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## DANLAW TECHNOLOGIES INDIA LIMITED

### ANNUAL REPORT – FY 2024-25

#### CONTENTS

##### Pages

Notice of AGM .....	2
Directors' Report (DTIL).....	15
Management Discussion & Analysis Report.....	41
Certification by CEO & CFO of the Company .....	48

#### **Financials of DTIL as on March 31, 2025**

Auditors' Report .....	49
Balance Sheet.....	60
Statement of Profit and loss.....	61
Statement of Cash Flows.....	62
Statement of Changes in Equity.....	63
Notes on Accounts.....	64

**BOARD OF DIRECTORS**

Raju S Dandu  
(DIN : 00073484)  
Chairman & Whole-time Director

M A Ashok Kumar  
(DIN : 00045549)  
Independent Director

Timothy Matthew Morris  
(DIN : 09825506)  
Director

Shireesh Shantaram  
Phal  
(DIN : 10255775)  
Executive Director

Venigalla Sambasivarao  
(DIN : 10322774)  
Independent Director

M Sridevi  
(DIN : 02446610)  
Woman Director

Indraganty Venkateswara Sarma  
(DIN : 02144740)  
Independent Director

Putrevu Seshagiri Rao  
(DIN : 10743708)  
Independent Director

**MANAGEMENT TEAM**

B V Ramana  
Chief Operating Officer

A V R K Varma  
Chief Financial Officer

Gaurav Padmawar  
Company Secretary

**REGISTERED OFFICE**

Unit No. 201,202 & 203, Gowra Fountainhead, Huda  
Techno Enclave, Patrikanagar, Madhapur,  
Hyderabad, Telangana – 500081

**AUDITORS**

CSV & Associates  
Chartered Accountants  
F-2, Trendset Ville, Road No.3, Banjara Hills,  
Hyderabad - 500034  
Ph. : 040 - 23551980  
Email : csvrassociates@gmail.com

**BANKERS**

State Bank of India,  
Vasco Branch, Goa

**REGISTRAR & SHARE TRANSFER AGENT**

M/s. NSDL Database Management Limited  
4th Floor, Tower 3, One International Center,  
Senapati Bapat Marg, Prabhadevi,  
Mumbai – 400 013  
Phone : 022 4914 2578 /2636  
Fax : 022-49142503  
Email : investor.ndmlrta@nsdl.com  
Website : www.ndml.in



## NOTICE

**NOTICE** is hereby given that the Thirty Second Annual General Meeting of the Company will be held on Thursday, the 25<sup>th</sup> day of September 2025 at 10.00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

### **ORDINARY BUSINESS :**

- 1.To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2025 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sridevi Madati (DIN: 02446610), who retires by rotation and being eligible, offers herself for reappointment

### **SPECIAL BUSINESS:**

#### **3. Ratification of Remuneration payable to Cost Auditors of the Company for the Financial Year ending 31 March 2026**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148(3) and other applicable provisions of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof) and based on the recommendation of the Audit Committee and approval of the Board of Directors at their respective Meetings held on 13th August 2025, the remuneration payable to M/s. Sagar & Associates, Cost and Management Accountants (Firm Registration No.: 000118) appointed as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31 March 2026, amounting to Rs. 1,65,000 per year + applicable taxes.

#### **4. To appoint Mr B V Saravana Kumar, Company Secretary in Practice as Secretarial Auditor of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee and the Board of Directors, Mr B V Saravana Kumar, Company Secretary (CP No 11727) be and is hereby appointed as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from the Financial Year 2025-26 to Financial Year 2029-30 with a remuneration of Rs.85,000 (excluding applicable taxes) and out-of pocket expenses, if any for the Financial Year 2025-26.

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

Place: Hyderabad  
Date: 13.08.2025

By Order of the Board  
For Danlaw Technologies India Limited

Raju S. Dandu  
Chairman  
DIN:00073484

**Notes:**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM
2. Pursuant to the General Circular No. 14/2020 dated 08th April, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL
4. Body Corporates whose Authorized Representatives are intending to attend the meeting through VC/OAVM are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013 to the Scrutinizer by e-mail to saravana1015@gmail.com with a copy marked to evoting@nsdl.com and info@danlawtechnologies.com.
5. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2024-25 will also be available on the Company's website

www.danlawtechnologies.com; websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evoting.nsdl.com/>. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. As the Annual General Meeting of the Company is held through Video Conferencing/OAVM, we therefore request the members to submit questions in advance relating to the business specified in this Notice of AGM on the Email ID [info@danlawtechnologies.com](mailto:info@danlawtechnologies.com)
8. The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> September 2025 to 25<sup>th</sup> September 2025 (both days inclusive).
9. A statement pursuant to Section 102 of the Companies Act, 2013 in respect of ordinary and special business under item nos 3 and 4 set out above to be transacted at the meeting is annexed hereto and form part of this Notice.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer gent
11. Members seeking any additional information on the accounts of the Company should write to the Compliance Officer on or before 14 days of the meeting, to facilitate the compilation of data for clarifications.
12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in the Notice under Note no. 24.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. The Annual Report alongwith the Notice of AGM will be placed on the Company's website on [www.danlawtechnologies.com](http://www.danlawtechnologies.com)
15. As per the MCA General Circular 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant.
16. Members are requested to send all communications relating to shares to the Company's Share Transfer Agents (Physical and Electronic) to M/s. NSDL Database Management Limited,+4th Floor, Trade World A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Phone : 022-49142700, Fax : 022-49142503, Email :[investor.ndmlrta@nsdl.co.in](mailto:investor.ndmlrta@nsdl.co.in), Website ; [www.ndml-nsdl.co.in](http://www.ndml-nsdl.co.in)
17. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.

18. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical /dematerialized form, as the case may be, in all correspondence with the Company / Registrar and ShareTransfer Agent.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respectof the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
20. The facility for voting through electronic voting system shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
22. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
23. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **29th August, 2025**, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 – 4886 7000 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **19th September, 2025** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
24. For Remote e-voting and e-voting during AGM :

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

**The remote e-voting period begins on 21<sup>st</sup> September 2025 at 09:00 A.M. and ends on 24<sup>th</sup> September, 2025 at 05:00 P.M. 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 19th September, 2025 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

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

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

### **Step 1: Access to NSDL e-Voting system**

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

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

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

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

open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



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 e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page.

	The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in

**process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [saravana1015@gmail.com](mailto:saravana1015@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [info@danlawtechnologies.com](mailto:info@danlawtechnologies.com). with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr Swapneel at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under

**“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@danlawtechnologies.com](mailto:info@danlawtechnologies.com). on or before 14 days of the meeting. The same will be replied by the company suitably
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, Mobile Number at [info@danlawtechnologies.com](mailto:info@danlawtechnologies.com) before 16.09.2025 Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Place: Hyderabad  
Date: 13.08.2025

By Order of the Board  
For Danlaw Technologies India Limited

Raju S. Dandu  
Chairman  
DIN: 00073484

**EXPLANATORY STATEMENT  
(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item No. 3 and 4 of the accompanying Notice:

**Item No. 3**

**Ratification of Remuneration payable to Cost Auditors of the Company for the Financial Year ending 31 March 2026**

Pursuant to Section 148 of the Companies Act, 2013 read with Rules of The Companies (Cost Records and Audit) Rules, 2014, the Cost records of your Company are required to be audited by a qualified Cost Accountant. Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, at their Meeting held on 13th August 2025, appointed M/s.Sagar & Associates (Firm Registration No. 000118), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial years ending 31 March 2026, amounting to Rs. 1,65,000 per year +applicable taxes.

Pursuant to Section 148(3) of the Act read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, approval of the Members is being sought for the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 3 of this Notice.

recommends the resolution as set out in item no. 3 of the Notice for the approval of members.

**Item No. 4 To appoint Mr B V Saravana Kumar, Company Secretary in Practice as Secretarial Auditor of the Company**

Pursuant to provisions of Regulation 24A of the Listing Regulations, the Board of Directors, at its meeting held on 13 August 2025, considering the qualification as prescribed under the Listing Regulations, capability, independent assessment, experience and expertise and based on the recommendation of Audit Committee, approved the appointment of Mr B V Saravana Kumar, Company Secretary in Practice as Secretarial Auditor of the Company for the first term of 5 (Five) consecutive years from Financial Year 2025-26 to Financial Year 2029-30. The proposed remuneration payable to B V Saravana Kumar, Company Secretary for conducting the secretarial audit for the Financial Year 2025-26 shall be Rs.85,000, excluding applicable taxes and out-of pocket expenses, if any. Further, the Board of Directors, based on the recommendation of Audit Committee, shall determine the remuneration payable to B V Saravana Kumar, Company Secretary for the remainder of its tenure as Secretarial Auditors.

**ANNEXURE TO THE NOTICE:**

Disclosure pursuant Regulation 36 (3) of SEBI Listing Regulations with regard to the Directors seeking Appointment / Re – appointment at the forthcoming Annual General Meeting (refer Item No.2)

**Sridevi Madati (DIN: 02446610 )**

Brief Resume :

Name of the Director	Sridevi Madati
Father Name	Balakrishna Madati
Date of Birth	10/01/1977
Qualifications	Company Secretary
Date of Appointment	24.12.2020
Experience	20 years

**Nature of Expertise in Specific functional areas :**

Mrs. Sridevi Madati is a Qualified as Company Secretary and fellow member of Institute of Company Secretaries of India. Has over 20 years of rich experience in corporate, secretarial affairs, legal, regulatory matters, compliance and liaison assignments. Had been associated with listed and non-listed Companies, NGO's in various capacities spanning from Company Secretary, Head of legal and secretarial Department, Independent Director, Consultant, advisor etc.,

**Disclosure of inter-se relationship between Directors and Key Managerial Personnel:**

Mrs.Sridevi Madati is not related to any of the other Directors of the Company or Key Managerial Personnel or their relatives.

**Listed entity(other than Danlaw Technologies India Ltd) in which Mrs. Sridevi Madati holds the directorship and Committees Membership :**

**Directorship : 4**

**Committee Membership : 3**

**Shareholding in the Company: Nil**

By Order of the Board  
For Danlaw Technologies India Limited

Raju S. Dandu  
Chairman

Place: Hyderabad  
Date: 13-08-2025

DIN: 00073484

## DIRECTORS' REPORT

To,  
The Members,

The Directors submit annual report of Danlaw Technologies India Limited (DTIL) along with the audited financial statements for the financial year ended March 31, 2025.

### Financial Results

(Rs. In Lakhs)

Particulars	2024-25	2023-24
Net Sales/Income from operations	21837.92	21098.12
Other Income	96.36	27.83
<b>Total Income</b>	<b>21934.28</b>	<b>21125.95</b>
Cost of materials	12751.05	12933.29
Changes in Inventories	75.25	(29.14)
Employee's Cost	4626.81	3616.94
Finance Cost	226.71	246.79
Depreciation	511.16	399.75
Other Expenses	1203.44	950.33
<b>Total Expenses</b>	<b>19394.42</b>	<b>18117.95</b>
Profit / (Loss) before tax	<b>2539.86</b>	<b>3008.00</b>
Current Tax	675.60	778.13
Prior-period Tax	(1.44)	2.52
Deferred Tax	(26.32)	4.78
Profit / (Loss) after tax	<b>647.84</b>	<b>785.43</b>
Profit / (Loss) attributable to:		
- Owners of the Company	<b>1892.02</b>	<b>2222.57</b>
- Non controlling interests	-	-
Paid up equity share capital	487.07	487.07
Reserves and Surplus (Excl. revaluation reserve)	7185.80	5299.73
Earnings per share - basic	35.85	45.63
Earnings per share - diluted	35.85	45.63

**Dividend**

In view of the growth potential and need for more working capital requirement as well as capital expenditure, your directors do not recommend any dividend for the Financial Year 2024-2025

**Share Capital**

Share Capital of the Company as on March 31, 2025, is as follows:

Authorized Capital - Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore twenty lakhs) Equity Shares of Rs. 10 each. Issued, Subscribed and Paid-Up Capital – Rs. 4,87,06,670/- (Rupees Four crores eighty-seven lakhs six thousand six hundred and seventy only) divided into 48,70,667 (Forty eight lakhs seventy thousand six hundred and sixty seven only) Equity Shares of Rs. 10 each.

**Company's Performance**

Revenue from operations for the fiscal year has increased by 3.50% to Rs.21838 lacs as compared to Rs.21,098 lacs in the previous year. The net Profit for the fiscal year decreased by 16.5% to Rs.1,886 lacs as compared to Rs.2,197 lacs in the previous year.

**Change in the nature of business, if any**

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

**Material Changes and Commitments Affecting the Financial Position of the Company**

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

**Events subsequent to the date of financial statement**

There are no major events subsequent to the date of financial statement

**Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

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

**Internal financial control systems and their adequacy**

The Company's internal financial control systems are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, executing transactions with proper authorization and ensuring compliance of corporate governance.

**Subsidiary Companies**

There are no subsidiary companies

**Deposits from public**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

**Auditors**

In terms of the provisions of Section 139(1) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 the Company appointed the Statutory Auditors for a period of five years from the conclusion of the 29th Annual General Meeting till the Annual General Meeting to be held in the calendar year 2027 Your Company has received confirmation from the said Auditor that their appointment is within the limits prescribed under Section 139(1) of the Companies Act, 2013 and Rule 4(1)(a) of Companies (Audit and Auditors) Rules, 2014.

The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018.

**Auditors' report**

There are no qualifications, reservations or adverse remarks made by M/s. CSV & Associates, Chartered Accountants, and Statutory Auditors in their report for the Financial Year ended 31st March, 2025.

**Reporting of Frauds by Auditors**

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company under sub-section (12) of section 143 of the Companies Act, 2013, during the year under review.

**Secretarial Auditors :**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company has appointed. Mr B V Saravana Kumar, Company Secretary in Practice (CP No 11727) to conduct the Secretarial Audit of the Company and related records for the year ended 31st March 2025. The Secretarial Audit Report of the Company is annexed herewith as Annexure and forms an integral part of this report.

**Secretarial Auditors' Report**

There are no qualifications, reservations or adverse remarks made by Mr B V Saravana Kumar, Practicing Company Secretary, in their report for the financial year ended 31st March, 2025. – Annexure II

**Internal Auditor**

The Board on the recommendations of the Audit Committee has appointed M/s. Ramana Reddy & Associates, Chartered Accountants as internal auditors of the Company. The Internal Auditors are submitting the reports regularly.

**Maintenance of cost records**

The cost accounts and records as required to be maintained under Section 148(1) of Companies Act, 2013 are duly made and maintained by your Company.

In accordance with the provisions of Section 148 of the Act and rules made there under, the Board of directors of the Company has appointed M/s. Sagar & Associates (Firm Registration No: 000118) as Cost Auditors of the Company for the financial year 2024-25.

The Company has received Cost Audit Report on the cost accounts of the Company for the financial year ended on March 31, 2025.

The Board has re-appointed M/s. Sagar & Associates (Firm Registration No: 000118) as Cost Auditors of the Company, to carry out the Cost Audit for the financial year 2025-26.

The Cost Auditors have confirmed that they are not disqualified to be appointed as the Cost Auditors.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rules of The Companies (Audit and Auditors) Rules, 2014, the Board of Directors at their meeting held on 13<sup>th</sup> August 2025, based on the recommendation of Audit Committee, approved the remuneration of Cost Auditors. The resolution for ratification of remuneration of the Cost Auditors is proposed for approval of the Members at the ensuing AGM of the Company

**Extract of the Annual Return**

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copies of the Annual Return of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company and is accessible at the [www.danlawtechnologies.com](http://www.danlawtechnologies.com)

**Conservation of energy and technology absorption****a) Conservation of energy**

Your Company is engaged in the business of software and information technology and has no specific activities relating to conservation of energy and technology absorption as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) the Companies (Accounts) Rules, 2014. The Company has taken necessary measures wherever possible for the conservation of energy. However, your Company uses information technology extensively in its operations and also continues its endeavor to improve energy conservation and utilization, safety and environment.

## b) Research & Development and Technology Absorption:

- (i) *R & D*: Your Company has a team of people working on R & D in the areas of emerging technologies.
- (ii) *Technology Absorption*: Your Company continues to use state of the art technology for improving the productivity and quality of its products and services. To create adequate infrastructure, your Company continues to invest in the latest hardware and software.

### Foreign exchange earnings and outgo:

The particulars of foreign exchange earnings and outgo are given below. **Rs. In Lacs**

Particulars	2024-2025	2023-2024
Earnings	817.69	353.33
Outgo	6371.81	7640.05

### Corporate social responsibility policy

A brief outline of the Corporate Social Responsibility (CSR) policy of the company and the initiatives taken by the company are set out in Annexure of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014, For other details regarding CSR Committee. Please refer to the Annexure-V forming a part of this annual report. Further, the CSR Policy is also available on the website of the company.

