and Other Payables	55,452.09	14,784.53
(Decrease)/Increase in Other Current Liabilities	48.26	290.69
Decrease/(Increase) in Other Financial and Current Assets	-956.98	-1,282.41
Decrease/(Increase) in Trade and Other Receivables	-60,173.85	-16,525.73
(Decrease)/Increase Financial Liabilities	5.95	83.59
Cash Generated From Operations	-778.05	-981.07
Income Tax paid	1.56	0.12
Net Cash Flow from Operating Activities	-776.49	-980.95
B. Cash Flow from Investing Activities:		
Purchase of Property, Plant and Equipment	-1.01	
Net Cash Used in Investing Activities	-1.01	-
C. Cash Flow from Financing Activities:		
Payment of Lease Liabilities	-4.68	-6.89
Issue of share warrants	790.50	1,010.00
Borrowings	-	-21.50
Net Cash Used in Financing Activities	785.82	981.61
Net Decrease in Cash and Cash Equivalents [A+B+C]	8.32	0.67
Cash and Cash Equivalents at the Beginning of the Year	1.49	0.82
Cash and Cash Equivalents as at End of the Year	9.80	1.49
Component of Cash and cash equivalent		
Balances with banks in:		
- Current accounts	9.80	1.46
Cash in Hand	0.00	0.03
	9.80	1.49

Material Accounting policy

The accompanying notes forms an integral part of these financial statements

As per our report of even date attached

For A T K & Associates

Chartered Accountants
Firm Registration No. 018918C

S/d

CA Ankur Tayal

Partner
Membership No.: 404791

Place: Delhi
Date: 25/07/2025

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

S/d

**Akshaykumar Dineshkumar
Patel**

Director
DIN: 08080080

S/d

**Zishan Somabhai
Meena**

Director
DIN: 10746289

S/d

Zishan Somabhai Meena
CFO

S/d

Chetan Sharma
Company Secretary

Vintron Informatics Limited
Statement of Changes in Equity for the year ended March 31, 2025

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

Share capital	Number of shares	Amount
Equity share of Rs. 1 each subscribed and fully paid up		
As at April 01, 2023	7,83,55,800	783.56
Issued during the year	-	-
As at March 31, 2024	7,83,55,800	783.56
Issued during the year	2,10,79,850	210.80
As at March 31, 2025	9,94,35,650	994.36

Other Equity

Particulars	Reserves & Surplus			Money received against share warrants	Total Equity
	Securities Premium	Capital Reserve	Retained Earnings		
As at April 01, 2023	423.30	3,311.78	-5,782.73	-	-2,047.65
Profit & Loss for the year ended March 31, 2024	-	-	1,664.52	-	1,664.52
Adjustment of prior period expenses	-	-	-3.47	-	-3.47
Money received during the period	-	-	-	1,010.00	1,010.00
As at March 31, 2024	423.30	3,311.78	-4,121.68	1,010.00	623.40
Profit & Loss for the year ended March 31, 2025	-	-	4,791.79	-	4,791.79
Adjustment of prior period expenses	-	-	-	-	-
Money received during the period	843.20	-	-	790.50	1,633.70
Less: Share issued during the year	-	-	-	-1,054.00	-1,054.00
As at March 31, 2025	1,266.50	3,311.78	670.11	746.50	5,994.89

The accompanying notes forms an integral part of these financial statements
As per our report of even date attached

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

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

CIN: L72100DL1991PLC045276

S/d
CA Ankur Tayal
Partner
Membership No.: 404791

S/d	S/d	S/d	S/d
Akshaykumar	Zishan Somabhai	Zishan Somabhai	Chetan Sharma
Dineshkumar Patel	Meena	Meena	
Director	Director	CFO	Company Secretary
DIN: 08080080	DIN: 10746289		-

Place: Delhi
Date: 25/07/2025

:

