



To,

Date: 18.07.2025

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001. BSE Scrip Code: 532521	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C11, G-Block, 13andra-Kurla Complex, Bandra (E), Mumbai 400 051. NSE Scrip Code: PALREDTEC
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Dear Sir/ Madam,

Sub: Submission of Annual report for the FY 2024-25

In compliance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) 2015, we are herewith submitting Annual Report of the Company.

This is for the information and records of the Exchange, please.

Yours faithfully,
For Palred Technologies Limited



Shruti Mangesh Rege
CS & Compliance Officer

PALRED TECHNOLOGIES LIMITED

CIN: L72200TG1999PLC033131

Regd. Office: H.No. 8-2-703/2/B, Plot.No.2 Road.No.12, Banjara Hills, Hyderabad, Telangana- 500034.

Tele: +9140 67138810|Website:www.palred.com



INNOVATE. LEAD. REPEAT.

Annual Report | 2024-25

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Palem Supriya Reddy	- Chairperson & Managing Director (DIN: 00055870)
Ms. Stuthi Reddy	- Non-Executive Director (DIN: 07072774)
Mr. Srikar Reddy	- Non- Executive Director (DIN: 00001401)
Ms. Aakanksha	- Independent Director (DIN: 08792778)
Mr. Harmendra Gandhi	- Independent Director (DIN: 03599975)
Mr. Ravichandran Rajagopal	- Independent Director (DIN: 00110930)
Mr. P. Harish Naidu	- Chief Financial Officer (COAPP1465C)
Ms. Shruti Mangesh Rege	- Company Secretary (ANJPD2148L)

REGISTERED OFFICE

Palred Technologies Limited
Plot No. 2, 8-2-703/2/B, Road No.12,
Banjara Hills, Hyderabad- 500034,
Telangana, India.

CIN: L72200TG1999PLC033131

STATUTORY AUDITORS

M/s. MSKC & Associates
Chartered Accountants
1101/B, Manjeera Trinity Corporate,
JNTU - Hitech City Road, Kukatpally,
Hyderabad - 500 072.

INTERNAL AUDITOR

M/s. Seshachalam & Co,
"Wall Street Plaza", 1-11-256, St. No. 1
Begumpet, Hyderabad - 500 016.
Telangana, India.

SECRETARIAL AUDITOR

Mr. Vivek Surana
Practicing Company Secretary
Plot No. 8-2-603/23/3 & 8-2-603/23, 15,
2nd Floor, HSR Summit, Banjara Hills,
Road No. 10, Hyderabad,
Telangana - 500 034.

BANKERS

Axis Bank Limited
Kotak Mahindra Bank Limited
ICICI Bank Limited
Citi Bank

AUDIT COMMITTEE:

Mr. Harmendra Gandhi	- Chairman
Mr. Ravichandran Rajgopal	- Member
Mr. Srikar Reddy	- Member
Ms. Aakanksha	- Member

NOMINATION & REMUNERATION COMMITTEE:

Mr. Harmendra Gandhi	- Chairman
Mr. Ravichandran Rajgopal	- Member
Ms. Aakanksha	- Member
Mrs. P. Supriya Reddy	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Ms. Aakanksha	- Chairperson
Mr. Harmendra Gandhi	- Member
Mr. P. Supriya Reddy	- Member

RISK MANAGEMENT COMMITTEE:

Mr. P. Supriya Reddy	- Chairperson
Mr. Harmendra Gandhi	- Member
Mr. Ravichandran Rajgopal	- Member
Ms. Stuthi Reddy	- Member

REGISTRAR & SHARE TRANSFER

AGENTS:

M/s. KFin Technologies Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032.
Phone: 040-67162222,040-67161526
Website: www.kfintech.com
Email- einward.ris@karvy.com

LISTED AT:

National Stock Exchange of India Limited
Bombay Stock Exchange Limited

DEMAT ISIN NUMBER IN

NSDL& CDSL:

INE218G01033

WEBSITE:

www.palred.com

INVESTOR E-MAIL ID:

company@palred.com

CHAIRMAN'S MESSAGE

Palred Technologies: Bridging the Gap between Technology & People

Dear Valued Shareholders,

It is my privilege to present to you the 26th Annual Report of Palred Technologies Limited for the financial year 2024–25.

The last two years have been among the most testing periods in our journey. After several years of consistent growth and market leadership—especially through our brand pTron—we have experienced the brunt of an evolving consumer electronics landscape, marked by increased competition, margin pressures, and a notable slowdown in discretionary consumer spending.