### Directors and Key Managerial Personnel

1. Mr. Raju S Dandu – Whole-time Director and Executive Chairman
2. Mrs. M Sridevi – Non Executive Non Independent Director
3. Mr. Timothy Matthew Morris- Non Executive and Non Independent Director
4. Mr. Muppanna Ankaiah Ashokkumar - Independent Director
5. Mr. Venigalla Sambasiva Rao - Independent Director
6. Mr. Shireesh Shantaram Phal – Executive Director
7. Mr. Putrevu Seshagiri Rao – Independent Director
8. Mr. Indraganti Venkateswara Sarma – Independent Director
9. Mr. A V RK Varma – CFO
10. Mr. Gaurav Padmawar - Company Secretary

Mr. Naga Satyanarayana Sappata and Mr. T Ravikumar have ceased to be Independent Directors of the Company, upon completion of their second term as Independent Directors.

### Statement on Declaration given by Independent Directors under Section 149

All the Independent Directors of your Company have given declarations under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and the Rules made there under and also as per applicable regulations of the SEBI (LODR) Regulations, 2015.

### Registration of Independent Directors in Independent Directors Data bank

All the Independent Directors of your Company have been registered and are members of Independent Directors Data bank maintained by the Indian Institute of Corporate Affairs (IICA).

None of the Directors are disqualified from being appointed or holding office as Directors, as stipulated under Section 164 of the Companies Act, 2013. (Annexure – III)

#### **Familiarization Program For Independent Directors:**

On appointment of an individual as Independent Director, the Company issues a formal Letter of Appointment to the concerned director, setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a formal familiarization program. The program also provides awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Program also provides information relating to the financial performance of the Company and budget and control process of the Company.

#### **Meeting of the Board of Directors**

Four meetings of the board were held during the year. The Meetings were held on 25th May, 2024, 10th August 2024, 14<sup>th</sup> November, 2024, and 14th February and 2025. The maximum interval between any two meetings did not exceed 120 days. The meeting of Independent Directors held on 14<sup>th</sup> February 2025.

#### **Audit Committee**

As on 31st March, 2025, the Audit Committee consists of four directors as its members, out of whom three are independent non-executive directors and one is Whole-time Director.

There were 4 (four) meetings held on 25th May, 2024, 10th August 2024, 14th November, 2024, and 14th February and 2025 2024-25

Names of the members and the Chairman of the Committee as on 31st March, 2024:

<b>Name</b>	<b>Category</b>
Mr. Raju S Dandu	Executive Director
Mr. Indraganty Venkateswara Sarma	Non-Executive - Independent Director
Mr. Putrevu Seshagiri Rao	Non-Executive - Independent Director– Chairman
Mr. M A Ashok Kumar	Non-Executive - Independent Director

Necessary quorum was present in all meetings .Mr. Putrevu Seshagiri Rao of the Audit Committee attended the last Annual General Meeting (AGM) of the Company.

The terms of reference to the Audit Committee cover the matter specified for Audit Committee under Regulation 18 of SEBI Listing Regulations and Section 177 (1) of the Companies Act, 2013 and SEBI Listing Regulations.

#### **Nominations and Remuneration Committee**

The Nomination and Remuneration Committee of the Board of Directors meets the criteria laid down under section 178 of the Companies Act, 2013 read with the Regulation 19 of the SEBI Listing Regulations.

One meeting of the Nomination and Remuneration Committee was held during the year. The dates on which the said meeting was held on 10.08.2024

Names of the members and the Chairman of the Committee as on 31st March, 2025 are given below

<b>Name</b>	<b>Category</b>
Mr. M A Ashok Kumar	Independent Non-executive - Chairman
Mr. M Sridevi	Non Independent Non-executive
Mr. Venigalla Sambasivarao	Independent Non-executive

#### **Stakeholder Relationship Committee**

The Stakeholder Relationship Committee (SRC) of the Board of Directors meets the Criteria laid down under Section 178 of the Companies Act, 2013, read with the Regulation 20 of the SEBI Listing Regulations.

One meeting of the Stakeholders Relationship committee was held during the year. The dates on which the said meetings was held on 07.01.2025

M/s. NDML Database Management Ltd, the Registrars and Share Transfer Agents, maintains the share accounting package and upgrades the data on weekly basis, as per the information received from NSDL / CDSL

Names of the members and the Chairman of the Committee as on 31st March, 2025 are given below

<b>Name</b>	<b>Category</b>
Mr Raju S Dandu	Executive Director
Mr. M A Ashok Kumar	Independent Non-executive
Mr. Venigalla Sambasivarao	Independent Non-executive- Chairperson

#### **Particulars of loans, guarantees or investments under section 186**

In the Financial Year 2024-25, the Company has not given any loan, guarantees or made any investments exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is higher, as prescribed in Section 186 of the Companies Act, 2013.

**Particulars of contracts or arrangement with related parties:**

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure I in Form AOC-2 and the same forms part of this report.

**Managerial Remuneration**

- a. The ratio of remuneration of Whole Time Director to the median remuneration of the employees of the Company for the financial year: 3.51
- b. The ratio of remuneration of Executive Director to the median remuneration of the employees of the Company for the financial year: 4.67
- c. No other directors are paid remuneration except sitting fees
- d. The number of permanent employees on the rolls of the Company: 295

**Particulars of Employees**

None of the employees of your Company is in receipt of remuneration requiring disclosure pursuant to the provisions of Section 134(3) (q) of the Companies Act, 2013 read with Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence, no such particulars in this regard are annexed.

**Vigil Mechanism/ Whistle Blower Policy**

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and in terms of regulation 22 of the SEBI Listing Regulation (URL: [www.danlawtechnologies.com](http://www.danlawtechnologies.com)).

**Prevention of Sexual Harassment**

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the Sexual Harassment of Women Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has not received any complaints during the year. The Company regularly conducts awareness programs for its employees. The following is a summary of sexual harassment complaints received and disposed off during the year:

S.No.	Particulars	Status of the No. of complaints received and disposed off
1	Number of complaints on Sexual harassment received	Nil

2	Number of Complaints disposed off during the year	Not Applicable
3	Number of cases pending for more than ninety days	Not Applicable
4	Number of workshops or awareness program against sexual harassment carried out	The Company regularly conducts necessary awareness programs for its employees
5	Nature of action taken by the employer or district officer	Not Applicable

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

The Company has constituted an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has not received any complaints during the year.

#### **Maternity Benefit:**

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

#### **Industry based disclosures as mandated by the respective laws governing the company**

The Secretarial audit report for the financial year 2024-25 has briefed on compliance of industry-based disclosures and concerned laws governing the company.

#### **CEO and CFO Certification**

A Certificate from Chairman & Wholetime Director and Chief Financial Officer on the financial statements of the Company and on the matters which were required to be certified according to the Regulation 17(8) of the Listing Regulations, was placed before the Board and accordingly confirmed to the Board that to the best of their knowledge and belief, the financial statements and cash flow statements present a true and fair view of the Company's affairs. CEO and CFO certification forms part of this report.

#### **Management Discussion and Analysis:**

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is set out in this Annual Report & marked as Annexure.

#### **Directors Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

i) In the preparation of the annual accounts for the financial year ended 31st March, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- (ii) Appropriate accounting policies had been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2025 and of the Profit and Loss of the Company for that period;
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The annual accounts have been prepared on a going concern basis;
- (v) Internal financial controls have been laid down to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- (vi) That proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

### **Adequacy of Internal Financial Controls with Reference to the Financial Statements**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

### **Secretarial Standards**

Your Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

### **Listing of Equity Shares**

Your company shares are listed with the BSE Limited. The listing fee has been paid for the financial year 2024-2025.

### **Corporate Governance Report**

The Company has complied with the Corporate Governance requirements under the Companies Act, 2013 and as stipulated under the SEBI Listing Regulations. A separate section titled Corporate Governance Report as Annexure under the SEBI Listing Regulations along with a Corporate Governance Certificate from the Practicing Company Secretary in the Annexure - IV

### **Directors and Officers Insurance ('D&O')**

As per the requirements of Regulation 25(10) of the SEBI Listing Regulations, the Company has taken Directors and Officers Insurance ('D&O') for all its Directors and members of the Senior Management.

### **Code of Conduct**

The Board of Directors has adopted and oversee the administration of the Danlaw Technologies India Limited Code of Business Conduct and Ethics (the 'Code of Conduct'), which applies to all Directors, Officers and Employees of the Company. The Code of Conduct reflects the Company's commitment to doing business with integrity and in full compliance with the law and provides a general roadmap for all the Directors, Officers and Employees to follow as they perform their day-to-day responsibilities with the highest ethical standards. The Code of Conduct also ensures

that all members of the Company and its subsidiaries perform their duties in compliance with applicable laws and in a manner that is respectful of each other and the Company's relationships with its customers, suppliers and shareholders, as well as the communities and regulatory bodies where the Company does business.

**Prevention of Insider Trading Code**

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. During the year, the Company has complied with the said code.

**Acknowledgement**

Your Directors place on record their gratitude and appreciation for the continued cooperation and excellent support received from all the quarters.

Your Directors also wish to place on record their appreciation for the sincere contributions received from the employees of the Company in enabling it to achieve the performance during the year under review and the valuable co-operation and continuous support extended by the Bankers, Consultants, Stakeholders, Strategic Investor, various Government and Statutory authorities and other business associates.

**By order of the Board  
For Danlaw Technologies India Ltd**

**Place : Hyderabad  
Date : 13-08-2025**

**Raju S Dandu  
Chairman  
(DIN : 00073484)**

**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 third proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:** Danlaw Technologies India Limited (DTIL) has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2024-25.
2. **Details of material contracts or arrangement or transactions at arm's length basis:**
  - a. Name(s) of the related party and nature of relationship:  
RRG Properties LLP, Mr Raju S Dandu  
RDR Properties LLP, Mr. Raju S Dandu  
Danlaw Inc (DI), Associate Company  
Darby Telematics India Private Limited (Darby)  
Akteena Technologies Private Limited (Akteena)  
Cohda Wireless Pty Ltd (Cohda)
  - b. Nature of contracts / arrangements / transactions:  
Lease rent agreement for office premises with RRG Properties LLP and RDR Properties LLP  
Electronic hardware sales, IT/ITES Services with DI  
Software Services from Darby  
Hardware sales to Akteena and purchase of engineering services  
Software services to Cohda
  - c. Duration of the contracts / arrangements / transactions: On going
  - d. Salient terms of the contracts or arrangements or transactions including the Value, if any:  
DTIL shall(i) provide IT/ITES services and Electronic hardware to the existing and new clients of DI and ODC services to Cohda,(ii) diligently perform the contract in timely manner and provide services in accordance with the work order issued by DI/Cohda, (iii) submit invoices on monthly basis for the services provided for each project as per the terms of contract and DI/Cohda shall promptly pay the same,(iv) be responsible for all the expenses incurred in connection with providing its services and(v) comply with the local, state and federal laws and regulations applicable while providing services.  
Lease rental agreement for office premises with RRG Properties and RDR Properties LLP on rate not detrimental to the interest of the company.  
Software services for back end support from Darby Telematics India Private Limited at arm's length price.  
Electronics hardware for DashCam to Akteena Technologies Private Limited at arm's length price.  
Purchase of engineering services from Akteena Technologies Private Limited at arm's length price.
  - e. Date(s) of approval by the Board, if any: May 23, 2025. All the contracts were entered into in the ordinary course of business and on arm's length basis.
  - f. Amount paid as advances, if any: Nil

**By order of the Board  
For Danlaw Technologies India Ltd**

**Place : Hyderabad  
Date : 13-08-2025**

**Raju S Dandu  
Chairman  
(DIN : 00073484)**

Form No. MR-3  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**  
*(Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)*

To,  
 The Members,  
**Danlaw Technologies India Limited**  
 Unit No. 201,202 & 203, Gowra Fountainhead,  
 Huda Techno Enclave, Patrika Nagar, Madhapur  
 Hyderabad – 500081, Telangana

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

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

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

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of
  - a) Foreign Direct Investment
  - b) Overseas Direct Investment and
  - c) External Commercial Borrowings
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

Contd...2

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- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the Audit Period**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable for the Audit Period**
  - e. The Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the Audit Period**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable for the Audit Period**
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and **Not Applicable for the Audit Period**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the Audit Period**
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test- check basis, the Company has complied with the following laws applicable specifically to the Company:
- a) Information Technology Act 2000; Information (Amendment) Act 2008 and Rules and Regulations thereon
  - b) Software Technology Parks of India and Rules and Regulations thereon
  - c) The Indian Copyright Act, 1957
  - d) The Patents Act, 1970
  - e) The Trademarks Act, 1999

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

- (i) Secretarial Standards with respect to meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) Listing Agreements entered into with BSE Limited (BSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

*We further report that -*

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Contd...3

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

(iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company not entered into / carried out any activity that has major bearing on the company's affairs.

Place : **Hyderabad**

Date : **13<sup>th</sup> August, 2025**

**B V Saravana Kumar**

**Company Secretary in Practice**

**ACS NO. 26944**

**C. P. No. 11727**

**UDIN: A026944G000995351**

**Peer Review Certificate: 1159/2021**

Note: This report is to be read with our letter of even date which is annexed and forms an integral part of this report.

**Enclosure - A**

To  
The Members,  
**Danlaw Technologies India Limited**  
Unit No. 201,202 & 203, Gowra Fountainhead,  
Huda Techno Enclave, Patrika Nagar, Madhapur  
Hyderabad – 500081, Telangana

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

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

Place : **Hyderabad**  
Date : **13<sup>th</sup> August, 2025**

**B V Saravana Kumar**  
**Company Secretary in Practice**  
**ACS NO. 26944**  
**C. P. No. 11727**  
**UDIN: A026944G000995351**  
**Peer Review Certificate: 1159/2021**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members

**Danlaw Technologies India Limited**

Unit No. 201,202 & 203, Gowra Fountainhead,

Huda Techno Enclave, Patrika Nagar,

Madhapur, Hyderabad – 500081, Telangana

I B V Saravana Kumar, Company Secretary in Practice have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Danlaw Technologies India Limited** having CIN **L72200TG1992PLC015099** and having registered office at Unit No.201, 202 &203, Gowra Fountainhead, Huda Techno Enclave, Patrika Nagar, Madhapur, Hyderabad – 500081 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2025** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No	Name of Director	DIN	Nature/Category of Directorship	Date of Appointment in the Company
1	Raju Satyanarayana Dandu	00073484	Whole-Time Director	19/11/1999
2	Seshagiri Rao Putrevu	10743708	Non-Executive Independent Director	27/08/2024
3	Indraganty Venkateswara Sarma	02144740	Non-Executive Independent Director	10/08/2024
4	Sridevi Madati	02446610	Non-Executive Non-Independent Director	24/12/2020
5.	Muppanna Ankaiah Ashok Kumar	00045549	Non-Executive Independent Director	23/12/2022
6.	Timothy Mathew Morris	09825506	Non-Executive Director	23/12/2022
7.	Shireesh Shantaram Phal	10255775	Executive Director	27/09/2023
8.	Venigalla Sambasivarao	10322774	Non-Executive Independent Director	27/09/2023

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

**Place : Hyderabad**

**Date : 13<sup>th</sup> August, 2025**

**B V Saravana Kumar**  
**Company Secretary in Practice**  
**ACS No. 26944**  
**C. P. No. 11727**

**Peer Review Cert. No.: 1159/2021**  
**UDIN: A026944G000995186**

**Certificate on Corporate Governance**

To  
The Members  
**Danlaw Technologies India Limited**  
Unit No. 201,202 & 203, Gowra Fountainhead,  
Huda Techno Enclave, Patrika Nagar,  
Madhapur, Hyderabad – 500081, Telangana

I have examined the compliance of the conditions of Corporate Governance by Danlaw Technologies India Limited (hereinafter referred to as “the Company”) for the year ended 31 March 2025, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

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

My examination of the Corporate Governance Report is in accordance with the established systems and procedures selected by me depending on my judgement, including assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include, but are not limited to, verification of secretarial records and other information of the Company, as deem necessary to arrive at an opinion.

Based on the procedures performed by me as mentioned above and according to the information and explanations provided to me, I am in the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations as applicable for the year ended 31 March 2025.

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

**Place : Hyderabad**  
**Date : 13<sup>th</sup> August, 2025**

**B V Saravana Kumar**  
**Company Secretary in Practice**  
**ACS No. 26944**  
**C. P. No. 11727**  
**Peer Review Cert. No.: 1159/2021**  
**UDIN: A026944G000995296**

## **REPORT ON CORPORATE GOVERNANCE**

### **1. The Philosophy and the Policy**

The company's philosophy on corporate governance is based on the principles of ethical and responsible decision-making, integrity in financial reporting and recognizing the legitimate interest of the stakeholders. This is achieved through adoption of competitive corporate strategies, prudent business plans and strategic monitoring and mitigation of risks.