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

(3) Property, plant and equipment

Particulars	Plant and Machinery	Furnitures and Fixtures	Vehides	Computers	Electric and Office equipments	Total
Gross carrying amount						
As at April 01, 2024	-	-	-	-	-	-
Additions	-	0.21	-	0.32	0.15	0.68
Disposals	-	-	-	-	-	-
As at March 31, 2025	-	0.21	-	0.32	0.15	0.68
Accumulated depreciation						
As at April 01, 2024	-	-	-	-	-	-
Charge for the year	-	0.01	-	0.05	0.09	0.15
On disposals	-	-	-	-	-	-
As at March 31, 2025	-	0.01	-	0.05	0.09	0.15
Net carrying amount as at March 31, 2025	-	0.20	-	0.27	0.06	0.53

(4) Intangible assets

Particulars	Software	Total
Gross carrying amount		
As at April 01, 2024	-	-
Additions	0.33	0.33
Disposals	-	-
As at March 31, 2025	0.33	0.33
Accumulated amortisation		
As at April 01, 2024	-	-
Charge for the year	0.01	0.01
On disposals	-	-
As at March 31, 2025	0.01	0.01
Net carrying amount as at March 31, 2025	0.32	0.32

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

(5) Right-of-use assets

Particulars	Amount
Gross carrying amount	
As at April 01, 2024	16.21
Additions	0.23
Disposals	-16.44
As at March 31, 2025	-
Accumulated amortisation	
As at April 01, 2024	8.34
Charge for the year	1.99
On disposals	-10.33
As at March 31, 2025	-
Net carrying amount as at March 31, 2025	-
Gross carrying amount	
As at April 01, 2023	15.98
Additions	0.23
Disposals	-
As at March 31, 2024	16.21
Accumulated amortisation	
As at April 01, 2023	2.43
Charge for the year	5.91
On disposals	-
As at March 31, 2024	8.34
Net carrying amount as at March 31, 2024	7.87

Note:

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

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

Particulars	As at March 31, 2025	As at March 31, 2024
6. Other Financial Assets		
<i>Non Current Financial Assets</i>		
<i>(Unsecured considered good)</i>		
Security Deposit	1.81	0.90
Others*	78.49	78.49
	80.30	79.40
*Others include bankdeposite with original maturity of more than 12 months		
<i>Current Financial Assets</i>		
<i>(Unsecured considered good)</i>		
Advances		
- Related party (Refer Note 29)	489.63	211.55
- Others	0.04	1.39
Others	752.11	109.01
	1,241.79	321.96
7. Inventories		
<i>(Lower of Cost or Net Realisable Value)</i>		
Finished Goods	-	-
Traded goods	-	0.01
	-	0.01
8. Trade Receivables		
-Unsecured, considered good	78,152.26	16,677.12
-Unsecured, considered doubtful	82.29	82.29
Sub Total	78,234.55	16,759.41
Allowance for doubtful trade receivable	(82.29)	(82.29)
	78,152.26	16,677.12

Ageing of Trade Receivable
As at March 31, 2025

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - Considered good	-	61,475.14	16,666.31	10.81	-	-	78,152.26
(ii) Undisputed Trade Receivables - Considered doubtful	-	-	-	-	-	82.29	82.29
(iii) Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered doubtful	-	-	-	-	-	-	-
Total	-	61,475.14	16,666.31	10.81	-	82.29	78,234.55
Allowance for doubtful trade receivable							(82.29)
Total							78,152.26

As at March 31, 2024

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - Considered good	-	16,666.31	10.81	-	-	-	16,677.12
(ii) Undisputed Trade Receivables - Considered doubtful	-	-	-	-	2.74	79.55	82.29
(iii) Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered doubtful	-	-	-	-	-	-	-
Total	-	16,666.31	10.81	-	2.74	79.55	16,759.41
Allowance for doubtful trade receivable							(82.29)
Total							16,677.12

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

	As at March 31, 2025	As at March 31, 2024
9. Cash and cash equivalents		
Balances with banks in:		
- Current accounts	9.80	1.46
Cash in Hand	0.00	0.03
	<u>9.80</u>	<u>1.49</u>
10. Other assets		
<i>Current Other Assets</i> <i>(Unsecured considered good)</i>		
Balance with government authorities*	18.61	11.57
Advance to supplier	997.65	968.40
Advances to employee	0.07	0.11
	<u>1,016.33</u>	<u>980.08</u>

