

DIGILOGIC SYSTEMS LIMITED
(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)
CIN: U62099TG2011PLC077933

14 Annual Report
(2024-2025)

DIGILOGIC SYSTEMS LIMITED
(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)
CIN: U62099TG2011PLC077933

BOARD OF DIRECTORS & KMPs

| | | |
|---|---|--|
| Mr. Madhusudhan Varma Jetty | - | Chairman & Managing Director |
| Mrs. Radhika Varma Jetty | - | Whole-time Director |
| Mr. Shashank Varma Jetty | - | Whole-time Director |
| Mr. Hitesh Varma Jetty | - | Whole-time Director |
| Mr. Balasubramanyam Danturti | - | Independent Director (w.e.f. 25.07.2025) |
| Mr. Sessa Rama Srinivasa Sastry Pullela | - | Independent Director (w.e.f. 25.07.2025) |
| Mr. Madadi Ugender Reddy | - | Independent Director (w.e.f. 25.07.2025) |
| Mr. Sriharsha Vadakattu | - | C.F.O. (w.e.f. 26.03.2025) |
| Mr. Kameswara Rao Vempati | - | Company Secretary (w.e.f. 18.02.2025) |

STATUTORY AUDITORS:

M/s. B. Srinivasa Rao and Co.,
Chartered Accountants
Flat No. 316, B-Block, 3rd Floor, Ameer Estate,
S.R. Nagar, Hyderabad, Telangana – 500 038.

REGISTERED OFFICE:

#102, 1ST Floor, DSL Abacus Tech Park,
Uppal Kalsa Village, Uppal Mandal,
Rangareddy, Telangana- 500 039.
CIN: U62099TG2011PLC077933

BANKS

Axis Bank Limited

NOTICE

SHORTER NOTICE is hereby given that the **14th Annual General Meeting (AGM)** of the Members of **DIGILOGIC SYSTEMS LIMITED** (formerly known as Digilogic Systems Private Limited) (the "company") will be held on Monday, August 18, 2025 at 11:30 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The venue of the meeting shall be deemed to be registered office of the Company at #102, 1ST Floor, DSL Abacus Tech Park Uppal Kalsa Villag, Uppal Mandal, Rangareddy, Rangareddy, Telangana- 500 039, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and Report of Board and Report of Auditors thereon

"RESOLVED THAT the audited financial of the Company for the year ended 31st March, 2025 together with the Report of the Board of Directors and the Auditors be and are hereby considered, approved and adopted."

"RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. To appoint a Director in place of Mrs. Radhika Varma Jetty (DIN: 03370284), who retires by rotation and being eligible offers herself for re-appointment.

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

"RESOLVED THAT Mrs. Radhika Varma Jetty (DIN: 03370284), Director of the Company, who retires by rotation at this Annual General Meeting, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to take such steps and do other acts, deeds, matters and things as they may deem fit and appropriate and give such directions/instructions as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto."

**DIGILOGIC SYSTEMS LIMITED**

(Formerly known as Digilogic Systems Private Limited)

CIN : U62099TG2011PLC07793

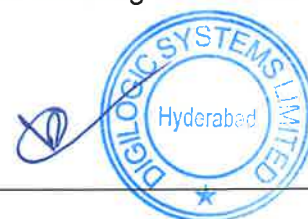
102, 1st Floor, DSL Abacus Tech Park, Uppal,
Hyderabad, Ranga Reddy, Telangana - 500 039Tel : 040 - 4547 4601 / 02 / 03 | Fax : 040 - 4547 4610
Email: info@digilogicsystems.com | Web: www.digilogicsystems.com

SPECIAL BUSINESS:

ITEM No.3: APPROVAL OF INITIAL PUBLIC OFFER (IPO) OF EQUITY SHARES.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the **“Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended (**“SCRA”**), and the rules and regulations made thereunder, including and the Securities Contracts (Regulation) Rules, 1957 (**“SCRR”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999, as amended (**“FEMA”**), and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (**“Gol”**), including the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (the **“RBI”**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the **“Applicable Laws”**), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreement to be entered into between the Company and the SME platform of BSE Limited (**“BSE SME”**) or SME platform of National Stock Exchange of India Limited (**“NSE Emerge”**) as may be determined by the Company in accordance with the Applicable Laws, where the equity shares of face value of ₹ 2/- each of the Company (**“Equity Shares”**) are proposed to be listed (**“Stock Exchange”**), and subject to any applicable approvals, consents, permissions or sanctions as may be required from the Gol, the Registrar of Companies, Telangana, Hyderabad (**“RoC”**), SEBI, Stock Exchanges, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India (**“DEA”**), the Department for Promotion of Industrial and Internal Trade (**“DPIIT”**), Ministry of Commerce and Industry, and any other appropriate governmental, statutory and regulatory authorities (**“Regulatory Authorities”**), and any third parties including but not limited to lender(s) of the Company, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the aforesaid authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to undertake an initial public offering of Equity Shares and to create, issue, offer and allot and/or transfer of it Equity Shares which shall include a fresh issue of Equity Shares of face value of ₹ 2/- each of the Company (the **“Fresh Issue”**) and an offer for sale of Equity Shares (**“Offer for Sale”**) by certain existing shareholders of the Company (the **“Selling Shareholders”**) (the **“Offer for Sale”** and together with the Fresh Issue, the **“Offer”**) in the Offer, for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 7300.00 lakhs (with an option to the Company to retain an over-subscription to the extent of 10% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of



allotment in consultation with the designated stock exchange) including the issue and allotment of Equity Shares to the market maker in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with Book Running Lead Manager ("**BRLM**") by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations (the "**Offer Price**"), to any category of person or persons who are eligible investors as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLM decide, including anchor investors, one or more of the members of the Company, Hindu undivided families, qualified institutional buyers including foreign portfolio investors other than individuals, corporate bodies and family offices, alternative investment funds, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, Indian mutual funds, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking finance companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities (whether incorporated or not), and to such other persons, including high net worth individuals, retail individual bidders, eligible employees (through reservation or otherwise) or other entities, in one or more combinations thereof, and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "**Investors**") by way of the Offer in consultation with the BRLM and/or underwriters and/or other advisors or such persons appointed for the Offer, through an offer document, prospectus and/or an offering memorandum, as required, including the decision to determine the category or categories of investors to whom the allotment/ transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including, in consultation with BRLM, underwriter and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board as permissible under Applicable Law, and that the Board, in consultation with the BRLM, may finalise all matters incidental thereto as it may in its absolute discretion thinks fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee."

"RESOLVED FURTHER THAT in accordance with Applicable Law, a portion of the Offer may be made available for allocation to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the "**Reservation**") and to provide a discount to the offer price, if any, to individual bidders or eligible employees (the "**Discount**"); and to take any and all actions in connection with Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalise and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing."

"RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the Offer along with the existing shares held by the current members shall be listed on BSE SME or NSE Emerge."



“RESOLVED FURTHER THAT, the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM, subject to the receipt of consent of SEBI, GoI, RBI, the RoC and the Stock Exchange and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLM, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM and/or other advisors or such persons appointed for the Offer.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 23, 28, 42, and 62(1)(c), and any other applicable provisions, if any, of the Companies Act, 2013 and other Applicable Laws, and subject to such further corporate and other approvals as may be required, the consent and approval of the shareholders is hereby accorded, to complete a private placement at the discretion of the Board of [such number of specified securities aggregating up to ₹ 1500 lakhs, as may be decided by the Board (or duly authorised committee thereof), subject to the same not exceeding 20% of the estimated issue size or other limit as permitted under Applicable Laws, to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus (**“Pre-IPO Placement”**)], at such other price as decided by the Board, in consultation with the BRLM and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalise and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of consummation of a Pre-IPO Placement, the size of the Offer would be reduced from the Fresh Issue portion to the extent of specified securities issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR and Applicable Laws.”

“RESOLVED FURTHER THAT the Equity Shares so allotted under the Offer pursuant to any Reservation shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, allotment of Equity Shares pursuant to the Offer, the Board in consultation with the BRLM, may determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted, the number of Equity Shares to be allotted in each tranche, Offer price, premium amount, discount to reserve categories (as allowed under Applicable Laws), listing on



Stock Exchange as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalise and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, allotment of the Equity Shares, and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.”

“**RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.”

“**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law.”

“**RESOLVED FURTHER THAT**, the Board and any other committee thereof, to act and/or delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, to the following:

- i. constituting a committee for the purposes of Offer, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;



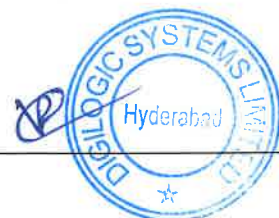
- ii. to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, Issue Price, premium amount, discount (as allowed under Applicable Laws);
- iii. authorization to any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;
- iv. giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- v. appointing the BRLM in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- vi. seeking, if required, any approval, consent or waiver from the Company's lenders and/or the lenders of the subsidiaries of the Company, industry data providers and/or parties with whom the Company have entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company, and/or any/all concerned governmental and regulatory authorities in India, including the RBI and SEBI, IRDAI and/or any other approvals, consents or waivers that may be required in connection with the Offer, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;
- vii. deciding in consultation with the BRLM the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;
- viii. taking on record the approval of the selling shareholders for offering their Equity Shares in the Offer for Sale;
- ix. approving the draft red herring prospectus ("**DRHP**"), the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLM, in accordance with Applicable Laws;
- x. withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLM;
- xi. settling in questions, difficulties or doubts that may arise in relation to the Offer;
- xii. seeking the listing of the Equity Shares on the Stock Exchange, submitting the listing application to such Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or



desirable including arrangements with BRLM, underwriters, escrow agents, legal advisor, and other intermediaries;

- xiii. appointing, in consultation with the BRLM, the registrar and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;
- xiv. finalizing of and arranging for the submission of the DRHP to be submitted to the SEBI and the Stock Exchange for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;
- xv. authorizing of the maintenance of a register of holders of the Equity Shares;
- xvi. finalizing of the basis of allotment of the Equity Shares;
- xvii. issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;
- xviii. approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;
- xix. accepting and appropriating of the proceeds of the Fresh Issue in accordance with applicable laws; and
- xx. to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf."

"RESOLVED FURTHER THAT the powers of the Board and any other committee thereof set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution."



"RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Madhusudhan Varma Jetty, Managing Director, Sri Harsha Vadakattu, Chief Financial Officer, Kameswara Rao Vempati, Company Secretary and Compliance officer of the Company or any other Director of the Company be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

"RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary and Compliance Officer of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

ITEM NO. 4: APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013 TO GIVE LOANS, GUARANTEES OR MAKE INVESTMENTS EXCEEDING THE PRESCRIBED LIMITS

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 Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board) to:

give loans to any person(s) or body(ies) corporate;

give any guarantee or provide any security in connection with a loan to any person(s) or body(ies) corporate; and

acquire, by way of subscription, purchase or otherwise, securities of any other body corporate,

up to an aggregate amount not exceeding ₹5 Crores (Rupees Five Crores only), notwithstanding that such investments, loans, guarantees, or securities may collectively exceed the limits prescribed under Section 186(2) of the Companies Act, 2013, i.e., sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.



RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the mode, terms and conditions of the above-mentioned loans, guarantees, investments, or securities and to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members of the Company."

ITEM No. 5: INCREASE IN INVESTMENTS LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA.

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 applicable provisions of Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Master Direction No. 11/2017-18 issued by the RBI, as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2020 dated October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India), and the Companies Act, 2013, as amended, and the rules notified thereunder (collectively referred to as the "**Companies Act**") and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("**RBI**"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company ("**Board**"), the consent and approval of the shareholders of the Company be and is hereby accorded to increase the limit of investment by non-resident Indian ("**NRIs**") and overseas citizen of India ("**OCIs**") in the equity shares bearing face value of ₹ 2 each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended is increased from 10% to 24% of the paid-up equity share capital of the Company on a fully diluted basis such other limit as may be stipulated under applicable law in each case, from time to time or such other limit as may be stipulated under applicable law in each case, from time to time."

"RESOLVED FURTHER THAT, to give effect to the above resolutions, the Board of Directors of the Company and/or Company Secretary and Compliance officer of the Company be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary, including filing of necessary forms with the Registrar of Companies, Telangana, Hyderabad, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be."



"RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director or the Company Secretary and Compliance Officer, be forwarded to concerned authorities for necessary actions."

ITEM NO.6 : INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS

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 applicable provisions of Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, which came into force with effect from October 17, 2019, and the Consolidated FDI Policy Circular of 2017, as amended (collectively referred to as "**FEMA Laws**"), the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the "**Companies Act**") and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("**RBI**") and Securities & Exchange Board of India ("**SEBI**"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company ("**Board**"), the limit of investment by foreign portfolio investors in the equity shares of face value of Rs. 2/- each of the Company, including without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 24% of the paid-up equity share capital of the Company to the sectoral cap/ statutory ceiling, as applicable to the Company, as per the FEMA laws, provided however that the shareholding of each foreign portfolio investor in the Company shall not exceed 10% or such other limit as may be stipulated by RBI in each case, from time to time.

"RESOLVED FURTHER THAT to give effect to the above resolutions the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation intimating the RBI of the increase in investment limits for foreign portfolio investors in the equity shares of the Company and to comply with all other requirements in this regard."

By order of the Board
DIGILOGIC SYSTEMS LIMITED
(Formerly known as Digilogic Systems
Private Limited)



Place: Hyderabad
Date: 03.08.2025

Kameswara Rao Vempati
Company Secretary
M.No. A60095

NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of special business of the Company is appended and forms part of the Notice.
2. Register of Directors and Key Managerial Persons and their shareholding under Section 170 of the Companies Act, 2013 and the rules made thereunder and Register of Contracts maintained under Section 189 of Companies Act, 2013 and the rules made thereunder and all other relevant material to enable the shareholders of the Company to take an informed decision shall be available for inspection at the registered office of the Company.
3. Corporate members intending to send their authorised representatives to attend the Annual General Meeting pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board resolution to the Company.
4. As per Secretarial Standard-2 on General Meetings, details in respect of directors seeking re-appointment at the Annual General Meeting, is separately annexed hereto. Directors seeking re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
5. The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of AGMs through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facilities on or before September 30, 2025

The VC coordinates to join the meeting are as below:

Meeting Platform: Zoom

<https://us06web.zoom.us/j/89756696273?pwd=T02Qaie2UULFxEp1gbrYyEQndIyyCt.1>

Meeting ID: 897 5669 6273

Passcode: 872909

6. As the AGM is conducted through VC/ OAVM, the facility for the appointment of a proxy by the members is not available for this AGM and hence the Proxy Form and Attendance Slip including the Route Map, are not annexed to this Notice.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.



**Additional information on Director recommended for appointment
/re-appointment as required under Secretarial Standard -2**

| S. No. | Particulars | Name of the Director | | |
|--------|--|--|-------------------------|------------------------|
| | | Mrs. Radhika Varma Jetty | | |
| 1 | DIN | 03370284 | | |
| 2 | Date of birth and Age | 29.06.1967 and 58 Years | | |
| 3 | Qualification | Bachelor's Degree in Arts | | |
| 4 | Experience and expertise in specific functional areas | Mrs. Radhika Varma Jetty has more than 14 years of experience in the field of education. | | |
| 5 | Brief resume | Mrs. Radhika Varma Jetty has more than 14 years of experience in the field of education. She has been Director of the Company since incorporation of the Company dt. 09.12.2011 | | |
| 6 | Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Related to other Directors of the Company as below mentioned: | | |
| | | Sl. No. | Name | Nature of Relationship |
| | | 1 | Madhusudhan Varma Jetty | Spouse |
| | | 2 | Shashank Varma Jetty | Son |
| | | 3 | Hitesh Varma Jetty | Son |
| 7 | Nature of appointment (appointment / re-appointment) | Re-appointment | | |
| 8 | Terms and Conditions of appointment / re-appointment | | | |
| 9 | Remuneration last drawn by such person, if applicable and remuneration sought to be paid | Remuneration last drawn: Rs. 30.48 Lakhs (F.Y. 2024-25) | | |
| 10 | Date of first appointment on the Board | 09.12.2011 | | |
| 11 | Shareholding in the company | 6,80,000 Shares – 15.28% | | |
| 12 | The number of Meetings of the Board attended during the year | 20 Meetings | | |
| 13 | Directorship Details of the Board | 1. Digilogic Systems Limited (Formerly known as Digilogic Systems Private Limited) | | |
| 14 | Membership and Chairmanship of Committees of other Boards | NA | | |



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED August 11, 2025

ITEM NO. 3: INITIAL PUBLIC OFFER OF EQUITY SHARES

The Company proposes to undertake an initial public offering of equity shares of face value of ₹ 2/- each of the Company ("**Equity Shares**") which shall consist of a fresh issue of Equity Shares ("**Fresh Issue**") and an offer for sale by certain existing shareholders of the Company ("**Selling Shareholders**") ("**Offer for Sale**" and together with Fresh Issue, the "**Offer**"). The Company intends to, at the discretion of the board of directors of the Company ("**Board**"), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers ("**BRLM**") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "**DRHP**") with the SME platform of BSE Limited ("**BSE SME**") or SME platform of National Stock Exchange of India Limited ("**NSE Emerge**"), and subsequently file a red herring prospectus (the "**RHP**") with the Registrar of Companies, Telangana, Hyderabad ("**RoC**") and thereafter with SEBI, and the Stock Exchange and file a prospectus with the RoC and thereafter with the Stock Exchange in respect of the Offer (the "**Prospectus**", and together with the DRHP and the RHP, the "**Offer Documents**"), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "**Companies Act**") and other applicable laws.

The Equity Shares are proposed to be listed on BSE SME or NSE Emerge, and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchange.

