



TRANSLINE TECHNOLOGIES
LIMITED

ANNUAL REPORT 2025



www.translineindia.com

CONTENTS

PARTICULARS	Page No
Corporate Information	2
Chairperson's Statement	3
Glimpse of the year	5
AGM Notice	7
Director's Report	25
Independent Auditor's Report	40
Financial Statements	52
Material Accounting Policies	88
Proxy Form	106

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Arun Gupta
Chairman & Managing Director

Mr. Drishti Gupta
Non-Executive Director

Mr. Satish Sharma
Non-Executive Director

Dr. Girish Kumar Ahuja
Independent Director

Mr. Shankar Sharma
Independent Director

Ms. Rojina Thapa
Independent Director

Mrs. Asha Anil Agarwal
Independent Director

CHIEF FINANCIAL OFFICER

Mr. Arjun Singh Bisht

COMPANY SECRETARY

Ms. Preeti Kataria

REGISTERED OFFICE

23-A, 3rd Floor, TOI Building
Shivaji Marg, New Delhi 110015
Phone: +91 808-080-3988
E-mail: info@translineindia.com
Website: www.translineindia.com

BRANCHES

MUMBAI BRANCH

Plot No. 18 and 19, Sector No.15,
CBD Belapur Navi Mumbai-400614

CHENNAI BRANCH

Premise No. 9/17, Flat No. 12, Sippy Flats,
2nd Floor, Srinivasan Street, T. Nagar,
Chennai 600017

STATUTORY AUDITOR

GOYAL NAGPAL & CO.,
CHARTERED ACCOUNTANTS
A-2, 161-162, 2nd Floor, Sector-8
Rohini, New Delhi-110085
Ph: 9811952775
Email: goyalnagpal01@gmail.com

BANKERS

Kotak Mahindra Bank Ltd.
Greater Kailash II Branch

Standard Chartered India
Connaught Place Branch

Yes Bank Ltd.
Moti Nagar Branch

REGISTRAR & SHARE TRANSFER AGENT

M/s Bigshare Services Private Limited
302, Kushal Bazar, 32-33,
Nehru Place, New Delhi- 110019
Phone no: 011-42425004, MB 7045600446
E-mail: bssdelhi@bigshareonline.com
Website: www.bigshareonline.com

WAREHOUSE 1

WZ-12, Ground Floor, Kailash Park,
Kirti Nagar, New Delhi 110015

WAREHOUSE 2

House No. 716, Near Refined Oil Depot,
Village Ghevra, New Delhi 110041

HYDERABAD BRANCH

6-3-252/2 Banjara Hills Main Road,
Erram manzil, Banjara Hills,
Hyderabad, Telangana 500004

Chairman's Statement

Dear Shareholders, Esteemed Board Members, and Valued Stakeholders,

It gives me immense pleasure to present before you the Annual Report of **Transline Technologies Limited** for the financial year ended 31st March, 2025. This year has been one of resilience, innovation, and sustained progress as we navigated the challenges and opportunities of an ever-evolving global technology environment.

The IT industry continues to be a cornerstone of global economic transformation. Enterprises across sectors are accelerating their digital journeys through **cloud adoption, automation, artificial intelligence, and cybersecurity**. At Transline, we have remained agile, customer-centric, and forward-looking, consistently delivering technology solutions that not only address today's needs but also prepare our clients for the opportunities of tomorrow.

Financial Performance

Despite macroeconomic uncertainties, your Company delivered a strong financial performance, demonstrating its ability to adapt and grow in a dynamic environment. Our revenues reached **₹371.91 Crore**, while **net profit stood at ₹48.33 Crore**. This performance highlights the effectiveness of our strategic investments, disciplined execution, and our unwavering focus on creating long-term, sustainable value for all stakeholders.

Technological Advancements

The year witnessed significant progress in technological innovation. Growth in revenue and profitability was driven by the rising demand for digital transformation services, supported by strong client partnerships and operational discipline. Our flagship solutions—**AI-driven Store Pulse, CamStore (our in-house compression tool), and CheckCam+ (health monitoring software)**—have strengthened our market position and reinforced our credibility as a trusted technology partner. These offerings have enabled clients to achieve tangible outcomes, including cost optimization, enhanced security, scalability, and improved digital engagement.

Milestone Achievement – DRHP Filing

A defining milestone during the year was the filing of our **Draft Red Herring Prospectus (DRHP)** with both BSE and NSE. This important step marks our journey towards becoming a publicly listed company. The proposed listing reflects our deep commitment to **transparency, corporate governance, and sustainable growth**. It is expected to further strengthen our capital base, enhance brand visibility, and open new avenues for expansion in an increasingly competitive IT sector.

Our People and Culture

At the heart of our journey are our people, who remain our greatest strength. We have continued to invest in talent development, fostered a culture of innovation, and embraced flexible work models that support both productivity and employee well-being. Our diversity and inclusion initiatives have further reinforced our commitment to building a workplace that is collaborative, innovative, and people-first. These efforts ensure that Transline remains a technology leader while staying true to its core values.

Looking Ahead

The opportunities in digital transformation and next-generation IT services are vast and continue to expand. As we look to the future, our strategy will remain focused on three pillars—innovation, customer success, and sustainable value creation. We are confident that our strong foundation, combined with the trust of our stakeholders, positions us well to capture emerging opportunities and deliver consistent growth.

On behalf of the Board of Directors, I extend my sincere gratitude to our clients, employees, shareholders, and partners for their unwavering trust and support. Together, we will continue to build a stronger Transline and shape a future where technology drives resilience, efficiency, and growth.

Thank you for being an integral part of our journey.

Sincerely,

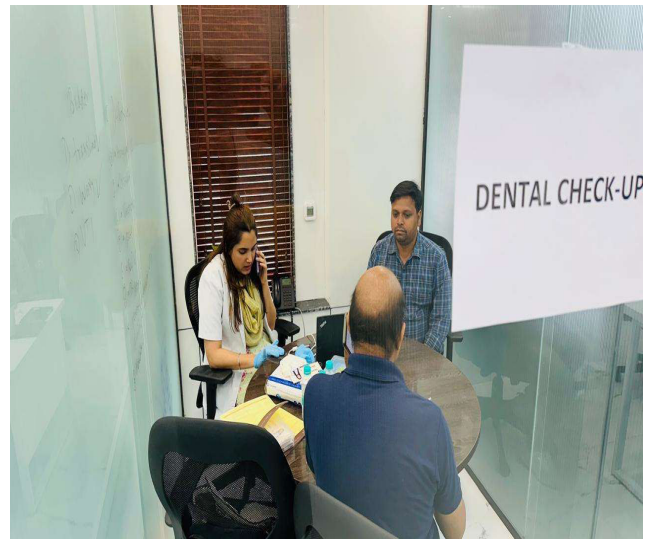
Arun Gupta
Chairman

GLIMPSE OF THE YEAR

UAT of Project Completion



Other Office Activities during the year



TRANSLINE TECHNOLOGIES LIMITED

CIN: U72900DL2001PLC109496

Reg. Office: 23-A Shivaji Marg, 3rd Floor, New Delhi-110015

Email: info@translineindia.com, Website: www.translineindia.com

Contact: +91 11 - 41500342

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting (“AGM”) of the Members of M/s **TRANSLINE TECHNOLOGIES LIMITED** (CIN: U72900DL2001PLC109496) is scheduled to be held on Wednesday, 24th September 2025 at 12.30 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business(es):

ORDINARY BUSINESS:

1. **To receive, consider, and adopt the Audited Financial Statements, including the Balance Sheet as of March 31, 2025, together with the reports of the Board and Auditors thereon.**

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

“**RESOLVED THAT** to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025 and the Reports of the Board of Directors and Auditors thereon.”

2. **To receive, consider, and adopt the Audited Reinstated Financial Statements along with the Examination’s Report for the Financial Year Ended on March 31, 2023, March 31, 2024, and March 31, 2025.**

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

“**RESOLVED THAT** to receive, consider and adopt the Audited Reinstated Financial Statements Along with the Examination’s Report for the Financial Year Ended on March 31, 2023, March 31, 2024, And March 31, 2025.”

SPECIAL BUSINESS

3. **To consider and approve the appointment of Mr. Satish Sharma (DIN: 02845484) as a Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment**

To appoint a director in place of Mr. Satish Sharma, who retires by rotation, and being eligible, offers himself for re-appointment as a director liable to retire by rotation.

“**RESOLVED THAT** Mr. Satish Sharma, who retires by rotation in terms of Section 152 of the Companies Act, 2013, and being eligible be and is hereby re-appointed as Director of the Company, whose office shall be liable to retirement by rotation.”

4. To approve and increase the Overall Managerial Remuneration payable to Non-Executive Directors in aggregate under Section 197 of the Companies Act 2013

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 197, 198, and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and such other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of such authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for payment of remuneration to the non-executive directors of the Company, including but not limited to salary, perquisites, allowances, and other benefits, exceeding 1% or 3%, as the case may be, of the net profits of the Company under the applicable provisions of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of the non-executive directors, the aforesaid remuneration, as approved herein, shall be payable in accordance with and with the provisions of Schedule V of the Companies Act, 2013, and any other applicable laws and regulations.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

5. To approve the appointment of Mr. Girish Kumar Ahuja (DIN: 00446339) as an Independent Director of the company for the second term.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective Meetings held on 2nd September, 2025, Mr. Girish Kumar Ahuja (DIN: 00446339) who has attained the age of more than 75 years, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) years w.e.f. 30.08.2025 upto 29.08.2030.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

6. To approve the appointment of Mr. Shankar Sharma (DIN: 00382187) as an Independent Director of the company for the second term.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors at their respective Meetings held on 02nd September, 2025, Mr. Shankar Sharma (DIN: 00382187), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) years w.e.f. 18.09.2025 up to 17.09.2030.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

7. Regularization of Additional Director, Ms. Drishti Gupta (DIN: 08745500) as Non-Executive Director of the company.

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

“RESOLVED THAT pursuant to the provisions of Section 152(2), and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Articles of Association of the Company and other applicable laws, Ms. Drishti Gupta (DIN: 08745500) who was appointed as Additional Director in the Company with effect from 19th May 2025 by the Board of Directors as per the provisions of Section 161 and as recommended by Nomination and Remuneration Committee and who hold office up to the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 and 198 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment thereof, the revised annual remuneration of Ms. Drishti Gupta, Non-Executive Director, be and is hereby fixed at ₹72,00,000/- (Rupees Seventy-Two Lakhs only).

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

8. Regularization of Ms. Rojina Thapa (DIN: 10362834) as an Independent Director of the company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152(2), read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Articles of Association of the Company and other applicable laws, **Ms. Rojina Thapa (DIN: 10362834)** who was appointed as Additional Non-Executive Independent Director in the Company with effect from 11th January 2025 by the Board of Directors as per the provisions of Section 161 and as recommended by Nomination and Remuneration Committee and who hold office up to the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company with effect from 11th January 2025 for a period of **one year** or until further order, whichever is earlier, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

9. Regularization of Mrs. Asha Anil Agarwal (DIN: 09722160) as an Independent Director of the company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152(2), read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Articles of Association of the Company and other applicable laws, **Mrs. Asha Anil Agarwal (DIN: 09722160)** who was appointed as Additional Non-Executive Independent Director in the Company with effect from 19th May 2025 by the Board of Directors as per the provisions of Section 161 and as recommended by Nomination and Remuneration Committee and who hold office up to the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company with effect from 19th May 2025 for a period of **three year** or until further order, whichever is earlier, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

By order of the Board of
TRANSLINE TECHNOLOGIES LIMITED

Place: New Delhi
Date: 02.09.2025

Sd/-
Arun Gupta
Managing Director
(DIN: 00217119)

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the special business set out in the notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“the Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER.**
3. **THE INSTRUMENT APPOINTING PROXY/PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Member and Share Transfer Books of the Company will remain closed from 18.09.2025 to 24.09.2025(Both days inclusive)
8. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication, including Annual Reports, Notices, Circulars, etc., from the Company electronically.
9. Members are requested to notify a change in address, if any, to the Company, quoting their Folio Numbers of shares held, etc.
10. Members/ Proxy holders are requested to produce at the entrance the attached admission slip for admission into the meeting hall. Duplicate admission slips will not be provided at the hall.
11. In the case of Joint holders attending the meeting, only such joint holders who are higher on the order of names will be entitled to vote.
12. The Notice of the AGM along with the Annual Report 2024-25 is being sent to those Members whose e-mail addresses are registered with the Company/Depositories unless any

Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

13. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days up to the date of AGM.

14. Voting through Electronic Route

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 21.09.2025 and ends on 23.09.2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17.09.2025, may cast their vote electronically. The e-voting module shall be disabled by RTA for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
1. The login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful

	authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be redirected to the i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider

	website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

2. The login method for e-voting for shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on the internet browser:
<https://ivote.bigshareonline.com>
- Click on the “**Log in**” button under the ‘**INVESTOR LOGIN**’ section to log in on the E-Voting Platform.
- Please enter your ‘**USER ID**’ (User ID description is given below) and ‘**PASSWORD**’ which is shared separately on your registered email ID.
 - Shareholders holding shares in the **CDSL demat account should enter a 16-digit Beneficiary ID** as user ID.
 - Shareholders holding shares in the **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user ID.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user ID.

Note If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and log in.

NOTE: If Shareholders are holding shares in demat form and have registered on to the e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to log in.

- If you have forgotten the password: Click on '**LOGIN**' under the '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, a Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, the **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under the '**EVENTS**' option on the investor portal.
- Select an event for which you are desire to vote under the dropdown option.
- Click on the "**VOTE NOW**" option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive a confirmation message on the display screen and also you will receive an email on your registered email id. During the voting period, members can log in any number of times till they have voted on the resolution(s). Once a vote on a resolution is cast, it cannot be changed subsequently.
- Shareholders can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under the "**PROFILE**" option on the investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on the internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on the Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, the message will be displayed with "**User ID and password will be sent via email on your registered email ID**".

NOTE: If Custodians have registered on to the e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company, then they can use their existing user ID and password to log in.

- If you have forgotten the password: Click on ‘**LOGIN**’ under the ‘**CUSTODIAN LOGIN**’ tab, and further click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID.**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, the Password will be sent to his / her registered email address).

Voting method for the Custodian on the i-Vote E-voting portal:

- After successful login, the **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under the “**DOCUMENTS**” option on the custodian portal.
 - Click on the “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload the power of attorney (POA) or board resolution for the respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor Vote File Upload:

- To cast your vote, select the “**VOTE FILE UPLOAD**” option from left-hand side menu on the custodian portal.
- Select the Event under the dropdown option.
- Download the sample voting file and enter the relevant details as required, and upload the same file under the upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen, and you can also check the file status on display (Once a vote on a resolution is cast, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under the “**PROFILE**” option on the custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholders other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/investors have any queries regarding E-voting, you may refer to the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under the download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholders other than individual shareholders, holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, the **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under the ‘EVENTS’ option on the investor portal.
- Select an event for which you are desire to attend the AGM/EGM under the dropdown option.
- To join the virtual meeting, you need to click on the “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is the same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders who will be present in the AGM/EGM through the VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/investors have any queries regarding virtual meeting, you may refer to the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under the download section, or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

By order of the Board of
Transline Technologies Limited

Place: New Delhi
Date: 02.09.2025

Sd/-
Arun Gupta
Managing Director
(DIN: 00217119)

ANNEXURE TO NOTICE
Explanatory Statement

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

ITEM NO. 4

The members are informed that in terms of the provisions of Section 197 of the Companies Act, 2013, the remuneration payable to non-executive directors, in any financial year, shall not exceed 1% (where the Company has a Managing Director/Whole-Time Director/Manager) or 3% (in any other case) of the net profits of the Company, unless the shareholders approve payment of such remuneration in excess of the prescribed limit by way of a special resolution.

In view of the potential restructuring of the Board of Directors, including the appointment of a Managing Director and/or other Whole-Time Directors, it is anticipated that the overall remuneration payable to the non-executive directors of the Company may exceed the aforesaid limits prescribed under Section 197 of the Act.

Further, the Company has filed its Draft Red Herring Prospectus (DRHP) with the Securities and Exchange Board of India (SEBI) in connection with its proposed Initial Public Offering (IPO). In order to strengthen the Board composition and to comply with the requirements of corporate governance under applicable laws, the Company may be required to induct additional Non-Executive Directors (including Independent Directors) on its Board. Such induction may consequently result in an increase in the aggregate remuneration payable to the Non-Executive Directors beyond the statutory limits.

Accordingly, the approval of the members is sought by way of a Special Resolution to enable the Company to pay remuneration to its Non-Executive Directors in excess of the limits prescribed under Section 197 of the Act, if and when required.

The Board of Directors recommends the resolution set out at Item No. 4 of the Notice for approval of the members as a Special Resolution.

None of the Directors of the Company, except to the extent of their entitlement to receive remuneration, is concerned or interested in the resolution.

ITEM NO. 5

The Board appointed Mr. Girish Kumar Ahuja as an Additional Director in the category of Independent Director on the Company's Board effective 30th August, 2025, for a second term. It is proposed to appoint him as an Independent Director of the Company for a period of five years up to 29th August 2030. During his tenure, he shall not be liable to retire by rotation. The Company has also received a declaration from Mr. Girish Kumar Ahuja that he meets the criteria of independence as prescribed both under Section 149(6) of the Act, and he has confirmed that he is qualified for being appointed as a Director in terms of Section 164 of the Act and has also provided his consent to act as an Independent Director. Further, Mr. Girish Kumar Ahuja is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Board has established the veracity of the declarations as

provided by Mr. Girish Kumar Ahuja and also cleared that he already attained the age of 75 years and based on the said declaration submitted by him, the Board has opined that Mr. Girish Kumar Ahuja fulfills the conditions specified in the Act and the rules made there under and he is independent of the Management. Mr. Girish Kumar Ahuja is a Chartered Accountant. He also consults on tax consultancy widely with several organizations and has extensive experience dealing with tax and financial segments. With TTL now embarking on its deep tech journey, Mr. Girish Kumar Ahuja's guidance would be crucial. In the opinion of the Board, having Mr. Girish Kumar Ahuja onboard would be a matter of honor and TTL would gain tremendously from his vast experience in the field of taxation, corporate governance, finance, and business strategy. During his tenure as an Independent Director of the Company, he shall not be liable to retire by rotation, in terms of the provisions of Section 149(13) of the Act. He will be paid such fees as the Board may approve from time to time and subject to such limits prescribed by the Act. In the opinion of the Board, he fulfills the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, from time to time. He has the requisite qualification, skills, experience, and expertise in specific functional areas, which are beneficial to the Company and fulfill the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, if any, from time to time.

A brief profile covering the details of his qualifications, experience, etc. as required in terms of Secretarial Standards-2 on General Meetings, is provided as Annexure-1 to this Notice. The Board of Directors recommends the passing of Special Resolution as set out in Item No.5 of the Notice, for approval by the Shareholders. Except for Mr. Girish Kumar Ahuja, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, thereof, are concerned or interested, financially or otherwise, in the Resolution mentioned in Item No.5 of the Notice.

ITEM NO. 6

The Board appointed Mr. Shankar Sharma as an Additional Director in the category of Independent Director on the Company's Board effective 18th September 2025 for a second term. It is proposed to appoint him as an Independent Director of the Company for a period of five years up to 17th September 2030. During his tenure, he shall not be liable to retire by rotation. The Company has also received a declaration from Mr. Shankar Sharma that he meets the criteria of independence as prescribed both under Section 149(6) of the Act, and he has confirmed that he is qualified for being appointed as a Director in terms of Section 164 of the Act and has also provided his consent to act as an Independent Director. Further, Mr. Shankar Sharma is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Board has established the veracity of the declarations as provided by Mr. Shankar Sharma, and based on the said declaration submitted by him, the Board has opined that Mr. Shankar Sharma fulfills the conditions specified in the Act and the rules made there under and he is independent of the Management. In the opinion of the Board, having Mr. Shankar Sharma on board would be a matter of honour, and TTL would gain tremendously out of his vast experience in the manufacturing of textile products, real estate, and the transport industry. During his tenure as an Independent Director of the Company, he shall not be liable to retire by rotation, in terms of the provisions of Section 149(13) of the Act. He will be paid such fees as the Board may approve from time to time and subject to such limits prescribed by the Act. In the opinion of the Board, he fulfills the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, from time to time. He has the requisite qualification, skills, experience, and expertise in specific functional areas, which are beneficial to the Company and fulfill the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, if any, from time to time.