Corporate Governance has been a continuous journey at Danlaw always taking into account the welfare of its stakeholders in all its business decisions. Its business culture and practices are founded upon a common set of values that govern its relationships with customers, employees, shareholders, suppliers and the communities in which the company operates. The company follows sound and healthy business practices in all facets of its operations and conducts its business in a transparent manner.

### **2. The Board and its Meetings**

Four meetings of the board were held during the year. The Meetings were held on 25th May, 2024, 10th August 2024, 14<sup>th</sup> November, 2024, and 14th February and 2025. The maximum interval between any two meetings did not exceed 120 days. The meeting of Independent Directors held on 14<sup>th</sup> February 2025.

### **3. The Committees of the Board**

#### **a) Audit Committee**

As on 31st March, 2025, the Audit Committee consists of four directors as its members, out of whom three are independent non-executive directors and one is Whole-time Director.

There were 4 (four) meetings held on 25th May, 2024, 10th August 2024, 14th November, 2024, and 14th February and 2025.

Names of the members and the Chairman of the Committee as on 31st March, 2024:

<b>Name</b>	<b>Category</b>
Mr. Raju S Dandu	Executive Director
Mr. Indraganty Venkateswara Sarma	Non-Executive - Independent Director
Mr. Putrevu Seshagiri Rao	Non-Executive - Independent Director - Chairman
Mr M A Ashok Kumar	Non-Executive - Independent Director

Necessary quorum was present in all meetings. Mr. Putrevu Seshagiri Rao of the Audit Committee attended the last Annual General Meeting (AGM) of the Company.

The terms of reference to the Audit Committee cover the matter specified for Audit Committee under Regulation 18 of SEBI Listing Regulations and Section 177 (1) of the Companies Act, 2013 and SEBI Listing Regulations.

#### **b) Nominations and Remuneration Committee:**

The Nomination and Remuneration Committee of the Board of Directors meets the criteria laid down under section 178 of the Companies Act, 2013 read with the Regulation 19 of the SEBI Listing Regulations.

One meeting of the Nomination and Remuneration Committee was held during the year. The dates on which the said meeting was held on 10.08.2024

Names of the members and the Chairman of the Committee as on 31st March, 2025 are given below

<b>Name</b>	<b>Category</b>
Mr. M A Ashok Kumar	Independent Non-executive - Chairman
Mr. M Sridevi	Non Independent Non-executive
Mr. Venigalla Sambasivarao	Independent Non-executive

### **c) Stakeholders Relationship Committee**

The Stakeholder Relationship Committee (SRC) of the Board of Directors meets the Criteria laid down under Section 178 of the Companies Act, 2013, read with the Regulation 20 of the SEBI Listing Regulations.

One meeting of the Stakeholders Relationship committee was held during the year. The dates on which the said meetings was held on 07.01.2025

M/s. NDML Database Management Ltd, the Registrars and Share Transfer Agents, maintains the share accounting package and upgrades the data on weekly basis, as per the information received from NSDL / CDSL

Names of the members and the Chairman of the Committee as on 31st March, 2025 are given below

<b>Name</b>	<b>Category</b>
Mr Raju S Dandu	Executive Director
Mr. M A Ashok Kumar	Independent Non-executive
Mr. Venigalla Sambasivarao	Independent Non-executive- Chairperson

### **4. General Body Meetings**

<b><u>Year</u></b>	<b><u>Meeting</u></b>	<b><u>Date, Venue &amp; Time</u></b>	<b><u>No. Special Resolutions passed at the meetings</u></b>
2022	EGM	Date : 22.06. 2022 Time : 11:00 AM Venue : VC / OAVM	-
2022	AGM	Date :28.09.2022 Time :10 : 00 AM Venue : VC / OAVM	2
2023	AGM	Date :25.09.2023 Time :10 : 00 AM Venue : Deccan Serai Hotel, Adjacent to Westin Hotel, Sy no. 82, 84, Raheja Mindspace, Hitech City, Hyderabad - 500081	2
2023	Postal Ballot	Postal Ballot by remote e-voting process Date : 30.11.20 Venue : VC / OAVM	1
2024	AGM	Date : 28.09.2022 Time : 10:00 AM Venue : VC / OAVM	2

**b) Extraordinary General Meeting**

Apart from the Annual General Meeting, no other General Meeting was held during the Financial Year.

**c) Postal Ballot**

No resolutions were passed through the postal ballot during the Financial Year.

**5. Means of Communication**

The periodical financial results are being released in the prescribed format within the prescribed time period from time to time. They were also sent to the Stock Exchanges promptly. These results were published in Business Standard and manatelangana and were also posted on the website of the company, [www.danlawtechnologies.com](http://www.danlawtechnologies.com).

Official news releases, if any, shall also be promptly informed to the stock exchange alongwith posting of the same on the company's website. The company has not made any presentations to any institutional investors or analysts during the year under review.

**6. General Shareholder Information :**

## 1. Annual General Meeting :

Date	25 <sup>th</sup> September, 2025
Time	10.00 AM
Venue	VC / OAVM
Book Closure Date	21 <sup>st</sup> to 25 <sup>th</sup> September 2025 (both days inclusive)

2. Financial Year : **April 01 to March 31.**

## 3. Listing on Stock Exchange :

The Company's equity shares are listed on the Bombay Stock Exchange (BSE) P. J. Towers, Dalal Street, Mumbai – 400 001.

4. Stock Code : **532329**5. International Securities Identification Number (ISIN) with Depositories viz. NSDL and CDSL for the Company's equity shares: **INE310B01013**

## 6. Market Price Data: High, Low during each month in last financial year is given below:

S No.	Month	High	Low
1	April 2024	2149	1701
2	May 2024	1841.75	1516.4
3	June 2024	2048.8	1533.95
4	July 2024	2080	1580.1
5	August 2024	1940	1337
6	September 2024	2169	1351.05
7	October 2024	2259	1745
8	November 2024	2046	1620
9	December 2024	1749	1461.1
10	January 2025	1551	1228
11	February 2025	1619	950
12	March 2025	1065	800

**7. Registrar and Transfer Agents:**

Share transfer and all other investor related matters are attended to and processed by our Registrar and Transfer Agents, i.e. NSDL Database Management Limited having their office at +4th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai 400 013.

**8. Share Transfer System:**

As per SEBI Regulations, the shares of the Company are brought under compulsory dematerialized form. The shares can be traded in dematerialized form only. The Company has entered into agreements with NSDL and CDSL, whereby shareholders have the option to dematerialize their shares with either of the Depositories. The Depository Registrars & Share Transfer Agents, M/s NSDL Database Management Limited, process the physical share transfers and demat / remat requests, with intimation to the Company.

**9. Distribution of shareholding as on March 31, 2025:**

SERIAL #	SHARE RANGE FROM	SHARE RANGE TO	NUMBER OF SHAREHOLDERS	% OF TOTAL	SHARE	% OF TOTAL SHARE
1	1	5000	9267	99.44	1075849	22.0883
2	5001	10000	20	0.21	136305	2.7985
3	10001	20000	12	0.13	155335	3.1892
4	20001	30000	1	0.01	28429	0.5837
5	30001	40000	5	0.05	179666	3.6887
6	40001	50000	2	0.02	89300	1.8334
7	50001	100000	10	0.11	581014	11.9288
8	100001	99999999	2	0.02	2624769	53.8893
		<b>TOTAL</b>	<b>9319</b>	<b>100.00</b>	<b>4870667</b>	<b>100.00</b>

**10. Shareholding pattern as on March 31, 2025:**

Category	No. of Shared Held	% of Total
Promoters Holdings	3013982	61.88
Banks/FIs/MFs/Governments	0	0.00
Central Government/State Governments/ President of India	43000	0.88
Bodies Corporate	70365	1.44
NRIs/OCB	114573	2.35
Indian Public	1628597	33.44
Clearing Members	150	0.00
<b>Total</b>	<b>4870667</b>	<b>100</b>

**11. Dematerialization of Shares & Liquidity:**

99.79% of the total equity share capital of the Company is held in a dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited as on March 31, 2025. The face value of share is 10/- per share.

**12. Outstanding GDRs / ADRs /Warrants or any Convertible Instruments, conversion date and likely Impact on Equity:** The Company has not issued GDRs/ADRs /Warrants or any convertible instruments.

**13. Plant Locations:**

Registered Office :

Danlaw Technologies India Limited  
Unit 201 & 202 & 203 Gowra Fountainhead  
Huda Techno Enclave, Patrikanagar  
Hyderabad, India 500081

Factory Unit :

L-15, Electronic City Verna , Salcete, Goa - 403722

**14. Outstanding Shares in Unclaimed Suspense Account of the Company as on 31st March 2025:** NIL

**15. Address for correspondence:**

Shareholders may correspond with –

a)Registrar & Transfer Agents for all matters relating to transfer / dematerialization of shares etc :

NSDL Database Management Limited (CIN U72400MH2004PLC147094)  
+4<sup>th</sup> Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai  
400 013  
022 4914 2578 (D), 022 4914 2700 (B) , 8828270612 (M) 7 022 49142503  
Email : [info\\_ndml@nsdl.com](mailto:info_ndml@nsdl.com)  
Website: [www.nsdl.co.in](http://www.nsdl.co.in) | [www.ndml.in](http://www.ndml.in)

b)Respective Depository Participants (DPs) for shares held in demat mode. Shareholders are requested to take note that all queries in connection with change in their residential address, etc. are to be sent to their respective DPs.

c)For all investor related matters:

Gaurav Padmawar  
Company Secretary  
Danlaw Technologies India Limited  
Unit 201 & 202 & 203 Gowra Fountainhead  
Huda Techno Enclave, Patrikanagar  
Hyderabad, India 500081  
Email: [info@danlawtechnologies.com](mailto:info@danlawtechnologies.com)  
Website: [www.danlawtechnologies.com](http://www.danlawtechnologies.com)

**7. Disclosures:**

i. There have been no materially significant related party transactions that may have potential conflict with the interests of the Company at large.

ii. During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets.

iii. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has also been put up on the website of the Company at the following link- [www.danlawtechnologies.com](http://www.danlawtechnologies.com)

iv. The Company has not raised funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

v. A Certificate has been received from Mr B V Saravana Kumar, Practicing Company Secretaries, Hyderabad that none of the directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority. – Annexure Attached Herewith

vi. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditors is as follows:-

Particulars	March 31, 2025
Statutory Audit fees (including quarterly audits)	Rs.7,70,000/-
Internal Audit Fees	Rs.3,30,000/-
For other services (certifications, etc.)	Rs. 72,000/-
For taxation matters	Nil
For reimbursement of expenses	Rs. 49,945/-
Total	

vii . Details of complaints received, redressed and pending on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as follows:

- a) Number of complaints filed during the financial Year – Nil
- b) Number of complaints disposed of during the financial year – Not Applicable
- c) Number of complaints pending as on end of the financial year – Nil

**DECLARATION BY MD & CEO PURSUANT TO SCHEDULE V (D) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As required by Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that the Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. The Code is available on the Company's website. I confirm that the Company has in respect of the financial year ended March 31, 2019, received from the senior management team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

Place: Hyderabad  
Date : Aug 13 2025

Raju S Dandu  
Chairman & Managing Director  
DIN: 00073484

**Annexure-V****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY FOR FY 2024-2025**

<b>S.no.</b>	<b>Particulars</b>		<b>Disclosures</b>			
<b>1</b>	Brief outline on CSR Policy of the Company		Danlaw Technologies India Ltd adopted CSR Policy on 09.02.2024. As per applicability of (provisions of Section 135 of the Companies Art, 2013 &. the Companies (Corporate Social Responsibility Policy) Rules, 2014 the company duly constituted CSR Committee and is actively engaged in CSR activities given under Schedule VII of the Act.			
<b>2</b>	The Composition of the CSR Committee.					
	No.	Name of Director	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during theyear	
	a.	Mr. Dandu Satyanarayana Raju	Member	2	2	
	b.	Mr. Ravi Kumar Tamma	Member	2	2	
	c	Mr. M A Ashok Kumar	Chairman	2	2	
<b>3</b>	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.		Weblink to the Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company: <a href="http://www.danlawtechnologies.com">www.danlawtechnologies.com</a>			
<b>4</b>	Provide the executive summary along with weblink(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.			Not applicable		
<b>5a.</b>	Average net profit of the Company as per sub-section (5) of section 135			Rs.14,02,58,292		
<b>5b.</b>	Two percent of average net profit of the company as per sub-section (5) of section 135. (Prescribed CSR Expenditure)			Rs.28,05,166		
<b>5c.</b>	Surplus arising out of the CSR projects or programmes or activities of the previous financial years			Nil		
<b>5d.</b>	Amount required to be set off for the financial year, if any			Nil		
<b>5e.</b>	Total CSR obligation for the financial year (5b+5c-5d):			Rs.28,05,166		
<b>6a.</b>	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)			Rs.9,19,872		
<b>6b.</b>	Amount spent in Administrative Overheads:			Nil		
<b>6c.</b>	Amount spent on Impact Assessment, if applicable.			Not applicable		
<b>6d.</b>	Total amount spent for the Financial Year [(6a) +(6b) +6(c)].			Rs.9,19,872		
	<b>CSR amount spent or unspent for the Financial Year:</b>					
	Total amount Spent for the Financial Year. (in Rs.)	<b>Amount Unspent (in Rs.)</b>				
		Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
		Amount	Date of transfer	Name of the fund	Amount	Date of transfer
<b>6e.</b>	<b>Excess amount for set-off, if any:</b>					
	s.no.	Particulars			Amount in INR	

(1)	(2)	(3)
i.	Two percent of average net profit of the company as per sub-section (5) of section 135	Rs. Nil
ii.	Total amount spent for the Financial Year	Rs. Nil
iii.	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135	Rs. Nil
iv.	Excess amount spent for the Financial Year [(ii+iii)-(i)]	Rs. Nil
v.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Rs. Nil
vi.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Rs. Nil

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

1	2	3	4	5	6		7	8
s.no	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub section (6) of section 135(in Rs.)	Balance Amount in Unspent CSR Account under sub-section(6) of section 135 (in Rs.)	Amount Spent in The Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135,if any		Amount remaining to be spent in succeeding Financial Years(in Rs)	Deficiency, if any
					Amount in INR	Date of transfer		
1	FY-1	3,53,925	3,53,925	1,26,776	-	-	2,27,149	-
2	FY-2	18,85,294	18,85,294	-	-	-	18,85,294	-
3	FY-3							

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NO**

**If yes, enter the number of capital assets created/acquired: NIL**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not applicable**

S.No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the Property or asset(s)	Date of creation	Amount of CSR Amount spent	Details of entity/ Authority/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
	<b>Not applicable</b>				CSR Registration Number, if applicable	Name	Registered address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not applicable**

Date 23-05-2025  
Place : Hyderabad

**By Order of the Board**  
**Indraganty Venkateswara Sarma**  
Chairman of CSR Committee

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Overview

The financial statements have been prepared in compliance with accounting standards IND AS. Our Management accepts full responsibility for the integrity of these financial statements.

### Market Scenario and Trends

As many of our savvy investors are aware, in September 2021, India's Union Cabinet approved the Production-Linked Incentive (PLI) Scheme for the automobile and auto components sector, with a budget of ₹25,938 crore (US\$3.02 billion). This initiative was designed to address cost barriers and stimulate the domestic production of Advanced Automotive Technology (AAT) products. The Auto PLI Scheme continues to play a pivotal role in attracting fresh investments into India's electronics manufacturing sector while fostering job creation and technological advancement.

While navigating the PLI framework has presented some challenges, the Indian government has remained responsive—considering key revisions to improve implementation and expand its effectiveness. We view these efforts as a clear signal of India's long-term commitment to becoming a global manufacturing powerhouse. These developments are particularly beneficial to companies like Danlaw, as we continue to capitalize on the accelerating global transition toward electric vehicles and other advanced automotive technologies.

Looking ahead, India's broader electronics manufacturing landscape is on a robust growth trajectory—not only for automotive electronics but also for consumer and medical electronics. Strategic government initiatives such as the **Make in India, PLI for Large-Scale Electronics**, and the **India Semiconductor Mission** are creating a supportive ecosystem for sustainable, high-volume production across multiple verticals. With rising global demand for smart consumer devices and critical healthcare electronics, India is fast emerging as a global hub for high-quality, cost-competitive electronics manufacturing.

In light of global geopolitical uncertainties and continued supply chain disruptions, companies worldwide are actively seeking to diversify their manufacturing bases. India is increasingly viewed as a reliable and scalable alternative to traditional electronics manufacturing centers such as China. Through its stable regulatory environment and forward-looking policies, India is poised to become a preferred destination for electronics manufacturing across sectors.

Your company continues to invest in its manufacturing business unit to support capacity expansion in response to surging demand—particularly in vehicle electrification and connected infrastructure. Danlaw's Goa facility is scaling up its assembly and logistics capabilities to help meet both domestic and global market requirements, while positioning your company for long-term competitiveness.