Despite these external challenges, I remain confident that the structural changes we have implemented in FY 2023–24 and 2024–25 are laying the foundation for a more resilient and focused organization.

Building Operational Strength

During FY 2024–25, we continued our strategic investment in domestic manufacturing, with over 80% of our products now being assembled in-house at our facility in Nacharam, Hyderabad. This shift has helped us improve product quality, gain greater control over supply chains, and manage costs more efficiently.

While we saw degrowth in core categories like TWS (True Wireless Stereo) and Smart Wearables, we were encouraged by the steady performance of our Power Banks and Bluetooth Speakers. These utility-driven categories showed resilience and helped us stabilize parts of the portfolio.

We also took deliberate steps to optimize our product mix, reduce underperforming SKUs, and focus on value over volume. In a highly price-sensitive market, our goal is to build sustainability—not just scale.

Channel Innovation and Consumer Access

A bright spot during the year was our successful foray into quick commerce platforms like Instamart and Zepto. These channels have redefined how consumers discover and buy tech accessories, and we are excited about their long-term potential. At the same time, we continued to maintain strong positions on leading marketplaces such as Amazon and Flipkart.

Looking Ahead with Realism and Resolve

We acknowledge that FY 2024–25, like the year before, did not meet our financial expectations. However, these years have been transformational in forcing us to rethink our execution models, sharpen our strategic priorities, and build greater internal discipline.

Our focus in the coming year will be on:

- Driving profitability through tighter operational controls
- Reinvigorating underperforming categories with innovation-led offerings
- Scaling quick commerce and high-efficiency retail models
- Enhancing customer experience and retention across platforms

Gratitude and Commitment

None of this would be possible without the unwavering support of our employees, who continued to demonstrate passion and perseverance even in difficult times. I also thank our vendors, platform partners, and distributors for their collaboration and belief in our brand vision.

To our shareholders, I offer my sincere appreciation for your trust, patience, and confidence in our long-term strategy. While the past two years have been tough, I truly believe we are emerging leaner, smarter, and better prepared for sustainable success.

With commitment, innovation, and discipline, we will rebuild momentum and move forward—together.

Thank you,

Palem Supriya Reddy

Chairperson & Managing Director

NOTICE

Notice is hereby given that the 26th Annual General Meeting of members of M/s. Palred Technologies Limited will be held on Saturday, the 9th day of August, 2025 at 11.30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Srikar Reddy (DIN: 00001401), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of M/s Vivek Surana & Associates, Company Secretary's as Secretarial Auditor of the Company:

To consider and, if thought fit, to pass with or without modification(s), 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, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or reenactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded for the appointment of M/s. Vivek Surana & Associates, Practicing Company Secretaries (Firm Unique Code: S2014TL278800 & Peer Review Certificate No. 1809/2022) as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, from financial year 2025-26 to financial year 2029-30, at such remuneration (plus applicable taxes and out of pocket expenses at actuals) and on such terms and conditions as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

4. Appointment of Mr. Harmendra Gandhi (DIN: 03599975) as an Independent Director of the Company:

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

RESOLVED THAT pursuant to the provisions of Sections

149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules"), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, as amended from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as "the Board," which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), Mr. Harmendra Gandhi, who was appointed as an Additional Director of the Company in the Independent category at the Board meeting held on 12.05.2025 and who holds office up to the date of the ensuing Annual General Meeting or within three months from the date of his appointment, whichever is earlier, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years with effect from 13.05.2025 to 12.05.2030, and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

5. Appointment of Mr. Ravichandran Rajgopal (DIN: 00110930) as an Independent Director of the Company:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules"), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, as amended from time to time, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as "the Board," which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), Mr. Ravichandran Rajgopal, who was appointed as an Additional Director of the Company in the Independent category at the Board meeting held on 12.05.2025 and who holds office up to the date of the ensuing Annual General Meeting or within three months from the date of his appointment, whichever is

earlier, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years with effect from 13.05.2025 to 12.05.2030, and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

6. Re Appointment of Mrs. Aakanksha Sachin Dubey (DIN: 08792778) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as well as Regulations 17, 25, and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded to the re-appointment of Mrs. Aakanksha Sachin Dubey (DIN: 08792778), who holds office as an Independent Director up to June 24, 2025, and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from June 25, 2025, to June 24, 2030."