Mr. Shankar Sharma shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to Mr. Shankar Sharma, and as may be determined by the Board from time to time.

A brief profile covering the details of his qualifications, experience, etc., as required in terms of Secretarial Standards-2 on General Meetings, is provided as Annexure-1 to this Notice. The Board of Directors recommends the passing of Special Resolution as set out in Item No.6 of the Notice, for approval by the Shareholders. Except for Mr. Shankar Sharma, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, thereof, are concerned or interested, financially or otherwise, in the Resolution mentioned in Item No.6 of the Notice.

ITEM NO. 7

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Drishti Gupta (DIN: 08745500) as an Additional Director of the Company with effect from 19th May, 2025, in accordance with Section 161 of the Companies Act, 2013. Pursuant to the provisions of the said Section, she holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director. Based on her qualifications, expertise, and experience, the Board considers that the appointment of Ms. Drishti Gupta as a Non-Executive Director would be in the best interests of the Company.

Further, the Board, on the recommendation of the Nomination and Remuneration Committee, has proposed the revision in her annual remuneration to ₹72,00,000/- (Rupees Seventy-Two Lakhs only), subject to the approval of the members of the Company.

The shareholders are kindly noted that a separate resolution is also proposed in this Annual General Meeting seeking general approval of the members for payment of remuneration to Non-Executive Directors in excess of the limits prescribed under the Companies Act, 2013. The proposed remuneration of Ms. Drishti Gupta shall be within the overall limit approved by the members.

The Board of Directors accordingly recommends the resolution set out at Item No. 7 of the Notice for approval of the members as an Ordinary Resolution.

Except for Mr. Arun Gupta, none of the directors, key managerial personnel, and their relatives are concerned or interested financially or otherwise in the Resolution

ITEM NO.8:

The Board appointed Ms. Rojina Thapa as an Additional Director in the category of Independent Director on the Company's Board effective 11th January 2025. It is proposed to appoint her as an Independent Director of the Company for a period of one year up to 10th January 2026. During her tenure, she shall not be liable to retire by rotation. The Company has also received a declaration from Ms. Rojina Thapa that she meets the criteria of independence as prescribed both under Section 149(6) of the Act, and she has confirmed that she is qualified for being appointed as a Director in terms of Section 164 of the Act and has also provided her consent to act as an Independent Director. Further, Ms. Rojina Thapa is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Board has established the veracity of the declarations as provided by Ms. Rojina Thapa, and based on the said declaration submitted by her, the Board has opined that Ms. Rojina Thapa fulfils the

conditions specified in the Act and the rules made there under and she is independent of the Management. Ms. Rojina Thapa is a Practicing Chartered Accountant. She also consults on Compliance Management widely with several organizations and has extensive experience in dealing with Compliance and financial segments. With TTL now embarking on its deep tech journey, the guidance of Ms. Rojina Thapa would be crucial throughout this journey. In the opinion of the Board, having Ms. Rojina Thapa onboard would be a matter of honour, and TTL would gain tremendously out of her vast experience in the field of technology, innovation and other areas. During her tenure as an Independent Director of the Company, she shall not be liable to retire by rotation, in terms of the provisions of Section 149(13) of the Act. She will be paid such fees as the Board may approve from time to time and subject to such limits prescribed by the Act. In the opinion of the Board, she fulfills the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, if any, from time to time. She has the requisite qualification, skills, experience, and expertise in specific functional areas, which are beneficial to the Company and fulfill the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, if any, from time to time.

A brief profile covering the details of her qualifications, experience, etc., as required in terms of Secretarial Standards-2 on General Meetings, is provided as Annexure-1 to this Notice. The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No.8 of the Notice, for approval of the Shareholders. Except for Ms. Rojina Thapa, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, thereof, are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No.8 of the Notice.

ITEM NO.9:

The Board appointed Mrs. Asha Anil Agarwal as an Additional Director in the category of Independent Director on the Company's Board effective 19th May 2025. It is proposed to appoint her as an Independent Director of the Company for a period of three years up to 18th May 2028. During her tenure, she shall not be liable to retire by rotation. The Company has also received a declaration from Mrs. Asha Anil Agarwal that she meets the criteria of independence as prescribed both under Section 149(6) of the Act, and she has confirmed that she is qualified for being appointed as a Director in terms of Section 164 of the Act and has also provided her consent to act as an Independent Director. Further, Mrs. Asha Anil Agarwal is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Board has established the veracity of the declarations as provided by Mrs. Asha Anil Agarwal, and based on the said declaration submitted by her, the Board has opined that Mrs. Asha Anil Agarwal fulfils the conditions specified in the Act and the rules made there under and she is independent of the Management. Mrs. Asha Anil Agarwal was a member of the Indian Revenue Service. During her service, she served as Principal Chief Commissioner of Income Tax. She has over 36 years of experience in audit and the finance sector. With TTL now embarking on its deep tech journey, the guidance of Mrs. Asha Anil Agarwal would be crucial throughout this journey. In the opinion of the Board, having Mrs. Asha Anil Agarwal onboard would be a matter of honour, and TTL would gain tremendously out of her vast experience in the field of technology, innovation, and other areas. During her tenure as an Independent Director of the Company, she shall not be liable to retire by rotation, in terms of the provisions of Section 149(13) of the Act. She will be paid such fees as the Board may approve from time to time and subject to such limits prescribed by the Act. In the opinion of the Board, she fulfills the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, if any, from time to time. She has the requisite qualification, skills, experience, and

expertise in specific functional areas, which are beneficial to the Company and fulfill the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, if any, from time to time.

A brief profile covering the details of her qualifications, experience, etc. as required in terms of Secretarial Standards-2 on General Meetings, is provided as Annexure-1 to this Notice. The Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No.9 of the Notice, for approval of the Shareholders. Except for Mrs. Asha Anil Agarwal, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, thereof, are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No.9 of the Notice.

Annexure-1

Name of the Director	Ms. Rojina Thapa	Mr. Satish Sharma	Mrs. Asha Anil Agarwal
DIN	10362834	02845484	09722160
Father's Name	Mr. Sudhama Thapa	Mr. Jagdish Prasad Sharma	Late Shri Keshavdutt Gupta
Date of Birth	19/10/1993	13/05/1966	15/03/1961
Nationality	Indian	Indian	Indian
Educational Qualification	Chartered Accountant	Bachelor's degree in science from Rajasthan University	Retired IRS Officer
Experience & and expertise in specific functional areas	Extensive knowledge & experience in the Finance Sector	Experience in business and real estate industry.	Extensive knowledge & experience in the Audit & Finance Sector
Disclosure of relationship between directors inter-se	NIL	NIL	NIL
List of the Directorship held in other companies	1. Solvex Edibles Limited 2. Marc Loire Fashions Limited 3. Glocal Consultants and KPO Private Limited 4. Namo Ewaste Management Limited	1. Ligno Derivatives Private Limited 2. Shree Girdhar Ventures Private Limited 3. Terravolt Dynamics Private Limited	1. APL Apollo Building Products Limited 2. Apollo Metalex Limited 3. Lesol City Limited 4. Kisan Mouldings Limited 5. APL Apollo Tubes Limited 6. Authum Investment & Infrastructure Limited 7. SG Finserve Limited
Shareholding in Company (Number & %)	NIL	37,000 equity shares amounting to 0.04 %	NIL

Name of the Director	Ms. Drishti Gupta	Mr. Shankar Sharma	Mr. Girish Kumar Ahuja
DIN	08745500	00382187	00446339
Father's Name	Mr. Arun Gupta	Shri Banwari Lal Sharma	Shri. Roshan Lal Ahuja
Date of Birth	08/12/1998	27/02/1973	29/05/1946
Nationality	Indian	Indian	Indian
Educational Qualification	Bachelor's degree in statistics (hons.) with from Lady Sri Ram College for Women, University of Delhi & cleared Actuarial Sciences examination from the Institute and Faculty of Actuaries, United Kingdom.	-	Chartered Accountant
Experience & and expertise in specific functional areas	Over five years of experience in mental health and wellness space	Marketing sector & manufacturing textile products, real estate, and the transport industry	55 years of experience in the accounting, taxation, assurance, and audit sector.
Disclosure of relationship between directors inter-se	Ms. Drishti Gupta (DIN: 08745500) is the daughter of Mr. Arun Gupta, Managing Director of the Company.	NIL	NIL
List of the Directorships held in other companies	1. Amaran Real Estates Private Limited 2. NowAndMe Enterprises Private Limited	1. Saswat Enterprises Private Limited 2. Saswat Developer Private Limited 3. SBLS Industries Private Limited 4. Canopus Wet Wipes Private Limited 5. Transexpress Logistics India Private Limited	1. Servotech Renewable Power System Limited 2. Flair Publications Private Limited 3. RJ Corp Limited 4. Devyani Food Industries Limited 5. Patanjali Foods Limited 6. Unitech Limited 7. Sidwal Refrigeration Industries Private Limited 8. Devyani International Limited 9. Dharampal Satyapal Limited 10. Belrise Industries Limited
Shareholding in Company (Number & %)	1,00,000 equity shares amounting to 0.11 %	NIL	NIL

DIRECTOR'S REPORT

To the Members of,
TRANSLINE TECHNOLOGIES LIMITED

The Board presents the 25th Annual Report of the Company 'TRANSLINE TECHNOLOGIES LIMITED' on the business and operations of the Company together with the Audited Financial Statements for the financial year ended on March 31, 2025.

This report is in accordance with the applicable provisions of the Companies Act, 2013 ("the Act").

1. FINANCIAL HIGHLIGHTS

The financial highlights are set out below:

(In Millions)

Particulars	For the financial year ended 2024- 25	For the financial year ended 2023- 24
Total Revenue	3719.07	2263.38
Total Expenditure	3033.35	1788.68
Profit before depreciation, finance Costs, and tax	793.68	522.68
Less: Depreciation & amortization expenses	37.45	19.26
Less: Finance Costs	70.51	28.72
Profit/(Loss) before tax	685.72	474.70
Less: Provision for Tax	173.14	122.08
Add: Deferred Tax Liability	(1.26)	(2.05)
Less: Tax Paid under settlement	30.51	-
Profit for the year	483.33	354.67

2. STATE OF THE COMPANY'S AFFAIRS/REVIEW OF BUSINESS OPERATIONS

During the financial year 2024-25, total revenue increased to Rs. 3719.07 Million against Rs. 2263.38 Million in the previous year. The Profit after tax (PAT) for the current year is Rs. 483.33 Million against Rs. 354.67 Million in the previous year.

The company is taking effective steps to improve the performance of the Company through growth in revenue, managing costs, strategic marketing, increasing brand awareness, and brand equity through advertisement campaigns, etc.

3. BOARD EVALUATION

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013, the Board of Directors is required to carry out an annual evaluation of its own performance, that of its Committees, and individual Directors. The said provisions are, however, applicable only to listed companies and every other public company having a paid-up share capital of ₹25 crore or more.

Since the paid-up share capital of the Company does not exceed ₹25 crore and the Company is not listed, these provisions are not applicable to the Company. Accordingly, no formal evaluation of the Board of Directors, its committees, or individual Directors was carried out for the financial year 2024-25.

4. POLICY ON APPOINTMENT OF DIRECTORS AND REMUNERATION POLICY OF THE COMPANY

The NRC develops the competency requirements of the Board based on the industry and the strategy of the Company, conducts a gap analysis, and recommends the reconstitution of the Board, as and when required. It also recommends to the Board the appointment of Directors having good personal and professional reputation, and conducts reference checks and due diligence of all Directors before recommending them to the Board. Besides the above, the NRC ensures that the new Directors are familiarized with the operations of the Company and endeavours to provide relevant training to the Directors. In accordance with the provisions of Section 178 of the Act, the Board of Directors have adopted a Policy on Board Diversity and Director Attributes and a Remuneration Policy. The Policy on Board Diversity and Director Attributes has been framed to encourage diversity of thought, experience, knowledge, perspective, age, and gender in the Board and to have in place a transparent Board nomination process.

The salient features of the Policy are provided hereinabove, and the complete Policy is uploaded on the website of the Company at www.translineindia.com

5. SHARE CAPITAL

During the year under review, there has been a change in the paid share Capital of the Company.

The paid-share capital of the company has increased from Rs. 162103760 to Rs. 179350000 by way of:

- i. Issue of 241000 fresh equity shares by way of private placement at the issue price of Rs. 270 approved in the Extraordinary General Meeting of the company dated 02nd March 2024, and the allotment of these shares was completed on 15th April 2024
- ii. Issue of 595800 fresh equity shares by way of private placement at the issue price of Rs. 270 approved in the Extraordinary General Meeting of the company dated 02nd March 2024, and the allotment of these shares was completed on 26th April 2024
- iii. Issue of 887824 fresh equity shares by way of private placement at the issue price of Rs. 270 approved in the Extraordinary General Meeting of the company dated 02nd March 2024, and the allotment of these shares was completed on 24th May 2024

- iv. Sub-Division of the existing authorized share capital of the company from Rs. 25,00,00,000, consisting of 2,50,00,000 equity shares of face value of 10 each to Rs. 25,00,00,000, consisting of 12,50,00,000 equity shares of face value of 2 each. Accordingly, the cumulative number of Equity Shares of our Company was changed from 1,79,35,000 equity shares of face value of ₹ 10 each into 8,96,75,000 Equity Shares of face value of ₹ 2 each."

6. DIVIDEND

During the year under review, to conserve cash and maintain liquidity for operations, the Board has not recommended any dividend for the financial year 2024-25.

7. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE REPORTABLE TO THE CENTRAL GOVERNMENT

During the year under review, no frauds have been reported by the Auditors under sub-section (12) of Section 143 of the Companies Act, 2013. Further, no instance of fraud by the Company or on the Company by its officers or employees has been observed or reported during the course of the audit.

8. TRANSFER TO RESERVES

During the year under review, the Company has earned a net profit of Rs. 483.33 Million. The amount has been transferred to Reserves and Surplus.

9. DEPOSITS

The Company has neither invited nor accepted any deposit from the public within the meaning of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposits) Rules, 2014, during the year under review.

10. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Act, the Annual Return for the Financial Year ended on 31st March 2025 is uploaded on the website of the Company and can be accessed through the link www.translineindia.com.

11. SUBSIDIARIES/ ASSOCIATES OR JOINT VENTURES

On 20th August 2024, the Company acquired a stake in Computer Knowledge Corporation Private Limited by becoming a subscriber to the memorandum of Computer Knowledge Corporation Private Limited, a company incorporated on 11th October 2024, by way of investment amounting to ₹90,000. Pursuant to the said investment, Computer Knowledge Corporation Private Limited has become a subsidiary of the Company in accordance with the provisions of Section 2(87) of the Companies Act, 2013.

However, on 25th November, 2024, Computer Knowledge Corporation Private Limited ceased to become subsidiary of the company by way of Share Transfer Agreement (SH-4)

12. MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

In terms of Section 134(3)(l) of the Companies Act, 2013, there have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report, except that the Company has filed a Draft Red Herring Prospectus (DRHP) with the Securities and Exchange Board of India (SEBI) on 7th August 2025 in connection with an Offer for Sale (OFS).

13. CHANGES IN THE NATURE OF BUSINESS

During the period under review, there has been no change in the nature of the business of the Company.

14. DIRECTORS

a. Appointment and Tenure

Mr. Bhim Sain Goyal (DIN: 02139510) was appointed on 22.02.2024 as the additional independent director of the Company. On 30th September 2024, Mr. Bhim Sain Goyal (DIN: 02139510) was regularized and appointed as Independent Director in the Annual General Meeting of the company held on 30.09.2024 by way of passing an ordinary resolution for a period of 1 year w.e.f 22.02.2024.

Mr. Girish Kumar Ahuja (DIN: 00446339) was appointed on 30.08.2024 as the additional independent director of the Company. On 30th September 2024, Mr. Girish Kumar Ahuja (DIN: 00446339) was regularized and appointed as an Independent Director in the Annual General Meeting of the company held on 30.09.2024 by way of passing an ordinary resolution for a period of 1 year w.e.f 30.08.2024.

Mr. Shankar Sharma (DIN: 00382187) was appointed on 19.09.2024 as the additional independent director of the Company. On 03rd December 2024, Mr. Shankar Sharma (DIN: 00382187) was regularized and appointed as an Independent Director in the Extra-Ordinary General Meeting of the company held on 03.12.2024 by way of passing an ordinary resolution for a period of 1 year w.e.f 19.09.2024.

Ms. Rojina Thapa (DIN: 10362834) was appointed as an additional independent director of the company in board meeting dated 11.01.2025.

b. Cessation

The term of office of Mr. Bhim Sain Goyal, Independent Director of the Company, expired on 21st February 2025. The Board of Directors took note of the same and passed a resolution by circulation in this regard, in accordance with the provisions of the Companies Act, 2013, and the Articles of Association of the Company.

c. Declaration by Independent Directors

The Company has received declarations from the Independent Directors, viz. Mr. Bhim Sain Goyal (02139510), Mr. Shankar Sharma (00382187), Mr. Girish Kumar Ahuja (DIN:00446339), Ms. Rojina Thapa (DIN: 10362834) stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act 2013 and they have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. The Board is of the opinion that the Independent Directors of the Company possess the requisite qualifications, experience and expertise and that

they hold the highest standards of integrity. In terms of Section 150 of the Companies Act 2013, read with the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors of the Company have registered themselves with the data bank of Independent Directors created and maintained by the Indian Institute of Corporate Affairs, Manesar.

d. Opinion of the Board on Integrity, Expertise and Experience (Including Proficiency) of Independent Directors Appointed During the Year

The Board of Directors is of the opinion that the Independent Directors appointed during the year possess the requisite integrity, expertise, and experience (including proficiency) required to discharge their duties and responsibilities in an effective manner

15. KEY MANAGERIAL PERSONNEL

The following were Key Managerial Personnel of your Company in terms of Section 203 of the Act as on 31st March, 2025;

Mr. Arjun Singh Bisht- Chief Financial Officer (CFO)

Ms. Preeti Kataria- Company Secretary

During the period under review, there is no change in any position which is considered as KMP.

16. BOARD MEETINGS

The Board met 20 (Twenty) times in the Financial Year 2024-25. The maximum interval between any two Board Meetings did not exceed 120 (one hundred and twenty) days. The number and dates of meetings of Board held during financial year 2024-25 are as under:

S. No. of Meeting	DAY	DATE
01/2023-24	Wednesday	17 th April, 2024
02/2023-24	Saturday	27 th April, 2024
03/2023-24	Wednesday	15 th May, 2024
04/2023-24	Friday	24 th May, 2024
05/2023-24	Friday	21 st June, 2024
06/2023-24	Wednesday	03 rd July, 2024
07/2023-24	Monday	29 th July, 2024
08/2023-24	Tuesday	27 th August, 2024
09/2023-24	Friday	30 th August, 2024
10/2023-24	Friday	06 th September, 2024
11/2023-24	Thursday	19 th September, 2024
12/2023-24	Monday	30 th September, 2024
13/2023-24	Friday	18 th October, 2024
14/2023-24	Saturday	09 th November, 2024

15/2023-24	Thursday	21 st November, 2024
16/2023-24	Sunday	24 th November, 2024
17/2023-24	Friday	06 th December, 2024
18/2023-24	Saturday	11 th January, 2025
19/2023-24	Tuesday	28 th January, 2025
20/2023-24	Thursday	06 th February, 2025

17. CORPORATE SOCIAL RESPONSIBILITY

In accordance with the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder, the Company has constituted a Corporate Social Responsibility (CSR) Committee. The CSR Committee has formulated and recommended to the Board a CSR Policy, which has been duly adopted and is being effectively implemented by the Company.

The CSR Policy lays down the guiding principles and framework for selection, implementation, and monitoring of CSR activities, in line with Schedule VII of the Act. The Policy emphasizes the Company's commitment to contribute towards sustainable development by undertaking projects and programs that create a positive impact on society and the environment.

During the financial year, the Company undertook CSR activities in line with the approved CSR Policy, ensuring that the initiatives were aligned to the needs of the community and delivered measurable social value.

The salient features of the Policy are provided hereinabove and the complete Policy is uploaded on the website of the Company at www.translineindia.com

18. BOARD'S COMMENT ON THE AUDITOR'S REPORT

The Auditor's Report is without any qualification, adverse remark, reservation, or disclaimer. The observation of the Auditors in their report, read together with the Notes on Accounts, are self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

19. MAINTENANCE OF COST RECORDS

Pursuant to Rule 8(5)(ix) of the Companies (Accounts) Rules, 2014, the Board of Directors hereby confirms that the provisions relating to the maintenance of cost records as specified by the Central Government under subsection (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company, and accordingly, the Company is not required to maintain such cost records.