Aligned with the "Make in India" vision, we are also deepening our engineering and R&D efforts across automotive, consumer, and medical electronics domains. Our focus on the development of innovative electronic systems for electric vehicles, smart consumer products, and medical devices allows us to address a diverse range of OEM and Tier-1 requirements—from two-wheelers and buses to personal health monitoring systems and IoT-enabled devices.

Your Company is actively involved with the ITS India Forum, where we have been actively focused on the development and implementation of connected vehicle technologies for Intelligent Transportation Systems (ITS) in India. As a member of ITS India Forum, Danlaw Technologies focuses on the ongoing

design, development and manufacturing of connected transportation hardware, software and IT solutions aimed at enhancing safety, efficiency, cost-effectiveness and sustainability of transportation systems in India.

As member of the Forum, Danlaw has successfully participated in the CV2X Green Corridor, with other collaborators to establish a deeper understanding of the potential impact of advanced communication networks in vehicles for traffic management and road safety. Danlaw Technologies involvement with ITS India Forum represents your company's strategic move to align with the growing focus on driving innovation and adoption of cutting-edge technologies throughout India's transportation ecosystem.

Your company remains deeply committed to supporting India's goal of becoming a global electronics manufacturing and design hub. Through this strategic alignment, we aim to continue building your company's leadership position across the rapidly advancing EV, consumer, and medical electronics landscapes.

### **Opportunities**

Your company remains focused on its efforts to identify and engage in critical market opportunities that are driven by market and government initiatives for vehicle electrification and safety critical infrastructure and applications. Our team remains committed to proactive planning and investment in meeting the ever-increasing demand for engineering and manufacturing of electronics. These efforts are aimed at meeting the expanding needs of mobility and road user safety, to maximize your company's growth and competitiveness both domestically and globally.

#### **Electric Vehicles (EVs):**

In the rapidly advancing Electric Vehicle (EV) market of India, your company continues to identify significant opportunities to not only contribute to the country's sustainable transportation goals but also to achieve substantial growth. The Indian government's "Make in India" initiative is significantly boosting the demand for the local manufacturing of electric vehicle (EV) electronics. By encouraging domestic production, the initiative reduces reliance on imports, lowers costs, and fosters innovation in EV technology. This is accelerating the adoption of electric vehicles across the country, both in public transportation and among private consumers. The increased availability and affordability of domestically produced vehicle electronics are making electric vehicles more accessible, thus driving their penetration and supporting India's transition to a cleaner, more sustainable transportation system.

Your company remains committed to supporting The Indian government's role in driving the growth in the EV market. To this end, Danlaw continues to remain apprised of government regulations, incentives, and policies that are driving advancements in vehicle electronics. As these incentives and regulations continue to roll out across a wide range of Smart City initiatives, your company remains strategically aligned with government initiatives, as we continue to tailor our development and manufacturing capabilities to meet the unique needs of the Indian transportation and mobility market.

#### **Mobility Safety:**

Over the course of the past year, we have witnessed the fact that mobility safety in urban areas of India is undergoing a significant transformation, driven by advancements in telematics and connected vehicle

technologies. As cities grow more congested and the number of vehicles on the road increases, ensuring the safety of all road users—drivers, passengers, cyclists, and pedestrians—has become a critical priority. Our company is uniquely positioned in the telematics and V2X markets, offering cutting-edge solutions that leverage real-time data to enhance road safety. By integrating advanced connected vehicle technology and systems into vehicles and infrastructure, we are enabling smarter, safer urban mobility that anticipates and mitigates risks before they escalate into accidents.

A key component of our technology is Vehicle-to-Everything (V2X) communication, which facilitates the real-time exchange of information between vehicles, infrastructure, and vulnerable road users. This interconnected ecosystem allows for instantaneous communication about road conditions, traffic signals, pedestrian movements, and potential hazards. Our V2X technology is being considered for use in several smart city initiatives across India, where it is playing a crucial role in reducing collision risks, managing traffic flow, and improving the overall safety and efficiency of urban transportation networks. By enabling vehicles to "talk" to each other and their surroundings, we are helping to create a safer environment for all commuters.

One of the notable examples of this technology in action is its integration into the smart city projects in India. Here, our V2X solutions are being used to optimize traffic signal timings, manage congestion during peak hours, and provide real-time alerts to drivers about potential dangers, such as sudden braking or obstacles on the road. These initiatives are not only reducing the likelihood of accidents but also enhancing the overall commuter experience by minimizing delays and ensuring smoother, safer journeys for everyone. As India continues to urbanize, our company remains at the forefront of driving innovation in mobility safety, contributing to the development of smarter, safer cities.

#### **Telematics:**

Our company is dedicated to leveraging its extensive experience in telematics to implement cutting-edge connected vehicle solutions that encompass hardware, firmware, and cloud-based IT systems. These systems enable the real-time transmission of crucial vehicle data, position information, and onboard sensor data. By capturing and transmitting this data, we provide actionable insights that can be used to monitor and improve vehicle usage, driver behavior, and evaluate road conditions.

The real-time data we collect and transmit from our Telematics Control Units (TCUs) and connected vehicle products, have and continue to provide significant benefits for driver safety and the protection of vulnerable road users. Our systems have been developed to generate instant alerts related to potential hazards, such as sudden changes in road conditions, nearby pedestrians, or erratic driving behavior. By providing drivers with these timely warnings, we help prevent accidents before they occur, contributing to safer roads for everyone. Moreover, the data on driver behavior, such as braking patterns, acceleration habits, and adherence to speed limits, allows for targeted interventions to promote safer driving practices, which is particularly valuable for fleet management and insurance purposes.

In addition to improving safety, our telematics solutions enable better vehicle care and maintenance. Through the continuous monitoring of critical vehicle diagnostic information—such as engine health, fuel efficiency, battery status, and tire pressure—our systems can predict when maintenance is needed, reducing the likelihood of unexpected breakdowns. This proactive approach not only extends the life of the vehicle but also optimizes its performance, ensuring that it operates at peak efficiency. For commercial fleets, this translates into reduced downtime and lower maintenance costs, while for individual vehicle owners, it offers peace of mind and a better overall ownership experience.

Our solutions are versatile and applicable to a wide range of Original Equipment Manufacturers (OEMs) across various vehicle categories, including commercial vehicles, two-wheelers, electric vehicles (EVs), and internal combustion engine (ICE) vehicles. By integrating our connected vehicle technology, OEMs can enhance the safety, reliability, and efficiency of their vehicles, delivering greater value to their customers. Whether it's improving the safety features of a passenger car, optimizing the fuel efficiency of a commercial truck, or extending the range of an electric scooter, our telematics solutions provide the data and insights needed to drive continuous improvement across the transportation landscape in India.

As the Indian automotive industry evolves, our company remains at the forefront of innovation, helping to shape a future where connected vehicles are the norm. By enabling real-time data capture, analysis, and monitoring, we are driving advancements in vehicle safety, reliability, and efficiency. Our commitment to delivering state-of-the-art telematics solutions positions us as a key partner for OEMs looking to enhance their offerings and meet the growing demands of a connected world. As we continue to expand our capabilities and partnerships, we are confident that our technology will play a pivotal role in making India's roads safer, its vehicles more efficient, and its transportation system more sustainable.

### **Electronics Manufacturing**

India's electronics manufacturing services industry is growing at a rapid rate. This growth is driven by increasing interest in outsourcing in India by OEMs, coupled with expanding government incentives. According to a recent analysis published by Ernst & Young<sup>3</sup>, "Why India's electronics manufacturing services (EMS) sector is growing," the shift from "plain vanilla contract manufacturing to ODM" is driven by the evolving needs of OEMs and Tier-1 suppliers for product innovation, as well as de-risking geopolitical uncertainties associated with far-east contract manufacturing. Other factors such as the rising cost of manufacturing in China, trade disputes, and the Indian government's efforts to attract foreign investment in the electronics sector are leaning in favour on the Indian EMS sector.

With this said, India is quickly becoming a major player in the electronics manufacturing industry. Services in this space consist of design, testing, manufacturing and distribution of electronic components and assemblies for the OEMs that they serve. Given incentives offered by the Indian government, such as the Production Linked Incentive (PLI) Scheme, many of the challenges associated with the high cost of capital in India are being addressed by incentives on incremental sales of goods manufactured in India. Based on the E&Y report, the EMS market in India is expected to reach 6708 CR (\$80B USD), leveraging expanding growth in the mobile and automotive electronics industries as key demand drivers.

Danlaw sees this growth as a significant opportunity, allowing your company to enable OEMs and Tier-1 suppliers with expanded capabilities to bring products to market swiftly and efficiently through its GOA manufacturing facilities.

### **Threats, Risks and Concerns**

The global automotive industry is navigating one of the most volatile and transformative periods in its history. Electrification, regulatory realignment, and geopolitical uncertainty are simultaneously driving innovation and exposing companies to structural and operational risk. Given the macroeconomic and geopolitical risks affecting the automotive industry, your company's leadership is working to build and execute a strategy that is focused on managing Danlaw's exposure, while continuing to capitalize on emerging global opportunities.

With this stated, please find some of the challenges that we are actively focused on:

1. Geopolitical Risk & Trade Fragmentation
2. Regulatory Divergence
3. Currency Volatility (USD-INR, EUR-INR)
4. Tariff & Trade Barriers
5. Consumer Demand Shifts
6. Operational and Supply Chain Risks
  - **Semiconductor supply remains unpredictable**, despite easing in 2024. Advanced node components (e.g., for ADAS and infotainment) remain constrained.
  - **Battery cell availability** and pricing volatility (particularly for LFP, NMC chemistries) remain high risk areas due to global lithium sourcing challenges.
  - **Logistics disruptions**—e.g., Red Sea tensions, port congestion, air freight cost spikes—can delay program launches or increase unplanned costs.

The following represent some of the critical initiatives that your company's leadership team is actively pursuing:

1. **Diversify Strategic Partnerships**
  - Expand collaborations in India, ASEAN, and Eastern Europe to reduce reliance on China and U.S. sourcing pipelines.
2. **Increase Investment in Regional Manufacturing**
  - Prioritize investments in India and North America, where policy incentives and market growth support domestic electronics and EV production.
3. **Mitigate Financial Risk**
  - Establish stronger treasury controls around hedging, insurance, and working capital optimization to weather FX and interest rate exposure.
4. **Embed Agility in Product Development**
  - Adopt a global product architecture strategy that allows for modular compliance and reduced lead times across variant platforms.
5. **Strengthen Scenario Planning**
  - Conduct quarterly stress-testing for key risks (FX, tariffs, logistics) and develop actionable mitigation playbooks.

**Conclusion:**

The next 18–24 months are expected to be marked by **continued volatility but high opportunity** for companies that can adapt quickly, localize effectively, and innovate consistently. Danlaw considers itself to be a growth-focused supplier, and thus our leadership views this environment not just as a risk—but as a moment to build long-term strategic differentiation. By managing these financial risks effectively, we expect to maintain profitability and continue to invest in the development of innovative solutions that meet the needs of our OEM customers in both domestically and abroad.

## Performance and Business Outlook

**Danlaw Technologies India Limited (DTIL)** continues to strengthen its position as a premier provider of automotive electronics design, development, and manufacturing solutions. With a focused strategy built on innovation, strategic collaboration, and scalable manufacturing, the company is well-positioned to capitalize on the rapid transformation of the global mobility and electronics manufacturing ecosystem.

### Performance Highlights

Over the past year, DTIL has demonstrated resilient growth, driven by:

- **Robust R&D Investment:** The company continues to channel significant resources into advanced R&D for EV systems, vehicle telematics, ADAS, and connected vehicle platforms. With strong in-house engineering capabilities, DTIL is delivering next-generation solutions that meet the evolving demands of both domestic and global OEMs.
- **Expansion of Manufacturing Operations:** The Goa-based manufacturing facility has expanded its capacity in response to increased demand for localized production. The facility supports PCB assembly, sub-system integration, and logistics for a growing range of automotive, industrial and medical electronic products.
- **Customer Base Growth:** DTIL has secured key program wins with leading OEMs and Tier-1 suppliers in India, the US, and Europe, reflecting strong customer confidence in its quality and technical expertise.

### Strategic Focus Areas

#### 1. R&D-Driven Innovation

- DTIL is investing in **smart mobility, electrification, and functional safety** technologies.
- Emphasis on **in-vehicle networking, vehicle-to-everything (V2X), and cybersecurity** ensures alignment with future mobility standards.
- The company's R&D teams are actively working on IP development for advanced connectivity, video telematics, proprietary ECU platforms and battery management systems (BMS).

#### 2. Strategic Partnerships

- DTIL is forging **strategic alliances** with semiconductor providers, system integrators, and automotive OEMs to co-develop advanced electronics modules.
- Collaboration with academic and industry research institutes continues to enable early-stage exploration of AI and ML applications in advanced dashcam technology, vehicle diagnostics and predictive maintenance.

#### 3. Make in India & Localization Strategy

- Strong alignment with India's **PLI schemes** and the **Make in India** initiative is fueling domestic growth.

- DTIL is scaling up local sourcing and expanding partnerships with India based electronics vendors to enhance supply chain resilience and cost efficiency.

### **Business Outlook (2025 and beyond)**

Looking ahead, DTIL is optimistic about continued growth opportunities in the following areas:

- **Electric Vehicle Ecosystem:** As EV adoption accelerates globally, the demand for locally designed and manufactured electronics—such as inverters, BMS, and motor controllers—will continue to rise. DTIL is strategically positioned to capture a significant share of this market.
- **Telematics and Connectivity Solutions:** With increasing demand for fleet management, usage-based insurance, and connected infotainment, DTIL's telematics platforms and OTA (over-the-air) update systems are gaining traction with both the commercial and passenger vehicle markets.
- **Global Market Expansion:** DTIL is actively exploring opportunities in North America, Europe and Southeast Asia to expand its footprint, supported by its scalable product platforms and growing reputation as a reliable Tier-1 electronics partner.
- **Diversification into Adjacent Verticals:** Leveraging its core capabilities, DTIL plans to extend its design and development services into **medical** and **consumer electronics**, with a focus on sensor-rich and embedded systems applications.

### **Conclusion:**

Danlaw Technologies India Limited is strategically positioned for sustainable growth in the rapidly evolving automotive electronics sector. By leveraging its strong R&D foundation, expanding its manufacturing capabilities, and fostering strategic partnerships, DTIL is set to play a pivotal role in shaping the future of smart and electric mobility—both in India and around the world.

**CERTIFICATION BY CEO & CFO OF THE COMPANY**

We, Raju S Dandu, Whole-time Director and A V R K Varma, Chief Financial Officer of DanlawTechnologies India Limited, to the best of our knowledge and belief certify that:

1. We have reviewed the Balance Sheet, Profit and Loss Account, its schedules & notes to the accounts and cash flow statement for the year ended 31<sup>st</sup> March 2025 and that to the best of our knowledge and belief:
  - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) these statements together present a true and fair view of the Company's and are in compliance with existing accounting standards, applicable laws and regulations.
2. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - a) significant changes in internal control during the year;
  - b) significant changes in accounting policies during the year and the same have been disclosed in notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

**PLACE : HYDERABAD.**  
**DATE : May 23, 2025**

**(Raju S Dandu)**  
**Whole-time Director**

**(AVRK VARMA)**  
**CFO**

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**DANLAW TECHNOLOGIES INDIA LIMITED**

### Report on the Audit of the IND AS Financial Statements

#### Opinion

We have audited the accompanying Ind AS financial statements of **DANLAW TECHNOLOGIES INDIA LIMITED** (“the Company”), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and 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, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date

#### Basis for Opinion

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

#### Information other than the Financial Statements and the 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 Annual report, 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 identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the 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's 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 state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 statements 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 and Board of Directors are 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 the Board of Directors 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.

### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

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 adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors 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 in terms of Section 143(11) of the Act, we give in "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 based on our audit, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed 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 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

- iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company
- vi. Based on our examination carried out in accordance with the Implementation Guide on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 Edition) issued by the Institute of Chartered Accountants of India, which included test checks, we report that the company has used an 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. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

**Place: Hyderabad**  
**Date: 23-05-2025**

**for CSVR & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm Regn. No. 012121S**

**(CA.VENKATESH.G.)**  
**PARTNER**  
**Membership No.239608**

**UDIN: 25239608BMIWNL6186**

**ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT**  
(Referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements, 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.
  - (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The property, plant & equipment assets of the company have been physically verified by the management during the year as per a programme of verification, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable property is held by the Company except building which is constructed on leased land and lease agreements are duly executed in favour of the company.
- (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) or Intangible assets or both 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, the Company has not holding any benami property and accordingly there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (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 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 and we have not found any material deviation.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLP) or any other parties during the year. Accordingly, reporting under Clause 3(iii)(a) is not applicable to this company.