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

7. To approve material related party transaction to be entered with Palred Electronics Private Limited, subsidiary company:

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

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company,

approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Palred Electronics Private Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations, during financial year 2025-26, for an aggregate value not exceeding Rs.100 crores, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

For and on behalf of the Board of Directors
For Palred Technologies Limited
Sd/-

Place: Hyderabad

Date: 28.05.2025

P. Supriya Reddy

Chairperson & Managing Director
(DIN: 00055870)

NOTES

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, Circular No. 03/2022 dated 05.05.2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, circular no. SEBI/ HO/ CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024. Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the MCA Circulars granted certain relaxations and thus permitted the holding of Annual General Meeting ("AGM") of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA / SEBI Circulars, as applicable, the AGM of the Company is being held through VC / OAVM (e-AGM).
2. The Deemed Venue of the 26th AGM of the Company shall be its Registered Office.
3. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
4. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
6. Compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report (viz. Financial Statement) for Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice and Annual Report for Financial Year 2024-25 will also be available on the Company's website www.palred.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of R&T Agent of the Company viz. KFin at <https://kfintech.com>.

Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), folio No (in case of physical mode shares) via e-mail at the Email Id – einward.ris@kfintech.com for obtaining the Annual Report and Notice of e-AGM of the Company electronically.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. The facility of joining the e-AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the e-AGM, and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 03.08.2025 to 09.08.2025 (both days inclusive) for the purpose of AGM.
10. Mr. Vivek Surana, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting/e-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman, or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company at www.bseindia.com, www.nseindia.com (where the Company is listed) and www.evotingindia.com (agency providing e-Voting facility).
11. Members of the Company under the category of Institutional/ Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email at cspalredtec@gmail.com and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.
12. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in demat mode and with RTA in case the shares are held by them in physical mode.
13. To register e-mail address for all future correspondence and update the bank account details, please follow the below process:
 - a. Members holding shares in Demat mode can get their details registered/updated only by contacting their respective DP.

- b. Members holding shares in physical mode may register their email address and mobile number with the RTA by sending an e-mail request to the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address and mobile number, self-attested copy of Permanent Account Number Card ("PAN") and copy of a share certificate for registering their email address. Additional details like name and branch of Bank along with bank account type, bank account number, 9-digit MICR code, 11-digit IFSC code and scanned copy of cancelled cheque will be required for updating bank account details.
14. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical mode are required to submit their PAN details to the RTA.
15. As per the provisions of Section 72 of the Companies Act, 2013 ("the Act"), the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DP in case the shares are held by them in demat mode, and to the RTA, in case the shares are held in physical mode.
16. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:
- A. VOTING THROUGH ELECTRONIC MEANS
- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting system on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.
- ii. The remote e-Voting period commences on Wednesday, the 06th day of August, 2025 (9.00 A.M. IST) and ends on Friday, the 8th day of August, 2025 (5.00 P.M. IST). During this period, Members holding shares either in physical mode or in demat mode, as on Saturday, the 2nd day of August, 2025 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., 02.08.2025
- v. Any person or non-individual Shareholders (in physical mode/ 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 may follow the steps mentioned below.
- vi. Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in demat mode.
- In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>a. Users who have opted for 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 URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") i.e. CDSL, for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL/KFin, so that the user can visit the ESP website directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>a. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com.</p> <p>b. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>c. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider- CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>d. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>e. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>f. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>g. 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- CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	<p>d. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>e. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>f. Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43..
Individual Shareholders holding securities in Demat mode with NSDL	facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

vii. **Login method for e-Voting and voting during the meeting for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.**

a) The shareholders should log on to the e-voting website www.evotingindia.com.

b) Click on Shareholders tab/ module.

c) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- Members holding shares in Physical Form should enter Folio Number registered with the Company.

d) Next enter the Image Verification as displayed and Click on Login.

e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

f) If you are a first time user follow the steps given below:

Login type	For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.
PAN	Enter your 10-digit alpha-numeric "PAN" issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

g) After entering these details appropriately, click on "SUBMIT" tab.

h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in Demat mode will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat account holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

m) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

q) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot password and enter the details as prompted by the system.

r) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only.**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney ("POA") which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz: ssrfcs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC AND E-VOTING DURING THE AGM:

- i. The procedure for attending AGM and e-Voting on the day of AGM is same as the instructions mentioned above for e-Voting.
- ii. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM.
- iv. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- v. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- vi. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- vii. Further Shareholders will be required to allow Camera (in case of speakers) and use Internet with a good speed to avoid any disturbance during the AGM.
- viii. 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.
- ix. Members (holding shares as on Cut-off date) who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, on or before Saturday, August 2, 2025, from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at company@palred.com. 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.
- x. Only those Shareholders, who are present in the AGM through VC 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 available during the AGM.