In view of the above and in terms of Section 23, 62(1)(c), and other applicable provisions of the Companies Act, 2013 ("**Companies Act**"), the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to issues, offer, allot and/or transfer of it Equity Shares which shall include a fresh issue of Equity Shares of face value of ₹ 2/- each of the Company (the "**Fresh Issue**") and an offer for sale of Equity Shares ("**Offer for Sale**") by certain existing shareholders of the Company (the "**Selling Shareholders**") (the "**Offer for Sale**" and together with the Fresh Issue, the "**Offer**") in the Offer, for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹ 7300.00 lakhs and at such time as may be considered appropriate by the Company in consultation with the Selling Shareholders and the Book Running Lead Manager, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the SEBI ICDR Regulations. The Equity Shares allotted pursuant to the Offer shall rank in all respects *pari passu* with the existing Equity Shares of the Company. The proceeds of the Fresh Issue will be utilised for the purposes i.e.

1. Capital expenditure towards setting up a new manufacturing, testing and integration facility;
2. Pre-payment/ re-payment, in part or full, of certain outstanding borrowings availed by our Company; and



3. To meet General Corporate Purposes and the same

as disclosed in the DRHP, RHP, and the Prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

The Company will not make an offer of Equity Shares to the promoters in the Offer. However, the directors (except independent directors) or the key managerial personnel or the senior managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

Except as and to the extent of the participation by directors or key managerial personnel, senior managerial personnel in the Offer as mentioned above, none of the directors or managers or key managerial personnel or senior managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.

Other than through their participation in the Offer as mentioned above, none of the directors, key managerial personnel or senior managerial personnel of the Company, or the relatives of the aforementioned persons are interested in the said resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Board recommends the resolutions in Item No. 3 of the accompanying Notice for your approval as special resolutions. Accordingly, approval of the shareholders of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act and the rules made thereunder, each, as amended.

ITEM NO. 4: APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013 TO GIVE LOANS, GUARANTEES OR MAKE INVESTMENTS EXCEEDING THE PRESCRIBED LIMITS

The provisions of Section 186(2) of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 place certain limits on the powers of a company to:

give any loan to any person or body corporate;

give any guarantee or provide security in connection with a loan to any person or body corporate; and/or

acquire, by way of subscription, purchase, or otherwise, the securities of any other body corporate,

in excess of (a) 60% of its paid-up share capital, free reserves, and securities premium account or (b) 100% of its free reserves and securities premium account, whichever is higher.

If a company proposes to make investments, give loans, guarantees or securities beyond the above limits, it is required to obtain prior approval of the shareholders by means of a special resolution under Section 186(3) of the Act.

In view of the Company's growth plans and possible future business requirements, it is proposed to authorise the Board of Directors (including any Committee thereof) to make investments in securities of other bodies corporate, give loans, guarantees or provide securities in connection with loans to other persons or bodies corporate, up to an aggregate amount not exceeding ₹5



Crores (Rupees Five Crores only). This is irrespective of the limits prescribed under Section 186(2) of the Act.

The Board is of the view that this enabling approval is in the best interest of the Company and necessary to provide financial flexibility to support its strategic objectives and business operations.

The Board of Directors recommend the Item No. 4 for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 5: INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA

In accordance with the provisions of the Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the "**FEMA Rules**"), and the Consolidated FDI Policy Circular of 2020, as amended (collectively referred to as the **FEMA Laws**"), the acquisition and holding of equity shares in an Indian company by Non-resident Indians ("**NRIs**") and Overseas Citizens of India ("**OCIs**") are subject to certain limits.

As per the FEMA Laws, NRIs and OCIs are collectively permitted to acquire and hold up to an aggregate limit of 10% of the paid-up equity share capital of an Indian company. However, the FEMA Laws also offer the provision to increase this limit further, up to 24%, by passing a special resolution to that effect through the consent of the members and subsequently completing the necessary filings with the Reserve Bank of India.

Considering our intention to get the equity shares of the Company listed, we propose to enhance the foreign investment limit for NRIs and OCIs, collectively, from 10% to 24% of the paid-up equity share capital of the Company. This proposed increase will be subject to the approval of the members, by way of a special resolution which is being sought through this item.

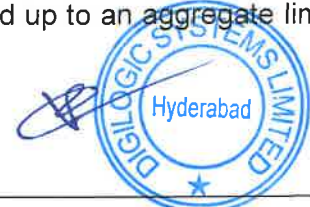
By raising the foreign investment limit, we aim to attract increased participation from NRIs and OCIs, facilitating greater inflow of foreign investment and potentially enhancing the overall growth and success of our Company.

The Board of Directors recommend the Item No. 5 for your approval as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of their shareholding, if any.

ITEM NO.6: INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS:

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (the "**FEMA Rules**"), and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Rules, the "**FEMA Laws**"), the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the "**Companies Act**"), the foreign portfolio investors ("**FPI**") registered with the Securities and Exchange Board of India ("**SEBI**") can acquire and hold up to an aggregate limit of



24% of the paid up equity share capital of a listed Indian company. Considering the proposal of intending to get the shares of the Company listed, the board of directors of the Company ("Board") has, at its meeting held on **August 03, 2025** ("**Board Resolution**"), proposed, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of foreign portfolio investor to sectoral cap / statutory ceiling, as applicable to the Company as per FEMA Laws.

By raising the foreign investment limit, the Company aims to attract increased participation from FPIs, facilitating greater inflow of foreign investment and potentially enhancing the overall growth and success of our Company.

The Board of Directors recommend the Item No.6 for your approval as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of their shareholding, if any.

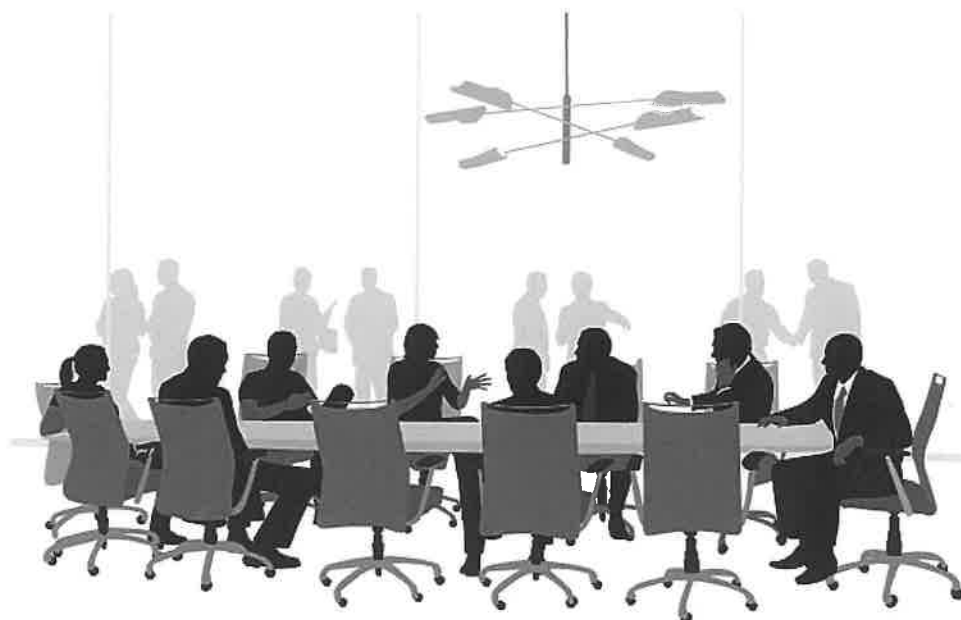
By order of the Board
DIGILOGIC SYSTEMS LIMITED
(Formerly known as Digilogic Systems
Private Limited)



Place: Hyderabad
Date: 03.08.2025

Kameswara Rao Vempati
Company Secretary
M.No. A60095

DIGILOGIC SYSTEMS LIMITED
(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)
CIN: U62099TG2011PLC077933



Board's Report
(March 31, 2025)

BOARDS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 14th Annual Report and the Audited Financial Statements for the Financial Year ended March 31, 2025.

1. Financial Summary:

The performance during the Financial Year ended March 31, 2025 has been as under:

(Rs. In Lakhs)

| Particulars | March 31, 2025 | March 31, 2024 |
|---|----------------|----------------|
| Revenue from operations | 7,205.98 | 5,155.93 |
| Other Income | 13.35 | 15.37 |
| Total Income | 7219.33 | 5171.30 |
| Profit before finance cost, depreciation and amortization and tax expense | 1,366.95 | 585.59 |
| Finance Cost | 143.41 | 131.67 |
| Profit before depreciation and amortization and tax expense | 1223.54 | 453.92 |
| Depreciation and amortization expense | 170.59 | 128.15 |
| Profit before Tax Expense | 1,052.95 | 325.77 |
| Tax Expense | 273.61 | 83.06 |
| Profit/(Loss) After Tax | 779.34 | 242.71 |

2. Review of Operations and State of Company's affairs.

During the period under review, the Company achieved Revenue from operations of Rs. 7,205.98 lakhs and recorded a Net Profit of Rs. 779.34 lakhs.

3. Change in the nature of business, if any

During the year under review there is no change in the nature of Business.

Post completion of the Financial year 2024-25, the Company has converted into a Public Company and Company name has changed from (w.e.f. 01.07.2025):

Digilogic Systems Private Limited
to

Digilogic Systems Limited

J.M. Rodhika Varma



DIGILOGIC SYSTEMS LIMITED

(Formerly known as Digilogic Systems Private Limited)

CIN : U62099TG2011PLC07793

102, 1st Floor, DSL Abacus Tech Park, Uppal,
Hyderabad, Hanga Reddy, Telangana - 500 039

Tel : 040 - 4547 4601 / 02 / 03 | Fax : 040 - 4547 4610
Email: info@digilogicsystems.com | Web: www.digilogicsystems.com

4. Dividend

The Board of Directors of the Company have not recommended dividend for the financial year ended March 31, 2025.

5. Reserves & Surplus

The Company has transfer Net Profit of Rs. 779.34 (Rs. in lakhs) for the period 2024-25 and the same was transferred to the head of Reserves & Surplus.

6. Share Capital

As on 31.03.2025

i. The Authorised share capital of the Company as on 31.03.2025 is Rs.6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty Lakhs) Equity shares.

During the year the authorized share capital of the Company was increased from Rs. 2,00,00,000 (Rupees Two Crores) to Rs. 6,00,00,000 (Rupees Six Crores).

ii. The Paid-up Share Capital of the Company as on March 31, 2025 is Rs.4,45,05,260 (Rupees Four Crores Forty Five Lakhs Two Hundred and Sixty) divided into 44,50,526 (Forty Four Lakhs Fifty Thousand Five Hundred and Twenty Six) Equity Shares of Rs.10 each fully paid up.

As on-Board Report date

i. After the financial year 2024–25, the Company has increased its Authorised share capital from Rs.6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty Lakhs) Equity shares to Rs. 10,00,00,000 crores divided into 1,00,00,000 (One Crore) Equity shares w.e.f. EGM dt. 18.06.2025

ii. The Paid-up Share Capital of the Company as Board report date is Rs.4,45,05,260 (Rupees Four Crores Forty Five Lakhs Two Hundred and Sixty)

iii. After the financial year 2024–25, the Company carried out a sub-division of its authorized share capital, splitting 1,00,00,000 equity shares of face value ₹10 each into 5,00,00,000 equity shares of face value ₹2 each ('Sub-Division') w.e.f. 25.07.2025.



A. Rights Issue

During the financial year, the Company has not allotted and issued any shares through Rights Issue.

B. Preferential allotment of Shares on Private Placement Basis

During the financial year, the Company has been made 3 (three) Preferential allotment of Shares on Private Placement Basis.

J. M. Radhika Varma



| S.No | Type of issue | Date of allotment | No of shares | Face value | Amount in Rupees | |
|------|---|-------------------|--------------|------------|------------------|----------------------------------|
| | | | | | Premium | Total amount (including Premium) |
| 1. | Preferential allotment of Shares on Private Placement Basis | 25.09.2024 | 2,55,319/- | 10 | 230 | 6,12,76,560/- |
| 2. | Preferential allotment of Shares on Private Placement Basis | 09.01.2025 | 1,70,207/- | 10 | 283.76 | 5,00,00,010/- |
| 3. | Preferential allotment of Shares on Private Placement Basis | 14.02.2025 | 25,000/- | 10 | 283.76 | 73,44,000/- |

C. Buy Back of Securities

The Company has not bought back any of its Securities during the year under review.

D. Sweat Equity Shares

The Company has not issued any Sweat Equity Shares during the year under review.

E. Bonus Shares

During the financial year, the company has been issued the shares through Bonus Issue.

The Company has been issued 20,00,000 Equity shares through Bonus Issue in the ratio of 1:1 to the existing shareholders.

F. Employees Stock Option Scheme & Employee Stock Purchase Scheme

The Company has not provided any scheme of Employees Stock Option Scheme & Employee Stock Purchase Scheme

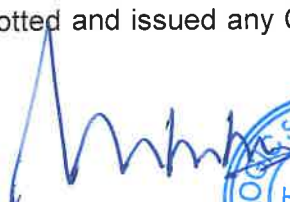

G. shares with differential voting rights

The company has not issued any shares with differential voting rights.

7. Compulsorily convertible Debentures (CCDs)

During the financial year, the Company has not allotted and issued any Compulsorily convertible Debentures (CCDs).

J.M. Radhika Varma

8. Performance and financial position of each of the Subsidiaries, Associates and Joint Ventures

The Company does not have any Subsidiaries, Associates and Joint Ventures. Hence, Performance and financial position of each of the Subsidiaries, Associates and Joint Ventures is not applicable.

9. Consolidated Financial Statements

The Company does not have any Subsidiary Companies, hence, there is no need to prepare Consolidated Financial Statements for the Financial Year ended March 31, 2025.

10. Extract of Annual Return

The copy of the Annual Return as on 31st March, 2025 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is to be provided on the website of the company. i.e. <https://www.digilogicsystems.com>

11. The Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to Provisions of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is enclosed as **Annexure – 1** to this Report.

12. Statement concerning Development and Implementation of Risk Management Policy of the Company

The Board of Directors of the Company reviews the risks from time to time and there are no risks which in the opinion of the Board may threaten the existence of the Company.

13. Details of Policy developed and implemented by the Company on its Corporate Social Responsibility Initiatives

The provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 for the F.Y. 2024-25 are not applicable to the Company and hence, your Company is not required to adopt the CSR Policy or constitute CSR Committee during the year under review.

14. Insurance

All properties and insurable interests of the Company including building, plant and equipment and Vehicles have been fully insured.

J.M. Radhika Varma




15. Deposits

The Company has not invited/accepted any deposits from the Public in terms of Section 73 of the Companies Act, 2013 during the Financial Year ended March 31, 2025, hence, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

16. Particulars of Loans, Guarantees or Investments or Security under Section 186.

There are no Loans, Guarantees, Investments and Security given / provide by the Company during the Financial Year ended March 31, 2025 as per the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

17. Particulars of Contract and Arrangement under Section 188

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The particulars of transaction with related parties referred to in sub-section (1) of Section 188 in Form No. AOC-2 is enclosed as **Annexure – 2** to this Report.

The other related party transactions entered during the financial year under review are disclosed in notes to the Financial Statements of the Company for the Financial Year ended 31st March, 2025.

18. Directors and Key Managerial Personnel (KMP)

Directors

During the Financial Year ended March 31, 2025, there was change in the Composition of Board of Directors of the Company:

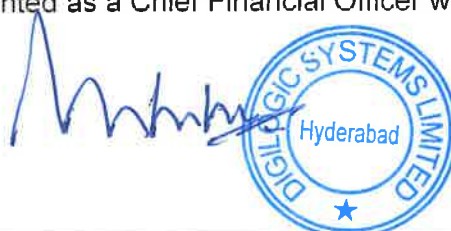
Mr. Hitesh Varma Jetty had appointed as a director in the company w.e.f. 20th January 2025.

Key Managerial Personnel (KMP)

The provisions of Section 203 of the Companies Act, 2013 with regard to appointment of Whole Time Director, Chief Financial Officer and Company Secretary are not applicable to the Company. However:

- i. Company has a Managing Director – Mr. Madhusudhan Varma Jetty (w.e.f. 05.01.2012)
- ii. During the year the Mr. Kameswara Rao Vempati appointed as a Company Secretary w.e.f. 18.02.2025
- iii. During the year the Mr. V Sri Harsha appointed as a Chief Financial Officer w e f 26 03.2025

J.M. Radhika Varma



Post financial year 2024-25, the Company has reconstituted the Board by change in designation of Directors and appointed Independent Directors in EGM dt. 25.07.2025 and as on Board Report date the following are the Directors and Key Managerial Personnel (KMP):

| | | |
|-----------------------------|---|------------------------------|
| Mr. Madhusudhan Varma Jetty | - | Chairman & Managing Director |
| Mrs. Radhika Varma Jetty | - | Whole-time Director |
| Mr. Shashank Varma Jetty | - | Whole-time Director & C.E.O |
| Mr. Hitesh Varma Jetty | - | Whole-time Director |

| | | |
|---|---|----------------------|
| Mr. Balasubramanyam Danturti | - | Independent Director |
| Mr. Sesha Rama Srinivasa Sastry Pullela | - | Independent Director |
| Mr. Madadi Ugender Reddy | - | Independent Director |

| | | |
|---------------------------|---|-------------------|
| Mr. Sriharsha Vadakattu | - | C.F.O. |
| Mr. Kameswara Rao Vempati | - | Company Secretary |

19. Declaration and Appointment of Independent Directors

For the F.Y. 2024-25, the Provisions of appointment of Independent Directors are not applicable to the Company.

Post the F.Y. 2024-25, the Company has appointed 3 (three) Independent Directors w.e.f. 25.07.2025

1. Mr. Balasubramanyam Danturti
2. Mr. Sesha Rama Srinivasa Sastry Pullela
3. Mr. Madadi Ugender Reddy

20. Mechanism for Evaluation of Board

The provisions of evaluation of Board are not applicable to the Company for the F.Y. 2024-25.