- (iv) 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 given any loans or guarantees / made any investments within the meaning of sections 185 and 186 of the Companies Act, 2013. Accordingly, clause 3(iv) of the Order is not applicable.
- (v) 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 neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there. Accordingly, the requirement to report on clause 3(v) of the order is not applicable to the company.
- (vi) The Maintenance of cost records has been specified by the Central Government under sub section (1) of section 148 of the Companies Act. We have broadly reviewed the records maintained by the Company during the year and are of the opinion that prima facie, the cost records prescribed by the Central Government have been maintained. However, we have not made a detailed examination of the same.
- (vii) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, Goods and Services Tax (GST), custom duty, cess and other material statutory dues as applicable to it.  
  
According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, Goods and Services Tax (GST), customs duty, cess and other material statutory dues wherever applicable were in outstanding as at 31<sup>st</sup> March, 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, Goods and Services Tax (GST), customs duty, cess or other statutory dues which have not been deposited on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) The Company has not defaulted in repayment of loans or borrowing or in the payment of interest to any lender.
- (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 not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the company. Accordingly, clause 3(ix)(d) of the order is not applicable.

- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x)(a) of the Order is not applicable.  
  
(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 not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.  
  
(b) Since no fraud has been noticed, there is no requirement to report under sub-section (12) of Section 143 of the Companies Act, 2013 in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.  
  
(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xii) The company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii) of the order is not applicable to the company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with related parties are in compliance with sections 177 and 188 of the Companies Act and details of such transactions have been disclosed in the notes to the financial statements as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.  
  
(b) We have considered the internal audit reports of the Company issued till the date of the audit report for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence, requirement to report on clause 3(xv) of the order is not applicable to the Company.

- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable to the company.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable to the company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the company.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable to the company.
- (xvii) The Company has not incurred any cash losses in the current year and also in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, requirement to report on clause 3(xviii) of the Order is not applicable to the company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) In respect of ongoing projects, the Company's has transferred unspent Corporate Social Responsibility (CSR) amount at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.

**Place: Hyderabad**  
**Date: 23-05-2025**

**for CSVR & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm Regn. No. 012121S**

**(CA.VENKATESH.G.)**  
**PARTNER**  
**Membership No.239608**

**UDIN: 25239608BMIWNL6186**

## **ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT**

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

We have audited the internal financial controls over financial reporting of **DANLAW TECHNOLOGIES INDIA LIMITED** ("the Company") as of 31 March 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 safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") 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 with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

## **Meaning of Internal Financial Controls over Financial Reporting**

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

## **Inherent Limitations of Internal Financial Controls with reference to financial statements**

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to these financial statements were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Place: Hyderabad**  
**Date: 23-05-2025**

**for CSV & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm Regn. No. 012121S**

**(CA.VENKATESH.G.)**  
**PARTNER**  
**Membership No.239608**

**UDIN: 25239608BMIWNL6186**

## BALANCE SHEET AS AT MARCH 31, 2025

Particulars	Note	March 31, 2025	March 31, 2024
<b>Assets</b>			
<b>Non - Current Assets</b>			
(a) Property, Plant and Equipment	3	2,546.03	2,377.07
(b) Intangible Assets	4	9.62	14.83
(c) Intangible Assets under development	4	485.11	-
(d) Capital Work in Progress		0.55	0.47
(e) Financial Assets			
i. Loans	5	6.96	3.28
(f) Right of use assets (for lease)	6	1,215.66	697.95
(g) Deferred Tax Assets (Net)	7	3.53	-
(h) Other Non - Current Assets	8	144.47	19.66
<b>Total Non - Current Assets</b>		<b>4,411.93</b>	<b>3,113.26</b>
<b>Current Assets</b>			
(a) Inventories	9	3,686.02	4,122.37
(b) Financial Assets			
i. Trade Receivables	10	4,907.20	3,484.33
ii. Cash and Cash Equivalents	11	2,236.40	2,241.65
iii. Loans	5	2.06	2.64
iv. Other Financial Assets	6	39.77	34.05
(c) Tax Assets	12	102.92	85.57
(d) Other Current Assets	8	225.59	199.02
<b>Total Current Assets</b>		<b>11,199.96</b>	<b>10,169.62</b>
<b>Total Assets</b>		<b>15,611.89</b>	<b>13,282.88</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
(a) Equity Share Capital	13	487.07	487.07
(b) Other Equity	14	7,185.80	5,299.73
<b>Equity Attributable to Owners</b>		<b>7,672.87</b>	<b>5,786.79</b>
<b>Liabilities</b>			
<b>Non - Current Liabilities</b>			
(a) Financial Liabilities			
i. Borrowings	16	855.81	1,782.48
(b) Provisions	15	698.63	670.34
(c) Deferred Tax Liabilities (Net)	7	-	24.79
(d) Lease Liability	16	1,023.71	642.86
<b>Total Non - Current Liabilities</b>		<b>2,578.15</b>	<b>3,120.47</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
i. Trade Payables			
a) Total outstanding dues of micro enterprises and small enterprises		181.34	56.94
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	17	2,418.28	2,258.11
ii. Borrowings	16	1,356.00	481.20
iii. Other Financial Liabilities	18	173.28	484.82
(b) Provisions	15	155.74	35.05
(c) Lease Liability	16	303.39	112.24
(d) Current Tax Liabilities (Net)	19	120.60	70.14
(e) Other Current Liabilities	20	652.24	877.13
<b>Total Current Liabilities</b>		<b>5,360.86</b>	<b>4,375.62</b>
<b>Total liabilities</b>		<b>7,939.02</b>	<b>7,496.09</b>
<b>Total Equity and Liabilities</b>		<b>15,611.89</b>	<b>13,282.88</b>
Summary of significant accounting policies	1&2		
The accompanying notes are an integral part of the financial statements	3 to 37		

As per our report of even date attached

for CSV R &amp; ASSOCIATES

Chartered Accountants

Firm Registration No: 012121S

for and on behalf of the Board of Directors of  
Danlaw Technologies India Limited

(CA.VENKATESH G.)

Partner

Membership No: 239608

Raju S. Dandu  
Chairman & Wholetime  
Director  
DIN: 00073484A V R K Varma  
Chief Financial  
Officer

Place: Hyderabad

Date : 23-05-2025

Seshagiri Rao Putrevu  
Director  
DIN: 10743708Gaurav Padmawar  
Company Secretary  
Membership No:  
ACS 44421

<b>DANLAW TECHNOLOGIES INDIA LIMITED</b>			
<i>(All amounts are in ₹ lakhs, except share data and where otherwise stated)</i>			
<b>STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025</b>			
<b>Particulars</b>	<b>Note</b>	<b>For the Year ended March 31, 2025</b>	<b>For the Year ended March 31, 2024</b>
<b>I. Income</b>			
(a) Revenue from Operations	21	21,837.92	21,098.12
(b) Other Income (net)	22	96.36	27.83
<b>Total Income</b>		<b>21,934.28</b>	<b>21,125.95</b>
<b>II. Expenses</b>			
(a) Cost of Materials Consumed	23	12,751.05	12,933.29
(b) Changes in Inventories of Finished Goods and Work-in-Progress	24	75.25	(29.14)
(c) Employee Benefits Expense	25	4,626.81	3,616.85
(d) Finance cost	26	226.71	246.79
(e) Depreciation and Amortisation Expense	3	511.16	399.75
(f) Other Expenses	27	1,203.44	950.43
<b>Total Expenses</b>		<b>19,394.42</b>	<b>18,117.96</b>
<b>III. Profit/(Loss) Before Tax (I-II)</b>		<b>2,539.86</b>	<b>3,007.99</b>
<b>IV. Income Tax Expense</b>			
Current Tax	19	675.60	778.13
Prior Period Tax		(1.44)	2.52
Deferred Tax	7	(26.32)	4.78
<b>Total Tax Expense</b>		<b>647.84</b>	<b>785.43</b>
<b>V. Profit/(Loss) for the Year (III-IV)</b>		<b>1,892.02</b>	<b>2,222.56</b>
<b>VI. Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit obligations		(7.95)	(33.82)
Income tax on items that will not be reclassified to profit or loss		2.00	8.51
<b>Other Comprehensive Income, Net of Tax</b>		<b>(5.95)</b>	<b>(25.31)</b>
<b>VII. Total Comprehensive Income/(Loss) for the Year (V+VI)</b>		<b>1,886.07</b>	<b>2,197.25</b>
<b>VIII. Earnings Per Share (of ₹ 10/- each)</b>	27a		
(a) Basic (₹)		38.85	45.63
(b) Diluted (₹)		38.85	45.63
Summary of significant accounting policies	1&2		
The accompanying notes are an integral part of the financial statements	3 to 37		
<b>As per our report of even date attached for CSV &amp; ASSOCIATES Chartered Accountants</b>		<b>for and on behalf of the Board of Directors of Danlaw Technologies India Limited</b>	
		<b>Raju S. Dandu Chairman &amp; Wholetime Director DIN: 00073484</b>	<b>A V R K Varma Chief Financial Officer</b>
<b>(CA.VENKATESH G.) Partner Membership No: 239608</b>		<b>Seshagiri Rao Putrevu Director DIN: 10743708</b>	<b>Gaurav Padmawar Company Secretary Membership No: ACS 44421</b>
<b>Place: Hyderabad Date : 23-05-2025</b>			

**DANLAW TECHNOLOGIES INDIA LIMITED***(Amount expressed in ₹ unless otherwise stated)***STATEMENT OF CASH FLOW FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>Cash Flow from Operating Activities</b>		
Profit Before Tax from Operations	2,531.91	2,974.17
<b>Adjustments for</b>		
Depreciation and amortisation expense	299.54	312.50
Other non cash adjustment	17.05	2.26
<b>Change in Operating Assets and Liabilities</b>		
(Increase) / decrease in trade receivables	(1,422.87)	(475.36)
(Increase) / decrease in other financial assets	(8.83)	(6.14)
(Increase) / decrease in inventories	436.35	(639.75)
(Increase) / decrease in other assets	(686.44)	122.67
Increase / (decrease) in trade payables	284.57	410.23
Increase / (decrease) in other financial liabilities	(311.54)	(86.41)
Increase / (decrease) in other liabilities	397.58	381.55
Increase / (decrease) in provisions	148.99	154.31
<b>Cash Generated from / (Used in) Operating Activities</b>	<b>1,686.30</b>	<b>3,150.04</b>
Income Taxes (Paid)/ Refund	(674.16)	(780.65)
<b>Net Cash Inflow / (Outflow) from Operating Activities</b>	<b>1,012.14</b>	<b>2,369.39</b>
<b>Cash Flows from Investing Activities</b>		
Purchase of Property, Plant and Equipment	(481.18)	(126.55)
Proceeds from Sale of Property, Plant and Equipment	0.77	0.45
Investment in Research & Development	(485.11)	-
<b>Net Cash (Used in) / Generated from Investing Activities</b>	<b>(965.52)</b>	<b>(126.10)</b>
<b>Cash Flows from Financing Activities</b>		
Proceeds from Borrowings	(51.87)	(727.89)
<b>Net Cash (Used in) / Generated from Financing Activities</b>	<b>(51.87)</b>	<b>(727.89)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>(5.25)</b>	<b>1,515.40</b>
Cash and Cash Equivalents at the Beginning of the Financial Year	2,241.65	726.25
Effect of exchange differences on translation	-	-
<b>Cash and Cash Equivalents at End of the Financial Year</b>	<b>2,236.40</b>	<b>2,241.65</b>

As per our report of even date attached  
for CSVR & ASSOCIATES  
Chartered Accountants  
Firm Registration No: 012121S

(CA.VENKATESH G.)  
Partner  
Membership No: 239608

Place: Hyderabad  
Date : 23-05-2025

for and on behalf of the Board of Directors of  
Danlaw Technologies India Limited

Raju S. Dandu  
Chairman & Wholetime  
Director  
DIN: 00073484

A V R K Varma  
Chief Financial  
Officer

Seshagiri Rao Putrevu  
Director  
DIN: 10743708

Gaurav Padmawar  
Company Secretary  
Membership No:  
ACS 44421

**DANLAW TECHNOLOGIES INDIA LIMITED**

(Amount expressed in ₹ unless otherwise stated)

**Statement of Changes in Equity for the Financial Year Ended****(A) Equity**

Particulars	In Lacs	
	No. of Shares	Amount
<b>Balance at March 31, 2023</b>	<b>48,70,667</b>	<b>487.07</b>
Changes in Equity Share Capital During the Year	-	-
<b>Balance at March 31, 2024</b>	<b>48,70,667</b>	<b>487.07</b>
Changes in Equity Share Capital During the Year	-	-
<b>Balance at March 31, 2025</b>	<b>48,70,667</b>	<b>487.07</b>

**(B) Other Equity**

Particulars	Reserves and Surplus					Items of OCI	Total
	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Amalgamation Reserve	Retained Earnings	Gratuity OCI	
<b>Balance at March 31, 2023</b>	3,449.06	10.00	4.27	(894.35)	539.62	(6.12)	<b>3,102.48</b>
Profit for the Year					2,222.56		2,222.56
Other Comprehensive Income for the year (Net of Taxes)						(25.31)	(25.31)
<b>Balance at March 31, 2024</b>	3,449.06	10.00	4.27	(894.35)	2,762.18	(31.43)	<b>5,299.73</b>
Profit for the Year					1,892.02		1,892.02
Other Comprehensive Income for the year (Net of Taxes)						(5.95)	(5.95)
<b>Balance at March 31, 2025</b>	3,449.06	10.00	4.27	(894.35)	4,654.20	(37.38)	<b>7,185.80</b>

As per our report of even date attached  
For CSVR & ASSOCIATES  
Chartered Accountants  
FRN: 012121S

for and on behalf of the Board of Directors of  
Danlaw Technologies India Limited

Raju S. Dandu  
Chairman & Wholetime  
Director  
DIN: 00073484

A V R K Varma  
Chief Financial Officer

(CA.VENKATESH G.)  
Partner  
Membership No: 239608

Seshagiri Rao Putrevu  
Director  
DIN: 10743708

Gaurav Padmawar  
Company Secretary  
Membership No: ACS 44421

Place: Hyderabad  
Date : 23-05-2025

## 1. Corporate information:

The Company is in the business of providing engineering and software development consulting services, Industrial electronics.

## 2. Significant accounting policies

### a. Basis of preparation:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

For all periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended 31 March 2018 are the first the Company has prepared in accordance with Ind AS.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- ▶ Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).
- ▶ Plan Assets of defined benefit obligations.

The financial statements are presented in INR and all values are in Lakhs, except wherever otherwise indicated.

### b. Current versus non-current classification

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

An asset is treated as current when it is:

- ▶ Expected to be realised or intended to be sold or consumed in normal operating cycle
- ▶ Held primarily for the purpose of trading
- ▶ Expected to be realised within twelve months after the reporting period, or
- ▶ Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- ▶ It is expected to be settled in normal operating cycle
- ▶ It is held primarily for the purpose of trading
- ▶ It is due to be settled within twelve months after the reporting period, or
- ▶ There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### c. Business combinations and goodwill

***Business combinations other than business combinations under common control*** are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- ▶ Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- ▶ Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- ▶ Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- ▶ Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

***Business combinations under common control***

Common control business combination means a business combination involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination. Common control business combinations will include transactions, such as transfer of subsidiaries or businesses, between entities within a group.

Business combinations involving entities or businesses under common control shall be accounted for using the pooling of interest method. As per the said method, the assets and liabilities of the combining entities are reflected at their carrying amounts. The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee. Alternatively, it is transferred to General Reserve, if any.

The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor shall be transferred to capital reserve and should be presented separately from other capital reserves

**d. Foreign currencies**

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Adjustments are made for any variation in the sales realizations / purchase payments on conversion into Indian currency upon actual receipt / payment.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

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

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

#### e. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ▶ In the principal market for the asset or liability, or
- ▶ In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

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

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

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

On an interim basis, the management and the Company's external valuers present the valuation results to the Audit Committee and the Company's independent auditors. This includes a discussion of the major assumptions used in the valuations.

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

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

**f. Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Sales tax/ value added tax (VAT) / Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

*i) Sale of goods*

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

*ii) Rendering of services*

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

Revenue from user charges towards waste disposal is recognised as and when the related services are performed i.e. when the waste is collected, transported and is received at the dumping yards.

Revenue from consultancy and maintenance contracts is recognised as and when the related services are performed.

*iii) Interest income*

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

*iv) Dividends*

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**g. Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

## **h. Taxes**

### *i) Current income tax*

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### *ii) Deferred tax*

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

Deferred tax liabilities are recognised for all taxable temporary differences.