- xi. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

17. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act, shall be available for inspection during the AGM at e-Voting portal.
18. Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the AGM along with details pursuant to SEBI Regulations and other applicable laws are annexed hereto. All documents referred to in the accompanying Notice and the Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to company@palred.com.
19. The term 'Members' or 'Shareholders' has been used to denote Shareholders of Palred Technologies Limited.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.Palred.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.

For and on behalf of the Board of Directors
For Palred Technologies Limited
Sd/-

Place: Hyderabad
Date: 28.05.2025

P. Supriya Reddy
Chairperson & Managing Director
(DIN: 00055870)

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No: 3 Appointment of M/s Vivek Surana & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 12, 2025 have approved and recommended the appointment of M/s. Vivek Surana & Associates, Practicing Company Secretaries (Firm Unique Code: S2014TL278800 & Peer Review Certificate No. 1809/2022) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from Financial Year 2025-26 to Financial Year 2029-30.

The Audit Committee and the Board of Directors considered the following factors in recommending the appointment of M/s. Vivek Surana & Associates, as Secretarial Auditors of the Company:

- background of the firm, their experience and competence in conducting secretarial audit of the Company; and
- ability of the firm to understand the business of the Company and identify compliance of major laws and regulations applicable to the Company
- the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

Accordingly, Members are requested to confirm the appointment of M/s. Vivek Surana & Associates, Practicing Company Secretary, as Secretarial Auditors of the Company, to conduct the Secretarial Audit for a period of 5(five) consecutive years i.e. FY 2025-26 to FY 2029-30.

The Board recommends an ordinary resolution set out at item no. 3 of the accompanying notice for approval of Members

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 4: Appointment of Mr. Harmendra Gandhi (DIN: 03599975) as an Independent Director of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 12, 2025 appointed Mr. Harmendra Gandhi as an Additional Director who shall holds office up to the date of the ensuing Annual General Meeting or within three months from her appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

The Nomination and Remuneration Committee (NRC), taking into consideration the skills, expertise, and competencies

required for the Board in the context of the Company's business and sectors, and based on the performance evaluation, concluded and recommended to the Board that Mr. Harmendra Gandhi qualifications and extensive experience meet the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Harmendra Gandhi continues to possess the identified core skills, expertise, and competencies fundamental for effective functioning in his role as an Independent Director of the Company.

The Company has received a declaration from Mr. Harmendra Gandhi confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Mr. Harmendra Gandhi has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated, which could impair or impact his ability to discharge his duties. Mr. Harmendra Gandhi has confirmed that he is not debarred from holding the office of Director of the Company by virtue of any SEBI order or any other such authority.

Further, Mr. Harmendra Gandhi is not disqualified from being appointed as a Director under Section 164 of the Act and has given his consent to act as a Director. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Mr. Harmendra Gandhi has also passed the online proficiency self-assessment test conducted by the IICA.

Accordingly, it is proposed to appoint Mr. Harmendra Gandhi as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board recommends a Special Resolution set out at item no. 4 of the accompanying notice for approval of Members

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5: Appointment of Mr. Ravichandran Rajgopal (DIN: 00110930) as an Independent Director of the Company

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 12, 2025 appointed Mr. Ravichandran Rajgopal as an Additional Director who shall holds office up to the date of the ensuing Annual General Meeting or within three months from his appointment, whichever is earlier, pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

The Nomination and Remuneration Committee (NRC), taking into consideration the skills, expertise, and competencies required for the Board in the context of the Company's business and sectors, and based on the performance evaluation, concluded and recommended to the Board that Mr. Ravichandran Rajgopal qualifications and extensive experience meet the skills and capabilities required for the role of Independent Director of the

Company. The Board is of the opinion that Mr. Ravichandran Rajgopal continues to possess the identified core skills, expertise, and competencies fundamental for effective functioning in his role as an Independent Director of the Company.

The Company has received a declaration from Mr. Ravichandran Rajgopal confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Mr. Ravichandran Rajgopal has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated, which could impair or impact his ability to discharge his duties. Mr. Ravichandran Rajgopal has confirmed that he is not debarred from holding the office of Director of the Company by virtue of any SEBI order or any other such authority.