21. During the financial year ended March 31, 2025, a total of 20 Board meetings were held

| S.No. | Date of Board Meeting | No of Directors Attended |
|-------|-----------------------|--------------------------|
| 1. | 25.04.2024 | 3 |
| 2. | 16.05.2024 | 3 |
| 3. | 14.07.2024 | 3 |
| 4. | 02.08.2024 | 3 |
| 5. | 14.08.2024 | 3 |
| 6. | 07.09.2024 | 3 |
| 7. | 14.09.2024 | 3 |
| 8. | 22.09.2024 | 3 |
| 9. | 25.09.2024 | 3 |
| 10. | 23.12.2024 | 3 |
| 11. | 30.12.2024 | 3 |

J.M. Radhika Varma



| | | |
|-----|------------|---|
| 12. | 09.01.2025 | 3 |
| 13. | 21.01.2025 | 4 |
| 14. | 01.02.2025 | 4 |
| 15. | 03.02.2025 | 4 |
| 16. | 06.02.2025 | 4 |
| 17. | 14.02.2025 | 4 |
| 18. | 20.03.2025 | 4 |
| 19. | 29.03.2025 | 3 |
| 20. | 31.03.2025 | 3 |

The details of Attendance at the Board Meetings are given below:

| Name of the Director | Designation | Number of Board Meetings | |
|-------------------------|-------------------|--------------------------|----------|
| | | Held | Attended |
| Madhusudhan Varma Jetty | Managing Director | 20 | 20 |
| Radhika Varma Jetty | Director | 20 | 20 |
| Shashank Varma Jetty | Director | 20 | 20 |
| Hitesh Varma Jetty | Director | 08 | 06 |

22. Number of General Meetings of the Members of the Company held during the Financial Year ended March 31, 2025.

Extra General Meetings

| S.No. | Type of Meeting | Date of Meeting | No of Members Attended |
|-------|-----------------|-----------------|------------------------|
| 1. | EGM | 13.08.2024 | 2 |
| 2. | EGM | 07.09.2024 | 2 |
| 3. | EGM | 22.09.2024 | 2 |
| 5. | EGM | 31.12.2024 | 5 |
| 6. | EGM | 20.01.2025 | 5 |
| 7. | EGM | 12.02.2025 | 5 |
| 8. | EGM | 21.03.2025 | 6 |

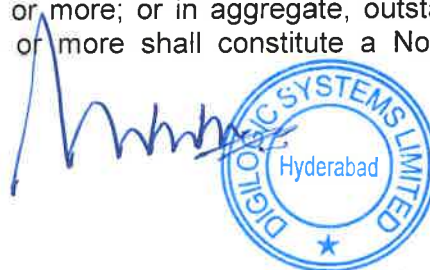
AGM

During the period (for the FY 2023-24) Annual General Meeting of the Company was held on 30th day of September, 2024 and 2 Members were attended the meeting.

23. Company's Policy relating to Director's appointment, payment of remuneration and discharge of their duties.

As per Section 178 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rule, 2014, every Listed Company and all Public Companies with a Paid-up share capital of Rs.10 crore or more; or having turnover of Rs.100 crore or more; or in aggregate, outstanding loans, debentures and deposits, exceeding Rs.50 crore or more shall constitute a Nomination and Remuneration Committee.

J. M. Radhika Varma



The above provisions with respect to constitution of Nomination and Remuneration Committee are not applicable to the Company. Hence, the Company has not devised any policy relating to appointment of Directors, payment of Managerial Remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

24. Directors Responsibility Statement as required under Section 134 of the Companies Act, 2013.

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- (i) That in the preparation of the Annual Accounts for the Financial Year ended March 31, 2025, the applicable Accounting Standards have been followed;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and Statement of Profit and Loss of the Company for the period ended March 31, 2025;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the Annual Accounts for the Financial Year ended March 31, 2025 on a going concern basis;
- (v) That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

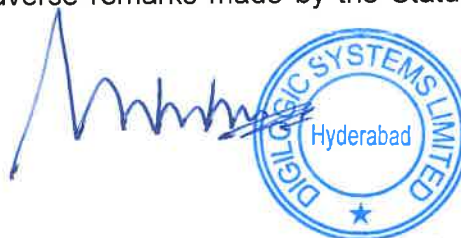
25. Statutory Auditors

The members at the 13th AGM of the Company had appointed M/s. B. Srinivasa Rao and Co, Chartered Accountants, (FRN: 008763S), as a Statutory Auditors for a period of five years to hold office from the conclusion of 13th AGM until the conclusion of 18th AGM. M/s. B. Srinivasa Rao and Co. has confirmed that they are not disqualified from continuing as Auditors of the Company.

26. Explanation or Comments on qualifications, reservations or adverse remarks or disclaimers made by the auditors in their reports.

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report.

J. P. Radhika Varma



27. Audit Committee

As per Section 177 of the Companies Act, 2013 read Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, every Listed Company and all Public Companies with a paid-up capital of Rs.10 Crores or more; or having turnover of Rs.100 Crores or more; or having in aggregate, outstanding loans or borrowings or debentures or deposits exceeding Rs.50 Crores or more shall constitute an Audit Committee.

During the financial year, the above provisions with respect to constitution of Audit Committee are not applicable to the Company.

Post F.Y. 2024-25, the Company has appointed Independent Directors w.e.f. 25.07.2025 and Constituted Audit Committee with the following members w.e.f. 28.07.2025

- | | | |
|----|---|------------|
| 1. | Mr. Balasubramanyam Danturti | - Chairman |
| 2. | Mr. Sesha Rama Srinivasa Sastry Pulella | - Member |
| 3. | Mr. Madadi Ugender Reddy | - Member |

28. Stake Holders Relationship Committee.

As per Section 178(5) of the Companies Act, 2013, a Company which consists of more than one thousand shareholders, debenture holders, deposit-holders and any other security holders at any time during a Financial Year shall constitute a Stake Holders Relationship Committee which shall consider and resolve the grievances of Security Holders.

The above provisions with respect to the constitution of Stake Holders Relationship Committee are not applicable to the Company for the F.Y. 2024-25.

29. Secretarial Auditors

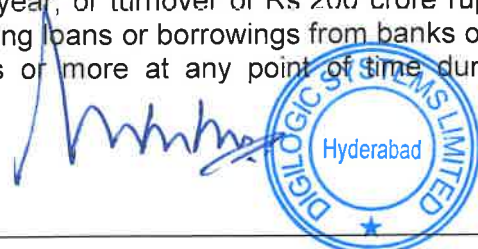
As per Section 204 read with Rule 9(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Public Company having a paid-up share capital of Rs.50 crore or more; or every Public Company having a turnover of Rs.250 crore rupees or more; or every Company having outstanding loans or borrowings from banks or public financial institutions of Rs.100 crore or more shall appoint Secretarial Auditor.

As the Company does not satisfy any of the aforesaid conditions, the provisions relating to the appointment of Secretarial Auditor are not applicable to the Company.

30. Internal Auditor

As per Section 138 of the Companies Act, 2013 read with Rule 13(1) of the Companies (Accounts) Rules, 2014 every unlisted Public Company having paid-up share capital of Rs.50 crore rupees or more during the preceding financial year; or turnover of Rs 200 crore rupees or more during the preceding financial year; or Outstanding loans or borrowings from banks or public financial institutions exceeding Rs.100 crore rupees or more at any point of time during the

J.M. Radhika Varma



preceding financial year; or Outstanding deposits of Rs.25 crore rupees or more at any point of time during the preceding financial year shall appoint Internal Auditor.

As the Company does not satisfy any of the aforesaid conditions, the provisions relating to the appointment of Internal Auditor are not applicable to the Company

31. Maintenance of Cost Records and Appointment of Cost Auditor specified by the Central Government under Section 148 of the Companies Act, 2013

Appointment of Cost Auditor

The provisions relating to Appointment of Cost Auditor as specified by the Central Government under Section 148 of the Companies Act, 2013 are not applicable to the Company and the Company has not appointed the Cost Auditor.

Maintenance of Cost Records

The provisions relating to maintenance of Cost Records as specified by the Central Government under Section 148 of the Companies Act, 2013 are applicable to the Company and the Company is duly maintaining the Cost records.

32. Board's response on Auditor's Qualification, Reservation or adverse Remark or disclaimer made.

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report. During the year under review, there were no instances of fraud reported by Auditors under Section 143(12) of the Companies Act, 2013.

33. The names of Companies which have become or ceased to be Company's Subsidiaries, Joint Ventures or Associate Companies during the year

The Company does not have any Subsidiaries, Joint Ventures or Associate Companies.

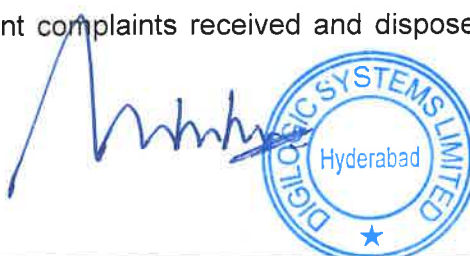
34. Constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Company has constituted the Internal Complaints Committee and has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company is committed to uphold and maintain the dignity of women employees and complies with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the F.Y. 2024-25, Company does not have any Women employees under the roles.

The following is a summary of sexual harassment complaints received and disposed off during the year:

T.M. Radhika Varma



| S. No. | Particulars | Status |
|--------|--|--|
| 1 | Number of complaints on Sexual harassment received | Nil |
| 2 | Number of Complaints disposed off during the year | Not Applicable |
| 3 | Number of cases pending for more than ninety days | Not Applicable |
| 4 | Number of workshops or awareness programme against sexual harassment carried out | The Company regularly conducts necessary awareness programmes for all its employees. |
| 5 | Nature of action taken by the employer or district officer | Not Applicable |

35. The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

36. The details of difference between the amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons there off.

The Company has not made any one-time settlement or has carried out any valuation during the financial year ended 31 March, 2025.

37. Material Changes and Commitments

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

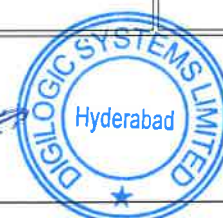
38. Statement of particulars of appointment and remuneration of managerial personnel

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

The following employee(S) for the financial year 2024-25 under review were in receipt of remuneration in aggregate more than Rs.1,02,00,000/- as:

| Name | Designation/ Nature of Duties | Age (Yrs.) | Remuneration (Rs.) | Qualification | Tot Exp (Yrs.) | Date Commencement of Employment | Last Employment |
|-------------------------|-------------------------------------|---------------|-----------------------|----------------------------------|----------------------|---------------------------------------|--------------------|
| Shashank Varma Jetty | Director | 34 | 1,29,91,000 | B.Tech from VIT University | 5 | 28/01/2020 | N.A. |

J. P. Radhika Varma

Notes:

- i. Mr. Shashank Varma Jetty is the Director and shareholder of the Company (holding 3,00,000 Shares w.e.f. 29.03.2025). He is also relative of other directors.
- ii. The following Directors and Shareholders are the relatives of the Mr. Shashank Varma Jetty as on 31.03.2025

| Sl. No. | Name of the Relative | Nature of Relation | Designation | Number of shares held |
|---------|-------------------------|--------------------|-------------------|-----------------------|
| 1 | Madhusudhan Varma Jetty | Father | Managing Director | 27,03,000 |
| 2 | Radhika Varma Jetty | Mother | Director | 6,80,000 |
| 3 | Hitesh Varma Jetty | Brother | Director | 2,85,000 |

39. Internal Financial Control System

The Company has an adequate system of Internal Financial Control commensurate with its size and scale of operations, procedures and policies, ensuring efficient and orderly conduct of its business, including adherence to the Company's policy, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

Based on the assessment carried out by the Management and the evaluation of the results of the assessment, the Board is of the opinion that the Company has adequate Internal Financial Control System that is operating effectively during the year under review.

There were no instances of fraud which necessitates reporting of material mis-statement to the Company's operations.

40. Vigil Mechanism

The provisions of Section 177(9) of the Companies Act, 2013 with respect to establishment of vigil mechanism are not applicable to the Company.

41. Compliance with Secretarial Standards on Board and General Meetings

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

42. Proceedings Pending Under the Insolvency and Bankruptcy Code, 2016:

No application has been made or any proceeding is pending under the IBC, 2016.

J.M. Radhika Varma



43. Compliance with the Maternity Benefit Act, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. As per policy, all eligible women employees are eligible with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave. However, Company does not have any women employees for the F.Y. 2024-25.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

44. GENDER-WISE COMPOSITION OF EMPLOYEES

In alignment with the principles of diversity, equity, and inclusion (DEI), the Company discloses below the gender composition of its workforce as on the March 31, 2025.

Male Employees: : 104
Female Employees : Nil
Transgender Employees : Nil

As a policy, the Company is providing culture and equal opportunity for all individuals, regardless of gender.

45. Acknowledgement

Your Directors wish to place on record their appreciation for the co-operation and assistance extended to the Company by all the Stake Holders.

For and on behalf of the Board of Directors of
DIGILOGIC SYSTEMS LIMITED
(Formerly known as Digilogic Systems Private Limited)



Madhusudhan Varma Jetty
Chairman & Managing Director
DIN: 02247769



Radhika Varma

Radhika Varma Jetty
Whole-time Director
DIN: 03370284

Place: Hyderabad
Date: 03.08.2025

ANNEXURE - 1

Information as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY:

The Company is engaged in the business of ATE (Automated Test Equipment), Checkout Systems, RF Simulators & System Evaluators, System Engineering & Deployments, Data Acquisition Systems & Static Test Beds, Maintenance, Repair & Overhaul Services. The company is using a minimal amount of energy and the company makes continuous efforts to reduce energy consumption

- 1) **The steps taken or impact on conservation of energy:** The Company makes continuous efforts to reduce energy consumption.
- 2) **The steps taken by the Company for utilizing alternate sources of energy:** NIL
- 3) **The Capital investment on energy conservation equipments:** NIL

B. TECHNOLOGY ABSORPTION:

i. The Efforts made towards technology absorption:

- Helped introduce DRFM enabled Radar Target Echo Simulators made with cutting edge COTS hardware 12 years ago, paving way to move away from Traditional Analog based RF Simulators in DRDO and Defence PSU's.
- Created Rugged PXI enabled systems to help provide deployable systems with the added advantage from COTS (Commercial Off the Shelf) hardware, enabling ease of prototyping and advantage of deployable solutions for Ground and Naval Applications.
- Brought in experts and consultants to usher in INDIA'S FIRST SAR ENVIRONMENT SIMULATOR. This simulator helps emulate real world SAR characteristics in the comfort of lab environment, paving way to reduce airborne Sorties required to evaluate performance of SAR Payloads, saving the country hundreds of lakhs in costly and dangerous real-world testing.
- Helped architect and sell indigenous ADS-B receivers to the Indian market.
- Understood the concept of SAT-COM and helped make a completely INDIGENOUS SAT-COM HUB FOR DVB-S2 & DVB-RCS for DRDO.

ii. The Benefits derived like product improvement, cost reduction, product development or import substitution:

- By helping in Indigenization of various products such as the Radar Target Echo Simulator (RTES) for India, we made efforts to effectively increase the trade conducted in INR rather than Foreign Currency.



J.M. Radhika Varma

- With Indigenous solutions such as RTES or the SAT-COM HUB, we make sure that the Indian customers such as DRDO & Indian Defence PSU's get access to the complete system details which is usually not shared by Foreign OEM's, reducing our dependency on foreign players.
- Our products when designed by Digilogic Systems, help with the country's sovereignty and build towards attaining true SELF-RELIANCE IN DEFENCE SECTOR.
- By helping with indigenous efforts for India's aerospace and defence industry, we are able to create further awareness about cutting edge technologies and help further refine these technologies for our country.
- Ruggedization of PXI has also provided many of our customers to take the advantage provided by COTS to the field to make them field deployable reliable systems.

iii. Details of technology imported during the last three years reckoned from the beginning of the financial year: **NIL**

iv. The expenditure incurred on Research and Development: **NIL**

C. FOREIGN EXCHANGE EARNINGS AND OUT GO:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

| (Rs. In Lakhs) | | |
|----------------|----------------|----------------|
| Particulars | March 31, 2025 | March 31, 2024 |
| Used | 321.27 | 159.56 |
| Earned | NIL | NIL |

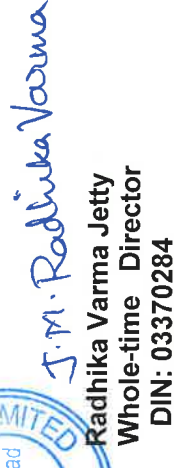
For and on behalf of the Board of Directors of
DIGILOGIC SYSTEMS LIMITED

(Formerly Known as Digilogic Systems Private Limited)



Madhusudhan Varma Jetty
Chairman & Managing Director
DIN: 02247769




Radhika Varma Jetty
Whole-time Director
DIN: 03370284

Place: Hyderabad
Date: 03.08.2025

ANNEXURE – 2
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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. *There were no contracts/arrangements entered into by the company with related parties which are not at arm's length basis.*
2. *The other Related Party Transactions not covered under Sub Section (1) of Section 188 of the Companies Act, 2013, shall be as per Related Party Disclosures of the Financial Statements of the Company for the Financial Year ended 31 March 2025.*
3. *Details of contracts or arrangements or transactions entered into by the company with related parties which are at arm's length basis:*

(Amount in Rs)

| 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 | Date(s) of approval by the Board, if any | Amount paid as advances, if any | Justification for entering into contracts |
|--------|---|--|---|--|--|---------------------------------|---|
| 1 | Madhusudhan Varma Jetty | Professional Services | From time to time | Professional services to support the company's business growth through strategic innovation, process improvement, and technology-driven solutions. Value of the Transaction: Rs.96,00,000 per annum | 25.03.2024 | - | Mr. Madhusudhan Varma Jetty is providing Professional services to support the company's business growth through strategic innovation, process improvement, and technology-driven solutions. |



[Handwritten Signature]

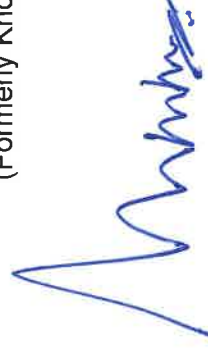
J.M. Radhika Varma

| 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 | Date(s) of approval by the Board, if any | Amount paid as advances, if any | Justification for entering into contracts |
|--------|---|--|---|--|--|---------------------------------|---|
| 2 | Radhika Varma | Agreement of Lease | From time to time | As per the Agreement of Lease and Value of transaction = Rs. 1,94,445 (Rs.38,889 * 5 months i.e. April 01, 2024 to August 31, 2024) | 25.03.2024 | - | Company has taken property on lease from Mrs.Radhika Varma, Director of the Company and entered the Agreement of Lease. |

For and on behalf of the Board of Directors of

DIGILOGIC SYSTEMS LIMITED

(Formerly Known as Digilogic Systems Private Limited)



Madhusudhan Varma Jetty
Chairman & Managing Director
DIN: 02247769




Radhika Varma Jetty
Whole-time Director
DIN: 03370284

Place: Hyderabad
Date: 03.08.2025

INDEPENDENT AUDITORS' REPORT

To
The Members of
DIGILOGIC SYSTEMS LIMITED
(Formerly known as DIGILOGIC SYSTEMS PRIVATE LIMITED)
Hyderabad.