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

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

In the situations where the Company is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where they operate, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned entity's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Company restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

*iii) GST paid on acquisition of assets or on incurring expenses*

Expenses and assets are recognised net of the amount of sales/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

**i. Property, plant and equipment**

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

- Building 30 years
- Computers 3 years
- Computer servers 6 years
- Plant & Machinery – 15 years
- Lab and electrical equipment 10 years
- Office equipment 5 years
- Furniture & Fixtures 10 years
- Vehicles 8 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

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

## j. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

A summary of the policies applied to the Company's intangible assets is, as follows:

Intangible assets	Useful lives	Amortisation method used	Internally generated or acquired
Computer software	3 years	SLM	No

## k. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## l. Leases

At inception of a contract, the Company assesses whether a contract is, or contains, 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 period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether

- The contract involves use of an identified asset, whether specified explicitly or implicitly;
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use;
- The Company has right to direct the use of the asset by either having right to operate the asset or the Company having designed the asset in a way that predetermines how and for what purpose it will be used

**As lessee** The Company's lease asset classes primarily consist of leases for buildings and plant and machinery. The Company, at the inception of a contract, assesses whether the contract is a lease or not. 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.

The Company elected to use the following practical expedients on initial application

- Applied a single discount rate to a portfolio of leases with similar characteristics
- Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

At inception of a contract, the Company assesses whether a contract is, or contains, 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 period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in Ind AS 116. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

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 direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the Statement of Profit and Loss. 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.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in Statement of Profit and Loss.

Lease payments included in the measurement of the lease liability comprise the following:

- a. Fixed payments including in-substance fixed payments
- b. Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date
- c. Amounts expected to be payable under a residual value guarantee and
- d. the exercise price under a purchase option that the Company and its associate is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The Company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'financial liabilities' in the statement of financial position.

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 for which the underlying asset is of low value. The Company recognises the lease payments associated with these leases as an expense in the Statement of Profit or Loss over the lease term.

### **m. Inventories**

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

**Raw materials:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

**Finished goods and work in progress:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### **n. Impairment of non-financial assets**

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

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

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss. For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Goodwill is tested for impairment annually as at each reporting date and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or Company of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

**o. Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**p. Provisions**

*i) General*

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

**q. Employee benefits**

*i) Short-term employee benefit obligations*

Liabilities for wages and salaries including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

*ii) Other long-term employee benefit obligations*

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

*iii) Post employment benefits*

*Defined Contribution plan*

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

*Defined benefit plan*

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- ▶ The date of the plan amendment or curtailment, and
- ▶ The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- ▶ Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- ▶ Net interest expense or income

**r. Contributed equity**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**s. Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

**t. Earnings per share***i) Basic earnings per share*

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

*ii) Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**u. Provisions, contingent liabilities and contingent assets:**

**Provision:** 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.

**Contingent Liability:** A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**Contingent Asset:** Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an outflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

## v. 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.

### i) Financial assets

#### *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 profit or 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.

#### *Subsequent measurement*

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

- ▶ Debt instruments at amortised cost
- ▶ Debt instruments at fair value through other comprehensive income (FVTOCI)
- ▶ Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- ▶ Equity instruments measured at fair value through other comprehensive income (FVTOCI)

#### *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.

This category is the most relevant to the Company. 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 profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

#### *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.

### *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'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

### *Equity investments*

Equity investments in Subsidiaries, Associates and joint ventures are measured at cost as per Ind AS 27.

All other equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

### *Derecognition*

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 'pass-through' 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's 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.

## ii) Financial liabilities

### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives, as appropriate.

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

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

### *Subsequent measurement*

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

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

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. 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. Gains or losses on liabilities held for trading are recognised in the profit or loss.

#### *Loans and borrowings*

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised 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. This category generally applies to borrowings.

#### *Derecognition*

A financial liability is derecognised 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 or loss.

#### *Reclassification of financial assets*

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

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.

*Derivatives that are not designated as hedges*

The company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/(losses)

### 3. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable
- Estimated useful life of intangible asset
- Estimation of defined benefit obligation

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

## DANLAW TECHNOLOGIES INDIA LIMITED

(All amounts are in ₹ lakhs, except share data and where otherwise stated)

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

## 3. Property, plant and equipment and capital work -in-progress

Description of Assets	Buildings	Leasehold improvements	Computers	Plant and equipment	Office equipment	Furniture and fixtures	Electrical installations	Vehicles	Total
<b>I. Cost or deemed cost</b>									
Balance as at March 31, 2023	582.80	14.85	238.53	3,295.31	93.81	513.79	54.24	123.00	4,916.34
Additions	7.41		50.34	34.13	5.77	7.30	5.36	0.15	110.46
Disposals	-	-	(20.36)	(134.86)	(5.92)	(3.35)	(12.53)	-	(177.01)
Balance as at March 31, 2024	590.20	14.85	268.52	3,194.58	93.66	517.75	47.08	123.14	4,849.79
Additions	211.44	-	27.11	82.91	11.80	12.95	134.89	-	481.10
Disposals		(14.85)	(49.18)	(2.73)	(12.61)	(85.96)	(47.00)	(24.23)	(236.55)
Balance as at March 31, 2025	801.64	-	246.45	3,274.77	92.85	444.74	134.97	98.92	5,094.34
<b>II. Accumulated depreciation</b>									
Balance as at March 31, 2023	274.36	7.95	208.20	1,529.31	80.11	156.86	36.48	72.20	2,365.46
Depreciation expense for the year	15.83	0.49	19.53	181.98	4.80	41.06	9.98	7.90	281.57
Eliminated on disposal of assets			(20.36)	(134.86)	(5.66)	(2.20)	(11.24)		(174.31)
Balance as at March 31, 2024	290.18	8.44	207.37	1,576.43	79.25	195.72	35.21	80.10	2,472.72
Depreciation expense for the year	16.92	0.49	25.82	185.04	5.61	42.07	10.49	7.90	294.33
Eliminated on disposal of assets	-	(8.94)	(49.18)	(2.73)	(12.34)	(85.54)	(35.83)	(24.19)	(218.75)
Balance as at March 31, 2025	307.10	-	184.02	1,758.74	72.51	152.26	9.87	63.80	2,548.31
<b>III. Carrying Amount</b>									
Balance as at March 31, 2023	308.44	6.90	30.33	1,766.00	13.70	356.93	17.77	50.80	2,550.88
Additions	7.41	-	50.34	34.13	5.77	7.30	5.36	0.15	110.46
Disposals					(0.27)	(1.15)	(1.28)		(2.70)
Depreciation expense	(15.83)	(0.49)	(19.53)	(181.98)	(4.80)	(41.06)	(9.98)	(7.90)	(281.57)
Balance as at March 31, 2024	300.02	6.41	61.14	1,618.15	14.41	322.03	11.86	43.05	2,377.07
Additions	211.44	-	27.11	82.91	11.80	12.95	134.89	-	481.10
Disposals	-	(5.91)	-	-	(0.27)	(0.42)	(11.16)	(0.03)	(17.80)
Depreciation expense	(16.92)	(0.49)	(25.82)	(185.04)	(5.61)	(42.07)	(10.49)	(7.90)	(294.33)
Balance as at March 31, 2025	494.54	-	62.44	1,516.03	20.33	292.48	125.10	35.12	2,546.03

**DANLAW TECHNOLOGIES INDIA LIMITED**

(All amounts are in ₹ lakhs, except share data and where otherwise stated)

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

**4. Other intangible assets**

Description of Assets	Computer software	Intangible Assts under development	Total
<b>I. Cost or deemed cost</b>			
<b>Balance as at March 31, 2023</b>	<b>59.55</b>	<b>30.09</b>	<b>89.64</b>
Additions	15.62	-	15.62
Deletions	-	(30.09)	(30.09)
<b>Balance as at March 31, 2024</b>	<b>75.17</b>	<b>(0.00)</b>	<b>75.17</b>
Additions	-	485.11	485.11
Deletions	(0.48)	-	(0.48)
<b>Balance as at March 31, 2025</b>	<b>74.69</b>	<b>485.11</b>	<b>559.80</b>
<b>II. Accumulated depreciation and impairment</b>			
<b>Balance as at March 31, 2023</b>	<b>59.50</b>	<b>-</b>	<b>59.50</b>
Amortisation expense for the year	0.84	30.09	30.93
Deletions	-	-	-
<b>Balance as at March 31, 2024</b>	<b>60.34</b>	<b>30.09</b>	<b>90.43</b>
Amortisation expense for the year	5.21	-	5.21
Deletions	(0.48)	-	(0.48)
<b>Balance as at March 31, 2025</b>	<b>66.02</b>	<b>30.09</b>	<b>96.11</b>
<b>III. Carrying Amount</b>			
<b>Balance as at March 31, 2023</b>	<b>0.05</b>	<b>30.09</b>	<b>30.14</b>
Additions	15.62	-	15.62
Amortization expense	0.84	30.09	30.93
Deletions	-	-	-
<b>Balance as at March 31, 2024</b>	<b>14.83</b>	<b>(0.00)</b>	<b>14.83</b>
Additions	-	485.11	485.11
Amortization expense	5.21	-	5.21
Deletions	-	-	-
<b>Balance as at March 31, 2025</b>	<b>9.62</b>	<b>485.11</b>	<b>494.74</b>

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

(All amounts are in ₹ lakhs, except share data and where otherwise stated)

## 4a. Capital Work In Progress

Particulars	As at Mar 31,2025	As at Mar 31,2024
Opening Balance	0.47	
Additions During the Year	0.08	0.47
<b>Balance at the End of the Year</b>	<b>0.55</b>	<b>0.47</b>

## 5. Financial Assets - Loans

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Non - Current</b>		
Unsecured, Considered Good		
Loans to Staff	6.96	3.28
<b>Total Non - Current Financial Assets - Loans</b>	<b>6.96</b>	<b>3.28</b>
<b>Current</b>		
Unsecured, Considered Good		
Loans to Staff	2.06	2.64
<b>Total Current Financial Assets - Loans</b>	<b>2.06</b>	<b>2.64</b>
<b>Total Financial Assets - Loans</b>	<b>9.03</b>	<b>5.92</b>

## 6. Financial Assets - Others

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Non - Current</b>		
Right of Use of Asset	1,215.66	697.95
<b>Total Non - Current Financial Assets - Others</b>	<b>1,215.66</b>	<b>697.95</b>
<b>Current</b>		
Interest Accrued	39.77	34.05
<b>Total Current Financial Assets - Others</b>	<b>39.77</b>	<b>34.05</b>
<b>Total Financial Assets - Others</b>	<b>1,255.43</b>	<b>732.00</b>

## 7. Deferred Tax Assets (Net)

Particulars	As at Mar 31,2025	As at Mar 31,2024
Deferred Tax Liability (Net)	3.53	(24.79)
<b>Total Deferred Tax Assets/(Liability) (Net)</b>	<b>3.53</b>	<b>(24.79)</b>

## 7.1. Movement of Deferred Tax

Particulars	Opening balance	Recognised in profit and Loss	Closing balance
<b>Tax effect of items constituting deferred tax liabilities</b>			
Property, Plant and Equipment	176.87	(3.26)	173.61
	<b>176.87</b>	<b>(3.26)</b>	<b>173.61</b>
<b>Tax effect of items constituting deferred tax assets</b>			
Provision for gratuity & Leave encashment	152.09	25.05	177.14
	<b>152.09</b>	<b>25.05</b>	<b>177.14</b>
<b>Net Tax Asset/(Liabilities)</b>	<b>(24.79)</b>	<b>28.32</b>	<b>3.53</b>

## 8. Other Assets

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Non - Current</b>		
Deferred Employee Cost	-	0.34
Security Deposits	108.42	13.67
Prepaid Rentals - Ind AS	36.05	5.65
<b>Total Non - Current Other Assets</b>	<b>144.47</b>	<b>19.66</b>
<b>Current</b>		
Advance to Suppliers	122.52	102.12
Deferred Employee Cost	-	0.34
Prepaid Expenses	85.68	82.96
Balance with Government Authorities	17.37	13.60
<b>Total Current Other Assets</b>	<b>225.57</b>	<b>199.02</b>
<b>Total Other Assets</b>	<b>370.04</b>	<b>218.69</b>

**9. Inventories**

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Current Inventories (Lower of Cost and Net Realisable Value)</b>		
Raw Materials	3,587.99	3,949.09
Finished goods	74.38	132.95
Work in Progress	23.65	40.32
<b>Total Inventories</b>	<b>3,686.02</b>	<b>4,122.37</b>

**10. Financial Assets - Trade Receivables**

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Current</b>		
Trade Receivables	4,907.20	3,484.39
Less: Allowance for Doubtful Debts	-	(0.06)
<b>Total Financial Assets - Trade Receivables</b>	<b>4,907.20</b>	<b>3,484.33</b>

**Trade Receivable ageing schedule:**

**As on 31 March 2025:**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1 year - 2 years	2 years- 3 years	Total
(i) undisputed trade receivables - considered good	4,905.43	1.77	-	-	4,907.20
(ii) undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-
(iii) undisputed trade receivables - credit impaired	-	-	-	-	-
(iv) disputed trade receivables - considered good	-	-	-	-	-
(v) disputed trade receivables - which have significant increase in credit risk.	-	-	-	-	-
(vi) disputed trade receivables- credit impaired.	-	-	-	-	-
<b>Total Financial Assets - Trade Receivables</b>	<b>4,905.43</b>	<b>1.77</b>	<b>-</b>	<b>-</b>	<b>4,907.20</b>

**As on 31 March 2024:**

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1 year - 2 years	2 years- 3 years	Total
(i) undisputed trade receivables - considered good	3,475.30	-	9.09	-	3,484.39
(ii) undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-
(iii) undisputed trade receivables - credit impaired	-	-	-	-	-
(iv) disputed trade receivables - considered good	-	-	-	-	-
(v) disputed trade receivables - which have significant increase in credit risk.	-	-	-	-	-
(vi) disputed trade receivables- credit impaired.	-	-	-	-	-
<b>Total Financial Assets - Trade Receivables</b>	<b>3,475.30</b>	<b>-</b>	<b>9.09</b>	<b>-</b>	<b>3,484.39</b>

**11. Cash and Cash Equivalents**

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Balance with Banks</b>		
In Current Accounts	954.59	1,061.49
in Deposit Accounts	1,281.40	1,179.24
<b>Cash on Hand</b>	<b>0.41</b>	<b>0.92</b>
<b>Total Cash and Cash Equivalents</b>	<b>2,236.40</b>	<b>2,241.65</b>

**12. Current Tax Assets (Net)**

Particulars	As at Mar 31,2025	As at Mar 31,2024
Tax deducted at source	102.92	85.57
<b>Total Current Tax Assets (Net)</b>	<b>102.92</b>	<b>85.57</b>

**13. Equity share capital**

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Authorised</b>		
1,20,00,000 Equity Shares of Rs.10 each	1,200.00	1,200.00
<b>Total Authorised Share Capital</b>	<b>1,200.00</b>	<b>1,200.00</b>
<b>Issued and Subscribed Capital:</b>		
Issued Equity Share Capital	487.07	487.07
Share suspense *	-	-
<b>Total</b>	<b>487.07</b>	<b>487.07</b>

**Notes:**

**(A) Reconciliation of the Number of Shares Outstanding:**

Particulars	Number of Shares	Amount
<b>Balance at March 31, 2023</b>	<b>48,70,667</b>	<b>487.07</b>
Changes in equity share capital during the year	-	-
<b>Balance at March 31, 2024</b>	<b>48,70,667</b>	<b>487.07</b>
Changes in equity share capital during the year	-	-
<b>Balance at March 31, 2025</b>	<b>48,70,667</b>	<b>487.07</b>

**(B) Details of shares held by each shareholder holding more than 5% shares**

Name of the shareholder	As at Mar 31,2025		As at Mar 31,2024	
	Number of shares held	% of holding of equity shares	Number of shares held	% of holding of equity shares
<b>Fully paid equity shares</b>				
Danlaw Systems India Limited	14,61,592	30.01%	14,61,592	30.01%
Danlaw Inc (issued pursuant to amalgamation)	11,63,177	23.88%	11,63,177	23.88%

**(C) Disclosure of Shareholding of Promoters As at March 31, 2025**

Class of Shares - Equity	As at Mar 31,2025		As at Mar 31,2024		
	Number of shares held	% of holding of equity shares	Number of shares held	% of holding of equity shares	% of change during the year
<b>Name of the Promoter</b>					
Dandu Lakshmi	60,100	1.23%	60,100	1.23%	-
B V Ramana	8,000	0.16%	8,000	0.16%	-
Pallamma Dandu	46,300	0.95%	46,300	0.95%	-
D Venkat Raju	52,800	1.08%	52,800	1.08%	-
D Praveen Varma	3,913	0.08%	3,913	0.08%	-
Lakshmi Dandu	59,000	1.21%	59,000	1.21%	-
Srinivas Dandu	63,200	1.30%	63,200	1.30%	-
Pallavi Dandu	60,100	1.23%	60,100	1.23%	-
Danlaw Inc	11,63,477	23.89%	11,63,477	23.89%	-
Danlaw Systems India Ltd	14,61,592	30.01%	14,61,592	30.01%	-