* includes amount deposited with the supreme court and GST receivable

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

Particulars	As at	As at
	March 31, 2025	March 31, 2024
11. Equity share capital		
Authorised		
16,00,00,000 equity shares of face value Rs. 1 each (March 31, 2024 : 16,00,00,000 equity shares of face value Rs. 1 each)	1,600.00	1,600.00
4,00,00,000 preference shares of face value Rs. 100 each (March 31, 2024 : 4,00,00,000 preference shares of face value Rs. 100 each)	400.00	400.00
	2,000.00	2,000.00
Issued, subscribed and fully paid-up		
9,94,35,650 equity share of face value Rs.10 each fully paid up (March 31, 2024 : 7,83,55,800 equity share of face value Rs.1 each fully paid up)	994.36	783.56
	994.36	783.56

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

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount (in Rupees Lakhs)	Number of shares	Amount (in Rupees Lakhs)
Equity shares				
At the commencement of the year	7,83,55,800	783.56	7,83,55,800	783.56
Issued during the year	2,10,79,850	210.80	-	-
At the end of the year	9,94,35,650	994.36	7,83,55,800	783.56

* During the year company issued share against share warrants

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

Particulars	As at March 31, 2025		As at March 31, 2024	
	% of total shares in the class	Number of shares	% of total shares in the class	Number of shares
Equity shares of Rs. 1 each fully paid-up held by				
Vistara Network Private Limited	23.14%	2,30,07,075	29.57%	2,31,70,180
Telexcell Enterprises LLP	43.53%	4,32,85,671	44.36%	3,47,55,671

(c) Details of shares held by promoters
As at March 31, 2025

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Vistara Network Private Limited	2,31,70,630	(1,63,555)	2,30,07,075	23%	-1%
Telexcell Enterprises LLP	3,47,55,671	85,30,000	4,32,85,671	44%	20%
Total	5,79,26,301	83,66,445	6,62,92,746	67%	-

As at March 31, 2024

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Vistara Network Private Limited	2,31,70,630	-	2,31,70,630	23%	-
Telexcell Enterprises LLP	3,47,55,671	-	3,47,55,671	35%	-
Total	5,79,26,301	-	5,79,26,301	58%	-

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

The Company has one class of equity shares having a par value of Rs 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(e) There are no unpaid calls from any director or officer.

(f) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates

Vistara Network Private Limited	Entity having significant influence	2,30,07,075
Telexcell Enterprises LLP	Entity having significant influence	4,32,85,671

(g) Company has not paid any dividend for the year ended March 31, 2025 and March 31, 2024.

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

Particulars	As at March 31, 2025	As at March 31, 2024
12. Other Equity		
Reserves and Surplus		
Securities premium reserve	1,266.50	423.30
Retained earnings	670.11	-4,121.68
Money received against share warrants*	746.50	1,010.00
Capital reserve	<u>3,311.78</u>	<u>3,311.78</u>
	<u>5,994.89</u>	<u>623.40</u>

Vintron Informatics Limited

Notes to the financial statements for the year ended March 31, 2025

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

Particulars	As at March 31, 2025	As at March 31, 2024
13. Borrowings		
Current Borrowings		
Unsecured		
-Corporate bodies*	1,042.51	1,042.14
	<u>1,042.51</u>	<u>1,042.14</u>

*Unsecured loan from corporate bodies are repayable on demand.