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **DIGILOGIC SYSTEMS LIMITED (Formerly known as DIGILOGIC SYSTEMS PRIVATE LIMITED)** (the company) which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, Statement of Cash Flows for the period then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2025; and
- b) In the case of the Statement of Profit and Loss, of the profit for the period ended on that date;
- c) In the case of the cash flow statement, of the cash flows for the period ended on that date.

Basis for Opinion

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



Responsibility of Management for the Financial Statements

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

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

The Board of Directors is also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

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

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

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

Report on other Legal and Regulatory Requirements

1. The companies (Auditors report) order, 2020 (as amended) (The order) issued by the Central Government of India in terms of Sub Section (11) of Section 143 of the companies Act 2013 is applicable to this company, refer to our separate report in "Annexure A".



2. As required by section 143(3) of the Act, we report that:

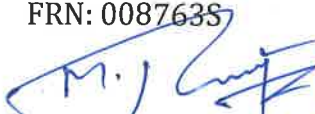
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet; the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on 31 March, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g. With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. There is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013. Hence delay in depositing the amounts to the said fund is not applicable.
 - iv.
 - a) The management has represented that to the best of its knowledge and belief, no funds(which are material either individually or in the aggregate) have been advanced or loaned or invested(either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity(intermediaries), with the understanding directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company(ultimate



beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;

- b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (Funding Parties), with the understanding whether recorded in writing or otherwise, that the company shall directly or indirectly lend or invest in other persons or entity's identified in any manner whatsoever by or on behalf of the Funding Party (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- c) Based on the audit procedures that have been considered that are reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- d) During the financial year, the company has not declared any dividend.
- e) Based on our examination and representations received from the company, the accounting software used by the company for maintenance of its books of accounts contains the feature of recording audit trail (edit log) facility which is required as per proviso to Rule 3(1) of Companies (Accounts) Rules, 2014. In our opinion, it is preserved and not tampered for FY 2024-25.

For B. Srinivasa Rao & Co.,
Chartered Accountants
FRN: 008763S


M. Ranga Rai Chowdary
Partner



M. No: 243733
UDIN: 25243733BMHZVL8143

Place: Hyderabad
Date: 03-08-2025.

Referred to in paragraph (1) under the heading "**Report on other Legal and Regulatory Requirements**" of our report of even date on the financial statements for the year ended March 31st, 2025 of **DIGILOGIC SYSTEMS LIMITED**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. In respect of its Property, Plant and Equipment and Intangible Assets:
 - a)
 - A. The Company has maintained proper records showing full particulars including quantitative details and situation of its Property, Plant and Equipment;
 - B. The Company has maintained proper records showing full particulars of intangible assets.
 - b) Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were identified during such verification.
 - c) Based on our examination the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the company.
 - d) The company has not revalued any of its property, plant and Equipment (including right -of -use assets) and intangible assets during the year.
 - e) There are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
- ii.
 - a) The Company has a program of physical verification of inventory so as to cover all the inventories once in a year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its inventories. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - b) The Company has been sanctioned working capital limits in excess of ₹5.00 crores in aggregate from banks or financial institutions during the year, secured against current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company, except for the statement as at 31st March, 2025, wherein the value of stock was declared as ₹905.88lakhs as against ₹1061.41lakhs as recorded in the books of account.

| Quarter | Name of the Bank | Particulars of securities provided | Amounts as per Books of accounts (Rs. In lakhs) | Amount as reported in the quarterly statement (Rs. In lakhs) | Amount of difference (Rs. In lakhs) | Reason for material discrepancies |
|-------------|------------------|------------------------------------|---|--|-------------------------------------|--|
| March -2025 | Axis Bank | Raw Materials and Stores & Spares | 268.64 | 43.86 | 224.78 | As per the explanations offered to us, the company has not considered some of the purchases of raw materials in the stock statement due to non-receipt of purchase invoices from the purchase department to finance department by the date of submission of stock statement to bank and some raw materials under "Work in process" even though not consumed as on 31.03.2025 |
| March -2025 | Axis Bank | Work-in-Process | 792.77 | 862.02 | (69.25) | |

- iii. In our opinion and according to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 accordingly the para 3 clause (iii) of the Order is not applicable to the company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provision of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable. During the year, no such loans were granted, investments made and guarantees, securities provided.
- v. In our opinion and according to the information and explanation given to us, the company has not accepted any deposits from the public as mentioned in the directives issued by the Reserve Bank of India and as per the provisions of section 73 to 76 or any other provisions of the Companies Act, 2013 and the rules framed there under.

- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. In respect of statutory dues:
- a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income Tax, Service Tax, GST, Cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities and there are no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
 - b) According to the information and explanations given to us there are no amounts which are required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules there under.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix.
- a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Hence reporting under clause 3(ix) (a) of the Order is not applicable.
 - b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - c) Term loans were applied for the purpose for which the loans were obtained.
 - d) Funds raised on short term basis have not been used for long term purposes.
 - e) On an overall examination of the financial statements of the company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 - f) The company does not have any subsidiaries, joint ventures or associate companies. Hence reporting under clause (ix)(f) is not applicable.

x.

- a) The company hadn't raised any money by way of Initial Public offer (IPO) or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) is not applicable.
- b) During the year, the Company has raised funds to the extent of Rs.1186.20lakhs through private placement of shares for a paid up capital of Rs.45.05lakhs and securities premium of Rs.1141.15lakhs and has complied with the requirements of section 42 / section 62 of the Companies Act, 2013 to the extent applicable. Funds raised from the above private placement have been used for the purposes for which the funds were raised.

xi.

- a) We have been informed that, during the year, the company was subjected to a cyber fraud wherein a spoofed email impersonating a regular vendor led to a payment of Rs.45.17lakhs to a fraudulent account. The incident has been reported to the local cyber-crime cell and is currently under investigation. We were also informed that, the company had initiated measures to strengthen its internal controls over vendor communications and payment processes.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) We have taken into consideration the whistle blower complaints received by the Company during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion, and according to the information and explanations given to us and based on our audit procedures, the Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Companies Act, 2013, where applicable, and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. The provisions of Section 177 of the Act are not applicable to the Company.



- xiv. The Company does not any have internal audit system during the year that commensurate with the size and the nature of its business.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with the Directors or persons connected with directors. And hence provisions of section 192 of the Companies Act 2013 are not applicable to the Company.
- xvi.
- a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company.
 - b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
 - c) The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India.
 - d) The company is not part of any group as defined therein the regulations made by the Reserve Bank of India.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and its immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the board of Directors' and Management's plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within 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 balance sheet date, will get discharged by the Company as and when they fall due.

- xx. Based on examination of the records of the company and information and explanations provided by the management, provisions of section 135 of the act are not applicable to the company. Hence reporting under Para 3 Clause (xx) (a) &(b) of the order is not applicable.
- xxi. The company does not have any subsidiary, hence reporting under 3(xxi) is not applicable.

For B. Srinivasa Rao & Co.,
Chartered Accountants
FRN: 008763S


M Ranga Rai Chowdary
Partner



M. No: 243733
UDIN: 25243733BMHZVL8143

Place: Hyderabad
Date: 03-08-2025

ANNEXURE B TO THE AUDITOR'S REPORT

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 over financial reporting of DIGILOGIC SYSTEMS LIMITED ("the Company") as of 31 March 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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



Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, 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.

For B. Srinivasa Rao & Co.,
Chartered Accountants
FRN: 008763S



M Ranga Rai Chowdary
Partner

M. No: 243733

UDIN: 25243733BMHZVL8143



Place: Hyderabad

Date: 03-08-2025

DIGILOGIC SYSTEMS LIMITED
(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)
CIN: U62099TG2011PLC077933
BALANCE SHEET

(Rs. Lakhs)

| Particulars | Annexure | As At 31-03-2025 | As At 31-03-2024 |
|--|----------|------------------|------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's funds | | | |
| (a) Share capital | A.1 | 445.05 | 200.00 |
| (b) Reserves and surplus | A.2 | 2872.12 | 1151.63 |
| Sub-Total (A) | | 3317.18 | 1351.63 |
| (2) Non-current liabilities | | | |
| (a) Long-term borrowings | A.3 | 255.99 | 240.60 |
| Sub-Total (B) | | 255.99 | 240.60 |
| (3) Current liabilities | | | |
| (a) Short-term borrowings | A.4 | 1078.15 | 567.34 |
| (b) Trade payables | | | |
| (A) total outstanding dues of micro enterprises and small enterprises | A.5 | 183.01 | 43.43 |
| (B) total outstanding dues of Creditors other than micro enterprises and small enterprises | A.5 | 1782.62 | 1114.81 |
| (c) Other current liabilities | A.6 | 330.92 | 143.58 |
| (d) Short-term provisions | A.7 | 279.82 | 89.17 |
| Sub-Total (C) | | 3654.51 | 1958.33 |
| Total EQUITY and LIABILITIES (A+B+C) | | 7227.68 | 3550.55 |
| II. Assets | | | |
| (1) Non-current assets | | | |
| (a) Property, plant and equipment and Intangible assets | | | |
| (i) Property, plant and equipment | A.8 | 879.40 | 870.70 |
| (ii) Intangible assets | A.8 | 14.68 | - |
| (b) Deferred tax assets (net) | A.9 | 45.92 | 35.08 |
| (c) Long-term loans and advances | A.10 | 326.55 | 75.90 |
| (d) Other non-current assets | A.11 | 111.80 | 124.09 |
| Sub-Total (D) | | 1378.36 | 1105.76 |
| (2) Current assets | | | |
| (a) Inventories | A.12 | 1061.41 | 262.09 |
| (b) Trade receivables | A.13 | 4366.77 | 1960.93 |
| (c) Cash and Bank Balances | A.14 | 125.52 | 17.98 |
| (d) Short-term loans and advances | A.15 | 37.49 | 63.37 |
| (e) Other current assets | A.16 | 258.13 | 140.42 |
| Sub-Total (E) | | 5849.32 | 2444.79 |
| Total ASSETS (D+E) | | 7227.68 | 3550.55 |

Significant accounting policies

Annexure-D

Significant accounting policies and Annexures referred to above form an integral part of the Financial Statements.

As per our report of even date

For B Srinivasa Rao & Co.,

Chartered Accountants

ICAI F.R.No. 0087635

M. Ranga Rai Chowdary

Partner

M.No.: 243733



For & On Behalf of the Board
DIGILOGIC SYSTEMS LIMITED

Madhusudhan Varma Jetty
Managing Director
DIN : 02247769

Radhika Varma Jetty
Whole Time Director
DIN : 03370284

Kameswara Rao Vempati
Company Secretary
M.No. A60095

Place: Hyderabad
Date: 03-08-2025

Sri Harsha Vadakattu
Chief Financial Officer
M.No. 223159

Place: Hyderabad
Date: 03-08-2025

Place: Hyderabad
Date: 03-08-2025

DIGILOGIC SYSTEMS LIMITED
(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)
CIN: U62099TG2011PLC077933
STATEMENT OF PROFIT AND LOSS

(Rs. Lakhs)

| | Particulars | Annexure | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|------|--|----------|-----------------------------------|-----------------------------------|
| I | Revenue from operations | B.1 | 7205.98 | 5155.93 |
| II | Other income | B.2 | 13.35 | 15.37 |
| III | Total Income (I+II) | | 7219.33 | 5171.30 |
| IV | Expenses: | | | |
| | (a) Cost of materials consumed | B.3 | 5091.41 | 3007.35 |
| | (b) Purchase of Stock in Trade | | - | - |
| | (c) Changes in inventories of finished goods, WIP and stock-in-trade | B.4 | (569.71) | 537.08 |
| | (d) Employee benefits expenses | B.5 | 840.25 | 611.85 |
| | (e) Finance costs | B.6 | 143.41 | 131.67 |
| | (f) Depreciation and amortisation expenses | B.7 | 170.59 | 128.15 |
| | (g) Other expenses | B.8 | 494.24 | 429.43 |
| | Total expenses | | 6170.19 | 4845.53 |
| V | Profit before exceptional and extraordinary items and tax (III – IV) | | 1049.13 | 325.77 |
| VI | Exceptional Items | | - | - |
| VII | Profit before extraordinary items and tax (V – VI) | | 1049.13 | 325.77 |
| VIII | Prior Period Items | | (3.82) | - |
| IX | Extraordinary Items | | - | - |
| X | Profit before tax (VII- (VIII+IX)) | | 1052.95 | 325.77 |
| XI | Tax expense: | | | |
| | (1) Current tax | | 277.82 | 87.68 |
| | (2) Deferred tax | A.8.1 | (11.81) | (4.62) |
| | (3) Prior Period Taxes | | 7.60 | - |
| XII | Profit / (Loss) for the period from continuing operations (X-XI) | | 779.34 | 242.71 |
| XIII | Profit / (Loss) from discontinuing operations | | - | - |
| XIV | Tax expense of discontinuing operation | | - | - |
| XV | Profit/(loss) from Discontinuing operations (after tax) (XIII-XIV) | | - | - |
| XVI | Profit for the period (XII + XV) | | 779.34 | 242.71 |
| XVII | Earnings per equity share: | | | |
| | Face value per equity shares Rs.2/- fully paid up. | | | |
| | (1) Basic (Value in Rs.) | B.9 | 3.74 | 1.21 |
| | (2) Diluted (Value in Rs.) | B.9 | 3.74 | 1.21 |

Significant accounting policies

Annexure-D

Significant accounting policies and Annexures referred to above form an integral part of the Financial Statements.

As per our report of even date
For B Srinivasa Rao & Co.,
Chartered Accountants
ICAI F.R.No. 0087635

M. Ranga Rai Chowdary
Partner
M.No.: 243733



For & On Behalf of the Board
DIGILOGIC SYSTEMS LIMITED

Madhusudhan Varma Jetty
Managing Director
DIN : 02247769

Radhika Varma Jetty
Whole Time Director
DIN : 03370284

Kameswara Rao Vempati
Company Secretary
M.No. A60095
Place: Hyderabad
Date: 03-08-2025

Sri Harsha Vadakattu
Chief Financial Officer
M.No. 223759
Place: Hyderabad
Date: 03-08-2025

Place: Hyderabad
Date: 03-08-2025

DIGILOGIC SYSTEMS LIMITED
(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)
CIN: U62099TG2011PLC077933
STATEMENT OF CASH FLOWS

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|---|-----------------------------------|-----------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before tax and extraordinary items | 1049.13 | 325.77 |
| Adjustments for: | | |
| Depreciation and amortisation expense | 170.59 | 128.15 |
| Profit on sale of Property, Plant and Equipment | (0.13) | (3.10) |
| Interest on Fixed Deposits | (12.75) | (8.70) |
| Interest and other finance costs (Other than Interest on Income Tax) | 137.51 | 128.54 |
| Unrealised loss on foreign exchange | 0.09 | - |
| Interest on Income tax | 5.90 | 3.13 |
| Provision for Gratuity | 38.04 | - |
| Contribution to Gratuity Fund / Gratuity paid | (36.34) | - |
| Operating profit before working capital changes | 1352.05 | 573.79 |
| Changes in working capital: | | |
| Increase / (Decrease) in trade payable | 807.30 | (9.71) |
| Increase / (Decrease) in short term provisions (Other than Provision for Income tax) | 0.50 | - |
| Increase / (Decrease) in other current liabilities | 186.41 | 49.58 |
| (Increase) / Decrease in other current assets (Other than Balances with Income Tax Authorities) | 70.63 | (52.15) |
| (Increase) / Decrease in short term loan and advances | 25.88 | (33.42) |
| (Increase) / Decrease in trade receivables | (2405.84) | (425.91) |
| (Increase) / Decrease in inventories | (799.31) | 509.26 |
| Net (Increase) / Decrease in Working Capital | (2114.44) | 37.66 |
| CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES | (762.39) | 611.45 |
| Adjustment for Net Income Tax paid | (289.07) | (62.68) |
| NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES | (1051.46) | 548.77 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Property, Plant and Equipment & Intangible Assets | (220.76) | (91.08) |
| Sale proceeds of Property, Plant and Equipment | 26.91 | 6.39 |
| Capital Advance paid | (250.65) | (75.90) |
| Interest Income received | 12.75 | 8.70 |
| Security Deposits given | (0.36) | (2.00) |
| (Increase) / Decrease in Term Deposits with Banks | (82.96) | 19.06 |
| NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES | (515.07) | (134.83) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Interest and other finance costs (including capitalised costs) | (146.93) | (128.54) |
| Proceeds from Long Term Borrowings | 172.52 | 169.37 |
| Proceeds from Short Term Borrowings | 717.99 | 50.00 |
| Repayments of Long Term Borrowings | (264.31) | (453.30) |
| Repayments of Short Term Borrowings | (100.00) | (50.00) |
| Proceeds from issue of Equity Shares (including Securities Premium) | 1186.21 | - |
| NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES | 1565.48 | (412.46) |
| NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C) | (1.06) | 1.48 |
| Cash and Cash equivalents at beginning of the period | 2.00 | 0.52 |
| Cash and Cash equivalents at end of the period | 0.95 | 2.00 |
| D. Cash and Cash equivalents comprise of (Refer Annexure - A.14) | | |
| Cash on hand | 0.66 | 0.52 |
| Balances with banks | | |
| In current accounts | 0.29 | 1.49 |
| Bank deposits with less than 3 Months maturity | - | - |
| Total | 0.95 | 2.00 |

This Cash Flow Statement has been prepared as per "Indirect Method" as prescribed by AS-3 (revised) "Cash Flow Statements"

As per our report of even date
For B Srinivasa Rao & Co.,
Chartered Accountants
ICAI F.R.No. 0087635

M. Ranga Rai Chowdary
Partner
M.No.: 243733



For & On Behalf of the Board
DIGILOGIC SYSTEMS LIMITED

Madhusudhan Varma Jetty
Managing Director
DIN : 02247769

Radhika Varma Jetty
Whole Time Director
DIN : 03370284

Kameswara Rao Vempati
Company Secretary
M.No. A-60095
Place: Hyderabad
Date: 03-08-2025

Sri Harsha Vadakattu
Chief Financial Officer
M.No. 223759
Place: Hyderabad
Date: 03-08-2025

Place: Hyderabad
Date: 03-08-2025

DIGILOGIC SYSTEMS LIMITED
(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)
CIN: U62099TG2011PLC077933
ANNEXURE – D: SIGNIFICANT ACCOUNTING POLICIES

A. CORPORATE INFORMATION:

Our company was originally formed as a Partnership firm in the name and style of "M/S. DIGILOGIC SYSTEMS" under the provisions of The Partnership Act 1932 vide FRN 1739 and partnership deed dated 8th of May 2007 and converted to a Private Limited Company in the name and style of "DIGILOGIC SYSTEMS PRIVATE LIMITED" under the provisions of the Companies Act 1956 on 9th December 2011 and received certificate of incorporation (CIN: U72200TG2011PTC077933) from the Registrar of Companies, Hyderabad to engage in the design, development, manufacture, assembly, integration, testing, servicing, overhaul, upgrade, import, export, and supply of systems, platforms, subsystems, and components including but not limited to Automated Test Equipment (ATE), Checkout Systems, RF Simulators, System Evaluators, System Engineering & Deployments, Data Acquisition Systems, Static Test Beds, Maintenance, Repair & Overhaul Services (MRO).

Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at an Extra-ordinary General Meeting held on June 18, 2025, and the name of Company was converted to "DIGILOGIC STSTEMS LIMITED" and a fresh certificate of incorporation (CIN: U62099TG2011PLC077933) consequent upon conversion dated July 1, 2025, was issued by the Central Processing Centre, Registrar of Companies.

B. Basis of preparation of financial statements

Financial statements are prepared under the historical cost convention, on accrual basis by using Going Concern assumptions of accounting in accordance with the accounting principles generally accepted in India and in compliance with the provisions of Companies Act 2013, and comply with the mandatory accounting standards specified under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and rules made thereunder.

The financial statements of the company have been prepared and presented in accordance with the Generally Accepted Accounting Principles (GAAP) which comprises the Accounting Standards notified u/s 133 of the Companies Act, 2013. The accounting policies have been framed, keeping in view the fundamental accounting assumptions of Going Concern, Consistency and Accrual, as also basic considerations of Prudence, Substance over form, and Materiality. These have been applied consistently, except where a newly issued accounting standard is initially adopted or a revision in the existing accounting standards require a revision in the accounting policy so far in use. The need for such a revision is evaluated on an ongoing basis.

The Financial Statements have been prepared on a going concern basis, in as much as the management intends neither to liquidate the company nor to cease operations. Accordingly, assets, liabilities, Income and expenses are recorded on a Going Concern basis. Based on the nature of products and services, and the time between the acquisition of assets and realization into cash or cash equivalents, the company has ascertained its operating cycle as 12 months for the purposes of current and non-current classification of assets and liabilities.

The financial statements of the Company are presented in Indian Rupees ("INR"), which is the Company's functional currency. In accordance with the option provided under Schedule III to the Companies Act, 2013, the figures for both the current and previous financial years have been rounded off to the nearest lakhs (₹00,000), except where otherwise stated. In the previous year's audited financial statements, figures were rounded off to the nearest thousand rupees (₹000).

C. Use of estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that effect the reported balances of assets and liabilities as at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/ materialized.

D. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

1 Inventories

Inventories consist of Raw materials, Stores & spares; Work-in-Progress and finished goods. Raw materials; Stores & spares and Finished Goods are valued at the lower of Cost or Net realizable value, and the cost formula used for valuation is weighted average basis. Valuation of Work-in-Progress includes costs that are directly related to production such as labour costs, design & development costs and a systematic allocation of fixed, variable production overheads that are incurred in converting materials into finished goods.

2 Cash and Cash Equivalents

Cash comprises of cash on hand and demand deposits with banks and Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition). The company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash which are subject to insignificant risk of changes in value.

3 Property, Plant & Equipment

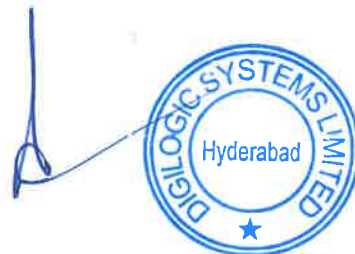
Property Plant & Equipment (PPE) are stated at cost, less accumulated depreciation and impairment losses if any. Costs comprise all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition / construction is included in the cost of fixed assets. Cost of Property plant & equipment are recognized only if it is probable that future economic benefits associated with the asset will flow to the entity and cost can be reliably measured.

Subsequent expenditures related to an item of property plant & equipment are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

The expenditure incurred on property plant and equipment which are in the process of construction or completion such as construction of building, etc. that are not ready for intended use at the reporting date are presented as Capital Work in Progress (CWIP). Upon completion or commissioning of such assets and when they are ready to use, the total expenditure incurred for construction/completion is ceased to be classified under CWIP and sent to PPE.



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An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the
c. continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in statement of profit and loss

4 Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalised.

5 Impairment Loss

At each balance sheet date, the Company reviews the carrying amount of its Property, Plant & Equipment to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets

6 Depreciation / Amortisation

Depreciation on Property Plant & Equipment is charged so as to write-off the cost of the assets over its useful life and depreciation rates as per schedule II of the Companies Act 2013 using the WDV method of Depreciation. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition / deletion as the case may be. In case of impairment, depreciation is provided on revised carrying amount over its remaining useful life. Amortisation of Intangible assets is calculated on Straight Line method based on estimated useful life.

Useful lives of the Property, Plant and Equipment estimated by the management are as follows:

| Particulars | Estimated useful life |
|-----------------------------------|-----------------------|
| Buildings (Refer Note (a) below) | 30 |
| Plant & Machinery | 15 |
| Furniture & Fittings | 10 |
| Vehicles | 8 |
| Office Equipment | 5 |
| Software & Licenses | 5 |
| Computers & Data Processing Units | 3 |

Note:

(a) Buildings include certain amounts capitalised towards 'Interiors', for which the management has estimated a useful life of 10 years, as the cost of this component is significant in relation to the total cost of the asset and its useful life differs from that of the remaining building structure, which is depreciated over 30 years.

(b) Leasehold Improvements are depreciated over an estimated useful life of 3 years or actual lease term whichever is lower.

(c) Software & Licenses include one endpoint security license which has a useful life of 3 years and is amortised on that basis

7 Investments

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss

8 Leases

Where the company is a lessee, Leases, where the lessor effectively retains substantially all the risks and the benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

9 Revenue Recognition

The company follows generally accepted accounting principles for recognizing revenue from operations i.e., on an accrual basis when it is earned and no significant uncertainty exists as to its ultimate collection

a. Sale of Products:

Revenue from products are recognized when the property in goods are transferred to the buyer i.e., when the significant risks and rewards of ownership have been transferred, continuing managerial involvement usually associated with ownership and effective control have been ceased, the amount of revenue can be measured reliably, and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

b. Sale of Services:

The Company recognizes revenue from sale of services when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. Revenue from maintenance contracts is recognized proportionately over the period of the contract using the proportionate completion method. In case the services are performed through an indeterminate number of repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period, viz., monthly / quarterly / half-yearly / yearly etc., as per the terms of the contracts agreed with respective customers from time to time. Revenues in excess of billing are recognised as "Unbilled revenues" wherever the recognition criteria is met as per the terms of contracts agreed with the customers.

Interest income is recognized on time proportion basis, when it is accrued and due for payment. The capital gains on sale of investment if any are recognized on completion of transaction. No notional profits/losses are recognized on such investments.



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10 Employee Benefit Expenses

a. Short Term Employee Benefits:

Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of Profit and loss for the year which includes benefits like salary, wages, bonus, other expenses incurred while rendering their services. These benefits are recognized as expenses in the period in which the employee renders the related service. These benefits include compensated absences such as paid annual leave and performance Incentives.

b. Post Employment Benefits:

Retirement benefit in the form of provident fund and gratuity are defined contribution and defined benefit plans respectively. The Company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. The company identifies all of its permanent employees who are aged not less than 18 years and not more than 58 years as eligible employees for the payment of gratuity and has obliged to pay the gratuity benefit, upon termination, retirement or death of any such eligible employee, as per the applicable provisions of the Payment of Gratuity Act, 1972 and rules made thereunder amended from time to time. The company has obtained qualifying insurance policies with respect to meeting the gratuity claims of employees and recognizes the amount of provision required to be made towards Gratuity as an expenditure each year in the P&L. The net difference between the accrued provision is net off from the insurance fund value and the surplus/(deficit) if any is disclosed in the balance sheet of the company as the net asset or liability for the reporting period.

11 Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at a closing rate on the date of the balance sheet.

Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss in the period in which they arise.

12 Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

13 Accounting for Taxes on Income

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year

- and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available

14 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

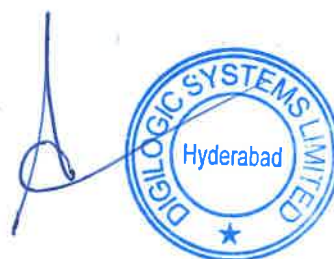
A Contingent liability is disclosed for:

- Possible obligation which will be confirmed only by future events not wholly within the control of the Company, or
- Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is neither recognized nor disclosed in the financial statements since this may result in the recognition of income that may never be realized.



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15 Earnings Per Share

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits and bonus shares, as appropriate.

16 Cash Flows

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature such as depreciation, provisions, and unrealized foreign exchange gains and losses, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are presented, accordingly.

17 Segment Accounting

- a. The business segment has been considered as the primary segment
- b. The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.
- c. The Company's primary business includes design, development, fabrication and supply of software-based automated test equipment. This is the only segment as envisaged in Accounting Standard 17: 'Segment Reporting' therefore disclosure for Segment reporting is not applicable.

18 Events occurring after the Balance Sheet Date

Material events occurring after the balance sheet are considered up to the date of approval of the accounts by the board of directors.

E. Changes in Accounting policies in the Financial Years covered in the Financial Statements:

There have been no changes in the accounting policies of the company for the years covered in the financial statements.

As per our report of even date
For B Srinivasa Rao & Co.,
Chartered Accountants
ICAI F.R.No. 0087635

M. Ranga Rai Chowdary
Partner
M.No.: 243733



Place: Hyderabad
Date: 03-08-2025

For & On Behalf of the Board
DIGILOGIC SYSTEMS LIMITED

Madhusudhan Varma Jetty
Managing Director
DIN : 02247769

Radhika Varma Jetty
Whole Time Director
DIN : 03370284

Kameswara Rao Vempati
Company Secretary
M.No. A60095
Place: Hyderabad
Date: 03-08-2025

Sri Harsha Vadakattu
Chief Financial Officer
M.No. 223759
Place: Hyderabad
Date: 03-08-2025



DIGILOGIC SYSTEMS LIMITED
(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)

CIN: U62099TG2011PLC077933

ANNEXURE - A.1 : Share Capital

(Rs. Lakhs)

| | As At 31-03-2025 | As At 31-03-2024 |
|--|------------------|------------------|
| SHARE CAPITAL: | | |
| <u>Authorized Share Capital:</u> | | |
| 60,00,000 Equity shares of Rs. 10/- each | 600.00 | 200.00 |
| (For FY 2023-24, 20,00,000 Equity shares of Rs.10/- each) | | |
| <u>Issued, Subscribed and Fully Paid-up Share Capital:</u> | | |
| 44,50,526 Equity shares of Rs. 10/- each | 445.05 | 200.00 |
| (For FY 2023-24, 20,00,000 Equity shares of Rs.10/- each) | | |
| Total paid-up share capital | 445.05 | 200.00 |

A.1.1 Reconciliation of number of shares

| | As At 31-03-2025 | | As At 31-03-2024 | |
|-------------------------|------------------|-------------|------------------|-------------|
| | No. of Shares | (Rs. Lakhs) | No. of Shares | (Rs. Lakhs) |
| Equity shares | | | | |
| Opening balance | 20,00,000 | 200.00 | 20,00,000 | 200.00 |
| Changes during the year | 24,50,526 | 245.05 | - | - |
| Closing balance | 44,50,526 | 445.05 | 20,00,000 | 200.00 |

A.1.2 Details of Shareholding more than 5% of the aggregate shares in the company

| Name of the Shareholder | As At 31-03-2025 | | As At 31-03-2024 | |
|-------------------------------|------------------|-------------------------|------------------|-------------------------|
| | No. of Shares | % of total shareholding | No. of Shares | % of total shareholding |
| Madhusudhan Varma Jetty | 27,03,000 | 60.73% | 16,60,000 | 83.00% |
| Radhika Varma Jetty | 6,80,000 | 15.28% | 3,40,000 | 17.00% |
| Shashank Varma Jetty | 3,00,000 | 6.74% | - | 0.00% |
| Negen Undiscovered Value Fund | 2,85,103 | 6.41% | - | 0.00% |
| Hitesh Varma Jetty | 2,85,000 | 6.40% | - | 0.00% |
| | 42,53,103 | 95.56% | 20,00,000 | 100.00% |

A.1.3 Shares held by Promoters

| As at 31-03-2025 | | | | |
|------------------|-------------------------|---------------|-------------------|----------------------|
| Sr No. | Promoter's Name | No. of shares | % of total shares | % Change during year |
| 1 | Madhusudhan Varma Jetty | 27,03,000 | 60.73% | -22.27% |
| 2 | Radhika Varma Jetty | 6,80,000 | 15.28% | -1.72% |
| 3 | Shashank Varma Jetty | 3,00,000 | 6.74% | 6.74% |
| 4 | Hitesh Varma Jetty | 2,85,000 | 6.40% | 6.40% |
| As at 31-03-2024 | | | | |
| Sr No. | Promoter's Name | No. of shares | % of total shares | % Change during year |
| 1 | Madhusudhan Varma Jetty | 16,60,000 | 83.00% | - |
| 2 | Radhika Varma Jetty | 3,40,000 | 17.00% | - |



J.M. Radhika Varma



A.1.4 Terms/rights attached to equity shares:

- i) The company has only one class of shares referred to as equity shares having a par value of Rs. 10/- as at 31st March, 2025.
- ii) Each holder of equity shares is entitled to one vote per share.
- iii) 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.

A.1.5 Other disclosures relating to Share Capital

1. The company does not have any holding and subsidiary companies and hence the disclosure relating to shares held by any holding company or ultimate holding company or subsidiaries or associate companies is not applicable
2. The company does not have any shares reserved for issue under options and contracts/commitments for the sale of shares / disinvestment as at the end of each financial year for the reporting periods
3. The company does not have any securities convertible into equity / preference shares issued as at the end of each financial year for the reporting periods
4. There are no calls unpaid by the Directors or officers of the company.
5. The company does not have any forfeited shares as at the end of each financial year for the reporting periods
6. For a period of 5 years immediately preceding the dates as at which this balance sheet is prepared:
 - (A) The company does not have any class of shares allotted as fully paid up pursuant to a contract without payment being received in cash
 - (B) The company does not have any class of shares allotted as fully paid up by way of bonus shares except the 20,00,000 bonus shares allotted in the ratio of 1:1 vide Members' resolution dated 07.09.2024 (1 Equity share for every 1 Equity share held by each shareholder)
 - (C) The company has not bought back any class of shares.
7. The Authorised share capital of the company has been increased from Rs.2,00,00,000/- divided into 20,00,000 equity shares of Rs.10 each to Rs.6,00,00,000/- divided into 60,00,000 equity shares of Rs.10 each vide the Extraordinary General Meeting held on 13.08.2024 and subsequently increased to Rs.10,00,00,000/- divided into 1,00,00,000 equity shares of Rs.10 each vide the Extraordinary General Meeting held on 18.06.2025.
8. The company has made a private placement of equity shares of 2,55,319 equity shares of face value of Rs.10 each fully paid up at face value of Rs.10 each and Securities Premium of Rs.230 each vide special resolution passed in the shareholders meeting held on 22.09.2024.
9. The company has made a private placement of equity shares of 1,70,207 equity shares of face value of Rs.10 each fully paid up at face value of Rs.10 each and Securities Premium of Rs.283.76 each vide special resolution passed in the shareholders meeting held on 31.12.2024
10. The company has made a private placement of equity shares of 25,000 equity shares of face value of Rs.10 each fully paid up at face value of Rs.10 each and Securities Premium of Rs.283.76 each vide special resolution passed in the shareholders meeting held on 12.02.2025
11. The Company has sub-divided its equity shares from a face value of ₹10 each to ₹2 each, pursuant to the approval of the shareholders vide ordinary resolution dated 25.07.2025. Subsequent to the share split, the revised Authorised share capital of the company is Rs.10,00,00,000/- divided into 5,00,00,000 shares of Rs.2 face value each and Paid-up capital of the company is Rs.4,45,05,260/- divided into 2,22,52,630 shares of Rs.2 face value each. Even though it is a non adjusting event occurred after the balance sheet date as per AS-4, in order to comply with the provisions of AS-20 (Earnings Per Share), the Basic and Diluted Earnings Per Share are calculated after considering the Share split effect as the same had been occurred before the date of approval of these financial statements.