**(D) Disclosure of Shareholding of Promoters As at March 31, 2024**

Class of Shares - Equity Name of the Promoter	As at March 31, 2024		As at March 31, 2023		
	Number of shares held	% of holding of equity shares	Number of shares held	% of holding of equity shares	% of change during the year
Dandu Lakshmi	60,100	1.23%	60,100	1.23%	-
B V Ramana	8,000	0.16%	8,000	0.16%	-
Pallamma Dandu	46,300	0.95%	46,300	0.95%	-
D Venkat Raju	52,800	1.08%	52,800	1.08%	-
D Praveen Varma	3,913	0.08%	3,913	0.08%	-
Lakshmi Dandu	59,000	1.21%	59,000	1.21%	-
Srinivas Dandu	63,200	1.30%	63,200	1.30%	-
Pallavi Dandu	60,100	1.23%	60,100	1.23%	-
Danlaw Inc	11,63,477	23.89%	11,63,477	23.89%	-
Danlaw Systems India Ltd	14,61,592	30.01%	14,61,592	30.01%	-

**(E) Information Regarding Issue of Shares in Past 5 Years**

The Company has not issued any shares without payment being received in cash except shares allotted on account of amalgamation  
There has been no issue of bonus shares

**14. Other Equity Excluding Non - Controlling Interests**

Particulars	As at Mar 31,2025	As at Mar 31,2024
Securities Premium Reserve <i>(Represents amounts received on issue of shares in excess of the par value)</i>	3,449.06	3,449.06
Capital Redemption Reserve <i>(Represents paid up value of equity shares bought back)</i>	10.00	10.00
General Reserve <i>(Represents appropriation of profit by the Company)</i>	4.27	4.27
Amalgamation Reserve <i>(Represents amalgamation adjustment deficit account)</i>	(894.35)	(894.35)
Gratuity OCI <i>(Represents actuarial gain or loss on remeasurement of defined benefit obligation)</i>	(21.77)	(13.82)
Retained Earnings <i>(Retained earnings comprise of the Company's prior years' undistributed earnings after taxes)</i>	4,638.59	2,744.56
<b>Total Reserves and Surplus</b>	<b>7,185.80</b>	<b>5,299.73</b>

**14.1 Securities Premium Reserve**

Particulars	As at Mar 31,2025	As at Mar 31,2024
Balance at the Beginning of the Year	3,449.06	3,449.06
Current Year	-	-
<b>Balance at End of Year</b>	<b>3,449.06</b>	<b>3,449.06</b>

**14.2 Capital Redemption Reserve**

Particulars	As at Mar 31,2025	As at Mar 31,2024
Balance at the Beginning of the Year	10.00	10.00
Changes during the period	-	-
<b>Balance at End of Year</b>	<b>10.00</b>	<b>10.00</b>

**14.3 General Reserve**

Particulars	As at Mar 31,2025	As at Mar 31,2024
Balance at the Beginning of the Year	4.27	4.27
Changes during the period	-	-
<b>Balance at End of Year</b>	<b>4.27</b>	<b>4.27</b>

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

(All amounts are in ₹ lakhs, except share data and where otherwise stated)

**14.4 Gratuity OCI**

Particulars	As at Mar 31,2025	As at Mar 31,2024
Balance at the Beginning of the Year	(13.82)	20.00
Current Year	(7.95)	(33.82)
<b>Balance at End of Year</b>	<b>(21.77)</b>	<b>(13.82)</b>

**14.5 Retained Earnings**

Particulars	As at Mar 31,2025	As at Mar 31,2024
Balance at the Beginning of the Year	2,744.56	513.49
Net Profit for the Period	1,894.03	2,231.07
<b>Balance at End of Year</b>	<b>4,638.59</b>	<b>2,744.56</b>

**15. Provisions**

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Non - Current</b>		
Provision for Gratuity	495.22	447.66
Provision for Leave Encashment	158.08	149.39
Warranty Provision	45.33	73.29
<b>Total Non - Current Provisions</b>	<b>698.63</b>	<b>670.34</b>
<b>Current</b>		
Provision for Gratuity	120.93	26.81
Provision for Leave Encashment	15.95	4.70
Provision for Corporate Social Responsibility Expenses	18.85	3.54
<b>Total Current Provisions</b>	<b>155.74</b>	<b>35.05</b>
<b>Total Provisions</b>	<b>854.37</b>	<b>705.38</b>

**16. Financial Liabilities - Borrowings & Leases**

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Non-Current</b>		
-From Banks		
Long term borrowings-Term Loan (refer note (a) below)	-	115.01
-From Related Party		
ECB Loan	855.81	1,667.47
<b>Total Non Current Financial Liabilities - Loans</b>	<b>855.81</b>	<b>1,782.48</b>
<b>Current</b>		
-From Banks		
Short term borrowings-Cash Credit loan (refer note (b) below)	500.19	28.33
Current Maturity of ECB Loan	855.81	416.87
Current Maturity of Long term borrowing	-	36.00
<b>Total Current Financial Liabilities - Loans</b>	<b>1,356.00</b>	<b>481.20</b>
<b>Lease Liabilities</b>		
- Short Term	303.39	112.24
- Long Term	1,023.71	642.86
<b>Lease liabilities</b>	<b>1,327.10</b>	<b>755.10</b>

**Note**

**(a): Term Loan carry** carry an interest rate of 10.40% p.a. This is primarily secured by way of hypothecation of plant & machinery and other fixed assets created out of bank finance. Personal guarantee of Mr.Raju dandu and corporate guarantee of M/S. Danlaw Systems India Ltd. is given. During the year loan is repaid fully and closed.

**GECL** carry an interest rate of 9.25% p.a. This is primarily secured by way of hypothecation of plant & machinery and other fixed assets created out of bank finance. Personal guarantee of Mr.Raju dandu and corporate guarantee of M/S. Danlaw Systems India Ltd. is given. During the previous year the loan is repaid fully and closed.

**(b): Working capital demand loan/cash credit** facilities carry an interest rate of 10.15% p.a.. They are primarily secured by existing as well as future inventories, goods in transit, outstanding moneys, book debts, receivables, etc. Personal guarantee of Mr.Raju dandu and corporate guarantee of M/S. Danlaw Systems India Ltd. is given. Loan is taken for business purpose and is repayable on demand.

**(c).** The company, has taken external commercial borrowing from Danlaw Inc, amounting to USD 2,500,000 \$. The borrowing rate for the loans is 2% +6m SOFR. The term of the loan is 5 years. The repayment of the Principal amount is scheduled at the end of Year 5 i.e. the end of the loan period and interest amount is to be paid quarterly. During the year USD 500,000 repaid on maturity.

**17. Financial Liabilities - Trade Payables**

Current	As at Mar 31,2025	As at Mar 31,2024
Trade Payables		
'- Dues of Micro Enterprises and Small Enterprises	181.34	56.94
'- Dues to Creditors other than Micro Enterprises and Small Enterprises	2,418.28	2,258.11
<b>Total Financial Liabilities - Trade Payables</b>	<b>2,599.62</b>	<b>2,315.05</b>

**Trade Payables - ageing schedule:**

**As at 31 March 2025:**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2 years- 3 years	More than 3 years	Total
(i) MSME	181.34	-	-	-	181.34
(ii) Others	2,418.28	-	-	-	2,418.28
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
<b>Total Financial Liabilities - Trade Payables</b>	<b>2,599.62</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,599.62</b>

**As on 31 March 2024:**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2 years- 3 years	More than 3 years	Total
(i) MSME	56.94	-	-	-	56.94
(ii) Others	2,256.03	2.08	-	-	2,258.11
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
<b>Total Financial Liabilities - Trade Payables</b>	<b>2,312.97</b>	<b>2.08</b>	<b>-</b>	<b>-</b>	<b>2,315.05</b>

**18. Financial Liabilities - Others**

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Current</b>		
Payroll Liabilities	142.40	396.78
Accrued Interest on ECB Loan	27.07	72.68
Expenses Payable	3.81	15.36
<b>Total Financial liabilities - Others</b>	<b>173.28</b>	<b>484.82</b>

**19. Current Tax Liabilities**

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Current Income Tax</b>	(429.40)	(637.86)
<b>Less: Advance Tax</b>	550.00	708.00
<b>Total Current Tax Liabilities</b>	<b>120.60</b>	<b>70.14</b>

**20. Other Current Liabilities**

Particulars	As at Mar 31,2025	As at Mar 31,2024
<b>Current</b>		
Advance from Customers	391.92	713.13
Statutory Dues	260.33	163.99
<b>Total Other Current Liabilities</b>	<b>652.25</b>	<b>877.13</b>

**Danlaw Technologies India Limited****Notes to the financial statements for the year ended 31 March 2025**

(Amount expressed in ₹ unless otherwise stated)

**21. Revenue from Operations**

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Sale of Products	19,243.77	19,390.10
Sale of Services	2,401.54	1,699.63
Sale of Scrap	32.60	8.39
Un-Billed Revenue	160.00	-
<b>Total Revenue from operations</b>	<b>21,837.92</b>	<b>21,098.12</b>

**22. Other Income**

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest income - Bank Deposits	90.85	26.90
Interest income - Others	0.41	0.30
Interest income - Ind AS	5.09	0.63
Lease Rental Income	-	-
Bad debts recovered	-	-
Profit on Sale of Investments	-	-
Net Foreign Exchange Loss / (Gain)	-	-
<b>Total Other Income</b>	<b>96.36</b>	<b>27.83</b>

**23. Cost of Materials Consumed**

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Opening Stock	3,949.09	3,338.48
Add: Purchases	12,389.95	13,543.90
Less: Closing stock	3,587.99	3,949.09
<b>Total Cost of Materials Consumed</b>	<b>12,751.05</b>	<b>12,933.29</b>

**24. Changes in Inventories of finished goods and work in progress**

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
<b>Opening Stock:</b>		
(i) Finished goods	132.95	135.44
(ii) Work in Progress	40.32	8.70
	<b>173.27</b>	<b>144.14</b>
<b>Closing Stock:</b>		
(i) Finished goods	74.38	132.95
(ii) Work in Progress	23.65	40.32
	<b>98.02</b>	<b>173.27</b>
<b>Net (Increase)/ decrease</b>	<b>75.25</b>	<b>(29.14)</b>

**Danlaw Technologies India Limited****Notes to the financial statements for the year ended 31 March 2025**

(Amount expressed in ₹ unless otherwise stated)

**25. Employee Benefits Expense**

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Salaries and Wages, Including Bonus	3,458.47	2,600.87
Contract workmen expenses	420.59	362.14
Cost of Sub-contract works	163.98	237.43
Contribution to Provident and Other Funds	211.50	137.55
Staff Welfare Expense	261.90	202.55
Gratuity	110.37	76.31
<b>Total Employee Benefit Expenses</b>	<b>4,626.81</b>	<b>3,616.85</b>

**26. Finance cost**

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest on bank loans	4.46	42.37
Interest on ECB	134.46	147.03
Interest - Ind AS	87.79	57.38
<b>Total Finance Cost</b>	<b>226.71</b>	<b>246.79</b>

**27. Other Expenses**

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Auditor's Remuneration	7.70	7.00
Consumption of Stores and Spare Parts-Other	93.62	85.01
Insurance	12.27	13.88
Legal and Professional	89.68	69.97
Power and Fuel	182.14	153.18
Rates and Taxes	1.35	1.32
Rent	39.24	28.79
Repairs & Maintenance - Buildings	35.30	24.17
Repairs & Maintenance - Plant & Machinery	62.31	55.89
Repairs & Maintenance - Office Equipment	52.95	46.47
Repairs & Maintenance - House Keeping	51.55	43.33
Security Charges	61.84	53.74
Selling and Distribution Expenses	58.50	57.57
Bank Charges	21.68	18.93
Software Expense	57.84	44.66
Travelling and Conveyance	113.37	112.95
Communication Expense	18.11	15.13
Printing and Stationery	8.61	7.50
Recruitment Expenses	3.66	4.65
Scrip servicing charges - RTA Charges	1.83	1.40
Listing Fees	3.25	3.25
Directors Sitting Fees	3.90	4.00

**Danlaw Technologies India Limited****Notes to the financial statements for the year ended 31 March 2025**

(Amount expressed in ₹ unless otherwise stated)

Registration, Licences and Filing Fees	4.25	4.33
Testing and Certification Expenses	58.74	3.87
Advertisement Expenses	0.60	0.76
Business Development Expenses	9.44	1.87
Miscellaneous Expenses-Other	14.44	13.41
Loss / (Gain) on Sale of Assets	17.03	2.25
Bad Debts	4.24	-
Corporate Social Responsibility Expense	28.05	9.72
Net Foreign Exchange Loss / (Gain)	85.97	61.42
<b>Total Other Expenses</b>	<b>1,203.44</b>	<b>950.43</b>

**Notes:**

<b>i) Auditor's Remuneration (Net of Taxes) C</b>	<b>Year Ended March 31, 2025</b>	<b>Year Ended March 31, 2024</b>
For Statutory Audit	7.70	7.00
For Other Services	0.72	5.55
Reimbursement of Expenses	0.50	0.31
<b>Total Auditor's Remuneration</b>	<b>8.92</b>	<b>12.86</b>

**27a. Earning Per Share**

<b>Particulars</b>	<b>Year Ended March 31, 2025</b>	<b>Year Ended March 31, 2024</b>
Profit after tax	1,892.01	2,222.56
<b>Basic:</b>		
Number of shares outstanding at the year end	48,70,667	48,70,667
Earnings per share	<b>38.85</b>	<b>45.63</b>
Weighted average number of equity shares o	48,70,667	48,70,667
Earnings per share	<b>38.85</b>	<b>45.63</b>

**28. Earnings in Foreign Exchange**

<b>Particulars</b>	<b>Year Ended March 31, 2025</b>	<b>Year Ended March 31, 2024</b>
<b>Earnings in Foreign Exchange</b>		
Exports	817.69	353.33
<b>Total Earnings in Foreign Exchange</b>	<b>817.69</b>	<b>353.33</b>

**29. Contingent Liabilities**

<b>Particulars</b>	<b>Year Ended March 31, 2025</b>	<b>Year Ended March 31, 2024</b>
Bank Guarantees	265.73	226.62
<b>Total Contingent Liabilities</b>	<b>265.73</b>	<b>226.62</b>

**Danlaw Technologies India Limited****Notes to the financial statements for the year ended 31 March 2025**

(Amount expressed in ₹ unless otherwise stated)

**30. Related Party Disclosures****a) Names of Related Parties and Related Party Relationship**

Nature of Relationship	Name	Name
Associate Company	Danlaw Inc.	Danlaw Inc.
Associate Company	Darby Telematics India Pvt Ltd	Darby Telematics India Pvt Ltd
Associate Company	Akteena Technologies Pvt Ltd	Akteena Technologies Pvt Ltd
Associate Company	Cohda Wireless Pty Ltd	
Associate Company	RRG Properties LLP	RRG Properties LLP
Associate Company	RDR Properties LLP	
Key Managerial Personnel	Raju Satyanarayana Dandu	Raju Satyanarayana Dandu
	Shireesh Phal	Shireesh Phal
	AVRK Varma	AVRK Varma
	Garurav Padmawar	Gaurav Padmawar

**b) Transactions Carried out with Related Parties in Ordinary Course of Business****1) Associate Company - Danlaw Inc**

Particulars	March 31, 2025	March 31, 2024
Sale of Goods	13.49	3.10
Sale of Services	780.27	347.00
Purchase of Services	59.88	185.20
ECB Repaid	420.01	-
Interest on ECB	134.46	147.03

**2) Associate Company - Daraby Telematics India Pvt Ltd**

Particulars	March 31, 2025	March 31, 2024
Purchase of Services	62.87	78.67
Reimbursement of expenses	7.86	-

**3) Associate Company - Akteena Technologies Pvt Ltd**

Particulars	March 31, 2025	March 31, 2024
Sale of Goods	9.13	7.84
Purchase of goods	2.85	-
Purchase of Services	126.39	-
Reimbursement of expenses	0.96	-

**4) Associate Company - Cohda Wiress Pte Ltd**

Particulars	March 31, 2025	March 31, 2024
Sale of Goods	23.61	-

**Danlaw Technologies India Limited****Notes to the financial statements for the year ended 31 March 2025**

(Amount expressed in ₹ unless otherwise stated)

**4) Associate Company - RRG Properties LLP**

Particulars	March 31, 2025	March 31, 2024
Lease rent paid	91.00	86.67
Lease security deposit	41.27	-

**5) Associate Company - RDR Properties LLP**

Particulars	March 31, 2025	March 31, 2024
Lease rent paid	37.14	-
Lease security deposit	27.85	-

**6) Key Management Personnel**

Particulars	March 31, 2025	March 31, 2024
Salary Paid - Raju S Dandu	79.38	88.94
Salary Paid - Shireesh Phal	45.80	43.00
Salary Paid - AVRK Varma	23.92	22.15
Salary Paid - Gaurav Padmawar	11.98	10.89

**c) Balances Outstanding**

Particulars	March 31, 2025	March 31, 2024
<b>Trade Receivables</b>		
Danlaw Inc	309.88	204.67
Cohda Wireless Pte Ltd	23.61	-
<b>External Commercial Borrowings</b>		
Danlaw Inc	1,711.62	2,084.34
<b>Interest Payable on ECB</b>		
Danlaw Inc	27.07	72.68
<b>Reimbursement of expenses</b>		
Darby Telematics India Pvt Ltd	0.58	-
<b>Lease Security Deposits</b>		
RRG Properties LLP	41.27	-
RDR Properties LLP	27.85	-
<b>Salary Payable to KMP</b>		
Raju S Dandu	52.38	61.94

**DANLAW TECHNOLOGIES INDIA LIMITED****Notes forming part of the financial statements**

(All amounts are in ₹ lakhs, except share data and where otherwise stated)

**31 Capital and Financial risk management objectives and policies****A. Capital Management**

The Company's objective for capital management is to maximise shareholders value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through equity, operating cash flows generated and loans from institutions.