Further, Mr. Ravichandran Rajgopal is not disqualified from being appointed as a Director under Section 164 of the Act and has given his consent to act as a Director. He has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA). Mr. Harmendra Gandhi has also passed the online proficiency self-assessment test conducted by the IICA.

Accordingly, it is proposed to appoint Mr. Ravichandran Rajgopal as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board recommends a Special Resolution set out at item number 5 of the accompanying notice for approval of Members

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6: Re appointment of Mrs. Aakanksha Sachin Dubey (DIN: 08792778) as an Independent Director of the Company

Mrs. Aakanksha Sachin Dubey was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, with effective from June 25, 2020, to hold office up to June 24, 2025. The members at the AGM held on October 10, 2020 had approved the same. He is due for retirement from the first term as an independent director on June 24, 2025.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Aakanksha Sachin Dubey during her first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory advisory, business reorganization, and vast business experience, among others, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that Aakanksha Sachin Dubey possesses the requisite skills and capabilities, which would be of immense benefit to the Company,

and hence, it is desirable to reappoint him as an independent director. Based on the recommendation of the NRC, the Board, recommended the reappointment of Aakanksha Sachin Dubey as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective June 25, 2025, to June 24, 2030 (both days inclusive). As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each.

Aakanksha Sachin Dubey fulfils the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Aakanksha Sachin Dubey for the office of Independent Director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Aakanksha Sachin Dubey, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board and based on its evaluation, Aakanksha Sachin Dubey fulfils the conditions specified in the Act, and Rules made there under and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company. The Board considers that the continued association of Aakanksha Sachin Dubey would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Aakanksha Sachin Dubey as an independent director of the Company, for a second term of 5 (five) years effective June 25, 2025, to June 24, 2030, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made there under including any statutory modification (s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Accordingly, it is proposed to appoint Mrs. Aakanksha Sachin Dubey as an Independent Director of the Company, who shall not be liable to retire by rotation. The Board commends the Special Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 7: To approve material related party transaction to be entered with Palred Electronics Private Limited, subsidiary company:

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related

parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, The last Annual Audited Consolidated Turnover of Palred Technologies Limited for the financial year 2024-25 was 8566.56 Lakhs and 10% of the Annual Consolidated Turnover is

Rs.856.65 Lakhs. The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Palred Electronics Private Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 28th May, 2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

Details of the existing as well as new material related party transactions with, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

S. No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	M/s. Palred Electronics Private Limited	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	In the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.	
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary and the related party.	Palred Technologies Limited holds 78.17% of the Equity Share Capital of Palred Electronics Private Limited	
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity whether direct or indirect, in the related party.	Palred Technologies Limited holds 78.17% of the Equity Share Capital of Palred Electronics Private Limited	
6.	Shareholding of the related party, whether direct or indirect, in the listed entity	NA	
A(3). Financial performance of the related party (Rs. in lakhs)			
7.	Standalone turnover of the related party for each of the last three financial years:	For FY 2024-25 - 8587.29 For FY 2023-24 - 11,736.41 For FY 2022-23 - 14,864.95	
8.	Standalone net worth of the related party for each of the last three financial years:	For FY 2024-25 - (496.15) For FY 2023-24 - 621.65 For FY 2022-23 - 1335.15	
9.	Standalone net profits / (loss) of the related party for each of the last three financial years:	For FY 2024-25 - (1116.90) For FY 2023-24 - (711.04) For FY 2022-23 - (194.23)	
A(4). Details of previous transactions with the related party			
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	For F.Y. 2024-25- 4750.00 For F.Y. 2023-24- 4750.00 For F.Y. 2022-23- 4290.57	
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	4750 Rs. in lakhs for FY 2024-25	
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes	