20. COMPLIANCE WITH MATERNITY BENEFIT ACT 1961

The Company complies with the provisions of the Maternity Benefit Act, 1961, as amended by the Maternity Benefit (Amendment) Act, 2017, and provides all eligible women employees with statutory maternity leave and related benefits.

The Company remains committed to promoting diversity, inclusion, and work-life balance, and continues to create a workplace that supports the well-being of women employees.

21. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Board of Directors confirms that the Company has established and maintained adequate internal financial controls with reference to the financial statements. Such controls are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with applicable accounting standards.

22. POLICY ON SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE

In accordance with the provisions of the Act, the Company has constituted an Internal Complaints Committee (ICC) ("POSH Committee") at the Registered Office, to consider and redress complaints of sexual harassment, if any. The POSH Committee functions in line with the statutory requirements and conducts awareness programs to sensitize employees regarding the prevention and redressal of sexual harassment at the workplace.

Employees are encouraged to promptly report any instance of sexual harassment to the Internal Committee. In case of receipt of any such complaint, the matter is dealt with in a fair, transparent, and time-bound manner, after due investigation and review.

The Company has zero tolerance for sexual harassment in any form and remains fully committed to ensuring a safe, secure, and respectful workplace for all employees.

During the year under review:

1. Number of complaints of sexual harassment received in the year: Nil
2. Number of complaints disposed off during the year: Nil
3. Number of cases pending for more than Ninety Days: Nil

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not made any Loans, or Guarantees during the year, as such there are no details of particulars of loans, guarantees, or investments that are required to be provided as per Section 134(3)(g) of the Act.

On 20th August 2024, the Company acquired a stake in Computer Knowledge Corporation Private Limited by becoming a subscriber to the memorandum of Computer Knowledge Corporation Private Limited, a company incorporated on 11th October 2024, by way of investment amounting to ₹90,000. Pursuant to the said investment, Computer Knowledge Corporation Private Limited has become a subsidiary of the Company in accordance with the provisions of Section 2(87) of the Companies Act, 2013.

24. RELATED PARTY TRANSACTIONS

All contracts and arrangements entered by the Company during the year under review with related parties were in the ordinary course of business and on an arm's length basis. The particulars, in the prescribed format AOC-2, are annexed herewith and marked as Annexure 1.

25. RISK MANAGEMENT POLICY

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has adopted a comprehensive Risk Management Policy to identify, assess, monitor, and mitigate various risks which may impact its business operations. The Policy provides a structured framework for managing strategic, operational, financial, cybersecurity, regulatory, and reputational risks.

The Board of Directors, through its committees, periodically reviews the risk profile of the Company and ensures that suitable mitigation measures are in place. During the year under review, no risks have been identified which, in the opinion of the Board, may threaten the existence of the Company.

The detailed Risk Management Policy of the Company is also available on the Company's website at www.translineindia.com

26. VIGIL MECHANISM / WHISTLEBLOWER POLICY

The Vigil Mechanism as envisaged in the Companies Act, 2013 read with the Rules prescribed thereunder, is implemented through the Company's Whistle Blower Policy. Your company's whistle-blower policy is available on the company's website at www.translineindia.com. It enables the Directors, employees, and all stakeholders of the Company to report genuine concerns (about unethical behavior, actual or suspected fraud, or violation of the Code) and provides adequate safeguards against the victimization of persons who use such mechanisms. During the year, the Company received no whistle-blower complaints.

27. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Directors state that:

- a) In the preparation of the annual accounts for the financial year 2024-25, the applicable accounting standards have been followed along with proper explanation relating to material departures
- b) Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as of March 31, 2025, and of the profit and loss of the Company for the year ended March 31, 2025
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities

- d) The annual accounts for the financial year ended March 31, 2025, have been prepared on a going concern basis
- e) Proper systems are devised to ensure compliance with the provisions of all applicable laws, and that such systems were adequate and operating effectively

28. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

28.1 Conservation of Energy

The Company continues to give high priority to conservation of energy and has taken various steps to optimize energy consumption and promote sustainable practices across its operations. The measures undertaken during the year include:

1. **Efficient Use of Resources** – Adoption of energy-efficient equipment, LED lighting, and automation in office and data center facilities.
2. **Digitalization & Paperless Initiatives** – Implementation of software-based solutions to reduce paper usage, thereby indirectly conserving energy and contributing to environmental sustainability.
3. **Optimized Power Consumption** – Monitoring and reducing idle power consumption in servers and IT infrastructure through virtualization and cloud-based deployment.
4. **Awareness & Training** – Employee sensitization programs to encourage energy-saving practices within the workplace.
5. **Green Initiatives** – Increased reliance on digital communication, reduction in travel through video conferencing, and exploration of renewable energy sourcing options where feasible.

The Board is committed to pursuing continuous improvements in energy efficiency and sustainable business practices, in line with the Company's long-term ESG goals.

Since the Company is primarily engaged in technology-solutions provider with a focus on designing, developing, and deploying integrated security and surveillance systems, biometric authentication platforms, and artificial intelligence-driven software products, the operations are not energy-intensive as compared to manufacturing companies. However, the above initiatives have contributed to meaningful energy savings and resource optimization.

28.2 Technology Absorption

The Company is committed to continuous innovation and has undertaken significant initiatives in the field of integrated security systems, biometric authentication, and artificial intelligence-driven software products. The efforts made towards technology absorption during the year include:

28.3 Foreign Exchange Earning and Outgo

Foreign Exchange Earnings : NA

Foreign Exchange Outgo: Rs. 6,27,70,000

29. DETAILS OF THE DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS, ALONG WITH THE REASONS THEREOF

Pursuant to Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014, it is hereby confirmed that the Company has not entered into any one-time settlement with banks or financial institutions during the year under review. Accordingly, no disclosure is required in this regard.

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

Pursuant to the requirements of Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, the Board of Directors confirms that no significant and material orders were passed by the regulators, courts, or tribunals during the year under review which could impact the going concern status of the Company or its future operations.

31. STATEMENT OF COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS:

Your Company has complied with the provisions of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

32. OTHER DISCLOSURES:

Details of equity shares with differential voting rights in terms of Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014- During the financial year under review, the Company has not issued equity shares with differential voting rights as to dividend, voting or otherwise.

Detailed reasons for revision of financial statements and report of the Board in terms of Section 131(1) of the Companies Act, 2013- The Company haven't revised its financial statements or directors' report during the financial year under review in terms of Section 131 of the Companies Act, 2013.

During the year, neither any application has been made nor any proceeding was pending against the Company under the Insolvency and Bankruptcy Code, 2016. Further, no loan from Bank or Financial Institution was obtained in the said period, and therefore, the provision relating to disclosure of variation in valuation in terms Rule 8950 (XII) of Companies (Accounts) Rules, 2014 is not applicable for the period under review.

33. APPRECIATIONS AND ACKNOWLEDGEMENT

We thank our customers, business partners, suppliers, bankers, and shareholders for their continued support during the year. We thank the Government of India, the State Governments

where we have business operations, and other government agencies for their support and look forward to their continued support in the future.

Your directors are also happy to place on record their sincere appreciation for the co-operation, commitment & contribution extended by all the employees of the “**TRANSLINE**” Family & look forward to enjoying their continued support & co-operation.

By order of the Board of
TRANSLINE TECHNOLOGIES LIMITED

Place: New Delhi
Date: 02.09.2025

Sd/-
Drishti Gupta
Non-Executive Director
DIN: 08745500

Sd/-
Arun Gupta
Managing Director
DIN: 00217119

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

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

Details of contracts or arrangements, or transactions not at Arm's length basis:

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

Details of contracts or arrangements or transactions at Arm's length basis (In Millions)

Name (s) of the related party & 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
Amita Gupta (Promoter)	Lease Deed for use of premises as Registered Office of the Company	5 years	The Company has taken on lease the premises situated at 23A, 3rd Floor, Shivaji Marg, New Delhi- I 10015 from its Promoter Mrs. Amita Gupta, for use as its Registered Office. The arrangement is on an arm's length basis with a monthly rent of ₹ 1,75,000.
Amaran Real Estate Pvt. Ltd (Entities Significantly Influenced by director)	Property on lease	11 months	The Company has taken on lease the premises situated at the 3rd Floor, covering a portion of 1710 sq. ft. Ft., 23A, Shivaji Marg, New Delhi 110015 from Amaran Real Estate Pvt. Ltd, for use as its Premises. The arrangement is on an arm's length basis with a monthly rent of ₹ 2,70,000.
C.K. Estates (Entities Significantly Influenced by director)	Property on lease	11 months	1.62
Videoline Surveillance Pvt. Ltd (Entities Significantly Influenced by director)	Sales	-	The Company has entered into transactions with its related party, Videoline Surveillance Pvt. Ltd, for the sale of goods/products in the ordinary course of business and on an arm's

			length basis. The transactions are carried out at prevailing market prices and on usual commercial terms. During the year under review, the aggregate value of such sales amounted to approximately ₹ 78.92 million.
Videoline Surveillance Pvt. Ltd (Entities Significantly Influenced by director)	Purchase	-	The Company has entered into transactions with its related party, Videoline Surveillance Pvt. Ltd, for the purchase of goods/materials required for its business operations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, at prevailing market prices and on normal commercial terms. During the year under review, the aggregate value of such purchases amounted to approximately ₹ 31.52 million.

Justification for entering into such contracts or arrangements, or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in the General meeting as required under the first proviso to section 188
The arrangement has been entered into to ensure the availability of suitable premises for the Company's Registered Office at a reasonable rent. The terms are fair, reasonable, and on an arm's length basis, and hence not prejudicial to the interests of the Company.	21 st March, 2023	NIL	Not required

The premises located on the 3rd Floor, covering a portion of 1710 sq. ft. at 23A, Shivaji Marg, New Delhi – 110015, have been taken on lease from Amaran Real Estate Pvt. Ltd., an entity significantly influenced by a Director of the Company. The premises is suitably located and meets the operational and infrastructural requirements of the Company. The lease arrangement has been entered into on an arm's length basis, with a monthly rent of ₹ 2,70,000, which is competitive and reasonable considering the prevailing market rates in the locality. The arrangement is in the ordinary course of business and is essential for the smooth functioning of the Company's operations.	9 th November, 2024	NIL	Not required
C.K. Estates (Entities Significantly Influenced by a director)	9 th November, 2025	NIL	Not required
The transactions with Videoline Surveillance Pvt. Ltd were entered into in the ordinary course of business and on an arm's length basis to facilitate sales and business growth. The terms are fair, reasonable, and comparable to similar market transactions, and therefore, such arrangements are in the best interest of the Company and its stakeholders.	9 th November, 2025	NIL	Not required
The purchases from Videoline Surveillance Pvt. Ltd were made in the ordinary course of	24 th May, 2025	NIL	Not required

business and on an arm's length basis to ensure timely availability of quality materials at competitive prices. The terms are fair, reasonable, and comparable with prevailing market conditions, and hence such arrangements are in the best interest of the Company.			
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For **TRANSLINE TECHNOLOGIES LIMITED**

Sd/-

Arun Gupta
Managing Director
DIN: 00217119

INDEPENDENT AUDITOR'S REPORT

To the Members of Transline Technologies Limited

Report on the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Transline Technologies Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2025, and the Statement of Profit and Loss including other comprehensive income, statement of changes in equity and the Statement of cash flows for the year then ended, and notes to the Ind AS financial statements, including a summary of the 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 Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025 and profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS 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 ("the ICAI") together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act 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 audit opinion on the Ind AS financial statements.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the Ind AS financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS 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 are also responsible for overseeing the company's financial reporting process. Audit trail compliance is also primarily the responsibility of the Management.

Auditor's Responsibilities for the Audit of Ind AS Financial Statement

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS 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 Ind AS 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 internal financial controls with reference to Financial Statements 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS 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 Ind AS financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief, were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Ind AS Balance Sheet, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Statement of Cash Flow, and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**” Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) In our opinion, the managerial remuneration for the year ended March 31, 2025, has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note 39 to the Ind AS financial statements;
 - (ii) The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;
 - (iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.
 - (iv) a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (‘Intermediaries’) with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf

of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ('Funding Parties') with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

(v) The Company has not declared or paid any dividend during the year and therefore compliance of Section 123 of the Act, is not applicable.

(vi) Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

For **Goyal Nagpal and Co.**
Chartered Accountants
(Firm's Registration No. 018289C)

Sd/-
CA Virender Nagpal
Partner
(Membership No. 416004)
Place: New Delhi
Date: 06.08.2025
UDIN: 25416004BMHVDR3563

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT
(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’
Section of our report of even date)

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

- i) (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress and right of use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us, the company has a phased program of physical verification of Property, Plant and Equipment and right-of-use assets, which in our opinion, is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment. In accordance with this program, certain Property, Plant and Equipment were physically verified by the Management during the year, and no material discrepancies were noticed on such verification.

(c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment according to the information and explanations given to us and based on the examination of the registered sale deed/title deed provided to us, we report that, the title deeds of such immovable properties are held in the name of the company as at the balance sheet date.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year ended March 31, 2025.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the company, no proceedings have been initiated during the year or are pending against the Company as at 31 March 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

- ii) (a) According to the information and explanations given to us and on the basis of our examination of the records produced before us, the inventories, except Goods in Transit, has been physically verified during the year by the management at reasonable intervals. In our opinion, the coverage and procedure of such verification by the management is appropriate, having regard to the size of the company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with the books of account.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has been sanctioned working capital limits in excess

of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the company with such banks are in agreement with the books of account of the company, other than those mentioned in Note no. 47 of the financial statements.

- iii) a) The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties during the year.
- iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion, the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.
- v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii) (a) According to the information and explanations given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues, including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and any other statutory dues.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, Sales Tax, Service Tax, duty of Custom, Duty of Excise, Value Added Tax, cess, and other material statutory dues in arrears as at March 31, 2025, for a period of more than six months from the date they became payable.

(b) Where statutory dues referred to in sub clause (a) have not been deposited on account of any dispute, then the amount involved and the forum where the dispute is pending shall be mentioned. However, according to information and explanations given to us, the following demand of Income tax and Goods and Services Tax has not been deposited by the Company:

Name of the Statutes	Nature of dues	Amount (INR)	Period to which the amount relate	Forum where the dispute is pending
Income Tax	Demand	Rs. 16.23 Million Plus	A.Y. 2013-14	CIT(A), Delhi

		Interest as applicable		
TDS	Demand	.62 Million plus Interest as applicable	F.Y. 2007-08 to 2010-11	The company in the process of filing rectification, and No Provision has been made

viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year. Hence, reporting under clause (viii) of the Order is not applicable.

ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, the Company has not defaulted in the repayment of loans or borrowings from banks, financial institutions, and the Government.

(b) The Company has not been declared a wilful defaulter by any bank or financial institution or government, or any government authority.

(c) According to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on a short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(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, associates, or joint ventures.

(f) In our opinion, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.

x) (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year, and hence reporting under clause (x)(a) of the Order is not applicable.

(b) During the year, the Company has raised funds made private placement of shares amounting to Rs. 465.65 Million, have been prima facie applied by the Company for the purpose for which they were raised as mentioned in Note No. 41 of the Financial Statement.

- xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, 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 whistleblower complaints received by the Company during the year and provided to us when performing our audit.
- xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, the company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports issued to the Company during the year and covering the period up to 30th September 2024. However, the internal audit report for the second half-year was not available at the time of our audit. Consequently, the same could not be considered
- xv) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b), (c), and (d) of the Order is not applicable.
- xvii) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, the company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year. Hence, reporting under clause (xvii) of the Order is not applicable.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, 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 plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act.

xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Goyal Nagpal & Co.**
Chartered Accountants
(Firm's Registration No. 018289C)

Sd/-
CA Virender Nagpal
Partner
(Membership No. 416004)
Place: New Delhi
Date: 06.08.2025
UDIN: 25416004BMHVDR3563

Annexure -B to the Independent Auditor's Report of even date on the Ind AS financial statements of Transline Technologies Limited

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

We have audited the internal financial controls over financial reporting of **Transline Technologies Limited** ('the company') as of March 31, 2025 in conjunction with our audit of the Ind AS 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('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safe guarding 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.

Auditors' 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, 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 were established and maintained, and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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 controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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 authorisations of management and directors of the company; and
3. provide reasonable assurance regarding the 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 March 31, 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 Goyal Nagpal & Co.

Chartered Accountants

(Firm's Registration No. 018289C)

Sd/-

CA Virender Nagpal

Partner

(Membership No. 416004)

Place: New Delhi

Date: 06.08.2025

UDIN: 25416004BMHVDR3563

TRANSLINE TECHNOLOGIES LIMITED CIN:U72900DL2001PLC109496 BALANCE SHEET AS ON 31st MARCH 2025					
(Rs. in Million)					
	Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
I.	ASSETS				
(1)	Non - Current Assets				
	(a) Property, Plant and Equipment	2(i)	137.99	139.77	56.51
	(b) Right to Use Assets	2(ii)	10.55	14.92	11.24
	(c) Other Intangible Assets	3	19.94	3.33	4.55
	(d) Financial Assets				
	(i) Investments	4	0.72	0.67	-
	(ii) Others Financial Assets	5(i)	17.28	23.15	24.87
	(e) Deferred Tax Assets (net)	6	8.65	7.38	5.33
	(f) Other Non - Current Assets	7(i)	1.88	22.56	19.57
	Total Non - Current Assets		197.01	211.78	122.07
(2)	Current Assets				
	(a) Inventories	8	296.99	90.12	130.48
	(b) Financial Assets				
	(i) Trade Receivables	9	1,895.88	1,388.80	525.50
	(ii) Cash and Cash equivalents	10	1.28	22.97	1.45
	(iii) Contract Assets	11	906.39	244.08	24.04
	(iv) Other Financial Assets	5(ii)	601.42	222.98	37.43
	(c) Other Current Assets	7(ii)	75.77	14.26	26.20
	Total Current Assets		3,777.73	1,983.21	745.10
	Total Assets		3,974.74	2,194.99	867.17
II.	EQUITY AND LIABILITIES				
(1)	EQUITY				
	(a) Equity Share capital	12	179.35	162.10	75.68
	(b) Other Equity	13	1,606.25	674.89	224.77
	Total Equity		1,785.60	836.99	300.45
	LIABILITIES				
(2)	Non - Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	14(i)	62.61	92.86	26.94
	(ii) Lease Liabilities	15 (i)	8.22	12.76	9.90
	(iii) Other Financial Liabilities	16(i)	-	0.59	6.39
	(b) Provisions	17(i)	18.86	15.63	11.59
	Total Non - Current Liabilities		89.69	121.84	54.82
(3)	Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	14(ii)	798.23	321.40	42.09
	(ii) Lease Liabilities	15 (ii)	4.52	3.92	1.94
	(iii) Trade Payables	18			
	a)Total outstanding dues of Micro and Small Enterprises		22.22	31.59	9.61
	b)Total outstanding dues of creditors other than Micro and Small Enterprises		1,070.10	677.40	313.59
	(iv) Other financial liabilities	16(ii)	49.83	77.31	52.10
	(b) Provisions	17(ii)	15.15	6.77	6.50
	(c) Other Current Liabilities	19	1.36	10.62	54.08
	(d) Current Tax Liabilities (Net)	20	138.04	107.15	31.99
	Total Current Liabilities		2,099.45	1,236.16	511.90
	Total Equity and Liabilities		3,974.74	2,194.99	867.17
	Summary of material accounting policies	1			
	The notes 1 to 50 are an integral part of the restated financial statement.				
As per our report of even date attached.			For and on behalf of the Board of Directors		
For Goyal Nagpal & Co.					
Chartered Accountants			Sd/-		
Firm's Registration Number - 018289C			Arun Gupta		
			Chairman and Managing		
			Director		
Sd/-			DIN: 00217119		
CA Virender Nagpal					
Membership No. 416004			DIN: 08745500		
Partner			Sd/-		
			Preeti Kataria		
Place: Delhi			Company Secretary and		
			Compliance Officer		
Dated: 6th August 2025			M.No. 13507		
UDIN: 25416004BMHVDR3563			Place: Delhi		
			Dated: 6th August 2025		
			PAN:AGSPB4533F		