14. Trade Payables

Total outstanding dues of micro enterprises and small enterprises

5.54 4.85

Total outstanding dues of creditors other than micro enterprises and small enterprise (Refer note 15)

70,704.23 15,252.82

70,709.77 15,257.67

Ageing of Trade payables

As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Total outstanding dues of micro enterprises and small enterprises	0.69	0.85	1.27	2.73	5.54
(ii) Total outstanding dues of other than micro enterprises and small enterprises	55,451.40	15,077.78	175.05	-	70,704.23
(iii) Disputed Dues - Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed Dues - Total outstanding dues of other than micro enterprises and small enterprises	-	-	-	-	-
Total	55,452.09	15,078.63	176.32	2.73	70,709.76

As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
(i) Total outstanding dues of micro enterprises and small enterprises	0.85	1.27	1.14	1.59	4.85
(ii) Total outstanding dues of other than micro enterprises and small enterprises	15,077.78	175.05	-	-	15,252.82
(iii) Disputed Dues - Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed Dues - Total outstanding dues of other than micro enterprises and small enterprises	-	-	-	-	-
Total	15,078.63	176.32	1.14	1.59	15,257.67

15. Dues of micro and small enterprises

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

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

5.54 4.85

5.54 4.85

Vintron Informatics Limited

Notes to the financial statements for the year ended March 31, 2025

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

Particulars	As at March 31, 2025	As at March 31, 2024
16. Other Financial Liabilities		
<i>Current Financial Liabilities</i>		
Other payable	65.68	63.87
Payable to Related party (Refer Note 29)	64.63	63.11
Employee related obligation	4.28	1.67
	134.58	128.64
17. Other Liabilities		
<i>Current Liabilities</i>		
Advance from customers	249.01	218.57
Advance from Related party (Refer Note 29)	18.73	3.88
Statutory dues payable	5.74	3.31
	273.49	225.75

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

18. Leases

Operating lease

Company as lessee

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

Ind AS 116 - Lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current	-	6.33
Current	-	2.33
Total	-	8.66

(i) Movement in Lease liabilities:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	8.66	14.02
Add: Addition made during the year	-	-
Add: Finance cost accrued during the year	0.23	0.54
Less: Payment of Lease Liabilities	-2.30	-5.89
Less: Disposal	-6.59	-
Closing Balance	-	8.66

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

Particulars	As at March 31, 2025	As at March 31, 2024
Payable within one year	-	6.95
Payable later than one year and not later than five years	-	2.38
Payable later than five years	-	-

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

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

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
19. Revenue from operations		
Sale of goods - Local	693.28	203.79
Sale of goods - Export	60,242.23	17,100.27
Sale of services	110.23	107.99
	61,045.74	17,412.04
20. Other income		
Interest Income		
-On bank deposit		-
-Other	-	-
-Unwinding of security deposite	0.14	0.09
Foreign exchange profit, net	1,301.29	-
Liabilities written back	-	3.46
Miscellaneous income	1.25	1.00
	1,302.68	4.55
21. Cost of Material consumed		
Raw material	-	-
	-	-
22. Purchase of Stock-in-Trade		
Purchases of goods - Local	799.18	223.59
Purchases of goods - Import	55,318.04	15,356.09
	56,117.22	15,579.68
23. Change in inventories of finished goods and work-in-progress		
Inventories at the beginning of the year		
Finished goods		-
Traded goods	0.01	83.60
	0.01	83.60
Inventories at the end of the year		
Finished goods		0.01
Traded goods	-	0.01
	0.01	83.59
Changes in inventories		
24. Employee benefits expense		
Salaries, wages and bonus	24.30	11.62
Contribution to provident and other funds	-	-
Staff welfare	0.07	-
	24.37	11.62
25. Depreciation and amortisation expense		
Depreciation of tangible assets	0.15	-
Amortisation on Intangible Assets	0.01	-
Amortisation of right to use assets	3.45	5.91
	3.61	5.91

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
26. Finance Cost		
Interest Expenses	0.44	1.22
	0.44	1.22
27. Other Expenses		
Power and fuel	1.55	1.31
Packing and forwarding expenses	0.11	1.65
Repair and maintenance		
-Other	0.72	0.47
Auditor remuneration (Refer note 28)	3.45	2.25
Legal and professional expenses	37.12	27.09
Communication expenses	0.04	0.14
Rent, Rates and Taxes	8.33	5.12
Late fee and penalty	2.58	7.49
Bad debt Write off	-	5.04
Printing and stationery	0.45	0.37
Bank Charges	2.29	1.01
Foreign exchange loss, net	-	14.97
Advertisement and sales promotion expenses	0.95	1.25
Travelling and conveyance expenses	0.21	0.35
Vechile runningh and maintenance expenses	0.62	0.90
Software expenses	0.57	0.15
Miscellaneous expenses	0.17	0.50
	59.17	70.06
28. Payment to auditors		
a) Audit fees	3.45	2.25
	3.45	2.25