13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Not Applicable	
A(5). Amount of the proposed transactions (All types of transactions taken together)			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs.100.00 /- crores To provide a loan and / or corporate guarantee or provide security to an extent of Rs. 100 crores in connection with any Loan taken / to be taken / availed / to be availed by M/s. Palred Electronics Private Limited for an aggregate value of up to Rs.100.00 Crores (Rupees One Hundred Crores Only) in different tranches from time to time.	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Consolidated Turnover of the Company (PTL) as per audited financials for the year ended 31.03.2025 is Rs. 85.66 crores and the proposed transaction value i.e., Rs. 100.00 Crores, constitutes 116.74% of the above said turnover.	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	116.74%	
B. Details for specific transactions			
B(1). Basic details of the proposed transaction			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Investment and / or providing loan and/or corporate guarantee or any security in connection with any Loan taken / to be taken / availed / to be availed by M/s. Palred technologies for an aggregate value up to Rs.100.00 Crores (Rupees One Hundred Crores Only).	
2.	Details of the proposed transaction	provide a loan and / or corporate guarantee or provide security in connection with any Loan taken / to be taken / availed / to be availed by M/s. Palred Electronics Private Limited for an aggregate value of up to Rs.100.00 Crores (Rupees One Hundred Crores Only) in different tranches from time to time.	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5 years from the date of this Annual General Meeting (in one or more tranches).	
4.	Indicative date / timeline for undertaking the transaction	Within 5 years from the date of passing of the resolution in the general body meeting.	
5.	Whether omnibus approval is being sought?	No	
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Loan and / or corporate guarantee or provide security in connection with any Loan taken / to be taken / availed / to be availed by M/s. Palred Electronics Private Limited for an aggregate value of up to Rs.100.00 Crores (Rupees One Hundred Crores Only) in different tranches from time to time.	

7.	Whether the RPTs proposed to be entered into are: i. not prejudicial to the interest of public shareholders, and ii. going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from the CEO or CFO or any other KMP of the listed entity and also from all promoter directors of the listed entity will be placed at the meeting	
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	Palred Electronics Private Limited is a material subsidiary Company of Palred Technologies Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.	
9.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mrs. Palem Supriya Reddy, C& MD of Palred Technologies Limited is a promoter of Palred Electronics Private Limited and Ms. Stuthi Reddy, promoters and Director of Palred Technologies Limited is a Director of M/s. Palred Electronics Private Limited. Mr. Srikar Reddy, Director of the listed entity is a relative of Mrs. Palem Supriya Reddy and ms. Stuthi Reddy. None of the abovementioned persons hold more than 2% of total shareholding in the related Party i.e. Palred Electronics Private Limited.	
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.	Mrs. Palem Supriya Reddy, C& MD of Palred Technologies Limited is a promoter of Palred Electronics Private Limited and Ms. Stuthi Reddy, promoters and Director of Palred Technologies Limited is a Director of M/s. Palred Electronics Private Limited. Details of shareholding in the listed Entity i.e. Palred Technologies Limited (more than 2%): a. Mrs. Palem Supriya Reddy- 16,02,261 equity shares (13.10 % of total shareholding) b. Ms. Stuthi Reddy- 10,00,00v0 equity shares (8.17% of total Shareholding)	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
12.	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary			
13.	Rationale for giving guarantee, surety, indemnity or comfort letter	Palred Electronics Private Limited is a material subsidiary Company of Palred Technologies Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders	
14.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked	No indebtedness is incurred at present.	

	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	100 crores	
	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not Applicable	
	Details of solvency status and going concern status of the related party during the last three financial years:	For FY 2024-25 - Turnover- Rs. 8587.29 Lakhs Loss- Rs. 1117.80 Lakhs For FY 2023-24 - Turnover- 11736.41 Lakhs Loss- Rs. 713.50 Lakhs For FY 2022-23 - Rs. 14,864.95 Lakhs Loss- Rs. 194.23 Lakhs	
	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	For FY 2024-25 - Nil For FY 2023-24 - Nil For FY 2022-23 - Nil	

Minimum information to be provided to the shareholders for consideration of RPTs

- Information as placed before the Audit Committee in the format as specified in Para 4 of these Standards, to the extent applicable.** Yes, provided the Audit Committee but Point no. B(2) B(3) B(4) B(6) B(7) to B(8) of table forming part of Clause 4 of the Standards is not applicable.
- The Audit Committee can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity from disclosures to shareholders. Further, the Audit Committee shall certify that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision-making.** Not Applicable
- Justification as to why the proposed transaction is in the interest of the listed entity.**
Palred Electronics Private Limited is a material subsidiary Company of Palred Technologies Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.
- Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders**
Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.
- Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity.**
Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.
- Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:** In this case valuation report is not required. All the Transactions with Palred Electronics Private Limited are in the Ordinary Course of Company's business and are at Arm's Length basis.
- In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.:** Not Applicable
- Comments of the Board/ Audit Committee of the listed entity, if any:** Audit Committee and Board approved the same.
- Any other information that may be relevant:** All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The material related party transactions as set out in Item No. 7 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution as set out in Item No.7 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above, are concerned or interested in the respective resolutions.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolutions as set out in Item No. 7.