TRANSLINE TECHNOLOGIES LIMITED CIN:U72900DL2001PLC109496 STATEMENT OF PROFIT AND LOSS (Rs. in Million)				
	Particulars	Note no.	Year ended 31st March, 2025	Year ended 31st March, 2024
I.	Revenue from Operations	21	3,710.78	2,258.93
II.	Other Income	22	8.29	4.45
III.	Total Income (I+II)		3,719.07	2,263.38
IV.	Expenses:			
	Purchases of Stock in Trade	23	2,821.15	1,502.31
	Changes in inventories	24	(206.87)	40.36
	Employee Benefits Expenses	25	189.07	119.50
	Finance Costs	26	70.51	28.72
	Depreciation and Amortization Expense	27	37.45	19.26
	Other Expenses	28	122.04	78.53
	Total expenses (IV)		3,033.35	1,788.68
V.	Profit before Tax (III-IV)		685.72	474.70
VI.	Tax Expense :	46		
	Current Tax		173.14	122.08
	Tax Paid under settlements		30.51	-
	Deferred Tax		(1.26)	(2.05)
	Tax relating to earlier years		-	-
	Total Tax Expense (VI)		202.39	120.03
VII.	Profit after Tax for the Year		483.33	354.67
VIII.	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss			
	Remeasurement of the net defined benefit (Loss)/gain		(0.50)	(0.44)
	Income Tax effect		0.13	0.11
	Total Other Comprehensive Income, Net of Tax (VIII)		(0.37)	(0.33)
IX.	Total Comprehensive Income for the year (VII - VIII)		482.96	354.34
X.	Earnings per equity share (Nominal value per share Rs.2 /-) (adjusted for the division of share as per resolution passed at the EGM held on 03.12.2024)			
	- Basic (Rs.)	32	5.44	4.51
	- Diluted (Rs.)		5.44	4.51
	Significant accounting policies and estimates	1		
	The notes 1 to 50 are an integral part of the financial statement.			
As per our report of even date attached. For Goyal Nagpal & Co. Chartered Accountants Firm's Registration Number - 018289C Sd/- CA Virender Nagpal Membership No. 416004 Partner Place: Delhi Dated: 6th August 2025 UDIN: 25416004BMHVDR3563				
For and on behalf of the Board of Directors Sd/- Arun Gupta Chairman and Managing Director DIN: 00217119 Sd/- Drishiti Gupta Non-Executive Director DIN: 08745500 Sd/- Preeti Kataria Company Secretary and Compliance Officer M.No. 13507 Place: Delhi Dated: 6th August 2025 Sd/- Arjun Singh Bisht Chief Financial officer PAN:AGSPB4533F				

TRANSLINE TECHNOLOGIES LIMITED

CIN:U72900DL2001PLC109496

STATEMENT OF CASH FLOWS

(Rs. in Million)

Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
I. Cash Flow From Operating Activities		
Profit before tax as per Profit & Loss Account	685.72	474.70
Adjustments:		
Actuarial gain/(loss) on gratuity	(0.50)	(0.44)
Depreciation and amortization expenses	37.45	19.26
Provision for Expected credit loss	0.97	12.35
Unrealized foreign exchange gain	1.23	0.11
Fair Valuation of Investment	(0.05)	(0.67)
Loss on sale of Property, Plant and Equipments	0.81	1.13
Finance Cost	70.51	28.72
Operating profit before working capital changes	796.14	535.16
Changes in working capital		
(Increase)/Decrease in Inventories	(206.87)	40.36
(Increase)/Decrease in Trade receivables	(508.05)	(875.65)
(Increase)/Decrease in financial assets	(1,034.90)	(403.87)
(Increase)/Decrease in Other assets	(40.83)	8.95
Increase/(Decrease) in Trade payables	382.10	385.68
Increase/(Decrease) in other financial liabilities and provisions	(25.70)	(19.75)
Net Cash used in Operations	(638.11)	(329.12)
Income Tax paid	(172.63)	(46.80)
Net Cash used in Operating Activities	(810.74)	(375.92)
II. Cash Flow from Investing Activities		
Acquisition of Property Plant & Equipments	(50.73)	(98.69)
Proceeds from Sale of Property Plant & Equipments	2.00	0.63
(Increase)/decrease in Investments	-	-
Net Cash generated from /(used in) Investing Activities	(48.73)	(98.06)
III. Cash Flow from Financing Activities		
Proceeds from borrowings (Net)	446.58	345.23
Proceeds from issue of equity shares (including premium)	465.65	182.20
Payment of Lease liabilities	(3.94)	(3.21)
Finance cost	(70.51)	(28.72)
Net Cash generated from /(used in) Financing Activities	837.78	495.50
Net Increase/(Decrease) in Cash and cash equivalents (A) (I+II+III)	(21.69)	21.52
Add: Cash and cash equivalents at the beginning of the period (B)	22.97	1.45
Cash and cash equivalents at the end of the period (A+B)	1.28	22.97

Components of Cash and Cash Equivalents

Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
Cash In hand	0.76	0.82
Balance with banks in current accounts	0.52	22.15
Total	1.28	22.97

The accompanying notes form an integral part of the financial statements

Note 1: The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standards (Ind AS-7) - Statement of Cash Flow.

Note 2: Cash and bank balances consists of Cash and cash equivalents- Which includes cash on hand, balances with banks and other short terms deposits which are readily convertible into known amount of cash, are subject to an insignificant risk of change in value and have original maturities of less than three months. These balances with banks are unrestricted for withdrawals and usage.

Note 3: Previous year's figures have been regrouped where ever necessary.

Note 4: Change in liabilities arising from financing activities:

(Rs. in Million)

Particulars	As at 1st April, 2023	Cash Flow	Other changes	For year ended 31st March, 2024
Non Current Borrowings	26.94	65.92	-	92.86
Current Borrowings	42.09	279.31	-	321.40
Lease Liabilities	11.84	(5.25)	10.09	16.68
Total	80.87	339.98	10.09	430.94

Particulars	As at 1st April, 2024	Cash Flow	Other changes	For year ended 31st March, 2025
Non Current Borrowings	92.86	(30.25)	-	62.61
Current Borrowings	321.40	476.83	-	798.23
Lease Liabilities	16.68	(5.58)	1.64	12.74
Total	430.94	441.00	1.64	873.58

As per our report of even date attached.

For Goyal Nagpal & Co.

Chartered Accountants

Firm's Registration Number - 018289C

Sd/-

CA Virender Nagpal

Membership No. 416004

Partner

Place: Delhi

Dated: 6th August 2025

UDIN: 25416004BMHVDR3563

For and on behalf of the Board of Directors

Sd/-

Arun Gupta

Chairman and
Managing Director

DIN: 00217119

Sd/-

Preeti Kataria

Company Secretary
and Compliance
Officer

M.No. 13507

Place: Delhi

Dated: 6th August 2025

Sd/-

Drishti Gupta

Non-Executive
Director

DIN: 08745500

Sd/-

Arjun Singh Bisht

Chief Financial officer

PAN:AGSPB4533F

TRANSLINE TECHNOLOGIES LIMITED

CIN:U72900DL2001PLC109496

STATEMENT OF CHANGES IN EQUITY

(a) Equity Share capital

(Rs. in Million)

Particulars	Balance at the beginning of the year	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the year
For the year ended 31st March, 2025	162.10	-	-	17.25	179.35
For the year ended 31st March, 2024	75.68	-	-	86.42	162.10
For the year ended 31st March, 2023	34.40	-	-	41.28	75.68

(b) Other Equity

(Rs. in Million)

Particulars	Reserves and Surplus			Items of Other Comprehensive Income	Total
	Capital reserve	Share Premium	Retained Earnings	Re- measurement of defined benefit plan	
Balance as at 1st April, 2024	-	212.23	462.71	(0.05)	674.89
Profit for the year	-	-	483.33	-	483.33
Measurement of defined employee benefit plan	-	-	-	(0.37)	(0.37)
Premium on shares issue	-	448.40	-	-	448.40
Balance as at 31st March, 2025	-	660.63	946.04	(0.42)	1,606.25
Balance as at 1st April, 2023	-	116.45	108.04	0.28	224.77
Profit for the year	-	-	354.67	-	354.67
Measurement of defined employee benefit plan	-	-	-	(0.33)	(0.33)
Premium on shares issue	-	171.46	-	-	171.46
Bonus shares issued	-	(75.68)	-	-	(75.68)
Balance as at 31st March, 2024	-	212.23	462.71	(0.05)	674.89
Balance as at 1st April, 2022	-	153.06	13.96	-	167.02
Profit for the year	-	-	98.75	-	98.75
Measurement of defined employee benefit plan	-	-	-	0.28	0.28
Premium on shares issue	-	4.67	(4.67)	-	-
Bonus shares issued	-	(41.28)	-	-	(41.28)
Balance as at 31st March, 2023	-	116.45	108.04	0.28	224.77

As per our report of even date attached.

For Goyal Nagpal & Co.

Chartered Accountants

Firm's Registration Number - 018289C

Sd/-

CA Virender Nagpal

Membership No. 416004

Partner

Place: Delhi

Dated: 6th August 2025

UDIN: 25416004BMHVDR3563

For and on behalf of the Board of Directors

Sd/-

Arun Gupta

Chairman and Managing Director

DIN: 00217119

Sd/-

Preeti Kataria

Company Secretary and Compliance Officer

M.No. 13507

Place: Delhi

Dated: 6th August 2025

Sd/-

Drishti Gupta

Non-Executive Director

DIN: 08745500

Sd/-

Arjun Singh Bisht

Chief Financial officer

PAN:AGSPB4533F

TRANSLINE TECHNOLOGIES LIMITED
CIN:U72900DL2001PLC109496
Notes to the Financial Statements

NOTE : 2 (i) (Rs. in Million)

Property, Plant and Equipment as at 31st March 2025											
Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 1st April, 2024	Additions During the year	Adjustment / Disposals during the year	As at 31st March, 2025	Upto 1st April, 2024	During the year	Adjustment / Disposals during the year	Upto 31st March, 2025	As at 31st March, 2025	As at 31 st March, 2024
1	Office Building	25.92	2.70	-	28.62	1.20	0.90	-	2.10	26.52	24.72
2	Plant & Machinery	19.29	1.99	-	21.28	8.42	4.71	-	13.13	8.15	10.87
3	Office Equipment	4.75	3.65	-	8.40	0.42	1.39	-	1.81	6.59	4.33
4	Computer	60.44	2.09	-	62.53	4.09	19.27	-	23.36	39.17	56.35
5	Furniture & Fixture	23.85	7.58	-	31.43	2.79	2.80	-	5.59	25.84	21.06
6	Vehicles	25.73	15.32	4.30	36.75	3.29	3.23	1.49	5.03	31.72	22.44
	Total	159.98	33.33	4.30	189.01	20.21	32.30	1.49	51.02	137.99	139.77
	<i>Previous Year</i>	65.45	98.60	4.07	159.98	8.94	13.58	2.31	20.21	139.77	56.51

Property, Plant and Equipment as at 31st March 2024											
Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 1st April, 2023	Additions During the year	Adjustment / Disposals during the year	As at 31st March, 2024	Upto 1st April, 2023	During the year	Adjustment / Disposals during the year	Upto 31st March, 2024	As at 31st March, 2024	As at 31 st March, 2023
1	Office Building	11.33	14.59	-	25.92	0.37	0.83	-	1.20	24.72	10.96
2	Plant & Machinery	17.14	2.15	-	19.29	4.09	4.33	-	8.42	10.87	13.05
3	Office Equipment	0.74	4.01	-	4.75	0.21	0.21	-	0.42	4.33	0.53
4	Computer	3.19	57.25	-	60.44	0.92	3.17	-	4.09	56.35	2.27
5	Furniture & Fixture	12.52	11.33	-	23.85	1.04	1.75	-	2.79	21.06	11.48
6	Vehicles	20.53	9.27	4.07	25.73	2.31	3.29	2.31	3.29	22.44	18.22
	Total	65.45	98.60	4.07	159.98	8.94	13.58	2.31	20.21	139.77	56.51
	<i>Previous Year</i>	44.20	21.34	0.09	65.45	-	8.94	-	8.94	56.51	44.20

Note:

(i) The Company has applied the optional exemption to measure its Property, Plant and Equipment at the date of transitional at their previous GAAP carrying amount and used it as the deemed cost for such assets.

(ii) The Company does not have any capital work in progress. Accordingly, disclosures related to ageing of capital work in progress are not applicable

(iii) Refer note 2(ii) for disclosure of right of use assets.

(iv) Refer note 14(a) & (b) for assets pledged as security for borrowings.

NOTE : 2 (ii) (Rs. in Million)

Right of Use Assets as at 31st March 2025											
Sl. No.	Particulars	GROSS BLOCK				AMORTIZATION				NET BLOCK	
		As at 1st April, 2024	Additions During the year	Adjustment / Disposals during the year	As at 31st March, 2025	Upto 1st April, 2024	During the year	Adjustment / Disposals during the year	Upto 31st March, 2025	As at 31st March, 2025	As at 31 st March, 2024
1	Building on Lease	20.22	-	-	20.22	5.30	4.37	-	9.67	10.55	14.92
	Total	20.22	-	-	20.22	5.30	4.37	-	9.67	10.55	14.92
	<i>Previous Year</i>	12.17	8.05	-	20.22	0.93	4.37	-	5.30	14.92	11.24

Right of Use Assets as at 31st March 2024											
Sl. No.	Particulars	GROSS BLOCK				AMORTIZATION				NET BLOCK	
		As at 1st April, 2023	Additions During the year	Adjustment / Disposals during the year	As at 31st March, 2024	Upto 1st April, 2023	During the year	Adjustment / Disposals during the year	Upto 31st March, 2024	As at 31st March, 2024	As at 31 st March, 2023
1	Building on Lease	12.17	8.05	-	20.22	0.93	4.37	-	5.30	14.92	11.24
	Total	12.17	8.05	-	20.22	0.93	4.37	-	5.30	14.92	11.24
	<i>Previous Year</i>	-	12.17	-	12.17	-	0.93	-	0.93	11.24	-

Ind AS 116 – Leases

The Company has adopted Ind AS 116, Leases, from the earliest reporting period presented, applying the modified retrospective method as permitted under Appendix C to Ind AS 116. Accordingly, the right-of-use (RoU) asset was recorded at an amount equal to the corresponding lease liability as at the date of initial application, i.e., April 1, 2022.

In adopting Ind AS 116, the Company has elected to apply the following practical expedients:

(a) The Company has not reassessed whether existing contracts as at April 1, 2022, are, or contain, a lease under the new definition of a lease. Consequently, the classification of leases under Ind AS 17 has been retained for contracts entered into or modified before this date.

(b) A single discount rate has been applied to a portfolio of leases with similar characteristics in similar economic environments. Lease liabilities were measured at the present value of remaining lease payments, discounted at the incremental borrowing rate as on April 1, 2022. The corresponding RoU assets were measured as if Ind AS 116 had been applied since the lease commencement date, but discounted using the same incremental borrowing rate.

(c) Initial direct costs were excluded from the measurement of the RoU assets at the date of initial application.

(d) The Company has elected not to recognise RoU assets and lease liabilities for:

leases with a remaining lease term of less than twelve months as of the date of initial application, and leases of low-value assets.

(e) The weighted average incremental borrowing rate applied to lease liabilities on the date of initial application was 11%.

NOTE : 3**(Rs. in Million)****Other Intangible Assets as at 31st March 2025**

Sl. No.	Particulars	GROSS BLOCK				AMORTIZATION				NET BLOCK	
		As at 1st April, 2024	Additions During the year	Adjustment / Disposals during the year	As at 31st March, 2025	Upto 1st April, 2024	During the year	Adjustment / Disposals during the year	Upto 31st March, 2025	As at 31st March, 2025	As at 31 st March, 2024
1	Software	5.32	17.13	-	22.45	1.99	0.78	-	2.77	19.68	3.33
2	Trade Mark & Patent	-	0.26	-	0.26	-	-	-	-	0.26	-
	Total	5.32	17.39	-	22.71	1.99	0.78	-	2.77	19.94	3.33
	<i>Previous Year</i>	5.23	0.09	-	5.32	0.68	1.31	-	1.99	3.33	4.55

Other Intangible Assets as at 31st March 2024

Sl. No.	Particulars	GROSS BLOCK				AMORTIZATION				NET BLOCK	
		As at 1st April, 2023	Additions During the year	Adjustment / Disposals during the year	As at 31st March, 2024	Upto 1st April, 2023	During the year	Adjustment / Disposals during the year	Upto 31st March, 2024	As at 31st March, 2024	As at 31 st March, 2023
1	Software	5.23	0.09	-	5.32	0.68	1.31	-	1.99	3.33	4.55
	Total	5.23	0.09	-	5.32	0.68	1.31	-	1.99	3.33	4.55
	<i>Previous Year</i>	1.33	3.90	-	5.23	-	0.68	-	0.68	4.55	1.33

Note:

(i) The Company has applied the optional exemption to measure its Property, Plant and Equipment at the date of transitional at their previous GAAP carrying amount and used it as the deemed cost for such assets.

(ii) There is no intangible assets which are pledged or under lien.

(iii) There are no intangible assets under development and consequently the related disclosures are not given.

NOTE - 4: Investments (Rs. in Million)			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
Non-Current Investments			
Quoted Investments in ULIP (Valued at fair value through Profit & Loss)			
ICICI Opportunity Funds (ULIP) (13154.52 units allotted at NAV Rs.49.82, NAV as on 31.03.24 Rs.51.0968)	0.72	0.67	-
Total	0.72	0.67	-
Note:			
Aggregated amount of quoted investments	0.66	0.66	-
Aggregated amount of market value of quoted investments	0.72	0.67	-
Aggregated amount of unquoted investments	-	-	-
Aggregated amount of impairment in value of investments	-	-	-
NOTE - 5: Other Financial Assets			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
(i) Non-Current			
Unsecured, Considered good			
Bank Deposit Lien Marked (having maturity more than 12 month)*	13.09	21.84	21.23
EMD and Security Deposits**	4.19	1.31	3.64
Total	17.28	23.15	24.87
* Bank deposits represents balances of margin money against issue of Bank guarantees.			
**EMD and Security Deposits are valued at amortised cost.			
(ii) Current			
Interest accrued on Fixed deposit with Bank	0.38	0.33	0.19
Interest Income receivable	-	-	0.09
Bank Deposit Lien Marked (having maturity less than 12 months)	38.25	26.77	13.25
EMD and Security Deposits	49.82	26.16	14.96
Retention Money*	507.24	168.74	-
Balance with Government authorities (GST input, TDS, etc.)	5.73	0.98	8.94
Total	601.42	222.98	37.43
*The payment withheld by the customer under the terms of a contract.			
NOTE -6: Deferred Tax Assets (Net) (Rs. in Million)			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
(i) Deferred Tax Assets			
Property, Plant & Equipment and Intangible assets	-	-	1.53
Liability on disallowance under section 43(B)	4.57	7.16	6.24
ECL Provision	4.80	0.49	-
Security deposit Fair valuation Impact	0.01	0.01	-
Lease Liabilities	3.21	4.20	2.98
Gross Deferred Tax Assets	12.59	11.86	10.75
(ii) Deferred Tax Liabilities			
Property, Plant & Equipment and Intangible assets	1.29	0.72	-
Right to Use Assets	2.65	3.76	2.83
ECL Provision	-	-	2.59
Gross Deferred Tax Liability	3.95	4.48	5.42
Deferred Tax Assets (Net)	8.65	7.38	5.33
NOTE - 7: Other Assets			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
(i) Other Non-current Assets			
Unsecured, Considered good			
Balances with Revenue Authorities	1.31	10.12	10.12
Capital Advance	-	11.99	9.22
Pre Paid rent & warrant exp	0.57	0.45	0.23
Total	1.88	22.56	19.57
(ii) Other Current Assets			
Prepaid Expenses	24.89	1.77	0.69
Staff Advances	2.32	1.05	3.96
Advances to Suppliers	48.56	11.44	21.55
Total	75.77	14.26	26.20
NOTE - 8: Inventories			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
Stock in Trade			
(Valued at lower of cost or net realisable value)	296.99	90.12	130.48
Total	296.99	90.12	130.48
Note - Inventories mainly includes Laptops ,Computers, Hardware, Spares and IT related accessories. Inventories are hypothecated against working capital facilities from banks.			