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

29. Related party transactions

(a) Related parties

Sr. No	Name of the party	Nature of relationship
1	Vistara Network Private Limited	Entity having significant influence
2	Telexcell Enterprises LLP	Entity having significant influence
3	Goodworth Build Invest Private Limited	Holding company
4	Telexcell Infranet solutions Pvt Ltd	Director having significant influence

(b) Key managerial personnel

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

(c) Details of transactions with related parties

Sr no.	Nature of Transaction	March 31, 2025	March 31, 2024
A	Transactions		
1	Sale		
	Telexcell Infranet solutions Pvt Ltd	-	20.04
2	Remuneration		
	Zishan	3.00	-
	Akshay patel	7.50	-
	Ashish	-	2.77
	Harish Kumar Arora	-	2.40
3	Expenses incurred on behalf of company		
	Vistara Ntework Private Limited	-	3.85
4	Advance received		
	Vistara Network Private Limited	-	219.81
	Telexcell Enterprises LLP	-	5.50
	Akshay kumar Dinesh kumar patel	14.85	3.88
	Telexcell Infranet solutions Pvt Ltd	-	86.14
5	Advances repaid		
	Vistara Network Private Limited	-	248.97
	Telexcell Enterprises LLP	-	193.08
	Telexcell Infranet solutions Pvt Ltd	63.11	3.98
	Advances Given		
	Vistara Network Private Limited	252.88	-
	Telexcell Enterprises LLP	25.20	-

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

Sr no.	Balances	As at March 31, 2025	As at March 31, 2024
B	Balances		
6	Employee related obligation		
	Zishan	1	-
	Akshay patel	2.5	-
	Ashish	-	0.38
	Harish Kumar Arora	-	0.30
	Surbhi Pokhriyal	0.55	
7	Borrowings		
	Goodworth Build Invest Private Limited	1,042.14	1,042
8	Advances given		
	Vistara Network Private Limited	276.86	23.97
	Telexcell Enterprises LLP	212.78	187.58
9	Advances payable		
	Akshay kumar Dinesh kumar patel	18.73	3.88
	Telexcell Infranet solutions Pvt Ltd	0	63.11

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

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Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

30. Fair value measurement

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

(a) Financial instruments by category

At amortised cost	March 31, 2025	March 31, 2024
Assets		
Trade receivables	78,152	16,677
Cash and cash equivalents	10	1
Other financials assets	1,322	401
Total assets	79,484	17,080
Liabilities		
Borrowings	1,043	1,042
Lease obligation	0	9
Trade payables	70,710	15,258
Other financial liabilities	135	129
Total liabilities	71,887	16,437

Note: Carrying amounts of trade receivables, cash and cash equivalents, bank balances, other financial assets, borrowings, lease obligation, trade payable and other financial liabilities as at period ended March 31, 2025 and March 31, 2024 approximate their fair value due to their short-term nature. Difference between carrying amounts and fair values of other financial assets and other financial liabilities subsequently measured at amortised cost is not significant in each of the periods presented.

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

31. Financial risk management framework

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

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

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

a). Credit risk

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

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

The maximum credit risk exposure relating to financial assets is represented by the carrying value as at the Balance Sheet date

Trade and other receivables

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

At the year end the Company does not have any significant concentrations of bad debt risk other than that disclosed in note 8.