J.M. Radhika Varma



DIGILOGIC SYSTEMS LIMITED
(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)
CIN: U62099TG2011PLC077933

ANNEXURE – A.2 Reserves and Surplus

(Rs. Lakhs)

| Particulars | As At 31-03-2025 | As At 31-03-2024 |
|--|------------------|------------------|
| Securities Premium | | |
| Opening balance | - | - |
| Add:- Additions during the year | 1141.15 | - |
| Closing balance | 1141.15 | - |
| Surplus in the Profit and Loss account | | |
| Opening balance | 1151.63 | 908.92 |
| Add:- Additions during the year | 779.34 | 242.71 |
| Less:- Bonus shares issued during the year | 200.00 | - |
| Closing balance | 1730.97 | 1151.63 |
| Total | 2872.12 | 1151.63 |

ANNEXURE – A.3 : Long Term Borrowings

(Rs. Lakhs)

| Particulars | As At 31-03-2025 | As At 31-03-2024 |
|--|------------------|------------------|
| Term loans | | |
| from banks | | |
| - secured | 321.22 | 333.01 |
| - unsecured | - | - |
| Loans and advances from related parties | | |
| - secured | - | - |
| - unsecured | - | 80.00 |
| Total | 321.22 | 413.01 |
| Less: Current Maturities of Long Term Borrowings | 65.24 | 172.42 |
| Total | 255.99 | 240.60 |

*Refer Annexure - A.3.1 & A.3.2 for nature of security, terms of repayment and guarantee details

ANNEXURE – A.4 : Short Term Borrowings

(Rs. Lakhs)

| Particulars | As At 31-03-2025 | As At 31-03-2024 |
|---|------------------|------------------|
| Loans repayable on demand | | |
| from banks | | |
| - secured | 1012.91 | 394.92 |
| - unsecured | - | - |
| Loans and advances from related parties | | |
| - secured | - | - |
| - unsecured | - | - |
| Current Maturities of Long Term Debt (Refer Annexure - A.3) | 65.24 | 172.42 |
| Total | 1078.15 | 567.34 |

*Refer Annexure - A.3.1 & A.3.2 for nature of security, terms of repayment and guarantee details

ANNEXURE – A.5 : Trade Payables

(Rs. Lakhs)

| Particulars | As At 31-03-2025 | As At 31-03-2024 |
|--|------------------|------------------|
| Total outstanding dues of micro enterprises and small enterprises | 183.01 | 43.43 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 1782.62 | 1114.81 |
| Total | 1965.63 | 1158.24 |



J. M. Radhika Varma



SUB ANNEXURE – A.5.1 : Ageing of Trade Payables

| Particulars | As At 31-03-2025 | | | | | | (Rs. Lakhs) |
|-----------------------------|------------------|---------|--|-------------|-----------|-------------------|----------------|
| | Unbilled | Not Due | 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) MSME | - | - | 183.01 | - | - | - | 183.01 |
| (ii) Others | - | - | 1782.53 | 0.10 | - | - | 1782.62 |
| (iii) Disputed dues- MSME | - | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - | - |
| TOTAL | - | - | 1965.53 | 0.10 | - | - | 1965.63 |

| Particulars | As At 31-03-2024 | | | | | | (Rs. Lakhs) |
|-----------------------------|------------------|---------|--|-----------|-----------|-------------------|----------------|
| | Unbilled | Not Due | 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) MSME | - | - | 43.43 | - | - | - | 43.43 |
| (ii) Others | - | - | 1114.81 | - | - | - | 1114.81 |
| (iii) Disputed dues- MSME | - | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - | - |
| TOTAL | - | - | 1158.24 | - | - | - | 1158.24 |

Note: For the purposes of this disclosure, the term 'MSME' includes only Micro and Small Enterprises as defined under the MSMED Act, 2006. Medium enterprises if any are included under 'Others'

SUB ANNEXURE – A.5.2 : Other disclosures relating to dues to Vendors registered under the MSMED Act, 2006 by virtue of MCA Notification dated 04.09.2015

| Particulars | As At 31-03-2025 | As At 31-03-2024 |
|--|------------------|------------------|
| (a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the accounting year | 183.01 | 43.43 |
| (b) The amount of the interest paid by the buyer under the MSMED Act, 2006 along with the amounts of payments made to the supplier beyond the appointed day during each accounting year | - | - |
| (c) The amount of the interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid) | - | - |
| (d) The amount of interest accrued and unpaid at the end of the accounting year | - | - |
| (e) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006 | - | - |
| Total | 183.01 | 43.43 |

| ANNEXURE – A.6 : Other Current Liabilities | | | (Rs. Lakhs) |
|--|------------------|------------------|-------------|
| Particulars | As At 31-03-2025 | As At 31-03-2024 | |
| Interest accrued but not due on borrowings | 1.50 | - | |
| Advances received from customers | - | 2.71 | |
| Other Payables | | | |
| Statutory Dues Payable | 207.86 | 93.51 | |
| Salaries and Bonus Payable | 100.90 | 37.06 | |
| Other Current Liabilities | 19.71 | 9.36 | |
| Sales commission payable | 0.95 | 0.95 | |
| Total | 330.92 | 143.58 | |

| ANNEXURE – A.7 : Short Term Provisions | | | (Rs. Lakhs) |
|--|------------------|------------------|-------------|
| Particulars | As At 31-03-2025 | As At 31-03-2024 | |
| Provision for Income Tax | 277.82 | 87.67 | |
| Provision for Audit Fee | 2.00 | 1.50 | |
| Total | 279.82 | 89.17 | |



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ANNEXURE – A-3.1 : STATEMENT OF PRINCIPAL TERMS OF SECURED BORROWINGS

| Name of the Lender | Purpose | Sanctioned Amount (Rs. in Lakhs) | Rate of Interest (per Annum) | Re-Payment Schedule | Date of sanction / Agreement / latest renewal | Moratorium | Outstanding amount as on 31-03-2025 (Amount in Lakhs) | | Outstanding amount as on 31-03-2024 (Amount in Lakhs) | |
|--------------------|---|----------------------------------|------------------------------|---|---|---------------------------------|---|----------------|---|---------------|
| | | | | | | | Non Current | Current | Non Current | Current |
| Axis Bank | Purchase of Toyota Lexus Car | 67.45 | 7.25% | To be repaid in 84 Equated monthly installments with first EMI due on 10.12.2021 | 26-11-2021 | - | 29.47 | 9.79 | 39.26 | 9.11 |
| Axis Bank | Purchase of Under Construction Residential property for Guest House | 210.00 | REPO + 2.5% | To be repaid in 180 Equated monthly installments of Rs.2,12,996/- along with 3 months Pre EMI | 05-01-2024 | - | 131.18 | 5.14 | 47.90 | 4.48 |
| Axis Bank | Purchase of office space at 1st floor of DSL Abacus at Uppal | 415.00 | MCLR + 1.25% | To be repaid in 60 monthly installments starting from 30.04.2020 | 23-09-2019 | - | - | - | - | 114.94 |
| Axis Bank | Purchase of Hyundai Tucson Car | 37.00 | 8.80% | To be repaid in 60 Equated monthly installments with first EMI due on 05.01.2024 | 16-12-2023 | - | 22.23 | 6.89 | 29.11 | 6.31 |
| Axis Bank | Purchase of BMW Car | 85.42 | 8.90% | To be repaid in 60 Equated monthly installments with first EMI due on 05.05.2024 | 16-04-2024 | - | 56.78 | 15.42 | - | - |
| Axis Bank | To meet liquidity mismatch arising out of Covid-19 under ECLGS 1.0 Extension scheme | 115.00 | REPO + 3% | Interest to be served monthly as and when charged. Principal to be repaid from 3rd year to 5th year in 35 monthly installments of Rs.3,19,444/- each and 36th installments of Rs.3,19,450/- | 25-06-2020 | 2 years for principal repayment | - | - | - | 9.58 |
| Axis Bank | To meet liquidity mismatch arising out of Covid-19 under ECLGS 1.0 Extension scheme | 84.00 | REPO + 3% | Interest to be served monthly as and when charged. Principal to be repaid from 3rd year to 5th year in 35 monthly installments of Rs.2,33,334/- each | 08-11-2021 | 2 years for principal repayment | 16.33 | 28.00 | 44.33 | 28.00 |
| Axis Bank | Cash Credit - To meet working capital requirements | 1250.00 | REPO + 3% | On demand | 19-11-2024 | - | - | 1012.91 | - | 394.92 |
| Total | | 2263.87 | | | | | 255.99 | 1078.15 | 160.60 | 567.34 |

Note: There has been no continuing default in repayment of any of the above loans or interest thereon as on the balance sheet date of each of the respective years



J.M. Radhika Varma



ANNEXURE – A.3.1 : STATEMENT OF PRINCIPAL TERMS OF SECURED BORROWINGS (CONTINUED)

| Purpose | Sanctioned Amount | Securities offered | Guarantee given if any |
|---|-------------------|---|--|
| Purchase of Toyota Lexus Car | 67.45 | Hypothecation of Lexus Car purchased out of loan proceeds | Personal Guarantee of J Madhusudhan Varma (Director) |
| Purchase of Under Construction Residential property for Guest House | 210.00 | Mortgage of the property proposed to be purchased out of loan proceeds | J Radhika Varma (Director) |
| Purchase of office space at 1st floor of DSL Abacus at Uppal | 415.00 | 1. Exclusive charge on entire unencumbered movable fixed assets of the company both present and future 2. Fresh EM of commercial office space No.102, First floor, DSL Abacus on plot no.8-1/1, 8-1/2, 8-2/B, & B-2 in Sy.No.581 & 581/1, 581/2, 582 & 583 situated at Uppal Kalsa Village, Medchal, Medchal - Malkajigiri District 3. Lien Marked FD of 20 Lakhs | J Shashank Varma (Director) |
| Purchase of Hyundai Tucson Car | 37.00 | Hypothecation of Tucson car purchased out of loan proceeds | Personal Guarantee of J Madhusudhan Varma (Director) |
| Purchase of BMW Car | 85.42 | Hypothecation of BMW car purchased out of loan proceeds | J Radhika Varma (Director) |
| To meet liquidity mismatch arising out of Covid-19 under ECLGS 1.0 Extension scheme | 115.00 | Second charge on all the securities provided for cash credit facility | 100% Guarantee from NCGTC (National Credit Guarantee Trustee Company Ltd.) |
| To meet liquidity mismatch arising out of Covid-19 under ECLGS 1.0 Extension scheme | 84.00 | | 100% Guarantee from NCGTC (National Credit Guarantee Trustee Company Ltd.) |
| Cash Credit - To meet working capital requirements | 1250.00 | 1. Hypothecation of entire current assets both present and future on exclusive basis 2. Equitable Mortgage (EM) of immovable property situated at flat no.404, Legend Towers in premises no.1-11-252/19/A, 1-11-252/19/19, Mothilal Nagar, Begumpet, Hyderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 3. EM of Residential plot no.320 in Sy.No.246 situated at Bahadurpally village, Quthubullapur mandal in the name of Mr. J Madhusudhan Varma 4. EM of Residential plot no.298 & 299 in Sy.No.212/12 of No.22 in Gajalakshmi Green City at Daminedu Village, Tirupati Rural mandal, Chittoor District in the name of Mr. J Madhusudhan Varma 5. EM of Residential plot no.75 & 76 in Sy.No.2/1,3,4/1,4/2,5,6,87 situated at Icoori's Isle at Papaiah Kumudan revenue village, Jalpally Gram Panchayat, Saroor Nagar mandal, Rangareddy district in the name of Mr. J Madhusudhan Varma 6. EM of Residential flat no.803 in D block of "Necklace Pride" in Sy.No.33 to 39, 85/1, Kavadiguda, Secunderabad in the joint name of Mr. J Madhusudhan Varma and Mrs. J Radhika Varma 7. EM of Plot no.394 in Sy.No.318, 318EE situated at Nandigama Revenue village, Rangaspoor Village & GP, Kothur Mandal, Mahbubnagar district admeasuring 269 Sq. ft. in the name of Mr. J Madhusudhan Varma. 8. EM of Plot no.234,235&236 in "Sark Green Plains" at Sy.No.3/part, 4/part, 5/part, 6/part & 7/part situated at Almasguda (V), Mankhal (GP), Maheshwaram mandal, RR district standing in the name of M/s. Digilogic Systems Pvt. Ltd. 9. EM of Office unit at 101/E, "DSL Abacus", Sy.No.581,581/1,581/2,582 & 583 situated at Uppal Kalsa village, Uppal Mandal, Medchal - Malkajigiri District in the name of M/s. Digilogic Systems Pvt. Ltd. 10. EM of Commercial office space at 102, "DSL Abacus" Sy.No.581, 581/1, 581/2, 582 & 583 situated at Uppal Kalsa village, Uppal Mandal, Medchal - Malkajigiri District in the name of M/s. Digilogic Systems Pvt. Ltd. 11. Lien Marked FD of Rs. 50 Lakhs | Personal Guarantee of J Madhusudhan Varma (Director) J Radhika Varma (Director) |

ANNEXURE – A.3.2 : STATEMENT OF PRINCIPAL TERMS OF UNSECURED BORROWINGS

| Name of the Lender | Purpose | Sanctioned Amount (Amount in Lakhs) | Rate of interest (Per Annum) | Re-Payment Schedule | Date of Sanction / Agreement | Moratorium | Outstanding amount as on 31-03-2025 (Amount in Lakhs) | Outstanding amount as on 31-03-2024 (Amount in Lakhs) |
|-------------------------|---------------|-------------------------------------|------------------------------|------------------------------------|------------------------------|------------|---|---|
| Madhusudhan Varma Jetty | Business loan | 80.00 | 8.00% | repayable on demand within 3 years | 01-08-2022 | 30-11-2024 | Non current Current | Non current Current |
| Total | | 80.00 | | | | | 80.00 | 80.00 |

Note: There has been no continuing default in repayment of any of the above loans or interest thereon as on the balance sheet date of each of the respective years



J.M. Radhika Varma



| DIGILOGIC SYSTEMS LIMITED (FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED) CIN: U62099TG2011PLC077933 ANNEXURE – A.8 : Property, Plant & Equipment and Intangible Assets (As per the Companies Act, 2013) | | | | | | | | | |
|--|------------------|---------------|--------------|--------------------------|------------------|---------------|--------------|------------------|------------------|
| Details of Assets | Gross Block | | | Accumulated Depreciation | | | Net Block | | |
| | As At 31-03-2024 | Additions | Deductions | As At 31-03-2025 | As At 31-03-2024 | For The Year | Deductions | As At 31-03-2025 | As At 31-03-2024 |
| Property, Plant & Equipment | | | | | | | | | |
| Land | 133.41 | - | - | 133.41 | - | - | - | 133.41 | 133.41 |
| Buildings | 958.16 | 70.32 | 24.93 | 1003.55 | 334.97 | 83.29 | - | 585.29 | 623.19 |
| Leasehold Improvements | - | 11.74 | - | 11.74 | - | 4.58 | - | 7.16 | - |
| Plant & Machinery | 48.36 | - | - | 48.36 | 27.94 | 4.70 | - | 15.72 | 20.42 |
| Furniture & Fittings | 61.05 | 3.48 | - | 64.52 | 47.53 | 4.87 | - | 12.13 | 13.52 |
| Vehicles | 154.11 | 88.02 | 37.31 | 204.81 | 90.27 | 56.57 | 35.47 | 93.43 | 63.84 |
| Office equipment | 55.33 | 6.08 | - | 61.41 | 43.69 | 7.97 | - | 9.75 | 11.64 |
| Computers and data processing units | 44.51 | 25.49 | - | 70.00 | 39.83 | 7.66 | - | 22.52 | 4.68 |
| | 1454.92 | 205.12 | 62.25 | 1597.80 | 584.23 | 169.64 | 35.47 | 879.40 | 870.70 |
| Intangible Assets | | | | | | | | | |
| Software & Licenses | - | 15.64 | - | 15.64 | - | 0.95 | - | 14.68 | - |
| | - | 15.64 | - | 15.64 | - | 0.95 | - | 14.68 | - |
| Total | 1454.92 | 220.76 | 62.25 | 1613.44 | 584.23 | 170.59 | 35.47 | 894.09 | 870.70 |
| Figures of previous year | 1378.85 | 91.08 | 15.00 | 1454.92 | 467.78 | 128.15 | 11.70 | 870.70 | 911.07 |