Details of Directors seeking appointment at the Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Harmendra Gandhi	Mr. Ravichandran Rajgopal	Mrs. Aakanksha Sachin Dubey
DIN	03599975	00110930	08792778
Date of Birth	15/10/1968	10/07/1962	09/03/1992
Date of first appointment	NA	NA	25/06/2020
Board Meetings attended during the year	NA	NA	4
Brief Resume, Qualification and Experience	Mr. Harmendra Gandhi has over 30 years of experience in corporate restructuring, equity research, and investment advisory across diverse sectors. He has served as a Lead Equity Analyst for the Technology and Mid-cap sectors at global financial institutions such as Lehman Brothers and Nomura Securities. In addition, he has held key roles in IT services companies, including IBM, in both the USA and India. Mr. Gandhi holds an MBA from the Indian Institute of Management (IIM), Bangalore, and B. Tech from the Indian Institute of Technology (IIT), Kanpur.	Mr. Ravichandran Rajagopal holds a Post Graduate Diploma in Management (PGDM) from the Indian Institute of Management (IIM), Calcutta, and a Bachelor's degree in Engineering from Madras University. He brings with him extensive experience in leadership and strategic roles across various industries. He currently serves as a Whole-time Director on the Board of Anjani Foods Limited and is also an Independent Director on the Boards of Andhra Cements Limited and Sagar Cements Limited.	A commerce graduate from St. Francis College for Women, Hyderabad is a Company Secretary by Profession qualified in the year 2016 from the Institute of Company Secretaries of India (ICSI). After qualifying, she has worked as a Company Secretary of listed companies for two years (2016 - 2018) prior to venturing into her own Practice in the year 2018. She has a reasonable experience and knowledge of secretarial compliances including SEBI regulations and provisions of the Company Law applicable to listed and unlisted companies. From the time of entering into practice she has a varied experience not only on providing consultation to the companies on secretarial matters but has also assisted / completed / been a part of executing process of SME listing, revocation of a listed company under suspension on stock exchange, buy-back of shares in unlisted companies, fast track mergers and mergers through NCLT route, preferential allotment of shares and warrants in listed and unlisted companies. She is also pursuing Bachelors in Law in order to enhance her professional skills.
Expertise in specific functional area	Corporate Restructuring, Equity research, and Investment Advisory	Leadership roles and Management Services	Secretarial & Legal
Terms and conditions of appointment	Appointment as Non-Executive Director (Independent) w.e.f. 13.05.2025 for a period of 5 years	Appointment as Non-Executive Director (Independent) w.e.f. 13.05.2025 for a period of 5 years	Re Appointment as Non-Executive Director (Independent) w.e.f. 24.06.2025 for a period of 5 years
Remuneration drawn, if any	Not Applicable	Not Applicable	Not Applicable

Relationships between Directors inter se	Except Mr. Harmendra Gandhi, Independent Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.	Except Mr. Ravichandran Rajagopal, Independent Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.	Except Mrs. Aakanksha Sachin Dubey, Independent Director being his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.
Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*	NIL		1. SAMSRITA LABS LIMITED 2. VINTAGE COFFEE AND BEVERAGES LIMITED 3. EYANTRA VENTURES LIMITED
Number of shares held in the Company	Mr. Harmendra Gandhi is not holding any equity shares of the Company as on date.	Mr. Ravichandran Rajagopal is not holding any equity shares of the Company as on date.	Mrs. Aakanksha Sachin Dubey is not holding any equity shares of the Company as on date.
Directorships held in other companies (excluding Foreign Companies)	Paripakv Educational Foundation	1.Senta Foodwork Private Limited 2. PH4 Food & Beverages Private Limited 3. Vishnu Foundation Technology Business Incubator 4. Vishnu Venture Labs Foundation	1. BANDARAM PHARMA PACKTECH LIMITED 2. OXYGENTA PHARMACEUTICAL LIMITED
Memberships/ Chairpersonships of committees of other companies	NIL	10	NIL

For and on behalf of the Board of
Palred Technologies Limited

Sd/-

P. Supriya Reddy

Chairperson & Managing Director

(DIN: 00055870)

Place: Hyderabad

Date: 28.05.2025

DIRECTORS' REPORT

To the Members,
Palred Technologies Limited,
 Hyderabad, Telangana, India

The Board of Directors hereby submits the report of the business and operations of your Company ('the Company' or 'Palred') along with the audited "Financial statement for the "Fiscal Year ended March 31, 2025. The Consolidated performance of the Company and its subsidiaries has been referred to where required.