TRANSLINE TECHNOLOGIES LIMITED

CIN:U72900DL2001PLC109496

Notes to Financial Statements

NOTE-9: Trade Receivables		(Rs. in Million)	
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
(A) Secured, considered good;	-	-	-
(B) Unsecured considered good;			
From Related parties	83.68	115.03	-
Form Others	1,797.44	1,250.15	499.11
(C) Significant increase in credit risk	-	-	-
(D) Credit impaired			
From Others	33.82	41.71	32.13
	1,914.94	1,406.89	531.24
Less: Allowance for bad and doubtful debts	(19.06)	(18.09)	(5.74)
Total	1,895.88	1,388.80	525.50
i. In determining the allowance for credit losses on trade receivables, the Company has applied a practical expedient under Ind AS 109 by using a provision matrix, which considers historical credit loss experience. The expected credit loss allowance is based on the ageing of receivables and loss rates derived from past default trends. ii. Movements in Expected Credit Losses Allowance is as below:			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
Balance at the beginning of the year	18.09	5.74	6.11
Charge in statement of profit and loss	0.97	12.35	-
Utilized during the year	-	-	(0.37)
Balance at the end of the year	19.06	18.09	5.74

iii. Ageing of Trade Receivables and Credit Risk arising therefrom is as below:

Particulars	Outstanding for the following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1 to 2 year	2 to 3 year	More than 3 years	Total
As at 31.03.2025							
Undisputed trade receivable-Considered good	-	1,436.97	348.18	87.98	7.99	-	1,881.12
Undisputed trade receivable- significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable-Credit impaired	-	-	-	-	-	-	-
Disputed trade receivable-Considered good	-	-	-	-	-	-	-
Disputed trade receivable- significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivable-Credit impaired	-	-	-	-	-	33.82	33.82
Total	-	1,436.97	348.18	87.98	7.99	33.82	1,914.94
Less: Allowance for expected credit loss	-	-	-	-	-	-	(19.06)
Total (Net of ECL)	-	1,436.97	348.18	87.98	7.99	33.82	1,895.88

Particulars	Outstanding for the following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1 to 2 year	2 to 3 year	More than 3 years	Total
As at 31.03.2024							
Undisputed trade receivable-Considered good	-	1,118.30	202.01	44.87	-	-	1,365.18
Undisputed trade receivable- significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable-Credit impaired	-	-	-	-	-	-	-
Disputed trade receivable-Considered good	-	-	-	-	-	-	-
Disputed trade receivable- significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivable-Credit impaired	-	-	-	-	-	41.71	41.71
Total	-	1,118.30	202.01	44.87	-	41.71	1,406.89
Less: Allowance for expected credit loss	-	-	-	-	-	-	(18.09)
Total (Net of ECL)	-	1,118.30	202.01	44.87	-	41.71	1,388.80

(Rs. in Million)

Particulars	Outstanding for the following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1 to 2 year	2 to 3 year	More than 3 years	Total
As at 11.04.2023							
Undisputed trade receivable-Considered good	-	455.87	22.11	16.50	0.04	4.59	499.11
Undisputed trade receivable- significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable-Credit impaired	-	-	-	-	-	-	-
Disputed trade receivable-Considered good	-	-	-	-	-	-	-
Disputed trade receivable- significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivable-Credit impaired	-	-	-	-	0.01	32.12	32.13
Total	-	455.87	22.11	16.50	0.05	36.71	531.24
Less: Allowance for expected credit loss	-	-	-	-	-	-	(5.74)
Total (Net of ECL)	-	455.87	22.11	16.50	0.05	36.71	525.50

Note 1 : Trade Receivables are hypothecated against working capital facilities from banks

Note 2 : The carrying amount of the Trade Receivables are considered as a reasonable approximation of fair value as it is expected to be collected within twelve months

TRANSLINE TECHNOLOGIES LIMITED**CIN:U72900DL2001PLC109496****Notes to Financial Statements****(Rs. in Million)****NOTE - 10: Cash and Cash equivalents**

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
(a) Balances with Banks in Current Account	0.52	22.15	0.51
(b) Cash in Hand	0.76	0.82	0.94
Total	1.28	22.97	1.45

NOTE - 11: Contract Assets

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
Unbilled receivable	906.39	244.08	24.04
Total	906.39	244.08	24.04

Contract Assets (Unbilled Revenue):

Contract assets arise when the Company has transferred goods or services to a customer but has not yet obtained an unconditional right to payment. These typically relate to performance obligations satisfied over time (such as fixed-price software or infrastructure contracts) where billing is based on achievement of milestones or other conditions.

Contract assets are presented as unbilled revenue in the financial statements and are expected to be billed and collected within the normal operating cycle, typically within 12 months. The Company assesses the credit risk of contract assets in line with its trade receivables and applies the expected credit loss (ECL) methodology under Ind AS 109.

NOTE - 12: Equity Share Capital (Rs. in Million)						
(a) Authorised, Issued, Subscribed & Paid-up						
Share Capital	As at 31st March, 2025		As at 31st March, 2024		As at 1st April, 2023	
	Number	Amount	Number	Amount	Number	Amount
Authorised						
Equity shares of Rs.2/- each with voting rights as at 31st March 2025 (Equity shares of Rs.10/- each with voting rights as at 31st March 2024 and as at 31st march 2023)	12,50,00,000	250.00	2,50,00,000	250.00	1,10,00,000	110.00
Issued						
Equity shares of Rs.2/- each with voting rights as at 31st March 2025 (Equity shares of Rs.10/- each with voting rights as at 31st March 2024 and as at 31st march 2023)	8,96,75,000	179.35	1,62,10,376	162.10	75,67,758	75.68
Subscribed & paid up						
Equity shares of Rs.2/- each with voting rights as at 31st March 2025 (Equity shares of Rs.10/- each with voting rights as at 31st March 2024 and as at 31st march 2023)	8,96,75,000	179.35	1,62,10,376	162.10	75,67,758	75.68
*Company has only one class of Equity Share.						
Sub-Division of Equity Shares Pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules framed thereunder (collectively referred to as the "Companies Act"), and in accordance with the applicable provisions of the memorandum of association and articles of association of the Company, the shareholders of the Company, by way of a resolution passed at the extraordinary general meeting held on As per the said resolution, each equity share of the Company having a face value of ₹10 (Rupees Ten only) was sub-divided into five equity shares of face value ₹2 (Rupees Two only) each, fully paid-up. Consequently, the authorised share capital of the Company was restructured from ₹250,000,000 comprising 25,000,000 equity shares of face value ₹10 each to ₹250,000,000 comprising 125,000,000 equity shares of face value ₹2 each, without altering the aggregate authorised capital of the Company.						
(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:						
Share Capital	As at 31st March, 2025		As at 31st March, 2024		As at 1st April, 2023	
Equity Shares	Number	Amount	Number	Amount	Number	Amount
Balance at the beginning of the period	1,62,10,376	162.10	75,67,758	75.68	34,39,890	34.40
Add: Changes during the year						
1. Bonus share Issued during the year with @ 6: 5 equity shares to each share holders.					41,27,868	41.28
2. Bonus share Issued during the year with @ 1: 1 equity shares to each share holders.			75,67,758	75.68		
3. Share allotted 8,00,000 nos of shares @Rs.10/ each			8,00,000	8.00		
4. Share allotted 2,74,860 nos of shares @Rs.10/ each			2,74,860	2.74		
5. Share allotted 2,41,000 nos of shares @Rs.10/ each	2,41,000	2.41				
6. Share allotted 5,95,800 nos of shares @Rs.10/ each	5,95,800	5.96				
7. Share allotted 8,87,824 nos of shares @Rs.10/ each	8,87,824	8.88				
Sub-Division of Equity Shares						
Sub division of shares from Rs.10/- each to Rs.2/- each as per EGM held on 3rd December 2024.	7,17,40,000	-				
Balance at the end of the period	8,96,75,000	179.35	1,62,10,376	162.10	75,67,758	75.68

Note 1: Pursuant to the resolution passed by the shareholders at the extraordinary general meeting ("EGM") held on December 12, 2022, with the consent of the Board of Directors, the authorised share capital of the Company was increased from ₹50.00 million to ₹110.00 million. The Memorandum of Association was amended accordingly.

Note 2: Pursuant to the resolution passed by the shareholders at the EGM held on December 12, 2022, with the consent of the Board of Directors, the Company allotted and issued 4,127,868 fully paid-up bonus equity shares of ₹10 each to existing shareholders, in the ratio of 6:5.

Note 3: Pursuant to the resolution passed by the shareholders at the EGM held on May 29, 2023, with the consent of the Board of Directors, the authorised share capital of the Company was increased from ₹110.00 million to ₹175.00 million. The Memorandum of Association was amended accordingly.

Note 4: Pursuant to the resolution passed by the shareholders at the EGM held on May 29, 2023, the Company allotted and issued 7,567,758 fully paid-up bonus equity shares of ₹10 each to the existing shareholders, in the ratio of 1:1.

Note 5: Pursuant to the resolution passed by the shareholders at the EGM held on July 15, 2023, the Company allotted and issued 800,000 equity shares of ₹10 each, at a premium of ₹125 per equity share, to new shareholders.

Note 6: Pursuant to the resolution passed by the shareholders at the EGM held on March 2, 2024, the Company allotted and issued 274,860 equity shares of ₹10 each, at a premium of ₹260 per equity share, on March 29, 2024, to new shareholders.

Note 7: Pursuant to the resolution passed by the shareholders at the EGM held on March 22, 2024, the authorised share capital of the Company was increased from ₹175.00 million to ₹250.00 million. The Memorandum of Association was amended accordingly.

Note 8: Pursuant to the resolution passed by the shareholders at the EGM held on March 2, 2024, the Company allotted and issued 241,000 equity shares of ₹10 each, at a premium of ₹260 per equity share, on April 15, 2024, to new shareholders.

Note 9: Pursuant to the resolution passed by the shareholders at the EGM held on March 2, 2024, the Company allotted and issued 595,800 equity shares of ₹10 each, at a premium of ₹260 per equity share, on April 26, 2024, to new shareholders.

Note 10: Pursuant to the resolution passed by the shareholders at the EGM held on March 2, 2024, the Company allotted and issued 887,824 equity shares of ₹10 each, at a premium of ₹260 per equity share, on May 24, 2024, to new shareholders.

(c) Disclosure of shareholding of promoters :

Name of Share holder	As at 31st March 2025		% change during the year	As at 31st March 2024		% change during the year	As at 1st April, 2023		% change during the year
	No. of shares held	% of holding		No. of shares held	% of holding		No. of shares held	% of holding	
Arun Gupta	85,15,560	9.50%	-1.01%	17,03,112	10.51%	-0.75%	8,51,556	11.25%	0.00%
Amita Gupta	1,44,42,560	16.11%	-1.71%	28,88,512	17.82%	-1.27%	14,44,256	19.08%	-0.26%
RKG Enterprises Pvt Ltd	3,72,89,340	41.58%	-4.42%	74,57,868	46.01%	-3.27%	37,28,934	49.27%	0.00%

(d) Details of shares held by each shareholder holding more than 5% shares:

Name of Share holder	As at 31st March 2025		As at 31st March 2024		As at 1st April, 2023	
	No. of shares held	% of holding	No. of shares held	% of holding	No. of shares held	% of holding
Arun Gupta	85,15,560	9.50%	17,03,112	10.51%	8,51,556	11.25%
Amita Gupta	1,44,42,560	16.11%	28,88,512	17.82%	14,44,256	19.08%
RKG Enterprises Pvt Ltd	3,72,89,340	41.58%	74,57,868	46.01%	37,28,934	49.27%
Rambilas Mittal*			25,14,284	15.51%	12,57,142	16.61%

* Share holding was reduced to below 5% as of 31st March 2025.

(Rs. in Million)			
NOTE-13: Other Equity			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
A. Reserves and Surplus			
(a) Securities Premium			
Opening balance	212.23	116.45	153.06
Add: Securities premium credited on allotment of equity shares	448.40	171.46	-
Add: Adjustment/rectification	-	-	4.67
	660.63	287.91	157.73
Less : Amount Utilised During the Year towards bonus share issued	-	75.68	41.28
Closing Balance	660.63	212.23	116.45
(b) Retained Earnings			
Opening balance	462.71	108.04	13.96
Add: Net Profit for the current year	483.33	354.67	98.75
Less: Adjustment/rectification	-	-	(4.67)
Closing Balance	946.04	462.71	108.04
B. Other Comprehensive Income			
Opening balance	(0.05)	0.28	-
Add: Net other comprehensive income for the current year	(0.37)	(0.33)	0.28
Closing Balance	(0.42)	(0.05)	0.28
Total	1,606.25	674.89	224.77
Securities Premium Securities Premium is used to record premium received on issue of Shares.			
Nature and purpose of Reserves Retained Earnings Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained Earnings is a free reserve available to the Company.			
Other Comprehensive Income Other Comprehensive Income Reserve represent the balance in equity for items to be accounted in Other Comprehensive Income(OCI). OCI is classified into i).Items that will not be reclassified to profit and loss ii). Items that will be reclassified to profit and loss.			
NOTE - 14: Borrowings			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
(i) Non Current Borrowings			
Term Loans (at amortise cost):			
Secured:			
- From Banks	-	46.98	-
- From Financial Institutions	62.61	45.88	26.94
Total	62.61	92.86	26.94

(Rs. in Million)			
(ii) Current Borrowings			
Secured Loan			
Current maturity of Long term Borrowings			
- From Banks	-	1.78	-
- From Financial Institutions	7.34	8.11	15.45
Loan Repayable on demand (CC/OD limits)			
- From Banks	210.83	23.03	23.86
Short Term Loan			
- From Banks	182.18	121.22	-
- From Financial Institutions	136.56	90.46	-
Unsecured Loan			
Short Term Loan			
- From Banks	39.99	40.37	-
- From Financial Institutions	77.75	30.39	-
From Others			
Loan from Directors	142.54	2.53	0.14
Loan from Related Parties	1.04	3.51	2.64
Total	798.23	321.40	42.09
Refer also Note no. 14(a) & (b)			
NOTE -15: Lease Liabilities			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
(i) Non-current Lease Liabilities			
Lease Liabilities-Building	8.22	12.76	9.90
Total	8.22	12.76	9.90
(ii) Current Lease Liabilities			
Lease Liabilities-Building	4.52	3.92	1.94
Total	4.52	3.92	1.94
(iii) Movement of Lease Liabilities			
Opening Balance	16.68	11.84	-
Add: Lease liability recognised during the year	-	8.05	12.17
Add: Interest accrued on Lease liability	1.64	2.04	0.49
Less: Payment of Lease Liability	(5.58)	(5.25)	(0.82)
Total	12.74	16.68	11.84
All leases pertain to buildings used for office premises. The lease periods range between 3 to 5 years and are typically renewable by mutual consent.			
NOTE - 16: Other Financial Liabilities			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
(i) Other Non-Current Liabilities			
Security Deposits	-	0.59	6.39
Total	-	0.59	6.39
(ii) Other Current Liabilities			
Statutory Dues Payable	22.34	52.73	16.50
Other Expenses Payable	27.49	24.58	35.60
Total	49.83	77.31	52.10
NOTE -17: Provisions			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
(i) Non-Current Provisions			
Provision for Gratuity	17.42	11.72	8.31
Provision for Claims & Contingencies	1.44	3.91	3.28
Total	18.86	15.63	11.59
(ii) Current Provisions			
Provision for Gratuity	0.76	0.60	0.47
Provision for Claims & Contingencies	14.39	6.17	6.03
Total	15.15	6.77	6.50
(iii) Movements of Provision for Claims & Contingencies			
Opening Balance	10.08	9.31	7.05
Add: Addition	12.13	1.17	3.44
Less: Utilisation / Reversal	(6.38)	(0.40)	(1.18)
Total	15.83	10.08	9.31

TRANSLINE TECHNOLOGIES LIMITED
CIN:U72900DL2001PLC109496
Notes to Financial Statements

NOTE - 18 Trade payables

(Rs. in Million)

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
Due to Micro and Small enterprises	22.22	31.59	9.61
Due to Creditors other than Micro and Small enterprises	1,070.10	677.40	313.59
Total	1,092.32	708.99	323.20

(i). The Medium , Micro and Small Enterprise suppliers defined under “The Micro Small and Medium Enterprises Development Act 2006” has been identified for suppliers who have acknowledged their status under the said Act and the necessary evidence for such suppliers is in the possession of the Company.

(ii). Ageing of Trade payable is as below:

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 years	1 to 2 year	2 to 3 year	More than 3 years	Total
As at 31.03.2025					
MSME Vendors	21.88	0.34	-	-	22.22
Other Vendors	1,064.97	2.91	2.22	-	1,070.10
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	1,086.85	3.25	2.22	-	1,092.32

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 years	1 to 2 year	2 to 3 year	More than 3 years	Total
As at 31.03.2024					
MSME Vendors	30.74	-	-	0.85	31.59
Other Vendors	634.92	31.25	3.86	7.37	677.40
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	665.66	31.25	3.86	8.22	708.99

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 years	1 to 2 year	2 to 3 year	More than 3 years	Total
As at 31.03.2023					
MSME Vendors	2.27	0.32	1.94	5.08	9.61
Other Vendors	296.28	3.87	-	13.44	313.59
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	298.55	4.19	1.94	18.52	323.20

Disclosure as per Micro , Small and Medium Enterprises Development (MSMED) Act ,2006

The information as required to be disclosed in relation to Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company & as certified by the management.

(Rs. in Million)			
Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023
The principal amount remaining unpaid to any supplier as at end of the period/year.	22.22	31.59	9.61
Interest due thereon remaining unpaid to any supplier as at end of the period/year.	-	-	-
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day.	-	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under MSMED Act, 2006 not paid)	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-
The amount of further interest due and payable even in the succeeding years, 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 the MSMED Act, 2006.	-	-	-
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.			

NOTE - 19: Other Current Liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
Deferred Revenue Income	0.22	0.31	0.10
Book Overdraft* (Kotak Mahindra Bank)	0.93	-	-
Advance from customers	0.21	10.31	53.98
Total	1.36	10.62	54.08

*Cheque issued but not presented.

Revenue recognised in relation to contract liabilities (deferred revenue)

The below table shows how much of revenue recognised in current period relates to a carried forward contract liabilities (contract liabilities) and how much relates to performance obligation satisfied in current year.

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
Opening Balance	0.31	0.10	4.78
Deferred during the year	0.22	0.31	-
Recognised as revenue during the year	(0.31)	(0.10)	(4.68)
Closing Balance	0.22	0.31	0.10

NOTE -20: Current Tax Liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024	As at 1st April, 2023
Provision For Income Tax (Net)	138.04	107.15	31.99
Total	138.04	107.15	31.99

(Rs. in Million)		
NOTE - 21: Revenue from Operations		
Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
Revenue from contract with customers		
Revenue from Sale of Services & solutions	3,710.78	2,258.93
Total	3,710.78	2,258.93
Assets and liabilities related to contracts with customers		
Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
Trade Receivable	1,895.88	1,388.80
Contract liabilities (Advance from customers)	0.21	10.31
Contract Assets	906.39	244.08
Reconciliation of revenue recognised in statement of profit and loss with contract price		
Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
Contract price	3,710.78	2,258.93
Less: Discount, rebate and credits	-	-
NOTE - 22: Other Income		
Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
Interest Income	2.92	1.43
Gain from Foreign exchange fluctuation	1.12	0.50
Income from sale of Investment	-	-
Rebate & Discount	0.13	0.07
Interest Income from financial assets at amortised cost (security deposits)	0.50	0.11
Liabilities no longer required written back (net)	3.57	2.32
Fair value gain on financial assets measured at FVTPL	0.05	0.02
Total	8.29	4.45
NOTE - 23 : Purchases of Stock in Trade		
Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
Purchase of IT products, spare parts and related accessories	2,658.06	1,427.82
Add: Other operating Expenses	163.09	74.49
Total	2,821.15	1,502.31
Note: Purchases are shown at net of discounts & returns.		