J. M. Radhika Varma

| Sub Annexure -A & B.1 Statement showing Deferred Tax Calculation | | | |
|--|-------------------------------------|-------------------------------------|----------|
| Particulars | As At 31-03-2025 Amount in Lakhs | As At 31-03-2024 Amount in lakhs | |
| Opening DTA | | 35.08 | 30.46 |
| Written down value of assets as per Companies Act | 894.09 | | 870.70 |
| Less: Written down value of assets as per IT Act | 1078.68 | | 1010.07 |
| Timing difference | (184.59) | | (139.37) |
| Deferred Tax Asset / (Liability) For CY @ 25.168% | | 46.46 | 35.08 |
| Deferred Tax Asset / Liability debited to Statement of Profit & Loss (A) | | (11.38) | (4.62) |
| Opening Deferred Tax Asset / (Liability) | | - | - |
| Add: (Liability) on account of Prior Period Adjustment | | (0.97) | |
| Gratuity Expense as per Books | 38.04 | | 6.09 |
| Less: Gratuity Expense as per Income Tax Act | 36.34 | | 6.09 |
| Timing difference | 1.70 | | - |
| Deferred Tax Asset / (Liability) credited to Statement of Profit & Loss for the year @ 25.168% (B) | | (0.43) | - |
| Deferred Tax Asset / (Liability) for current year | | (0.54) | - |
| Net Deferred Tax Asset / Liability debited to Statement of | | (11.81) | (4.62) |

| Depreciation Statement for the year ended 31.03.2025, As per Income Tax Act | | | | | | |
|---|--------------|-------------------------|-----------------------|-------------------------|-----------|--------------------------------|
| Particulars | Rate of Dep. | WDV as On 01-04-2024 | Additions>180 days | Additions<= 180 days | Deletions | Total Cost As on 31-03-2025 |
| Tangible Assets | | | | | | |
| Land | 0% | 133.41 | - | - | - | 133.41 |
| Building (including Leasehold improvements) | 10% | 658.37 | 59.35 | 22.71 | 24.93 | 715.50 |
| Plant and Machinery | 15% | 38.51 | 3.47 | 2.61 | - | 44.58 |
| Furniture & Fittings | 10% | 52.23 | 1.90 | 1.58 | - | 55.71 |
| Vehicles | 15% | 117.81 | 88.02 | - | 2.00 | 203.83 |
| Computers | 40% | 9.74 | 5.70 | 19.79 | - | 35.23 |
| Software & Licenses | 25% | - | 1.25 | 14.38 | - | 15.64 |
| TOTAL | | 1010.07 | 159.68 | 61.08 | 26.93 | 1203.89 |
| | | | | | | 125.22 |
| | | | | | | 1078.68 |



J. M. Radhika Varma



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ANNEXURE – A.9 : Deferred Tax Asset (Net)

(Rs. Lakhs)

| Particulars | As At 31-03-2025 | As At 31-03-2024 |
|---|------------------|------------------|
| Deferred Tax Asset | 46.46 | 35.08 |
| Deferred Tax (Liability) | (0.54) | - |
| Net Deferred Tax Asset/(Liability) | 45.92 | 35.08 |

ANNEXURE – A.10 : Long -Term Loans and Advances

(Rs. Lakhs)

| Particulars | As At 31-03-2025 | As At 31-03-2024 |
|----------------------------|------------------|------------------|
| Capital Advances | 326.55 | 75.90 |
| Other loans and advances | - | - |
| Total | 326.55 | 75.90 |
| The above amount includes: | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 326.55 | 75.90 |
| Doubtful | - | - |
| Total | 326.55 | 75.90 |

ANNEXURE – A.11 : Other Non-Current Assets

(Rs. Lakhs)

| Particulars | As At 31-03-2025 | As At 31-03-2024 |
|---|------------------|------------------|
| Security Deposits | 5.86 | 5.50 |
| Finance costs capitalised (Refer Annexure-B.6) | 10.84 | - |
| Defined Benefit Plan Assets | 2.15 | - |
| Bank balances to the extent held as margin money or security against borrowings, guarantees with more than 12 months maturity (Refer Annexure - A.14) | 92.95 | 118.59 |
| Total | 111.80 | 124.09 |
| The above amount includes: | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 111.80 | 124.09 |
| Doubtful | - | - |
| Total | 111.80 | 124.09 |

ANNEXURE – A.12 : Inventories

(Rs. Lakhs)

| Particulars | As At 31-03-2025 | As At 31-03-2024 |
|---|------------------|------------------|
| Raw materials (including stores and spares) | 268.64 | 39.04 |
| Work-in-progress | 792.77 | 223.05 |
| Total | 1061.41 | 262.09 |

* Raw Materials; Stores & Spares; Finished Goods and Stock-in-Trade are valued at Cost or NRV whichever is lower. Work in Progress is valued at Cost

ANNEXURE – A.13 : Trade Receivables

(Rs. Lakhs)

| Particulars | As At 31-03-2025 | As At 31-03-2024 |
|---|------------------|------------------|
| From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies | - | - |
| From Others (Unsecured, considered good) | 4366.77 | 1960.93 |
| Total | 4366.77 | 1960.93 |



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SUB-ANNEXURE – A.13.1 Trade Receivables ageing schedule

| Particulars | As At 31-03-2025 | | | | | | | (Rs. Lakhs) |
|---|------------------|---------|--|------------------|-----------|-----------|-------------------|----------------|
| | Unbilled | Not Due | Outstanding for following periods from due date of payment | | | | | Total |
| | | | <6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables -considered good | - | - | 3487.67 | 879.10 | - | - | - | 4366.77 |
| (i) Undisputed Trade receivables -considered doubtful | - | - | - | - | - | - | - | - |
| (iii) Disputed trade receivables considered good | - | - | - | - | - | - | - | - |
| (iv) Disputed trade receivables considered doubtful | - | - | - | - | - | - | - | - |
| TOTAL | - | - | 3487.67 | 879.10 | - | - | - | 4366.77 |

| Particulars | As At 31-03-2024 | | | | | | | (Rs. Lakhs) |
|---|------------------|---------|--|------------------|-------------|-----------|-------------------|----------------|
| | Unbilled | Not Due | Outstanding for following periods from due date of payment | | | | | Total |
| | | | <6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables -considered good | - | - | 1954.43 | 5.52 | 0.98 | - | - | 1960.93 |
| (i) Undisputed Trade receivables -considered doubtful | - | - | - | - | - | - | - | - |
| (iii) Disputed trade receivables considered good | - | - | - | - | - | - | - | - |
| (iv) Disputed trade receivables considered doubtful | - | - | - | - | - | - | - | - |
| TOTAL | - | - | 1954.43 | 5.52 | 0.98 | - | - | 1960.93 |

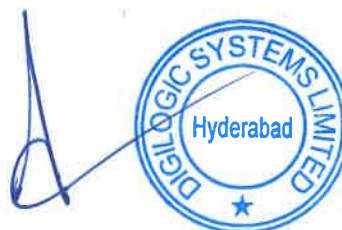
| ANNEXURE – A.14 : Cash and Bank Balances | | (Rs. Lakhs) | |
|--|------------------|------------------|--|
| Particulars | As At 31-03-2025 | As At 31-03-2024 | |
| (A) Cash and cash equivalents | | | |
| Balances with banks | | | |
| In current accounts | 0.29 | 1.49 | |
| Cash on hand | 0.66 | 0.52 | |
| Total (A) | 0.95 | 2.00 | |
| (B) Other bank balances | | | |
| Balances with banks to the extent held as margin money or security against the borrowings, guarantees | 217.53 | 134.56 | |
| Total (B) | 217.53 | 134.56 | |
| Less: Bank balances to the extent held as margin money or security against borrowings, guarantees with more than 12 months maturity (classified under Other Non Current Assets - Annexure A.11) | 92.95 | 118.59 | |
| Total (C) | 92.95 | 118.59 | |
| Total (D) = (A)+(B)-(C) | 125.52 | 17.98 | |

| ANNEXURE – A.15 : Short term Loans and Advances | | (Rs. Lakhs) | |
|---|------------------|------------------|--|
| Particulars | As At 31-03-2025 | As At 31-03-2024 | |
| Loans and advances to related parties | 0.30 | 0.80 | |
| Advances to Employees | 17.51 | 5.48 | |
| Advances to vendors | 19.68 | 57.09 | |
| Total | 37.49 | 63.37 | |
| The above amount includes: | | | |
| Secured, considered good | - | - | |
| Unsecured, considered good | 37.49 | 63.37 | |
| Doubtful | - | - | |
| Total | 37.49 | 63.37 | |

| ANNEXURE – A.16 : Other Current Assets | | (Rs. Lakhs) | |
|--|------------------|------------------|--|
| Particulars | As At 31-03-2025 | As At 31-03-2024 | |
| Balances with Revenue Authorities: | | | |
| Balances with Income tax Authorities (Advance Tax and TDS & TCS) | 234.64 | 45.77 | |
| Balance with GST Authorities (ITC & TDS) | 0.99 | 71.96 | |
| Prepaid Expenses | 22.51 | 22.69 | |
| Total | 258.13 | 140.42 | |



J. M. Radhika Varma



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Annexure B.1 : Revenue from operations

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|--------------------------|-----------------------------------|-----------------------------------|
| Sales of products | 7084.54 | 4948.69 |
| Sale of services | 121.44 | 207.24 |
| Other operating revenues | - | - |
| Total | 7205.98 | 5155.93 |

Annexure B.2 : Other Income

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|--------------------------------------|-----------------------------------|-----------------------------------|
| Interest Income on Fixed Deposits | 12.75 | 8.70 |
| Profit on sale of Fixed assets | 0.13 | 3.10 |
| Profit on Exchange Rates fluctuation | 0.47 | 3.57 |
| Total | 13.35 | 15.37 |

Annexure B.3 : Cost of Materials Consumed

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|------------------------------------|-----------------------------------|-----------------------------------|
| Raw Material | | |
| Opening stock | 39.04 | 11.22 |
| Add :- Purchases during the year | 5276.23 | 3015.22 |
| Add :- Customs Duty | 22.46 | 14.51 |
| Add :- Freight Inward and Clearing | 22.33 | 5.44 |
| | 5360.05 | 3046.39 |
| Less :- Closing stock | 268.64 | 39.04 |
| Total | 5091.41 | 3007.35 |

Annexure B.4 : Changes in inventories of finished goods, WIP and stock-in-trade

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|--|-----------------------------------|-----------------------------------|
| <u>Change in inventories of finished goods</u> | | |
| Opening stock | - | - |
| Closing stock | - | - |
| Sub total (a) | - | - |
| <u>Changes in inventories of work-in-progress</u> | | |
| Opening stock | 223.05 | 760.13 |
| Closing stock | 792.77 | 223.05 |
| Sub total (b) | (569.71) | 537.08 |
| <u>Changes in inventories of stock-in-trade</u> | | |
| Opening stock | - | - |
| Closing stock | - | - |
| Sub total (c) | - | - |
| Total | (569.71) | 537.08 |

Annexure B.5 : Employee Benefit Expenses

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|---|-----------------------------------|-----------------------------------|
| Salaries and wages | 767.30 | 556.27 |
| Contribution to provident and other funds | 58.87 | 24.73 |
| Staff welfare expenses | 14.09 | 30.85 |
| Total | 840.25 | 611.85 |

Annexure B.6 : Finance Costs

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|---|-----------------------------------|-----------------------------------|
| Interest expense on Borrowings | 106.44 | 110.82 |
| Bank Charges | 16.01 | 7.10 |
| Letter of Credit and Bank Guarantee Issue charges | 25.04 | 10.52 |
| Interest on Income Tax | 5.90 | 3.13 |
| Total | 152.39 | 131.67 |
| Less: Finance Costs capitalised | 8.98 | - |
| Net Finance Cost | 143.41 | 131.67 |

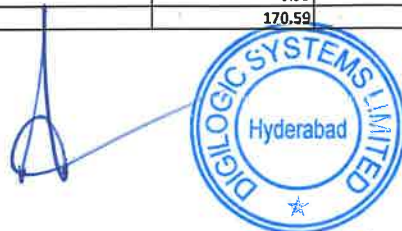
Annexure B.7 : Depreciation and Amortisation Expenses

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|----------------------|-----------------------------------|-----------------------------------|
| Depreciation Expense | 169.64 | 128.15 |
| Amortisation Expense | 0.95 | - |
| Total | 170.59 | 128.15 |



J M Radhika Varma



| Annexure B.8 : Other Expenses | | (Rs. Lakhs) | |
|---|-----------------------------------|-----------------------------------|--|
| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 | |
| Auditors Remuneration | 2.00 | 1.50 | |
| Direct Expenses | | | |
| Power and Fuel | 13.72 | 12.71 | |
| Project Maintenance | 2.00 | 2.94 | |
| Labour Charges | 10.50 | 6.90 | |
| Administration & Other Expenses | | | |
| Printing & stationery | 8.00 | 7.98 | |
| Telephone and Internet expenses | 2.61 | 1.22 | |
| Professional and Consultancy Charges | | | |
| To Directors | 96.00 | 94.20 | |
| To Others | 56.52 | 8.08 | |
| Office Maintenance | 22.85 | 29.38 | |
| Repairs and Maintenance | | | |
| To Building | 13.22 | 6.16 | |
| To Machinery & Equipment | 10.16 | 3.61 | |
| Rent | 14.48 | 11.45 | |
| Rates and Taxes, excluding Taxes on Income | 5.42 | 28.15 | |
| Insurance | 4.36 | 2.38 | |
| Other Administrative Expenses | 5.12 | 3.76 | |
| Liquidated Damages | 10.65 | 5.65 | |
| Conveyance | 26.55 | 31.63 | |
| Tender Fees | 14.47 | 12.08 | |
| Travelling Expenses | 101.80 | 60.37 | |
| Hiring expenses | 2.78 | 1.85 | |
| Miscellaneous Expenses | 45.48 | 1.35 | |
| Selling & Distribution Expenses | | | |
| Advertisement | 20.06 | 24.09 | |
| Freight Outward | 5.12 | 0.70 | |
| Packing & Selling Expenditure | 0.41 | 1.25 | |
| Sales Commission | - | 70.02 | |
| Total | 494.24 | 429.43 | |

| Annexure B.9 : Earnings Per Equity Share | | (Amount in Lakhs except units) | |
|---|-----------------------------------|-----------------------------------|--|
| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 | |
| Net profit after tax for the period | 779.34 | 242.71 | |
| Less: Preference Dividend provided for Non-cumulative Preference shares & attributable tax thereon | - | - | |
| Less: Preference Dividend Cumulative Preference shares & attributable tax thereon | - | - | |
| Net Profit attributable to the Equity Shareholders (A) | 779.34 | 242.71 | |
| Add: Dividends recognised during the period in respect of dilutive potential equity shares & adjustment related to attributable tax thereon | - | - | |
| Add: Interest recognised during the period in respect of dilutive potential equity shares & adjustment related to attributable tax thereon | - | - | |
| Add: After tax adjustment of any other change in expense or income as a result of conversion of dilutive potential equity shares | - | - | |
| Adjusted Net Profit attributable to the Equity Shareholders after Dilution (B) | 779.34 | 242.71 | |
| Weighted average number of equity shares held throughout the period (C) (No. of shares for previous year is adjusted for Bonus issue made in FY 2024-25 & Share split made post balance sheet date before approving of financial statements by the Board) | 2,08,64,485 | 2,00,00,000 | |
| Add: Weighted Average number of equity shares to be Issued on the conversion of all dilutive potential equity shares into equity shares | - | - | |
| Weighted average number of equity shares held throughout the period for calculation of Diluted EPS (D) | 2,08,64,485 | 2,00,00,000 | |
| Earning per share in Rs. (face value of Rs.2/- each fully paid) | | | |
| Basic (A/C) | 3.74 | 1.21 | |
| Diluted (B/D) | 3.74 | 1.21 | |

J. M. Radhika Varma



DIGILOGIC SYSTEMS LIMITED
(FORMERLY KNOWN AS DIGILOGIC SYSTEMS PRIVATE LIMITED)
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Additional disclosures to be made as per Schedule III of the Companies Act, 2013

1. Payments to the Auditor:

| (Rs. Lakhs) | | |
|---------------------|--------------------------------|--------------------------------|
| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
| For Statutory Audit | 1.40 | 1.00 |
| For Tax Audit | 0.60 | 0.50 |
| Total | 2.00 | 1.50 |

2. Prior Period Items:

Prior period items are income or expenses which arise in the current period as a result of errors or omissions in the preparation of the Financial Statements of one or more prior periods. The company does not have any prior period items for the period for which Financial Statements have been restated including the period ending 31.03.2025 considering the materiality of the errors identified and adjusted during the current financial year.

Prior period errors adjusted during the FY 2024-25 are as follows:

| Particulars | Amount (Rs. in lakhs) |
|---|-----------------------|
| 1. Prior period borrowing costs reversed and capitalised | (1.85) |
| 2. Recognition of Interest accrued but not due of prior period | 0.93 |
| 3. Recognition of Bank charges pertaining to prior period | 0.44 |
| 4. Effect of rectification of arithmetic mistake in calculation of prepaid insurance pertaining to prior period | 0.52 |
| 5. Adjustment of prior period provision for gratuity | (3.85) |
| Total | (3.82) |

Note: Adjustment on account of prior period deferred tax expenses of Rs.0.97lakhs with respect to the adjustment of prior period provision for gratuity as explained above has been made under the head "Prior period taxes" in the Statement of Profit and Loss.