An impairment analysis is performed at each reporting date on an individual basis for major clients. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

Cash and cash equivalents and other bank balances

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

Other financial assets

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

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

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

b). Liquidity risk

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

Maturities of financial liabilities

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

Particulars	Carrying amount	Undiscounted amount		
		<12months	1- 2 Years	> 2 Years
March 31, 2025				
Non Derivative financial instruments				
Borrowings	1,042.51	1,042.51	-	-
Trade payables	70,709.77	70,709.77	-	-
Other financial liabilities	134.58	134.58	-	-
March 31, 2024				
Non Derivative financial instruments				
Borrowings	1,042.14	1,042.14	-	-
Trade payables	15,257.68	15,257.68	-	-
Lease obligation	8.66	6.95	2.38	-
Other financial liabilities	128.64	128.64	-	-

(c). Market risk

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

(i). Currency risk

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

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

Exposure to currency risk

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:
As at March 31, 2025

Particulars	USD converted to INR
Financial assets	
Receivables	78,150
Net exposure to foreign currency (assets)	78,150
Financial liabilities	
Payables	70,260
Net exposure to foreign currency (liabilities)	70,260
Net exposure to foreign currency	7,891

As at March 31, 2024

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

Sensitivity analysis

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

Particulars	Impact on profit after tax and equity	
	March 31, 2025	March 31, 2024
USD		
- Increase by 5%	295	1,185
- Decrease by 5%	(295)	(1,185)

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

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

(ii). **Capital risk management**

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

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

Particulars	March 31, 2025	March 31, 2024
Borrowings	1,043	1,042
Less : Cash and cash equivalents	(10)	(1)
Net Debt	1,033	1,041
Equity	6,989	1,407
Total Capital	6,989	1,407
Total Capital and Net Debt	8,022	2,448
Capital gearing ratio	0.13	0.43

(All amounts are in INR Lakhs, unless otherwise stated)
32. Ratio Analysis and its elements

Ratio	Numerator	Denominator	March 31, 2025	March 31, 2024	% change	Remarks
Current ratio	Current Assets	Current Liabilities	1.09	1.08	1%	
Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.15	0.74	-80%	Decrease due to increase oin profit during the year
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest payable to bank	NA	NA	NA	
Return on net worth*	Net Profits after taxes	Shareholder's Equity	0.69	1.18	-42%	Decrease due to increase oin profit during the year
Inventory Turnover ratio	Cost of goods sold	Average Inventory	88,53,192.57	372.66	2375556%	Increase due to increase in cost of goods sold
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	1.29	2.07	-38%	Decrease due to increase in recievable
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	1.31	1.98	-34%	Decrease due to increase in payable
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	8.84	13.15	-33%	Decrease due to increase working capital
Net Profit ratio	Net Profit	Net sales = Total sales sales return	0.08	0.10	-18%	
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt	0.76	0.68	12%	
Return on Investment	Interest (Finance Income)	Investment	NA	NA	NA	

33. Earnings per share

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit attributable to the equity holders of the Company (Rs in Lakhs)	4,791.79	1,664.52
Weighted average number of equity shares for EPS (in nos)	8,61,83,310	7,83,55,800
Adjustment for calculation of Diluted EPS (in nos)	-	60,87,671
Weighted average number of equity shares for Diluted EPS (in nos)	8,61,83,310	8,44,43,471
Earnings per share		
- Basic	5.56	2.12
- Diluted	5.56	1.97
Face value per equity share (Rs.)	1.00	1.00

34. Income tax expense

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

(a) Income tax expense is as follows:

Particulars	(in Rupees Lakhs)	
	Year ended March 31, 2025	Year ended March 31, 2024
(a) Profit and loss		
Current tax	1,352	-
Tax expense relating to prior years	-	-
Deferred tax	-	-
Total tax expense	1,351.80	-
Income tax expense	1,351.80	-

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

Particulars	(in Rupees Lakhs)	
	Year ended March 31, 2025	Year ended March 31, 2024
Profit before tax	6,143.59	1,664.52
Tax rate	25.17%	25.17%
Computed tax expense	1,546.22	418.93
Deferred Tax not recognize over losses	-	-
Others*	-194.42	-418.93
Income tax expense	1,351.80	-

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

35. Segment reporting

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

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

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

For the year ended March 31, 2024

- Rishi Impex Technologies LLC

For the year ended March 31, 2025

- Reganto General Trading Company Ltd

36. Commitments and contingent liabilities

Particulars	(in Rupees Lakhs)	
	As at March 31, 2025	As at March 31, 2024
a. Counter Guarantee issued against outstanding - Bank Guarantees	21.00	21.00
b. Demand under Custom Act	606.47	606.47
c. ESI Demand	44.15	44.15
d. FEMA Demand	12.00	12.00

37. Corporate social responsibility

The provisions stipulated under section 135 of the Companies Act 2013 are not applicable to the company for the year ended March 31, 2025 and March 31, 2024.