(Rs. in Million)		
NOTE-24: Change in Inventories		
Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
Opening Stock	90.12	130.48
Less: Closing stock	(296.99)	(90.12)
Total	(206.87)	40.36
NOTE - 25: Employee Benefit Expenses		
Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
Salaries and wages	172.29	108.18
Contribution to Provident and Other Funds	10.59	6.77
Gratuity Expenses	4.47	2.45
Staff welfare expenses	1.72	2.10
Total	189.07	119.50
NOTE - 26: Finance Costs		
Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
Interest expenses on Borrowings	52.78	20.86
Other borrowing costs	15.21	5.83
Interest expenses on financial liability at amortised cost	2.52	2.03
Total	70.51	28.72
Note - 27: Depreciation and Amortization Expenses		
Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
Depreciation Expenses	32.30	13.58
Amortisation Expenses-ROU Assets	4.37	4.37
Amortisation Expenses- Intangible Assets	0.78	1.31
Total	37.45	19.26
NOTE - 28: Other Expenses		
Particulars	For year ended 31st March, 2025	For year ended 31st March, 2024
Amc & Warranty Expenses	-	1.17
Auditor's Remuneration	0.75	0.62
Business Promotion Expenses	9.14	6.16
Consultancy Charges	19.25	13.67
Commission & Brokerages	8.28	1.90
Communication & Internet Expenses	0.92	0.66
Corporate social responsibility expenses (refer note 48)	4.08	1.04
Electricity & Water Expenses	2.49	1.68
Foreign Exchange Fluctuation	-	-
Insurance Expenses	1.17	1.02
Legal & Professional charges	1.41	2.34
Loss on Sale of Motor Car	0.81	1.13
Office Expenses	6.53	3.91
Printing & Stationery Expenses	0.73	0.94
Expected credit loss for trade receivables	0.97	12.35
Tender Fees	3.48	1.06
Fees, Taxes & Subscription charges	22.55	2.41
Rent Paid	14.67	11.35
Repair & Maintenance Expenses (Computer)	1.25	1.74
Repair & Maintenance Expenses (vehicle)	0.81	0.78
Director's Sitting Fees	0.46	-
Conveyance expenses	4.97	3.72
Travelling Expenses	17.32	8.88
Total	122.04	78.53

NOTE- 29: First Time Adoption

Upto the Financial Year ended 31st March 2024, the company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Act, read together with paragraph 7 of The Companies (Accounts) Rule, 2014 ("Indian GAAP" or "Previous GAAP").

The Financial statement for the year ended 31st March 2025 is the first set of Financial statements prepared in accordance with the requirements of IND AS 101. First time adoption of Indian Accounting Standards, Accordingly, the transition date to IND AS is 01 April 2023.

The special purpose IND AS Financial Statements as at and for the year ended 31st March 2024 and 31st March 2023 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions). In addition to the adjustments carried herein, the company has also made material restatement adjustment, if any, in accordance with SEBI Circular and Guidance Note. Together these constitute the restated financial statements.

The impact of above on the equity as at 31st March 2024 and 31st March 2023 and on total comprehensive income for the years ended 31st March 2024 and 31st March 2023 has been explained as under.

A. Optional exemptions on first-time adoption of IND AS

Ind AS 101 "First-time Adoption of Indian Accounting Standards" allows first-time adopters certain exemptions from the retrospective application of certain requirements under IND AS.

The Company has accordingly applied the following exemptions:

(i) Deemed cost for property, plant and equipment

Since there is no change in the functional currency, The Company has elected to continue with carrying value for all of its Property, Plant and Equipment as recognised in its Indian GAAP financial statement as deemed cost at the date of transition. The exemption can also be used for intangible assets covered by IND AS 38, Intangible Assets and Investment properties. Accordingly the management has elected to measure all its property, plant and equipment and intangible assets at their Indian GAAP carrying value.

(ii) Leases

Under Previous GAAP, the Company has presented its operating lease in the profit and loss account. Hence, it has reconciled Previous GAAP profit or loss to profit or loss as per IND AS. Under IND AS 116, The Company recognised a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement lease, but discounted using the lessee's incremental borrowing rate as at the earliest reporting period. The principal portion of the lease payments have been disclosed under cash flow from financing activities. The lease payments for operating leases as per IND AS 17 Leases, were earlier reported under cash flow from operating activities. The weighted average incremental borrowing rate of 11% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

(iii) Designation of previously recognised financial instruments

Financial assets and financial liabilities are classified at fair value based on facts and circumstances as at the date of transition to IND AS.

B. Mandatory Exemption on first-time adoption of IND AS.**i. Estimates**

An entity's estimates in accordance with IND AS as at date of transition to IND AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (After adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were errors.

Ind AS estimates that, are consistent with the estimate as at the same date made in conformity with previous GAAP.

ii. Classification and measurement of financial assets :

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as at the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Group has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

C. Explanation of transition to Ind AS :

An explanation of how the transition from Indian GAAP to IND AS has affected the Company's financial position, financial performance and cash flow is set out in the following tables and notes that accompany the tables;

- i) Reconciliation of equity as at 31st March 2024, 31st March 2023.
- ii) Reconciliation of total comprehensive income for the year ended 31st March 2024, 31st March 2023.
- iii) The transition from Indian GAAP to IND AS does not have material impact on the Statement of Cash Flows.

Statement of adjustment to Audited financial statements			
1. Adjustment for -audit qualification :None			
2. Material regrouping:			
Appropriate adjustments have been made in the restated financial statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the Division II IND AS Schedule III of the Companies Act, 2013 ('the Act') and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended). Accordingly, the Company has presented the Restated IND AS financial statements as at and for the years ended 31st March 2024 and 31st March 2023 following the requirements of Schedule III of the Act. As a result of amendment to Schedule III of Companies Act, 2013.			
Reconciliation between previous GAAP and IND AS (as required by IND AS 101)			
(A) Reconciliation of total equity between Previous GAAP, IND AS and restated financial information:			
	(Rs. in Million)		
Particulars	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2023
Total Equity as per audited financial statements (IGAAP)	1,785.60	839.76	301.70
Adjustment due to prior period items/other adjustments	-	-	(8.47)
Adjustments owing to IND AS transition			
(a) Impact of measuring Security Deposits at Fair value	-	0.02	-
(b) Impact of recognising Expected Credit Loss on Trade Receivables	-	(1.97)	10.26
(c) Impact of applying Lease accounting on a property	-	(1.76)	(0.60)
(d) Impact of gain of fair value of Investment	-	0.02	-
(e) Impact of deferred revenue	-	-	-
(f) Tax impact on IND AS adjustment	-	0.92	(2.44)
Equity as reported under IND AS	1,785.60	836.99	300.45
(B) Reconciliation of Total Comprehensive Income between Previous GAAP, IND AS and restated Financial Information:			
Summarised below are the restatement adjustment made to total comprehensive income as per the audited financial statement of the company for the year ended March 31, 2025, March 31, 2024 and March 31, 2023.			
	(Rs. in Million)		
Particulars	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2023
Profit after Tax as reported under previous GAAP	482.96	355.85	100.28
Adjustments:			
Adjustment due to prior period items/other adjustments	-	-	-
Prior period tax provision adjustment	-	8.47	(8.47)
Adjustments owing to IND AS transition			
(a) Impact of measuring Security Deposits at Fair value	-	0.02	-
(b) Impact of recognising Expected Credit Loss on Trade Receivables	-	(12.23)	10.26
(c) Impact of applying Lease accounting on a property	-	(1.16)	(0.60)
(d) Impact of gain of fair value of Investment	-	0.02	-
(e) Tax impact on IND AS adjustment	-	3.37	(2.44)
Total Comprehensive Income as reported under IND AS	482.96	354.34	99.03
During the preparation of the Restated Financial Information, certain comparative figures for Fiscal 2024 have been regrouped to align with the current period's presentation and improve clarity of financial reporting. A sales return amounting to ₹21.51 million, representing 0.95% of revenue from operations for Fiscal 2024, which was previously presented under "Purchases" in the audited financial statements for that period, has been reclassified under "Revenue from Operations (Net of Sales Returns)" in the Restated Financial Information. This regrouping is a presentational change, and the reclassification has been made for the purpose of ensuring consistency and comparability in the Restated Financial Information included in this Offer Document.			
	(Rs. in Million)		
Particulars	As previously reported (As at 31st March 2024)	Adjustment	Restated Amount
Revenue from Operations	2,280.44	(21.51)	2,258.92
Purchases of Stock in Trade	1,523.82	(21.51)	1,502.30
Total impact on Profit & Retained earning	756.62	-	756.62
3. Material restatement adjustments			
The accounting policies applied as it and for each of the year ended March 31, 2024 and March 31, 2023 are consistent with those adopted in the preparation of financial statements for the year ended March 31, 2025.			
A. Lease:			
As per IND AS 116, company has recognised Lease Liabilities & Right of Use Assets of the present value of all future rent payments related to building. Right of Use Assets is amortised over the period of Lease Term.			
B. Revenue from contracts with customers:			
Under previous GAAP , revenue is recognised when seller has transferred the goods. Under IND AS 115 , revenue from sales of goods is recognise over time for contracts where the performance obligation is completed as the goods that are made to the specification of the customer and the seller is entitleed to reimbursement of costs incurred to date along with a reasonable margin if the contracts is terminated by the customer. Unbilled revenue has been included in the revenue from sales of services and solutions under revenue from operation in the statement of profit & loss. Receivables from unbilled revenue is disclosed as Contract Assets under the Current Financial assets in the balance sheet.			

C. Related party transactions:

The company has updated/disclosed the related party transactions for the financial year 31 March 2023 (Refer note no 31) considering certain items which were erroneously disclosed in the financial statements of the respective year.

D. Others:

- (i) the company has adopted IND AS accounting principles and policies as a requirement of SEBI ICDR regulation.
- (ii) there were no material amounts which have been adjusted for in arriving at profit/ loss of the respective years/ periods; and
- (iii) there were no material adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Historical Audited Financial Statements of the Group and the requirements of the SEBI Regulations.

4. Non adjusting items**a. Audit observation for the respective years, which do not require any adjustments in the restated financial statements are as follows:**

There are no audit qualifications in auditor's report for the year ended 31st March 2025, 31st March 2024 and 31st March 2023 respectively.

b. Audit observation in annexure to Auditors's Report , which do not require any corrective adjustments in the restated financial statements.

In addition to audit opinion on the financial statement, the auditors are required to comment upon the matters included in the Companies (Auditors' Report) order 2020 ("the CARO 2020 order"): applicable for financial year ended 31st March 2023 and 31st March 2024) issued by the central government of India under sub section (11) of section 143 of companies Act 2013 on the financial statements as at and for the financial years ended 31st March 2023 and financial 31st March 2024 respectively. Certain statement /comments included in the CARO in the financial statements of the Company, which do not require any adjustments in the Restated Financial Information are reproduced below in respect of the financial statements presented.

For the year ended 31st March 2023

Clause (vii) (b) of CARO 2020 order

Where statutory dues , including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues, have not been deposited on account of any dispute, then the amount involved and the forum where dispute is pending shall be mentioned. However, according to information and explanation given to us, the following demand of Income tax and Goods and Service Tax has not been deposited by the company.

Name of the statutes	Nature of dues	Amount	Period to which the amount related	Forum where dispute is pending
Goods and Service Tax	GST Demand	Rs.14.34 million	F.Y. 2017-18	Reply for the Show cause notice has to be filed.
Income Tax	Demand	Rs.251.27 million Plus Interest as applicable (Challan Deposited for Appeal Rs. 9.90 million)	A.Y. 2011-12 to 2013-14	CIT (Appeal), Delhi

For the year ended 31st March 2024

Clause (vii) (c) of CARO 2020 order

Where statutory dues , including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues, have not been deposited on account of any dispute, then the amount involved and the forum where dispute is pending shall be mentioned. However, according to information and explanation given to us, the following demand of Income tax and Goods and Service Tax has not been deposited by the company.

Name of the statutes	Nature of dues	Amount	Period to which the amount related	Forum where dispute is pending
Goods and Service Tax	GST Demand	Rs.14.34 million	F.Y. 2017-18	Reply for the Show cause notice has to be filed.
Income Tax	Demand	Rs.251.27 million Plus Interest as applicable (Challan Deposited for Appeal Rs. 9.90 million)	A.Y. 2011-12 to 2013-14	CIT (Appeal), Delhi

Note - 30: Employee benefit plans						
As per the IND AS 19 'Employee Benefits' the disclosure of employee benefit as defined in the Accounting Standard are given below:						
(i) Defined contribution plans (Rs. in Million)						
Contribution to Defined Contribution Plans, recognized as expenses for the year is as under:						
Particulars	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	Employer's contribution to provident fund	Employer's contribution to ESI	Employer's contribution to provident fund	Employer's contribution to ESI	Employer's contribution to provident fund	Employer's contribution to ESI
Contribution to defined contribution plans	8.26	0.75	5.21	0.58	3.41	0.25
(ii) Defined benefit plans						
The Company offers the gratuity and leave encashment employee benefit schemes to its employees.						
The following table sets out the amount recognized in the financial statements:						
(ii-a) Expenses recognized during the year						
Particulars	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Components of employer expense						
Current service cost	4.48	-	2.45	-	1.46	-
Past service cost						
Interest cost	0.88	-	0.65	-	0.51	-
Expected return on plan assets						
Curtailment cost / (credit)						
Settlement cost / (credit)						
Actuarial losses/(gains)	0.50	-	0.44	-	(0.38)	-
Total expense/(income) recognized in the Statement of Profit and Loss	5.86	-	3.54	-	1.59	-
(ii-b) Table showing changes in present value of obligations during the period:						
Particulars	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Present value of obligation as at beginning of the period	12.32	-	8.78	-	7.19	-
Acquisition adjustment	-	-	-	-	-	-
Interest cost	0.88	-	0.65	-	0.51	-
Past service cost						
Current service cost	4.48	-	2.45	-	1.46	-
Curtailment cost / (credit)						
Settlement cost / (credit)						
Benefit paid	-	-	-	-	-	-
Actuarial gain/(loss) on obligations	0.50	-	0.44	-	(0.38)	-
Obligation as on closing of the period	18.18	-	12.32	-	8.78	-
(ii-c) Change in the plan assets: There is no change in the plan assets in the case of gratuity and leave encashment because there is no funded scheme taken by the company. (Rs. in Million)						
(ii-d) Reconciliation of fair value of assets and obligations:						
Particulars	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Fair value of plan assets	-	-	-	-	-	-
Present value of obligations	18.18	-	12.32	-	8.78	-
Amounts recognized in balance sheet	18.18	-	12.32	-	8.78	-
(ii-e) Actuarial Assumptions:						
Demographic Assumptions:						
Mortality: Indian Assured Lives Mortality (2012-2014) ult. (IALM 2012-14).						
Withdrawal : Withdrawal rate are in accordance with the following table:						
Particulars	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
For all Ages	5% per annum		5% per annum		5% per annum	
Financial Assumptions:						
Particulars	As at 31st March, 2025		As at 31st March, 2024		As at 31st March, 2023	
	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)	Gratuity	Other defined benefit plans (Leave Encashment)
Discount Rate	6.90%		7.10%		7.40%	
Rate of increase in compensation level	10.00%		8.00%		8.00%	
Rate of return on plan assets	-		-		-	

Note - 31: Related Party Disclosure

As required by Indian Accounting Standard-24, "Related Party Disclosures", relevant information is provided here below:

(i) Related Parties with whom transactions have taken place during the year :**Directors**

Arun Gupta - Managing Director

Amita Gupta - Non Executive Director (Resigned on 19.05.2025)

Drishti Gupta - Non Executive Director (Appointed on 19.05.2025)

Satish sharma - Non Executive Director

Girish Kumar Ahuja - Independent Director

Shankar Sharma - Independent Director

Bhim Sain Goyal (Tenure ended on 21.02.2025)

Rojina Thapa - Independent Director (Appointed on 11.01.2025)

Asha Anil Agarwal - Independent Director (Appointed on 19.05.2025)

Key managerial Personnel

Arun Gupta - Managing Director

Arjun Singh Bisht - Chief Financial Officer

Preeti Kataria- Company Secretary

Director's relative

Anuj Gupta

Rikhi Ram Gupta

Ram Kumar Goel

Entity in significant influenced by Directors

RKG Enterprises Pvt Ltd

ID Surv Technologies Pvt Ltd * (ceased as related party on 01/07/2023)

Amaran Real Estates Pvt. Ltd. (Formerly known as Transline IFMI System Pvt. Ltd.)

Videoline Surveillance Services Pvt. Ltd.

Arun Gupta (HUF)

Amaran Mines & Minerals Private Limited

C.K.Estates

NowAndMe Enterprises Private Limited.

Subsidiary Company

Computer Knowledge Corporation Pvt. Ltd. (ceased as subsidiaries on 25.11.2024)

ii) Transaction with Related Parties			
Particulars	Amount (Rs. in Million)		
	For year ended 31st March, 2025	For year ended 31st March, 2024	For year ended 31st March, 2023
A) Transaction			
(a) Salary, Remuneration & Perquisites			
Directors			
Amita Gupta	7.75	6.00	6.00
Arun Gupta	15.20	9.60	9.60
Satish Sharma	3.00	3.00	0.75
Key Managerial Personnel			
Arjun Singh Bisht	3.00	2.40	0.14
Preeti kataria	0.98	0.70	0.12
(b) Sitting Fee			
Directors			
Bhim Sain Goyal	0.03	-	-
Girish Kumar Ahuja	0.40	-	-
Shankar Sharma	0.02	-	-
Rojina Thapa	0.02		
(c) Rent Paid			
Directors			
Amita Gupta	2.10	2.10	2.10
Entities significantly influenced by Directors			
Amaran Real Estates Pvt. Ltd.	1.35	-	-
C. K. Estates	1.62	1.89	-
(d) Interest Paid			
Directors			
Amita Gupta	1.07	-	-
Arun Gupta	1.37	-	-
Entities significantly influenced by Directors			
RKG Enterprises Pvt Ltd	0.05	0.25	2.33
(e) Interest Received			
Entities significantly influenced by Directors			
Amaran Real Estates Pvt. Ltd.	-	-	0.31
(f) Loans & Advances Given			
Entities significantly influenced by Directors			
Amaran Real Estates Pvt. Ltd.	4.49	4.69	0.03
(g) Loans & Advances Received Back			
Entities significantly influenced by Directors			
Amaran Real Estates Pvt. Ltd.	4.49	4.69	4.69
(h) Directors - Imprest Given			
Arun Gupta	24.64	6.24	-
(i) Directors - Imprest Paid			
Arun Gupta	24.65	6.23	-
(j) Sales			
Entities significantly influenced by Directors			
ID Surv Technologies Pvt Ltd*	-	15.70	78.55
Videoline Surveillance Services Pvt. Ltd.	78.92	99.10	-
NowAndMe Enterprises Private Limited.	-	-	0.16

(k)Purchase			
Entities significantly influenced by Directors			
Videoline Surveillance Services Pvt. Ltd.	31.52	-	-
(l)Borrowings			
Directors			
Amita Gupta	88.92	138.35	12.28
Arun Gupta	135.37	-	-
Entities significantly influenced by Directors			
RKG Enterprises Pvt Ltd	3.00	17.74	47.50
(m)Repayment of Borrowings			
Directors			
Amita Gupta	68.15	135.96	12.14
Arun Gupta	18.59	-	-
Entities significantly influenced by Directors			
RKG Enterprises Pvt Ltd	5.51	17.13	50.19
(n) Investment			
Computer Knowledge Corporation Pvt. Ltd.	0.09	-	-
(o) Sale of Investment			
Computer Knowledge Corporation Pvt. Ltd.	0.09	-	-
(iii) Balance Outstanding as at the end of the year			
(a) Borrowings			
Directors			
Amita Gupta	24.38	2.53	0.14
Arun Gupta	118.16	-	-
Entities significantly influenced by Directors			
RKG Enterprises Pvt Ltd	1.04	3.51	2.64
(b) Advances			
Directors			
Arun Gupta	-	0.01	-
(c) Salary, Remuneration & Perquisites			
Directors			
Amita Gupta	-	-	0.42
Arun Gupta	-	-	0.24
Satish Sharma	2.41	6.83	0.45
Key Managerial Personnel			
Arjun Bisht	0.25	0.11	0.14
Preeti kataria	0.18	0.06	0.06
(d) Sitting Fee			
Bhim Sain Goyal	0.03	-	-
Girish Kumar Ahuja	0.09	-	-
Shankar Sharma	0.01	-	-
(e) Payables			
Directors			
Arun Gupta	-	-	0.46
Entities significantly influenced by Directors			
IDSurv Technologies Pvt Ltd	-	-	33.04
(f) Receivable			
Entities significantly influenced by Directors			
NowAndMe Enterprises Private Limited.	-	-	0.19
Videoline Surveillance Services Pvt. Ltd.	83.68	115.03	-
*Related party transaction cover for the period 01st April 2023 to 01st July 2023.			
**C.K. Estate (Partnership Firm) has created a first and exclusive equitable mortgage in favour of Kotak Mahindra Bank Limited by depositing the original title deeds of the immovable commercial property situated at D-1, Saket District Centre, Saket, New Delhi – 110017, standing in the name of C.K. Estate, as security for the credit facilities sanctioned and availed by the said entity from the Bank.			
***C.K. Estate (Partnership Firm) has created a first and exclusive equitable mortgage in favour of Poonawalla Fincorp Ltd. by depositing the original title deeds of the immovable commercial property no. 23A, Third Floor, LHS without roof rights, Industrial Area, Najafgarh Road Shivaji Marh, New Delhi-110015, standing in the name of C.K. Estate, as security for the term loan sanctioned and availed by the said entity from the Financial Institution.			