**B. Financial Risk Management Framework**

The Company's principal financial liabilities, comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

**Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The value of a financial instrument may change as a result of changes in the foreign currency exchange rates and interest rates. Future specific market movements cannot be normally predicted with reasonable accuracy.

**Foreign currency risk**

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to US\$, Euros and GBPs . Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the company is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

**Details of amounts payable to overseas parties:**

Particulars	As at March 31, 2025	As at March 31, 2024
USD Payables	6,79,272	3,54,003
Euro Payables	14,392	3,37,301

**Sensitivity Movement:** The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments

Particulars		
	31 March 2025	31 March 2024
USD Sensitivity		
INR/USD - Increase by 1 rupee	(6.79)	(3.54)
INR/USD - Decrease by 1 rupee	6.79	3.54
Euro Sensitivity		
INR/Euro - Increase by 1 rupee	(0.14)	(3.37)
INR/Euro - Decrease by 1 rupee	0.14	3.37

**DANLAW TECHNOLOGIES INDIA LIMITED****Notes forming part of the financial statements**

(All amounts are in ₹ lakhs, except share data and where otherwise stated)

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short-term debt obligations with floating interest rates.

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected with all other variables held constant, the Company's profit before tax is affected through the impact on fixed rate borrowings, as follows:

Particulars		
	31-Mar-25	31-Mar-24
Interest rates-increase by 50 basis points	(10.48)	(11.12)
Interest rates-decrease by 50 basis points	10.48	11.12

**Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, cash and cash equivalents, bank deposits and other financial assets.

**Liquidity Risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Particulars	On Demand	Less than 1 year	>1 year	Total
<b>Year ended March 31, 2025</b>				
Borrowings	500.19	855.81	855.81	2,211.81
Trade and other payables	-	2,599.62	-	2,599.62
Other financial liabilities	-	173.28	-	173.28
	<b>500.19</b>	<b>3,628.71</b>	<b>855.81</b>	<b>4,984.71</b>
<b>Year ended March 31, 2024</b>				
Borrowings	28.33	452.87	1,782.48	2,263.68
Trade and other payables	-	2,315.05	-	2,315.05
Other financial liabilities	-	484.82	-	484.82
	<b>28.33</b>	<b>3,252.74</b>	<b>1,782.48</b>	<b>5,063.55</b>

**Danlaw Technologies India Limited**  
**Notes to Financial Statements for the Year Ended**  
(Amount expressed in ₹ unless otherwise stated)

**32. Employee Benefit Obligations**

**(i) Defined Contribution Plan**

The Company's contribution to Provident Fund, Superannuation Fund and other funds recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

Particulars	31 March 2025	31 March 2024
Employee provident fund	195.30	126.91
Superannuation Fund	16.20	10.64

**(ii) Defined Benefit Plan**

**(a) Gratuity**

The Company provides its employees with benefits under a defined benefit plan, referred to as the "Gratuity Plan". The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement/exit, restricted to a sum of ₹ 2,000,000.

The plan typically exposes the company to actuarial risk such as interest risk and salary risk.

<b>Interest Risk</b>	A movement in the bond interest rate will impact the plan liability
<b>Salary Risk</b>	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants, as such an increase in the salary of the plan participants and vice-versa.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Assumptions as at	
	31 March 2025	31 March 2024
Discount Rate (p.a.)	6.85%	7.20%
Salary Escalation Rate (p.a.)	7.00%	7.00%

- The employees of the Company are assumed to retire at the age of 58 years.
- The mortality rates considered are as per the published rates in the Indian Assured Lives Mortality (2012-14) Ult t
- Rates of leaving service (leaving service due to disability included) at specimen ages are as shown below:

Age (Years)	Rates (p.a.)	
	31 March 2025	31 March 2024
21-30	3.00%	3.00%
31-40	2.00%	2.00%
41-57	0.00%	0.00%

The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	Financial Year Ended March 31, 2025	
	Discount Rate	Escalation Rate
<b>Defined Benefit Obligation on plus 50 bps</b>	769	860
Impact of Increase in 50 bps on DBO	-3.37%	3.44%
<b>Defined Benefit Obligation on minus 50 bps</b>	863	771
Impact of Decrease in 50 bps on DBO	3.54%	-3.31%

### Projected Plan Cash Flow

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

Maturity Profile	31 March 2025	31 March 2024
Expected benefits for year 1	118.18	81.84
Expected benefits for year 2	31.51	58.50
Expected benefits for year 3	38.97	27.91
Expected benefits for year 4	68.68	34.87
Expected benefits for year 5	93.31	63.13
Expected benefits for year 6	189.40	114.41
Expected benefits for year 7	257.39	167.35
Expected benefits for year 8	213.78	213.38
Expected benefits for year 9	201.80	182.34
Expected benefits for year 10 and above	705.11	476.74

The weighted average duration to the payment of these cash flows is 7.70 years (PY - 8.90 years) .

The following tables summarize the components of net benefit expense recognised in the Balance Sheet, Statement of Profit and Loss and Other Comprehensive Income:

Particulars	31 March 2025	31 March 2024
<b>(i) Net Liability Recorded in the Balance Sheet</b>		
Present value of unfunded defined benefit obligation	616.15	474.47
Amount not recognised due to asset limit		
<b>Net Defined Benefit Liability Recognised in the Balance Sheet</b>	<b>616.15</b>	<b>474.47</b>
Net defined benefit liability bifurcated as follows:		
Current	120.93	26.81
Non-Current	495.22	447.66
<b>(ii) Expense Recognised in Statement of Profit and Loss:</b>		
Current service cost	76.08	47.33
Past service cost	-	-
Administration expenses	-	-
Interest cost	34.29	28.97
Actuarial gain/loss	-	-
<b>Gratuity Cost</b>	<b>110.37</b>	<b>76.30</b>
<b>Comprehensive Income (OCI)</b>		
Opening amount recognised in OCI outside Profit and Loss Account	21.76	23.06
Remeasurements during the period due to:		
Changes in financial assumptions	17.88	8.56
Changes in demographic assumptions	-	-
Experience adjustments	6.85	(9.85)
Actual return on plan assets less interest on plan assets	-	-
Adjustment to recognise the effect of asset ceiling	-	-
<b>Closing Amount Recognised in OCI outside Profit and Loss Account</b>	<b>46.49</b>	<b>21.76</b>

### Reconciliation of Net Liability

The movement of net liability / asset from the beginning to the end of the accounting period as recognized in the balance sheet of the Company is shown below:

Particulars	31 March 2025	31 March 2024
Opening net defined Liability	474.47	397.35
Expense charged in Profit and Loss Account	110.37	76.30
Amount recognised outside Profit and Loss Account	7.95	33.82
Employer contributions	(25.61)	(33.00)
Impact of Liability assumed or (settled)***	-	-
<b>Closing Net Defined Liability</b>	<b>567.18</b>	<b>474.47</b>

\*\*\*On account of business contribution or inter group transfer

**Movement in Benefit Obligations**

A reconciliation of the benefit obligation during the inter-valuation period is given below:

Particulars	31 March 2025	31 March 2024
Opening of defined benefit	474.47	397.35
Current service cost	76.08	47.33
Past service cost	-	-
Interest on defined benefit obligation	34.29	28.97
Remeasurements due to:		
Actuarial loss/(gain) arising from change in financial assumptions	27.65	12.12
Actuarial loss/(gain) arising from change in demographic assumptions	-	-
Actuarial loss/(gain) arising on account of experience changes	(18.01)	17.48
Return on plan assets, excluding amount recognised in net interest expense	(1.69)	4.23
Benefits paid	(25.61)	(33.00)
Liabilities assumed/(settled)	-	-
Liabilities extinguished on settlements	-	-
<b>Closing of Defined Benefit Obligation</b>	<b>567.18</b>	<b>474.47</b>

**Movement in Plan Assets**

A reconciliation of the plan assets during the inter-valuation period is given below:

Particulars	31 March 2025	31 March 2024
Opening fair value of plan assets	-	-
Employer contributions	25.61	33.00
Interest on plan assets	-	-
Administration expenses	-	-
Remeasurements due to:		
Actual return on plan assets less interest on plan assets	-	-
Benefits paid	(25.61)	(33.00)
Assets acquired/(settled)***	-	-
Assets distributed on settlements	-	-
<b>Closing Fair Value of Plan Assets</b>	<b>-</b>	<b>-</b>

\*\*\*On account of business contribution or inter group transfer

**(b) Leave Encashment****(i) Particulars of Amounts Disclosed in the Balance Sheet**

Particulars	31 March 2025	31 March 2024
<b>Net Liability Recorded in the Balance Sheet</b>		
Current Liability	15.95	4.70
Non- Current Liability	158.08	149.39
<b>Net Liability Recognised in the Balance Sheet</b>	<b>174.04</b>	<b>154.09</b>

**Danlaw Technologies India Limited**  
(Amount expressed in ₹ unless otherwise stated)

(₹ in Lakhs)

### **33. Lease Liabilities**

The Company has adopted Ind AS 116 "Leases" with the inception of the lease being April 1, 2019 and has discounted lease payments using the incremental borrowing rate for measuring the lease liability.

The weighted average incremental borrowing rate applied to lease liabilities is 10.7%

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2025:

Particulars	Amount as on 01-04-2024	Additions	Termination during the year	Amortisation	Carrying Value as on 31-03-2025
ROU Asset	697.95	725.73	-	(208.02)	1,215.66

The following is the break-up of current and non-current lease liabilities as at March 31, 2025:

Particulars	31-Mar-25
<b>Current</b>	303.39
<b>Non – Current</b>	1,023.71
<b>Total</b>	<b>1,327.10</b>

The following is the movement in lease liabilities during the year ended March 31, 2025:

Particulars	31-Mar-25
Balance as on 01-04-2024	<b>755.10</b>
Additions to lease Liabilities	725.73
Termination during the year	-
Interest Expense	87.79
Cash Outflows during the year	(241.51)
Balance as on 31-03-2025	<b>1,327.10</b>

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2025 on an undiscounted basis:

Particulars	1 year	1-3 years	3-5 years	more than 5 years
Undiscounted Future Cash Outflows	304.02	604.66	415.83	1,417.75

Cash Outflows to which lessee is potentially exposed that are not reflected in the measurement of lease liabilities. This includes exposure arising from:

- Extension options and termination options
- Leases not yet commenced to which lessee is committed

**DANLAW TECHNOLOGIES INDIA LIMITED**  
**Notes forming part of the Stand alone financial statements**  
**(All amounts are in ₹ lakhs, except share data and where otherwise stated)**

**34 Financial Instruments**

**Financial instruments by category**

The carrying value and fair value of financial instruments carried at amortised cost

Particulars	Level	Carrying Value as at March 31,		Fair Value as at March 31,	
		2025	2024	2025	2024
<b>Assets:</b>					
<b>Non-Current</b>					
Loans	3	6.96	3.28	6.96	3.28
<b>Current</b>					
Trade Receivables	3	4,907.20	3,484.33	4,907.20	3,484.33
Cash and Cash Equivalents	3	2,236.40	2,241.65	2,236.40	2,241.65
Loans	3	2.06	2.64	2.06	2.64
Other Financial Assets		39.77	34.05	39.77	34.05
<b>Total</b>		<b>7,192.40</b>	<b>5,765.95</b>	<b>7,192.40</b>	<b>5,765.95</b>
<b>Liabilities:</b>					
<b>Non-Current</b>					
Borrowings	3	855.81	1,782.48	855.81	1,782.48
Other Financial Liabilities	3	-	-	-	-
<b>Current</b>					
Trade Payables	3	-	-	-	-
Borrowings	3	1,356.00	481.20	1,356.00	481.20
Other Financial Liabilities	3	173.28	484.82	173.28	484.82
<b>Total</b>		<b>2,385.09</b>	<b>2,748.50</b>	<b>2,385.09</b>	<b>2,748.50</b>

There are no financial instruments of the company that are subsequently measured at fair value.

**Fair value hierarchy**

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

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The carrying values of the current financial assets and current financial liabilities are taken as fair values because of their short term nature

The fair of non current financial assets is determined by using the discounted cash flow method by the management

**35. Disclosure related to CSR activities for the Company covered under section 135 of the Companies Act, 2013.**

	Fy 2024-25	Fy 2023-24
(a) amount required to be spent by the Company during the year *	28.05	9.72
(b) amount of expenditure incurred towards educational facilities/i	9.20	6.18
(c) shortfall at the end of the year*	18.85	3.54

\* The above said shortfall amount has been transferred to Unspent CSR account within 30 days from the end of the financial year. The same will be spent on the ongoing project with in the prescribed time period.

## Danlaw Technologies India Limited

## Notes to Financial Statements

(Amount expressed in ₹ unless otherwise stated)

## 36. Ratio Analysis

Particulars	Formula	For March'25	For March' 24	Variance	Reasons
(a) Current Ratio	Current Assets/ Current Liabilities	2.09	2.32	-10%	
(b) Debt-Equity Ratio	Total Debt/ Total Equity	0.29	0.39	-26%	The decrease is due to decrease in debt during the year.
(c) Debt Service Coverage Ratio	EBITD/ (Principal + Interest)	6.23	5.22	19%	The increase is due to decrease in debt during the year.
(d) Return on Equity Ratio	Profit after Tax/ Equity	0.25	0.38	-36%	The decrease is because of decrease in profit.
(e) Inventory turnover Ratio	Turnover/ Average Inventory	5.59	5.55	1%	
(f) Trade Receivables turnover Ratio	Sales/ Average Trade Receivables	5.20	6.50	-20%	The decrease is because of increase in debtors.
(g) Trade payables turnover Ratio	Purchases/ Average Trade Payables	5.04	6.42	-21%	The decrease is because of increase in creditors.
(h) Net capital turnover Ratio	Turnover/ Working Capital	3.74	3.64	3%	
(i) Net profit Ratio	Net Profit after Tax/ Sales	8.66%	10.53%	-18%	The decrease is because decrease in profit.
(j) Return on Capital employed	EBIT/ (Shareholder's Equity + Long term Liabilities)	32.44%	43.00%	-25%	The decrease is because decrease in borrowings.
(k) Return on investment	Interest Income/Investments	7.09%	2.28%	211%	The increase is because of increase in Fixed deposits.

**37 Other Statutory Information**

- 1 There are no proceedings initiated or pending against the company as at March 31, 2025, under Prohibition of Benami Property Transaction Act, 1988 (As amended in 2016)
- 2 The Company do not have any transactions with companies struck off as per Section 248 of the Companies Act, 2013 and Section 560 of the Companies Act, 1956
- 3 No immovable property is held by the Company except building which is constructed on leased land and lease agreements are duly executed in favour of the company.
- 4 The Company has been sanctioned working capital limits (non-fund based) in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company and found no material discrepancies.
- 5 The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 6 The company has complied with CSR provisions as per sec. 135 of the Companies Act, 2013
- 7 The Company has not declared/paid any dividend during the year
- 8 The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority. The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- 9 The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 10 The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- 11 The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

**As per our report of even date attached**

**for and on behalf of the Board of Directors of  
Danlaw Technologies India Limited**

**For CSVN & ASSOCIATES**

**Chartered Accountants**

**FRN: 012121S**

**Raju S. Dandu  
Chairman & Wholtime  
Director  
DIN: 00073484**

**A V R K Varma  
Chief Financial Officer**

**(CA.VENKATESH G.)**

**Partner**

**Membership No: 239608**

**Seshagiri Rao Putrevu  
Director  
DIN: 10743708**

**Gaurav Padmawar  
Company Secretary  
Membership No: ACS 44421**

**Place: Hyderabad**

**Date : 23-05-2025**