38. The financial statements were authorised for issue by the Company's Board of directors on July 25, 2025.

39. Other Statutory Information

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

40. Claim against the company (not acknowledged as Debts) Rs. 12.69 Lakhs (Previous year 12.69 Lakhs). The court has confirmed the claim for which the company negotiating with the bank for settlement. The company has filed appeal in Hon'ble High court against the order.
41. In earlier year, the company has settled it dues of Rs. 201.36 lacs excluding interest to party for Rs. 100.00 Lacs as one-time settlement offer (OTS offer). The OTS offer is duly placed and recorded before NCLT, New Delhi. In the earlier year due to liquidity constraints, company has fail to repay the amount of OTS in full as per repayment terms defined under OTS offer. Consequently as per terms of OTS offer, the OTS offer stands revoked and the company is liable to pay entire outstanding along with interest. The company is under negotiation with party for further settlement. As management is under negotiation the company has not provided for rest amount and interest
42. Previous year figures have been regrouped / reclassified to confirm to current year presentation.

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

S/d
CA Ankur Tayal
Partner
Membership No.: 404791

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

S/d	S/d	S/d	S/d
Akshaykumar Dineshkum	Zishan Somabhai Meena	Zishan Somabhai Meen	
Director	Director	CFO	
DIN: 08080080	DIN: 10746289		

Place: Delhi
Date: 25/07/2025

S/d
Chetan Sharma
Company Secretary

Vintron Informatics Limited

Notes to the financial statements for the year ended March 31, 2025

1. Corporate information

VINTRON INFORMATICS LIMITED (“the company”) is a listed company domiciled in India and was incorporated on August 06, 1991. The company engaged in manufacturing and/or trading of electronic items and rendering related Job work services. The registered office of the Company is located at D-88, Okhla Industrial Estate, Phase 1, New Delhi -110020, India.

The financial statements of the company for the year ended March 31, 2025 were authorized for issue in accordance with a resolution of the directors on July 25, 2025.

2. Material accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

The financial statements have been prepared on a historical cost basis, except for the certain assets and liabilities which have been measured at different basis and such basis has been disclosed in relevant accounting policy.

The financial statements are presented in INR and all values are rounded to the nearest lacs (INR 00,000), except when otherwise indicated.

2.2 Material accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset/liability is treated as current when it is:

- Expected to be realised or intended to be sold or consumed or settled in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised/settled within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

b. Property, plant and equipment

i) Tangible assets

Property, plant and equipment are stated at cost [i.e., cost of acquisition or construction inclusive of freight, erection and commissioning charges, non-refundable duties and taxes, expenditure during construction period, borrowing costs (in case of a qualifying asset) upto the date of acquisition/ installation], net of accumulated depreciation.

When significant parts of property, plant and equipment (identified individually as component) are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its

Vintron Informatics Limited

Notes to the financial statements for the year ended March 31, 2025

own associated useful life and it is depreciated accordingly. Whenever major inspection/overhaul/repair is performed, its cost is recognized in the carrying amount of respective assets as a replacement, if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Property, plant and equipments are eliminated from financial statements, either on disposal or when retired from active use. Losses/gains arising in case retirement/disposals of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

Depreciation on property, plant and equipments are provided to the extent of depreciable amount on the straight line (SLM) Method. Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013 except on some assets, where useful life has been taken based on external / internal technical evaluation as given below:

Particulars	Useful lives
Office equipment	5 years
Furniture and fixture	10 years
Computer	3 years
Plant and Machinery	20 years

The residual values, useful lives and methods of depreciation/amortization of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

c. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization.

Intangible assets with finite lives (i.e. software and licenses) are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and method for an intangible asset is reviewed at least at the end of each reporting period.