3. Additional Information to be disclosed under broad heads for inventories; revenue from operations and foreign exchange:

a. Raw Material Consumption

| (Rs. Lakhs) | | |
|-----------------------------|--------------------------------|--------------------------------|
| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
| Vector Signal Transceivers | 644.59 | 411.86 |
| High End Oscilloscope | 547.05 | 84.35 |
| Mill grade Controllers | 189.83 | 109.21 |
| PXI Express Chassis | 165.03 | 77.37 |
| FPGA processor | 161.85 | 52.84 |
| Programmable power supplies | 108.16 | - |
| Strain Measurement Module | 66.00 | 60.51 |
| Voltage Measurement | 63.70 | 74.56 |
| High voltage power supplies | 53.54 | 34.70 |
| Others | 3091.67 | 2101.96 |
| Total | 5091.41 | 3007.35 |

b. Work In Progress

| (Rs. Lakhs) | | |
|--------------------------|------------------|------------------|
| Particulars | As At 31-03-2025 | As At 31-03-2024 |
| Data Acquisition Systems | - | - |
| Automated Test Equipment | 365.43 | 223.05 |
| Check out Systems | 427.34 | - |
| Measurement Equipment | - | - |
| Total | 792.77 | 223.05 |

c. Revenue from Sale of Products

| (Rs. Lakhs) | | |
|--------------------------|--------------------------------|--------------------------------|
| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
| Data Acquisition Systems | 697.97 | 818.49 |
| Automated Test Equipment | 1629.96 | 2809.26 |
| Check out Systems | 3208.40 | 1058.26 |
| Measurement Equipment | 1548.20 | 262.68 |
| Total | 7084.54 | 4948.69 |

d. Revenue from rendering Services

| (Rs. Lakhs) | | |
|----------------------|--------------------------------|--------------------------------|
| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
| Software Development | 37.47 | 36.75 |
| AMC's | 80.27 | 87.11 |
| Others | 3.70 | 83.39 |
| Total | 121.44 | 207.24 |



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e. Consumption of Imported & Indigenous Materials

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | | For the year ending 31-03-2024 | |
|--|--------------------------------|----------------|--------------------------------|----------------|
| | Rs. Lakhs | Percentage % | Rs. Lakhs | Percentage % |
| Imported | | | | |
| Raw Materials | 316.48 | 5.97% | 159.56 | 5.25% |
| Stores & Spares | 4.79 | 0.09% | - | 0.00% |
| Components | - | 0.00% | - | 0.00% |
| TOTAL (A) | 321.27 | 6.06% | 159.56 | 5.25% |
| Indigenous | | | | |
| Raw Materials | 4759.01 | 93.73% | 2833.83 | 94.29% |
| Stores & Spares | 11.13 | 0.21% | 13.96 | 0.46% |
| Components | - | 0.00% | - | 0.00% |
| TOTAL (B) | 4770.14 | 93.94% | 2847.79 | 94.75% |
| Total Consumption (C) = (A) + (B) | 5091.41 | 100.00% | 3007.35 | 100.00% |

f. Value of Imports calculated on CIF basis

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|---------------------|--------------------------------|--------------------------------|
| Raw Materials | 310.71 | 156.72 |
| Components & Spares | - | - |
| Capital Goods | 4.80 | - |
| Total | 315.51 | - |

g. Expenditure In Foreign Currency

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|------------------------------------|--------------------------------|--------------------------------|
| Royalty | - | - |
| Know-how | - | - |
| Professional and Consultation fees | - | - |
| Interest | - | - |
| Other matters | - | - |
| Total | - | - |

h. Earnings in Foreign Exchange

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|---|--------------------------------|--------------------------------|
| Export of goods calculated on FOB Basis | - | - |
| Royalty, Knowhow, Professional & Consultation fee | - | - |
| Interest and Dividend | - | - |
| Other Income | - | - |
| Total | - | - |

4. Disclosure under AS-4 Contingencies and Events occurring after the Balance sheet date:

1. The Authorised share capital of the company has been Increased from Rs.6,00,00,000/- divided into 60,00,000 equity shares of Rs.10 each to Rs.10,00,00,000/- divided into 1,00,00,000 equity shares of Rs.10 each vide the Extraordinary General Meeting held on 18.06.2025.

2. The Company has sub-divided its equity shares from a face value of ₹10 each to ₹2 each, pursuant to the approval of the shareholders vide ordinary resolution dated 25.07.2025. Subsequent to the share split, the revised Authorised share capital of the company is Rs.10,00,00,000/- divided into 5,00,00,000 shares of Rs.2 face value each and Paid-up capital of the company is Rs.4,45,05,260/- divided into 2,22,52,630 shares of Rs.2 face value each. This is a non-adjusting event as per Accounting Standard (AS) 4, and accordingly, the share capital as at 31 March 2025 continues to be presented at the original face value of Rs.10 each. However, earnings per share (EPS) has been retrospectively adjusted to reflect the impact of the share split, in accordance with AS 20 - Earnings Per Share.

5. Disclosure under AS-15 Employee Benefits: (Post-employment benefit plans):

(a) Defined contribution plan:

The following amounts are recognised as an expense in Statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities:

(Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|--|--------------------------------|--------------------------------|
| Contribution to provident fund recognised as expense in the Statement of Profit and Loss | 20.34 | 17.93 |
| Total | 20.34 | 17.93 |



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(b) Defined Benefit Plan

The Company has a defined benefit gratuity plan. The company identifies all of its permanent employees who are aged not less than 18 years and not more than 58 years as eligible employees for the payment of gratuity and has obliged to pay the gratuity benefit, upon termination, retirement or death of any such eligible employee, as per the applicable provisions of the Payment of Gratuity Act, 1972 and rules made thereunder amended from time to time. The scheme is funded with Life Insurance of India under the "Group Gratuity Scheme".

The following table's summaries the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

Assumptions:

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|----------------------------------|--------------------------------|--------------------------------|
| Discount rate | 7.25% p.a. | 7.25% p.a. |
| Expected Rate of salary increase | 7% p.a. | 7% p.a. |
| Attrition Rate | 1 % to 3% depending on age | 1 % to 3% depending on age |
| Mortality Rate | As per LIC (2006-08) ultimate | As per LIC (2006-08) ultimate |
| Retirement Age | 58 years | 58 years |

Changes in Defined Benefit Obligations & Plan Assets:**(Rs. Lakhs)**

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|---|--------------------------------|--------------------------------|
| Change in Defined Benefit Obligations | | |
| Obligation at the beginning of the Financial year | 66.30 | 57.91 |
| Current service cost | 15.82 | 9.81 |
| Interest Cost | 4.81 | 4.20 |
| Past service cost | - | - |
| Benefits paid | (9.26) | - |
| Adjustment due to excess provision made in Prior period | (2.13) | - |
| Actuarial Losses/(Gain) | 21.10 | (5.63) |
| Obligation at the year end | 96.63 | 66.30 |
| Change in Plan assets | | |
| Opening Fair value of Plan assets | 66.30 | 57.91 |
| Expected return on plan assets | 4.52 | 2.82 |
| Actuarial gain/ (loss) | - | - |
| Prior period adjustment | 1.72 | - |
| Assets distributed on settlements | - | - |
| Contributions by Employer | 35.50 | 5.56 |
| Exchange Difference on Foreign Plans | - | - |
| Benefits Paid | (9.26) | - |
| Closing Fair value of Plan assets | 98.79 | 66.30 |

Funded Status:**(Rs. Lakhs)**

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|--------------------------------|--------------------------------|--------------------------------|
| Defined Benefit Plan Asset | 2.15 | - |
| Defined Benefit Plan Liability | - | - |
| Total | 2.15 | - |

Net Expense recognised in Statement of Profit & Loss:**(Rs. Lakhs)**

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|---------------------------------|--------------------------------|--------------------------------|
| Current service cost | 15.82 | 9.81 |
| Add: Interest Cost | 4.81 | 4.20 |
| Add: Past service cost | - | - |
| Add: Gratuity Insurance premium | 0.84 | 0.53 |
| Add: Actuarial Loss / (Gain) | 21.10 | (5.63) |
| Less: Return on Plan Assets | 4.52 | 2.82 |
| Total | 38.04 | 6.09 |

6. Disclosure under AS-16 Borrowing Costs:

Borrowing costs to the extent of Rs.8,98,405/- incurred during the FY 2024-25 on the specific borrowings made by the company towards the purchase of residential flat (NSL property) which has met the criteria of "Qualifying Asset" are capitalised as per the provisions of "AS-16 Borrowing Costs" and classified under the head "Other Non-Current Assets".

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7. Disclosure under AS-18 Related Party Disclosures:
List of Related Parties and Nature of Relationship:
i) Key Managerial Personnel

| Name of the Related Party | Nature of Relationship |
|---------------------------|---|
| Madhusudhan Varma Jetty | Managing Director |
| Radhika Varma Jetty | Director |
| Shashank Varma Jetty | Director |
| Hitesh Varma Jetty | Director w.e.f. 20.01.2025 |
| Kameswara Rao Vempati | Company Secretary w.e.f. 18.02.2025 |
| Sri Harsha Vadakattu | Chief Financial Officer w.e.f. 26.03.2025 |

ii) Transactions carried out with related parties referred to in (i) above, during the period in ordinary course of business: (Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|---|--------------------------------|--------------------------------|
| A. Madhusudhan Varma Jetty | | |
| a. Professional & Consultancy Charges | 96.00 | 94.20 |
| b. Sales Commission | - | 44.62 |
| c. Reimbursement of Expenses | 13.86 | 7.41 |
| d. Interest costs | 3.92 | 3.73 |
| e. Loan received during the period | - | 80.00 |
| f. Loan repaid during the period | 80.00 | 80.00 |
| g. Advance payment of Professional & Consultancy Charges made | 1.50 | - |
| h. Advance Professional & Consultancy Charges recovered | 1.50 | - |
| B. Radhika Varma Jetty | | |
| a. Salary | 30.48 | 24.39 |
| b. Rent | 1.94 | 4.67 |
| c. Expenses advance given | 0.50 | - |
| d. Expenses advance recovered | 0.50 | - |
| C. Shashank Varma Jetty | | |
| a. Salary and Bonus | 129.91 | 47.73 |
| b. Sales Commission | - | 25.40 |
| c. Reimbursement of Expenses | - | 2.17 |
| d. Advance given by company | - | 4.00 |
| e. Advance recovered by company | 0.50 | 3.42 |
| D. Hitesh Varma Jetty | | |
| a. Salary and Bonus | 26.91 | 18.79 |
| E. Kameswara Rao Vempati | | |
| a. Salary | 1.29 | - |

iii) Net Balance outstanding payable to the related parties at the end of the period: (Rs. Lakhs)

| Name of the Related Party | As At 31-03-2025 | As At 31-03-2024 |
|----------------------------|------------------|------------------|
| A. Madhusudhan Varma Jetty | (6.94) | (80.00) |
| B. Radhika Varma Jetty | (1.72) | - |
| C. Shashank Varma Jetty | (10.87) | (4.45) |
| D. Hitesh Varma Jetty | (2.00) | - |
| E. Kameswara Rao Vempati | (1.01) | - |

8. Contingent Liabilities and Commitments (to the extent not provided for): (Rs. Lakhs)

| Particulars | For the year ending 31-03-2025 | For the year ending 31-03-2024 |
|---|--------------------------------|--------------------------------|
| A. Contingent Liabilities | | |
| a. Claims against the company not acknowledged as Debt | - | - |
| b. Guarantees | - | - |
| c. Any other money for which company is contingently liable | - | - |
| B. Commitments | | |
| a. Estimated amount of contracts remaining to be executed on capital account and not provided for (Refer Notes below) | 948.33 | 182.90 |
| b. Uncalled liability on shares and other investments partly paid | - | - |
| c. Any other commitment | - | - |

Notes on Commitments:

1. The company has entered into an agreement of sale with "M/s. NSL SEZ (Hyderabad) Pvt. Ltd." on 17.01.2024 to purchase a residential housing property No.A-3206, in Tower-A of "NSL East Luxoria" situated at Plot No.6, Sy. No.1(Part), situated at IDA, Uppal, Medchal-Malkajgiri District of Telangana for a total sale consideration of Rs.261.29lakhs/- (including GST) against which, the company has paid advances to the seller to the extent of Rs.163.32lakhs as on 31.03.2025.

2. The Company paid an Earnest Money Deposit of Rs.150.06lakhs to Telangana State Industrial Investment Corporation (TSIIC) on 07.03.2025 towards allotment of land. The Provisional allotment has been made vide letter dated 24.04.2025 from TSIIC for a total consideration of Rs.1000.42lakhs/-. Balance consideration of Rs.850.36lakhs has been made by the company on 19.06.2025. As the event occurred after the balance sheet date but before approval of the financial statements, and requires adjustment as per AS-4, the deposit has been classified under "Capital Advances" under "Other Non-Current Assets". Considering the same, the balance consideration of Rs.850.36lakhs has been disclosed under Capital commitments section.



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9. Additional Regulatory Information:

i) Title deeds of Immovable Property not held in name of the Company:

The company does not have any such immovable properties included in the Property, Plant and Equipment whose title deeds / lease deeds are not held in the name of the company

ii) Revaluation of Property, Plant & Equipment and Intangible Assets

The company has not revalued any of its Property, Plant & Equipment and Intangible Assets during the reporting periods. The disclosure as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable

iii) Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties

The company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and any other related parties as defined in the Companies Act, 2013 either severally or jointly with any other person that are either repayable on demand or without specifying any terms or period of repayment during the reporting periods.

iv) Capital - Work - In Progress (CWIP)

The company does not have any Capital - Work - In Progress during the reporting periods and hence the disclosure relating to the ageing schedule of the capital work in progress is not applicable

v) Intangible Assets Under Development (ITAUD)

The company does not have any Intangible Assets under development during the reporting periods and hence the disclosure relating to the ageing schedule of the intangible assets under development is not applicable

vi) Details of Benami Property held

The company does not hold any benami property under the Benami Transaction (prohibition) act, 1988 and the rules there made under. Hence any proceeding has not been initiated or pending against the company for holding any benami property under the Benami Transaction (prohibition) act, 1988 and rules made there under.

vii) Disclosure with respect to borrowings from banks/financial institutions based on security of current assets:

The Company has borrowings from banks on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts.

viii) Willful Defaulter

The company has not been declared as wilful defaulter by any bank or financial institution or Government or Government Authority during the reporting periods.

ix) Relationship with struck off companies

The company does not have any relationship with the struck off companies during any of the reporting periods

x) Registration of charges or satisfaction with Registrar of Companies

The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

xi) Compliance with number of layers of companies

The Company does not have any subsidiaries therefore disclosure of compliance with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

xii) Compliance with approved Scheme(s) of Arrangements

The Company does not have any arrangements made in terms of section 230 to 237 of Companies Act 2013, and hence there is no deviation to be disclosed.

xiii) Utilisation of Borrowed funds and share premium:

During the reporting periods, the Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (i) 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
- (ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

During the reporting periods, the Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding that the Company shall:

- (i) 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
- (ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries

10. Other Additional Disclosures:

a. There are no amounts set aside and/or proposed to be set aside or withdrawn from/to reserves out of the profits other than provisions made to meet any specific liability by the company for the period for which Financial Statements have been prepared including the period ending 31.03.2025

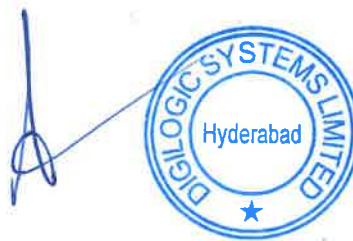
b. The company has no subsidiary companies during the periods /as at the end of end of the periods covered in the financial statements. Hence, the disclosure relating to the dividend received and provision made towards the losses of subsidiary companies is not applicable

c. Since the company is not covered under section 135 of the Companies Act, 2013, disclosure regarding the amount of expenditure incurred/to be incurred on corporate social responsibility activities is not applicable

The company does not have any transactions that are omitted to be recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 and also does not have any previously unrecorded income and related assets during the period for which Financial Statements have been prepared including the period ending 31.03.2025.



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e. The company has neither traded nor invested in Crypto Currency or Virtual Currency during the period for which Financial Statements have been prepared including the period ending 31.03.2025

f. The company does not have any non-resident shareholders during the period for which the Financial Statements have been prepared including the period ending 31.03.2025. Hence, disclosure regarding remittance in foreign currencies on account of dividends is not applicable

Figures of the previous financial year, including other financial information, have been adjusted / regrouped, in accordance with the groupings made for the current financial year. During the year, the Company has revised its classification of certain Inventory Items previously reported under "Work-In-Progress" and reclassified the same under "Raw Materials/Closing Stock" for better presentation and accurate computation of cost of materials consumed. Accordingly, the previous year's figures have been regrouped for comparability. This regrouping has no impact on profit for the previous year.

h. Amounts due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been reported to the extent of information memorandum received from the suppliers

i. During the year, the Company incurred a loss of Rs.45.17 lakhs due to a cyber fraud involving a spoofed email impersonating a regular vendor. The matter has been reported to the cyber-crime authorities and is under investigation. The Company has implemented additional control measures to strengthen vendor communication and payment processes.



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ANNEXURE - E STATEMENT OF ACCOUNTING RATIOS

| Particulars | Numerator | Denominator | FY 2024-25 | FY 2023-24 | Variance | Reason for variance > 25% |
|---|--|--|------------|------------|----------|--|
| Current Ratio (in times) | Current assets | Current liabilities | 1.60 | 1.25 | 28% | Due to increase in Inventory and Debtors |
| Debt-Equity Ratio (in times) | Total Debt (Long Term Borrowings + Short Term Borrowings) | Shareholder's Equity | 0.40 | 0.60 | -33% | Due to increase in overall shareholders equity on account of private placement |
| Debt Service Coverage Ratio (in times) | Earnings before Interest, Depreciation & Amortisation and Taxes (EBITDA = Profit before tax + Depreciation + Amortisation + Interest expense on borrowings - Other Income) | Interest + Principal due during the current period | 4.71 | 1.96 | 140% | Due to reduction of loan liability on account of repayment |
| Return on Equity Ratio (in %) | Net Profit after taxes | Average Shareholder's Equity | 33.38% | 19.72% | 69% | Due to increase of profitability for the current year |
| Inventory turnover ratio (in times) | Revenue from Operations | Average Inventory | 10.89 | 9.98 | 9% | |
| Trade Receivables turnover ratio (in times) | Revenue from Operations | Average Trade receivables | 2.28 | 2.95 | -23% | |
| Trade payables turnover ratio (in times) | Purchase of Raw Materials (including customs duty and freight) + Purchase of Stock in trade + Other expenses | Average Trade payables | 7.45 | 5.96 | 25% | |
| Net working capital turnover ratio (in times) | Revenue from Operations | Average Working Capital (Working capital = Current Assets - Current Liabilities) | 5.38 | 10.57 | -49% | Due to improvement of Working Capital |
| Net profit ratio (in %) | Net Profit after taxes | Revenue from Operations | 10.82% | 4.71% | 130% | Due to increase of profitability for the current year |
| Return on Capital employed (in %) | Earning before interest & taxes (EBIT = Profit Before Tax + Interest expense on borrowings - Other Income) | Average Capital employed (Capital Employed = Tangible Networth + Long term borrowings + Short term borrowings + Deferred tax liability) | 33.73% | 19.31% | 75% | Due to increase of profitability for the current year |
| Return on investment (in %) | Net Profit after taxes | Average Total Assets | 14.46% | 6.84% | 112% | Due to increase of profitability for the current year |



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