(Rs. in Million)

NOTE-32: Earning per share

(Indian Accounting Standard-33, earning per share)

Basic earnings per share are calculated by dividing the net Profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share are calculated by dividing the net Profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year and potential equity shares.

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
(a) Profit after taxation and exceptional items	483.33	354.67
(b) Weighted average number of shares outstanding during the year	8,87,80,155	7,86,42,687
(c) Nominal Value per share (in Rs.)	2.00	2.00
(d) Basic Earning per share (in Rs.) $d=(a/b)$	5.44	4.51
(e) Diluted Earning per share (in Rs.) $e=(a/b)$	5.44	4.51

As per Indian Accounting standard 33 (IND AS-33), If the number of ordinary or potential ordinary shares outstanding increases as a result of a capitalisation, bonus issue or share split, or decreases as a result of a reverse share split, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively.

The basic and diluted EPS for the prior year have been restated considering the face value of Rs.2/- each in accordance with Ind AS 33 – “Earnings per Share” on account of sub-division of the Ordinary (equity) Shares of face value Rs.10/- each into Ordinary (equity) Shares of face value of Rs.2/- each.

NOTE-33: Auditors remuneration

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Statutory Audit Fees	0.60	0.45
Tax Audit & Other services Fees	0.15	0.15
Fees for certification	0.31	0.02
Total	1.06	0.62

NOTE-34: Value of imports calculated on CIF basis

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Material purchase	62.18	47.19

NOTE-35: Earnings in foreign Exchange

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
a) Export of goods/services calculated on F.O.B. basis	-	-

NOTE-36: Expenditure in foreign currency

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
Service charges	0.59	-

NOTE-37: Disclosure u/s 186 of Companies Act-2013

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
NIL	-	-

NOTE-38: SEGMENT REPORTING

As required by Indian Accounting Standard-108, "Operating Segment", relevant information is provided here below:

Identification of segments

The company's principal lines of business are providing solutions and services for video surveillance, biometric systems, and IT infrastructure solutions. Solutions comprise the supply of equipment and accessories, along with integration, while services include installation, commissioning & integration, software supply & support and warranty management solutions.

Accordingly, there are two reportable segments: **Solutions** and **Services**, in terms of IND AS 108 on operating segments.

(Rs. in Million)			
Particulars	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2023
Revenue			
Solutions	2,981.92	1,755.44	960.22
Services	728.86	503.49	179.46
Net Segment Revenue	3,710.78	2,258.93	1,139.68
Segment result			
Solutions	367.64	212.77	76.31
Services	661.05	450.94	142.69
	1,028.69	663.71	219.00
Add: Un-allocable Income	8.29	4.45	15.21
Less: Finance cost	(70.51)	(28.72)	(14.44)
less: Unallocated corporate expenses	(280.75)	(164.74)	(87.50)
Profit before Tax	685.72	474.70	132.27
Tax expenses	(202.39)	(120.03)	(33.52)
Profit for the year	483.33	354.67	98.75
Other information			
Segment assets	3,204.61	1,799.08	733.10
Unallocated corporate assets	770.13	395.91	134.07
Total assets	3,974.74	2,194.99	867.17
Segment liabilities	1,092.32	708.99	323.20
Unallocated corporate liabilities	1,096.82	649.01	243.52
Total liabilities	2,189.14	1,358.00	566.72
Capital Expenditure	50.73	98.69	25.24
Depreciation and amortization	37.45	19.26	10.55
Other non cash expenditure, net	-	-	-

NOTE-39: Contingent Liabilities (to the extent not provided for)**Contingent Liabilities**

1. Company has executed performance Guarantee Bonds for various Tenders undertaken by it. These guarantees have been issued by the bank by way of pledge/lien marking of FDR's.

(Rs. in Million)			
Particulars	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2023
i) Guarantees given by the bankers on behalf of the Company	392.74	289.67	140.02
ii) Claims against the Company not acknowledged as debts:			
a. Income Tax Demand*	16.23	251.27	251.27
b. TDS Demand**	0.62	1.62	1.62
c. GST Demand***	-	14.34	14.34

*Income Tax demand for Rs.16.23 Million + interest for AY. 2013-14, (previous Year Rs.251.27 Million (for AY. 2011-12 is Rs.120.60 Million, for AY. 2012-2013 is Rs.111.99 Million, and for AY. 2013-14 is Rs.18.68 Million)) raised by the Income tax Department is being contested by the company with CIT (Appeal), Delhi. No provision has been made for the same and the company has deposited Rs.1.31 Million towards the appeal.

**TDS demand for Rs. 0.62 Million (for FY 2007-08 is Rs.0.06 Million, for FY 2008-09 is Rs.0.49 million, for FY 2009-10 is Rs.0.04 Million and for FY 2010-11 is Rs.0.03 Million), (Previous Year Rs. 1.62 Million (for FY 2007-08 is Rs.0.05 Million, for FY 2008-09 is Rs.0.49 million, for FY 2009-10 is Rs.0.04 Million, for FY 2010-11 is Rs.0.03 Million, for FY 2013-14 is Rs. 0.44 Million and for FY 2014-15 is Rs.0.57 Million)). No provision has been made for the same.

***A Show Cause Notice dt.14.12.2021 was issued by Goods Service Tax (GST) Department. The matter since has been settled at the appellate level with a liability amounting to Rs.11.78 Million. A Provision for the same has been duly recognised in the books of account as per the applicable Indian accounting standards.

NOTE-40: Disclosure of Derivative transaction & Unhedged Foreign

(Rs. in Million)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2023
(a) Derivatives outstanding as at the reporting date	-	-	-

I. Assets

Particulars	Reporting Date	Total Receivables (A)	Hedges by derivative contracts (B)	Unhedged receivables (C=A-B)
Foreign Currency (USD)	March 31,2025	USD	-	USD
	March 31,2024	-	-	-
	March 31,2023	-	-	-
Exchange Rate	March 31,2025	-	-	-
	March 31,2024	83.374	-	83.374
	March 31,2023	-	-	-
Amount in FC (USD)	March 31,2025	-	-	-
	March 31,2024	3,416	-	3,416
	March 31,2023	-	-	-
Amount in Local Currency (Rs.)	March 31,2025	-	-	-
	March 31,2024	2,84,840	-	2,84,840
	March 31,2023	-	-	-

II. Liabilities

Particulars	Reporting Date	Total Payables	Hedges by derivative contracts (B)	Unhedged payables (C=A-B)
Foreign Currency	March 31,2025	USD	-	USD
	March 31,2024	USD	-	USD
	March 31,2023	-	-	-
Exchange Rate	March 31,2025	85.581	-	85.581
	March 31,2024	83.374	-	83.374
	March 31,2023	-	-	-
Amount In FC (USD)	March 31,2025	5,70,000	-	5,70,000
	March 31,2024	2,30,000	-	2,30,000
	March 31,2023	-	-	-
Amount in Local Currency (Rs.)	March 31,2025	4,87,81,170	-	4,87,81,170
	March 31,2024	1,91,75,997	-	1,91,75,997
	March 31,2023	-	-	-

NOTE-41: Capital Raised through Private Placement of Equity shares.

During the financial year 2024-25 the company has raised funds, on 15th April'24 through Equity share of face value of @ Rs.10/- with a premium of Rs.260/- for amount of Rs.65.07 Million , on 26th April'24 through equity share of face value of @Rs.10/- with a premium of Rs.260/- for an amount of Rs.160.87 Million and on 24th May'24 through equity share of face value of @Rs.10/- with a premium of Rs.260/- for an amount of Rs.239.71 Million, totalling to amount of Rs.465.65 Million

Utilization of Funds

(Rs. in Million)

Particular	Original Allocation	Fund Utilized	Balance
Expansion of Business	65.07	65.07	-
Expansion of Business	160.87	160.87	-
Expansion of Business	239.71	239.71	-
Total	465.65	465.65	-

During the financial year 2023-24 the company has raised funds, on 15th July'23 through Equity share of face value of @ Rs.10/- with a premium of Rs.125/- for amount of Rs.108 Million and on 29th March'24 through equity share of face value of @Rs.10/- with a premium of Rs.260/- for an amount of Rs.74.21 Million, totalling to amount of Rs.182.21 Million.

Utilization of Funds

(Rs. in Million)

Particular	Original Allocation	Fund Utilized	Balance
Expansion of Business	108.00	108.00	-
Expansion of Business	74.21	74.21	-
Total	182.21	182.21	-

NOTE-42: Other Regulatory Compliance										
(Rupees in Million)										
S. No.	Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023	Variance FY 2024-25(%)	Variance FY 2023-24 (%)	Reason for variance	Reason for variance
1	Current ratio (in times)	Total current assets	Total current liabilities	1.80	1.60	1.46	12.16%	10.22%	-	-
2	Debt-Equity ratio (in times)	Total Debt	Total shareholders fund	0.48	0.49	0.23	(2.59%)	115.41%	-	The Debt-Equity Ratio increased from 0.23 in FY 2022–23 to 0.49 in FY 2023–24, reflecting a rise of 115.42%. The increase is primarily attributable to a higher level of external borrowings raised during the year to support business expansion, while the shareholders' equity remained largely stable.
3	Debt service coverage ratio (in times)	Earning for Debt Service	Debt service	10.19	12.40	7.70	(17.84%)	61.01%	-	Although total income increased during FY 2024–25, the debt service obligations (comprising interest and principal repayments) rose at a disproportionately higher rate. This increase in debt servicing outpaced the growth in earnings, resulting in a decline in the Debt Service Coverage Ratio.
4	Return on equity ratio (in %)	Profit for the year	Average Total shareholders fund	36.86%	62.36%	39.35%	(25.50%)	23.01%	The decline in Return on Equity in FY25 compared to FY24 is attributable to a normalization of net profit margins post a one-time business expansion and higher capital base in FY25.	-
5	Inventory turnover ratio (in times)	Cost of Goods sold	Average inventory	13.51	13.99	9.32	(3.43%)	50.08%	-	The variance is due to the increase in revenue from operation.
6	Trade receivables turnover ratio (in times)	Net credit Sales	Average trade receivables	2.26	2.36	2.71	(4.26%)	(13.06%)	-	-
7	Trade payables turnover ratio (in times)	Total Purchases	Average trade payables	3.13	2.91	3.40	7.61%	(14.39%)	-	-
8	Net capital turnover ratio (in times)	Net Sales	Average working capital	0.33	0.22	0.13	50.62%	65.65%	The increase in the Net Capital Turnover Ratio is primarily attributable to a significant growth in revenue from operations during the year, while the average working capital deployed remained relatively stable. This led to improved efficiency in the utilisation of capital employed in the business.	The increase in the Net Capital Turnover Ratio is primarily attributable to a significant growth in revenue from operations during the year, while the average working capital deployed remained relatively stable. This led to improved efficiency in the utilisation of capital employed in the business.
9	Net profit ratio (in %)	Profit for the year	Revenue from operations	13.00%	15.67%	8.55%	(2.67%)	7.12%	-	-
10	Return on capital employed (in %)	Profit before tax and finance costs	Total assets-total current liabilities	53.37%	76.62%	49.94%	(23.25%)	26.68%	-	Increase in Return on capital employed is due to increase in net profit.

Nore - 43: Financial Instruments

Category-wise Classification of Financial Instruments

(Rs. in Million)

Particulars	As at 31st March 2025			
	Fair Value through OCI	Fair Value through profit or loss	Amortised cost	Carrying Value
Financial assets				
Trade Receivables	-	-	1,895.88	1,895.88
Cash and cash equivalents	-	-	1.28	1.28
Investments	-	0.72	-	0.72
Contract Assets	-	-	906.39	906.39
Other Financial Assets	-	-	618.70	618.70
Total	-	0.72	3,422.25	3,422.97
Financial liabilities				
Borrowings	-	-	860.84	860.84
Trade Payables	-	-	1,092.32	1,092.32
Lease Liabilities	-	-	12.74	12.74
Other Financial Liabilities	-	-	49.83	49.83
Total financial	-	-	2,015.73	2,015.73

(Rs. in Million)

Particulars	As at 31st March 2024			
	Fair Value through OCI	Fair Value through profit or loss	Amortised cost	Carrying Value
Financial assets				
Trade Receivables	-	-	1,388.80	1,388.80
Cash and Cash equivalents	-	-	22.97	22.97
Investments	-	0.67	-	0.67
Contract Assets	-	-	244.08	244.08
Other Financial Assets	-	-	246.13	246.13
Total	-	0.67	1,901.98	1,902.65
Financial liabilities				
Borrowings	-	-	414.26	414.26
Trade Payables	-	-	708.99	708.99
Lease Liabilities	-	-	16.68	16.68
Other Financial Liabilities	-	-	77.90	77.90
Total financial	-	-	1,217.83	1,217.83

(Rs. in Million)

Particulars	As at 31st March 2023			
	Fair Value through OCI	Fair Value through profit or loss	Amortised cost	Carrying Value
Financial assets				
Trade Receivables	-	-	525.50	525.50
Cash and cash equivalents	-	-	1.45	1.45
Contract Assets	-	-	24.04	24.04
Other Financial Assets	-	-	62.30	62.30
Total	-	-	613.29	613.29
Financial liabilities				
Borrowings	-	-	69.03	69.03
Trade Payables	-	-	323.20	323.20
Lease Liabilities	-	-	11.84	11.84
Other Financial Liabilities	-	-	58.49	58.49
Total financial	-	-	462.56	462.56

Category-wise Classification of Financial Instruments:

The financial instruments are categorised in to three levels, based on the inputs used to arrive at fair value measurement as described below:

Level 1-Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 -Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3-Inputs based on unobservable market data.

Valuation Methodology**Financial Instrument measured at Amortised Cost**

The management assessed that cash and cash equivalents, other bank balances, trade receivables, other financial assets, trade payables, lease liabilities and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

For assets which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarized below:

(Rs. in Million)			
Particulars	Level 1	Level 2	Level 3
Financial Assets			
Investment (Other than investment in subsidiaries, Joint Venture & Associates)			
As at 31st March 2025	0.72	-	-
As at 31st March 2024	0.67	-	-
As at 31st March 2023	-	-	-

The Fair values of Mutual Funds (ULIP) are based on NAV / Quoted Price at the reporting date.

The following methods and assumptions were used to estimate the fair values:

The Company has not disclosed the fair value of financial instruments such as trade receivables, trade payables, short term loans, etc. because their carrying amounts are a reasonable approximation of fair value and few financial assets and liabilities have been calculated at amortized cost.

The management considers that the carrying amount of financial liabilities carried as amortised cost approximates their fair value

Note - 44: Capital Management

The Company manages its capital structures and makes adjustment in light of changes in economic conditions and requirements of financing covenants. To this end the Company may adjust the return capital to shareholders or issue new shares. The primary objective of the Company's Capital Management is to maximize the shareholder value by maintaining an efficient capital structure and healthy ratios and safeguard Company's ability to continue as a going concern. The Company also works towards maintaining optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies, process during the year ended 31st March, 2025, 31st March, 2024 and 31st March 2023.

(Rs. in Million)			
Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Debt	860.84	414.26	69.03
Equity	1,785.60	836.99	300.45
Debt -Equity Ratio	0.48	0.49	0.23

Note

- (i) Total Borrowing is defined as long-term and short-term borrowings including current maturities.
- (i) Equity includes all capital & Other Equity..

Note - 45: Financial risk management

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risks. The company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

A. Management of Market Risk

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- Foreign Currency risk
- Interest rate risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below:

i) Foreign Currency Risk

The Company is exposed to foreign exchange risk in the normal course of its business. Currency exposures arise from commercial transactions like purchases, recognized financial assets and liabilities (monetary items). Being the import act as natural hedge as a portion of liabilities are denominated in similar foreign currencies. Company monitor the risk assessment of Foreign currency on regular basis and report the Audit committee.

Particulars	Amount (USD)
As at 31st March 2025	
Assets	-
Liabilities	5,70,000
As at 31st March 2024	
Assets	3,416
Liabilities	2,30,000
As at 31st March 2023	
Assets	-
Liabilities	-

Foreign Currency Sensitivity

The Company is mainly exposed to changes in USD. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate

Currency	Impact on profit before tax		
	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
USD			
Rupees/USD - Increase by 5%	-28,500	-11,329	-
Rupees/USD - Decrease by 5%	28,500	11,329	-

There was no material foreign currency exposure as at March 31, 2023. Accordingly, sensitivity analysis has not been presented.

ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk**Interest rate sensitivity**

A change of 50 bps in interest rates would have following impact on profit before tax.

(Rs. in Million)

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
50 bp decrease would increase the profit before tax by	(4.30)	(2.07)	(0.35)
50 bp increase would decrease the profit before tax by	4.30	2.07	0.35

B) Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments. Credit risk arising from investment in mutual funds and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies.

Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive evaluation and individual credit limits are defined in accordance with this assessment.

Impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively.

Movement in allowance for credit losses of receivables is as below:

(Rs. in Million)

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Balance at the beginning of the year	18.09	5.74	6.11
Charges in statement of profit and loss	0.97	12.35	-
Release to statement of profit and loss	-	-	(0.37)
Utilised during the year	-	-	-
Balance at the end of the year	19.06	18.09	5.74

(C) Liquidity risk management

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The Company maximum exposure to credit risk for the components of the balance sheet at 31March2025 and 31March2024 is the carrying amounts. The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The average credit period taken to settle trade payables is about 90days. The other payables are with short-term durations. The carrying amounts are assumed to be a reasonable approximation of fair value. The following table analysis financial liabilities by remaining contractual maturities:

(Rs. in Million)

Particulars	Carrying Amount	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Year ended 31st March 2025						
Interest bearing borrowings	860.84	798.23	7.85	6.79	47.97	860.84
Trade Payables	1,092.32	1,092.32	-	-	-	1,092.32
Lease Liabilities	12.74	4.52	4.29	3.93	-	12.74
Other financial liabilities	49.83	49.83	-	-	-	49.83
Year ended 31st March 2024						
Interest bearing borrowings	414.26	321.40	10.24	10.28	72.34	414.26
Trade Payables	708.99	708.99	-	-	-	708.99
Lease Liabilities	16.68	3.92	4.52	4.29	3.95	16.68
Other financial liabilities	77.90	77.31	0.59	-	-	77.90
Year ended 31st March 2023						
Interest bearing borrowings	69.03	42.09	4.98	5.51	16.45	69.03
Trade Payables	323.20	323.20	-	-	-	323.20
Lease Liabilities	11.84	1.94	2.49	2.93	4.48	11.84
Other financial liabilities	58.49	52.10	6.39	-	-	58.49

At present, the Company does expect to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows.

Non fund based Facilities (Borrowing)

(Rs. in Million)

Particulars	As at 31st March 2025	As at 31st March 2024	As at 31st March 2023
Non Fund Base Borrowing Sanction Limit	697.00	441.00	220.00
Non Fund Base Borrowing Utilized Limit	574.92	289.67	140.02

NOTE-48: Corporate Social Responsibility

(Rs. in Million)

Particulars	Year ended 31st March 2025	Year ended 31st March 2024	Year ended 31st March 2023
Amount required to be spent as per section 135 of the Act			
a) Gross amount required to be spent by the company during the year	4.07	0.96	-
b) Amount spent during the year			
(i) Construction/acquisition of any assets	-	-	-
(ii) Purpose other than (i) above	4.08	1.04	-
c) Shortfall/(Excess) spent at the end of the year	(0.01)	(0.08)	-
d) Details of related party transactions	-	-	-
e) Whether any provision made based on contractual obligation to undertake CSR activity	-	-	-

Nature of CSR activity-Promoting education and healthcare for underprivileged children, and empowering women for a brighter and more equitable future.

NOTE-49: Other Statutory Information

(i) The Company does not have any transactions with companies struck off.

(ii) The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period

(iv) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall 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 auarantee, security or the like to or on behalf of the ulimate beneficiaries.

(v) The Company does not receive any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall 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 to or on behalf of the ultimate beneficiaries.