Costs relating to computer software are capitalised and amortised on straight line method over their estimated useful economic life of six years.

d. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

e. Inventories

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, wherever considered necessary. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location

Vintron Informatics Limited

Notes to the financial statements for the year ended March 31, 2025

and condition. Cost of raw material, stores and spares, packing materials, trading and other products are determined on FIFO basis.

f. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue from operations includes sale of goods, services, adjusted for discounts (net).

Revenue from job work charges is accounted for on the basis of raising the invoice on completion of jobs. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

g. Foreign currency transactions

The Company's financial statements are presented in INR, which is also its functional currency.

Foreign currency transactions are initially recorded in functional currency using the exchange rates at the date the transaction.

At each balance sheet date, foreign currency monetary items are reported using the exchange rate prevailing at the year end.

Exchange differences arising on settlement or translation of monetary items are recognised in statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

h. Taxes on income

Current tax

Current tax is measured at the amount expected to be paid/ recovered to/from the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised directly in equity/other comprehensive income is recognised under the respective head and not in the statement of profit & loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities if, and only if, a legally enforceable right exists to set off the recognised amounts and there is an intention either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

Vintron Informatics Limited

Notes to the financial statements for the year ended March 31, 2025

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Tax relating to items recognized directly in equity/other comprehensive income is recognized in respective head and not in the statement of profit & loss.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

i. Employee benefits

All employee benefits that are expected to be settled wholly within twelve months after the end of period in which the employee renders the related services are classified as short-term employee benefits. Benefits such as salaries, wages, short-term compensated absences, etc. are recognized as expense during the period in which the employee renders related service.

The Employee benefits comprising defined benefit plan and defined contribution plan. Defined contribution plan is recognized as expenses on accrual basis to the extent of Company's contribution as an employer. Defined benefit plan of gratuity and the same are provided as expenses on the basis of demand raised by insurance company. Leave encashment benefit is accounted for on the basis of accumulated entitlement of the employee as at the end of the year and valued on last salary drawn.

The Company's contribution to the Provident Fund is remitted to provident fund authorities and are based on a fixed percentage of the eligible employee's salary and debited to Statement of Profit and Loss.

j. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company as a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable under residual value guarantees, if any
- the exercise price of a purchase option if any, if the Company is reasonably certain to exercise that option

Vintron Informatics Limited

Notes to the financial statements for the year ended March 31, 2025

- payment for penalties for terminating the lease, if the lease term reflects the Company exercising that option

The lease payments are discounted using the interest rate implicit in the lease. If the rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Variable lease payments that depends on sales are recognised in the statement of profit and loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying assets useful life.

Payments associated with short-term leases are recognised on a straight-line basis as an expense in the statement of profit and loss. Short term leases are the leases with a lease term of 12 months or less. Further, rental payments for the land where lease period is considered to be indefinite or indeterminable, these are charged off to the statement of profit and loss.

k. Provisions, Contingent liabilities and Contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

l. Earnings per share

Basic earnings per equity share is computed by dividing the net profit after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing adjusted net profit after tax by the aggregate of weighted average number of equity shares and dilutive potential equity shares during the year.

m. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Vintron Informatics Limited
Notes to the financial statements for the year ended March 31, 2025

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

n. Fair value measurement

The Company measures financial instruments such as derivatives and certain investments, at fair value at each balance sheet date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

o. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

Classification

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in below categories:

• **Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- **Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

- **Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Derecognition

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Investment in subsidiaries, joint ventures and associates

The company has accounted for its investment in subsidiaries, joint ventures and associates at cost.

Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model for measurement and recognition of impairment loss on the financial assets that are trade receivables or contract revenue receivables and all lease receivables.

(b) Financial liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- **Financial liabilities at amortised cost**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

- **Financial liabilities at fair value through profit or loss**

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Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

p. Unless specifically stated to be otherwise, these policies are consistently followed.

2.3 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In particular, the Company has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or

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Notes to the financial statements for the year ended March 31, 2025

circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

(b) Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(c) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(d) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgments in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.4 Recent Accounting Pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.