(vi) The social security code enacted in the year 2020 has been deferred by a year, when enacted this code will have an impact on company's contribution Provident Fund, Gratuity and other employes related benefits. The company proposes to do an assessment at an appropriate time and make appropriate provisions accordingly.

(vii) Certain figures apparently may not add up because of rounding off, but are wholly accurate in themselves.

(viii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(ix) The Company has not been declared as a wilful defaulter by any banks or any other financial institution at any time during the financial year or after the end of the reporting period but before the date when the financial statements are approved.

(x) The Company have not traded or invested in crypto currency or virtual currency during the year.

(xi) Previous year's figures are re-grouped, re-arranged & re-classified wherever is necessary to confirm current year classification. Appropriate adjustments have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profits and Loss and Restated Summary , Statement of Cash flows, wherever required, by a reclassification of the corresponding ,bring them in line with the groupings as per the audited Ind AS financial statements of the Company prepared in accordance with Schedule III of Companies Act 2013, in accordance with the requirements of securities and exchange Board of India (Issue of Capital & disclosure Requirements) regulations, 2018 (as amended).

(xii) The transition from the Previous GAAP to Ind AS did not have material impact on the statement of cash flow, except for payment of lease liabilities, which were forming part of operating activity under Previous GAAP and are now included under financing activity.

(xiii) Figures have been rounded off to the nearest million of rupees.

NOTE-50: These financial statements have been prepared in the format prescribed by the Schedule III to the Companies Act, 2013. Previous years figures have been recast / restated & wherever necessary to make them comparable with figure of current year.

As per our separate report of even dated attached

For Goyal Nagpal & Co.

Chartered Accountants

Firm's Registration Number - 018289C

Sd/-

CA Virender Nagpal

Membership No. 416004

Partner

Place: Delhi

Dated: 6th August 2025

UDIN: 25416004BMHVDR3563

For and on behalf of the Board of Directors

Sd/-

Arun Gupta

Chairman and Managing

Director

DIN: 00217119

Sd/-

Preeti Kataria

Company Secretary and

Compliance Officer

M.No. 13507

Place: Delhi

Dated: 6th August 2025

Sd/-

Drishti Gupta

Non-Executive

Director

DIN: 08745500

Sd/-

Arjun Singh Bisht

Chief Financial officer

PAN:AGSPB4533F

TRANSLINE TECHNOLOGIES LIMITED

CIN: U72900DL2001PLC109496

NOTE- 01: Material Accounting Policies to Financial Information

A. Company Overview

The Company was formed under the Companies Act, 1956, and incorporated on 2nd February 2001 vide CIN: U72900DL2001PLC109496. The company is engaged in the business of providing complete IT Infra solution & services including system Integration (SI) comprising network design, hardware and software, Warranty Management solutions for imported and indigenous equipment, and development, implementation, and maintenance of software applications.

B. Basis of Preparation of Financial Information

i) Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions of the Companies Act, 2013. The financial statements also comply with the presentation and disclosure requirements of Division II of Schedule III to the Companies Act, 2013, and other accounting principles generally accepted in India, including applicable guidance notes and pronouncements issued by the Institute of Chartered Accountants of India ('ICAI') and other regulatory authorities, to the extent applicable.

ii) Basis of Preparation

The Financial Information of Transline Technologies Limited (the "Company") comprising the Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and April 1, 2023, the Statements of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flow for the year ended March 31, 2025, March 31, 2024 and April 1, 2023 and the Summary Statement of Material Accounting Policies and other explanatory information (collectively, the "Financial Information"), as approved by the Board of Director of the Company at their meeting held on 6th August 2025.

iii) Going Concern

- a. The financial statements have been prepared on going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.
- b. Certain comparative figures appearing in these financial statements have been reaccompanied and/ or reclassified to better reflect the nature of these items.

The areas involving critical estimates or judgments are:

Significant judgments and key sources of estimation in applying accounting policies are as follows:

iv) Uses of Estimation

The preparation of Financial Information in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities as at the Statement of assets and liabilities date, reported amount of revenue and expenditure for the year and disclosures of contingent liabilities as at the Statement of assets and liabilities date. Actual results could differ from those estimates.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

- a. Property, plant and equipment, and useful life of property, plant and equipment, and intangible assets

The carrying value of property, plant, and equipment is arrived at by depreciating the assets over their useful life of assets. The estimate of useful life is reviewed at the end of each financial year, and changes are accounted for prospectively.

- b. Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with the applicable Ind AS.

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows.

The Company has significant capital commitments in relation to various capital projects, which are not recognized on the balance sheet.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the Financial Information. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability [Refer Note 39].

- c. Employee benefit expenses

Actuarial valuation for gratuity liability of the Company has been done by an independent actuarial valuer on the basis of data provided by the Company and assumptions used by the actuary. The data so provided and the assumptions used have been disclosed in the notes to accounts.

- d. Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has determined that it can recognise deferred tax assets on the tax losses carried forward as it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Further details on taxes are disclosed in Note No. 46.

e. Impairment of accounts receivable and advances

Trade receivables carry interest and are stated at their fair value as reduced by appropriate allowances for expected credit losses. Individual trade receivables are written off when management deems them not to be collectible. Impairment is recognised for the expected credit losses.

f. Investment in Equity Instruments

Investments made in equity instruments other than subsidiaries, joint ventures and in associates, have been valued at fair value using the net asset value of the investee Companies as on the reporting date.

Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the company.

v) Current v/s Non-Current Classification

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

Assets

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

All other assets are classified as non-current.

Liabilities

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

All other liabilities are classified as non-current.

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

The company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

vi) Functional and Presentation Currency

This financial Information is presented in ₹, which is also the functional currency of the Company. All amounts disclosed in the Financial Information and notes have been rounded off to the nearest "million" with two decimals, unless otherwise stated.

C. MATERIAL ACCOUNTING POLICIES

The Company has applied the following accounting policies to all periods presented in the Ind AS Summary Statements.

Basis of Accounting

The Company maintains its accounts on an accrual basis following historical cost convention, except for certain assets and liabilities that are measured at fair value in accordance with Ind AS. Fair value measurements are categorized as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date;
- Level 2 inputs are inputs, other than quoted prices included in level 1, that are observable for the assets or liabilities, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities.

Above levels of fair value hierarchy are applied consistently, and generally, there are no transfers between the levels of the fair value hierarchy unless the circumstances change, warranting such transfer.

a) Presentation of Restatement of Financial Information

The Restatement of Statement of assets and liabilities, the Restatement of Statement of Profit and Loss and the Restatement of Statement of Changes in Equity are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 (the Act). The Restatement of Statement of Cash Flows has been prepared and presented in accordance with Ind AS 7 “Statement of Cash Flows”. The disclosures with respect to items in the Restatement of Statement of assets and liabilities and Restatement of Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the Restatement of Financial Information along with the other notes required to be disclosed under the notified Accounting Standards.

Amounts in the Restatement of Financial Information are presented in Indian Rupee in millions [one million = Ten Lakhs] rounded off to two decimal places as permitted by Schedule III to the Act. Per share data are presented in Indian Rupee in millions to two decimals places.

b) Operating cycle for current and non-current classification

Operating cycle for the business activities of the Company covers the duration of the specific project or contract or product line or service including the defect liability period wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

c) Property, Plant and Equipment [PPE]

PPE is recognized when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation, and cumulative impairment, if any. All directly attributable costs related to the acquisition of PPE and borrowing costs in the case of qualifying assets are capitalized in accordance with the Company’s accounting policy.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably.

PPE not ready for the intended use on the date of the Restatement of Statement of assets and liabilities are disclosed as “capital work-in-progress.” (Also refer to the policies on leases, borrowing costs, impairment of assets and foreign currency transactions infra).

Depreciation is recognized using written down value method so as to write off the cost of the assets (other than freehold land and capital work-in-progress) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined.

The expected useful life is considered as under:

Assets Head	Useful Life
Building	30 Years
Plant and Machinery	05 Years
Office Equipment	05 Years
Furniture and Fixture	10 Years
Vehicle	08 Years
Computer	03 Years

The depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

The depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

Where cost of a part of the asset ("asset component") is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately, and such asset component is depreciated over its separate useful life.

Depreciation on additions to/deductions from, owned assets is calculated pro rata to the period of use.

PPE is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from derecognition is recognised in the Statement of Restatement of Profit and Loss in the same period.

Transition to Ind AS:

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2022 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment as mentioned in Ind AS 101.

d) Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortization, and cumulative impairment. All directly attributable costs and other administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets. Research and development expenditure on new products:

The estimated useful life of the amortizable Intangible assets are as follows:

Assets Head	Useful Life
Intangible Assets	5 Years

Transition to Ind AS: On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at April 1, 2023 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets as mentioned in Ind AS 101.

e) Revenue Recognition

- (i) The Company primarily derives its revenue from providing solutions and services related to video surveillance, biometric systems, and IT infrastructure including software.
- (ii) Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the

consideration the Company expects to receive in exchange for those products or services. To recognise revenues, the Company applies the following five step approach:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

(iii) At contract inception, the Company assesses its promise to transfer products or services to a customer to identify separate performance obligations. The Company applies judgement to determine whether each product or service promised to a customer is capable of being distinct, and are distinct in the context of the contract, if not, the promised products or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligations based on their relative selling price or residual method.

(iv) Time and materials contracts

Revenues and costs relating to time and materials contracts are recognised as the related services are rendered.

(v) Fixed-price development contracts

Revenues from fixed-price development contracts, including software development, and integration contracts, where the performance obligations are satisfied over time, are recognised using the "percentage-of-completion" method. The performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. The percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project.

(vi) Maintenance contracts

Revenues related to fixed-price maintenance contracts are recognised on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or ratably using percentage of completion method when the pattern of benefits from the services rendered to the customers and the cost to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. Revenue for contracts in which the invoicing is representative of the value being delivered is recognised based on our right to invoice. If our invoicing is not consistent with value delivered, revenues are recognised as the service is performed using the percentage of completion method.

(vii) Products

Revenue on product sales are recognised when the customer obtains control of the specified product.

(viii) Rendering of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied, and the services are rendered in accordance with the terms and conditions of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenues are shown net of allowances/returns, sales tax, value added tax, goods and services tax and applicable discounts and allowances.

The Company accrues the estimated cost of warranties at the time when the revenue is recognised. The

accruals are based on the Company's historical experience of material usage and service delivery costs. Estimates of transaction price and total costs or efforts are continuously monitored over the term of the contract and are recognised in net profit in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses.

Unbilled revenue represents the value of services performed in accordance with the contract terms but not billed.

(ix) Bill-and-Hold Arrangements

Revenue from bill-and-hold arrangements is recognized only when all of the following conditions are met, in accordance with Ind AS 115, Appendix B, Para B79:

The reason for the bill-and-hold arrangement is substantive, and delivery is deferred at the customer's request;

The goods are separately identified as belonging to the customer;

The goods are ready for physical transfer to the customer;

The entity does not have the ability to use the goods or direct them to another customer.

Legal title and billing are transferred to the customer in such arrangements, and the goods are stored at the Company's premises until the customer requests delivery.

(x) Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable

(xi) Dividend Income

Dividend income is recognized when the right to receive dividend is established.

f) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company assesses whether a contract contains a lease, at inception of a contract. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Company has the right to direct the use of the asset.

(i) Company as a lessee

The Company's lease asset classes primarily consist of leases for land and building. The Company, at the inception of a contract, assesses whether the contract is a lease or not a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contract existing and entered into on or after April 1, 2019. The Company has elected not to recognise Right-of-use Assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense over the lease term.

The Company recognises a Right-of-use Asset and a lease liability at the lease commencement date. The Right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial costs incurred. The Right-of-use Asset is subsequently depreciated using the straight-line method from the commencement

date to the end of the lease term. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. Subsequently, lease liabilities are measured on amortised cost basis. In the comparative period, lease payments under operating leases are recognised as an expense in the Statement of Profit and Loss over the lease term.

The weighted average incremental borrowing rate applied to lease liabilities is considered 11% p.a.

(ii) Company as a lessor

Assets given under operating leases are included in investment properties. Lease income is recognised in the Statement of Profit and Loss on straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease.

Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Lease deposits received are financial instruments (financial liability) and need to be measured at fair value on initial recognition. The difference between the fair value and the nominal value of deposits is considered as rent in advance and recognised over the lease term on a straight-line basis. Unwinding of discount is treated as interest expense (finance cost) for deposits received and is accrued as per the EIR method.

g) Cash & Cash Equivalents

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

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

h) Taxation

Income tax comprises current and deferred tax. Income tax expense is recognized in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

(i) Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the period.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred tax

Deferred tax is recognized subject to consideration of prudence on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets & liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet Date. Deferred tax assets are

recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries and associates where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

i) Inventories

Inventories are valued at the lower of the cost and the net realizable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale. Cost is determined on a First in First out basis. A periodic review is made of slow-moving stock and appropriate provisions are made for anticipated losses, if any.

j) Employee Benefits

(i) Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

(ii) Post-employment benefits

(A) Defined benefit plans – Gratuity

The Company has a defined benefit plan (the “Gratuity Plan”). The Gratuity Plan provides a lump sum payment to employees who have completed five years or more of service at retirement, disability or termination of employment, being an amount based on the respective employee’s last drawn salary and number of years of employment with Company. Presently the Company’s gratuity plan is unfunded.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets if any. This cost is included in employee benefit expense in the statement of profit and loss.

The liability or asset recognised in the balance sheet in respect of gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets if any. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income and are never reclassified to profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the statement of profit and loss as past service cost.

(B) Defined Contribution Plans – Provident Fund & Employee State Insurance

Provident Fund, Pension Fund & Employee State Insurance (ESI) are defined contribution schemes as per applicable rules/statute and contribution made to the Provident Fund Trust, Regional Provident Fund Commissioner and Employee State Insurance Fund respectively are charged to the Statement of Profit and Loss.

(iii) Long-term Employee Benefits: -

Long-term employee benefits Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the obligation as at the Balance Sheet date. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur.

k) Earning Per Share

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares, except when the results are anti dilutive. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

l) Provisions and Contingencies

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

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

The Company uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when

there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the Financial Statements.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

m) Statement of Cash Flow

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

n) Segment Reporting

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided.

o) Borrowing Costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition, construction or production of an asset which necessarily take a substantial period of time to get ready for their intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

p) Impairment of Non-Financial Assets

An asset is considered as impaired when at the date of Balance Sheet there are indications of impairment and the carrying amount of the asset exceeds its recoverable amount (i.e. the higher of the fair value less cost to sell and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the carrying value of the impaired asset over its remaining useful life.

q) Financial Instruments

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

(a) Financial Assets

(i) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or

sell the asset.

(ii) Subsequent measurement

Subsequent measurement of financial assets is described below -

a. Financial Assets (Debt instruments) at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

b. Debt instrument at FVTOCI

A 'debt instrument is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

c. Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Company has designated its investments in debt instruments as FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

(iii) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has

assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset,

the Company continues to recognise the transferred asset to the extent of the Company continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(iv) Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits and trade receivables or any contractual right to receive cash or another financial asset.

Trade Receivables

A receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

In other words, trade receivables are recognised initially at fair value and subsequently measured at amortised cost less expected credit loss, if any.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Debt instruments measured at FVTPL: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

(b) Financial liabilities

(i) Initial Recognition & Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through statement of profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans & borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include Trade payable, loans and borrowings, other payables, including bank overdrafts, financial guarantee contracts and derivative financial instruments.

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

Financial liabilities at fair value through statement of profit and loss

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

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109

are satisfied.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to statement of profit and loss.

However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through statement of profit and loss.

(ii) Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (hereinafter referred as EIR) method. Gains and losses are recognized in statement of profit and loss when the liabilities are de-recognised as well as through the EIR amortisation process.

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

(iii) Buyers Credit

The Company enters into arrangements whereby financial institutions make direct payments to suppliers for raw materials and project materials. The financial institutions are subsequently repaid by the Company at a later date providing working capital timing benefits. These are normally settled up to twelve months (for raw materials) and up to 36 months (for project materials). Where these arrangements are for raw materials with a maturity of up to twelve months, the economic substance of the transaction is determined to be operation in nature and these are recognized as operational buyer's credit (Under trade and other payables). Where these arrangements are for project materials with a maturity up to 36 months, the economic substance of the transaction is determined to be financing in nature and these are classified as projects buyer's credit within borrowings in the statement of financial position.

(iv) Financial liabilities De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(v) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. For more information on financial instruments Refer Note No.56.

r) Investment in Subsidiaries, joint ventures and associates:

Subsidiary: A subsidiary is an entity controlled by the Company. Control exists when the Company has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over entity. Power is demonstrated through existing rights that give the Company the ability to direct relevant activities, those which significantly affect the entity's returns.

Associate: Associate entities are entities, over which an investor exercises significant influence but not control. Significant influence is defined as power to participate in the financial or operating policy decisions of the investee but not control over the policies.

Company assumes that holding of 20% or more of the voting power of the investee (whether directly or indirectly) gives rise to significant influence, unless contrary evidences exist.

Joint arrangement: A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

s) Foreign currency transactions

(i) Initial Recognition

In the Financial Information of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction.

(ii) Conversion

Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities

denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

(iii) Exchange Differences

All exchange differences are included in the statement of profit and loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income.

t) Prior Period Items

Errors of material amounts relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively in the statement of profit and loss and balance sheet, to the extent practicable along with change in basic and diluted earnings per share. However where retrospective restatement is not practicable for a particular period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes on Accounts.

u) First Time Adoption

The Financial Statements have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101 - First Time adoption of Indian Accounting Standard, with April 1, 2023 as the transition date and Accounting Standards as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the Financial statements, disclosure in the notes thereto and accounting policies and principles. The accounting policies set out in Note 1 have been applied in preparing the Financial Statements for the year ended March 31, 2025 and the comparative information of

the earlier years. An explanation of how the transition from previous GAAP to Ind AS has affected the Balance Sheet, Statement of Profit and Loss, is set out in Note 29 Exemptions / exceptions on first time adoption of Ind AS availed in accordance with Ind AS 101 have been stated as under.

The Company has prepared the opening balance sheet as per Ind AS as of April 1, 2023 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to certain exceptions and certain optional exemptions availed by the Company as detailed below.

Company has availed certain exceptions and optional exemptions which are discussed below:

De-recognition of financial assets and financial liabilities: The Company has applied the de-recognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after the transition date.

Mandatory exceptions:

Estimates: The Company's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP: - Impairment of financial assets based on expected credit loss model

Classification and measurement of financial assets: As required under Ind AS 101, the Company has assessed the classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Form No. MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : U72900DL2001PLC109496
Name of the Company : Transline Technologies Limited
Registered Office : 23A, 3rd Floor, Shivaji Marg, New Delhi- 110015

Name of the member (s):

Registered Address :

E-mail Id :

Folio No./Client Id :

DP ID :

I/We, being the member(s) of _____, shares of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

Or failing him

2. Name:

Address:

E-mail Id:

Signature:

Or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my or our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fifth Annual General Meeting to be held on Wednesday, the 24th day of September 2025 at 12:30 a.m. at the registered office at 23A, 3rd Floor, Shivaji Marg, New Delhi 110015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business			
1	To receive, consider, and adopt the Audited Financial Statements, including the Balance Sheet as of March 31, 2025, together with the reports of the Board and Auditors thereon		
2	To receive, consider, and adopt the Audited Reinstated Financial Statements along with the Examination’s Report for the Financial Year Ended on March 31, 2023, March 31, 2024, and March 31, 2025.		
Special Business			
3	To consider and approve the appointment of Mr. Satish Sharma (DIN: 02845484) as a Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment		
4	To approve and increase the Overall Managerial Remuneration payable to Non-Executive Directors in aggregate under Section 197 of the Companies Act 2013		
5	To approve the appointment of Mr. Girish Kumar Ahuja (DIN: 00446339) as an Independent Director of the company for the second term		
6	To approve the appointment of Mr. Shankar Sharma (DIN: 00382187) as an Independent Director of the company for the second term		
7	Regularization of Additional Director, Ms. Drishti Gupta (DIN: 08745500) as Non-Executive Director of the company		
8	Regularization of Ms. Rojina Thapa (DIN: 10362834) as an Independent Director of the company		
9	Regularization of Mrs. Asha Anil Agarwal (DIN: 09722160) as an Independent Director of the company		

Signed this day of 2025

Signature of the Member _____

Signature of Proxy holder(s) _____

Affix Re. 1/- Revenue Stamp
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.