1. Financial summary/highlights:

The performance during the period ended 31st March, 2025 has been as under:

(Amount in Lakhs)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Turnover/Income (Gross)	150.00	150.00	8,566.56	11,598.70
Other Income	388.60	299.62	410.06	445.63
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	387.75	298.82	(175.90)	295.16
Less: Depreciation/ Amortisation/ Impairment	5.04	6.16	123.35	165.62
Profit /loss before Finance Costs, Exceptional items and Tax Expense	382.71	292.66	(299.25)	129.54
Less: Finance Costs	1.34	1.71	562.83	639.24
Profit /loss before Exceptional items and Tax Expense	381.37	290.95	(862.08)	(509.70)
Add/(less): Exceptional items	0	(200.65)	0	0
Profit /loss before Tax Expense	381.37	90.30	(862.08)	(509.70)
Less: Tax Expense (Current & Deferred)	174.56	0	174.56	0
Profit /loss for the year (1)	206.81	90.30	(1036.64)	(509.70)
Total Comprehensive Income/loss (2)	(3.03)	(0.62)	3.45	(3.67)
Total (1+2)	203.78	89.68	(1033.19)	(513.36)
Balance of profit /loss for earlier years	(5800.52)	(5890.83)	(6732.91)	(6385.12)
Less: Transfer to Debenture Redemption Reserve	0	0	0	0
Less: Transfer to Reserves	0	0	0	0
Less: Dividend paid on Equity Shares	0	0	0	0
Less: Dividend paid on Preference Shares	0	0	0	0
Less: Dividend Distribution Tax	0	0	0	0
Balance carried forward	(5593.71)	(5800.52)	(7521.10)	(6732.91)

2. Overview & state of the company's affairs:

Revenues – standalone

During the year under review, the Company has recorded an income of Rs. 538.60 Lakhs and profit of Rs. 203.78 Lakhs as against the income of Rs. 449.62 Lakhs and profit of Rs. 89.68 Lakhs in the previous financial year ending 31.03.2024.

Revenues – Consolidated

During the year under review, the Company has recorded an income of Rs. 8976.62 Lakhs and loss of Rs. (1036.65) Lakhs as against the income of Rs. 12,044.33 Lakhs and loss of Rs. (513.36) Lakhs in the previous financial year ending 31.03.2024.

The Company is looking forward for good profit margins in near future.

3. Dividend:

Keeping the Company's growth plans in mind, your directors have decided not to recommend dividend for the year.

4. Transfer to reserves:

Pursuant to provisions of Section 134 (3) (j) of the Companies Act, 2013, the company has not proposed to transfer any amount to general reserves account of the company during the year under review.

5. Investor Relations:

The Company continuously strives for excellence in its Investor Relations engagement with International and Domestic investors through structured conference-calls and periodic investor/analyst interactions like individual meetings, participation in investor conferences, quarterly earnings calls and analyst meet from time to time. The Company ensures that critical information about the Company is available to all the investors, by uploading all such information on the Company's website.

6. Material changes & commitment affecting the financial position of the company:

There have been no material changes and commitments affecting the financial position of the Company which have occurred during the end of the Financial Year of the Company to which the financial statements relate and the date of the report.

7. Significant & material orders passed by the regulators or courts or tribunals:

No significant or material orders have been passed against the Company by the Regulators, Courts or Tribunals, which impacts the going concern status and company's operations in future.

8. Transfer of un-claimed dividend to Investor Education and Protection:

The Company has not transferred any amount against un-claimed dividend to Investor Education and Protection Fund during the period under report.

9. Details of Nodal Officer:

The Company has designated Mr. Harish Naidu as a Nodal Officer for the purpose of IEPF.

10. Investor Education and Protection Fund (IEPF):

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government

During the Year, the Company has not transferred any amount to Investor Education and Protection Fund.

11. Revision of financial statements:

There was no revision of the financial statements for the year under review.

12. Change in the nature of business, if any:

The Company has not undergone any change in the nature of business during the FY 2024-25.

13. Deposits from public:

The Company has not accepted any public deposits during the Financial Year ended March 31, 2025 and as such, no amount of principal or interest on public deposits was outstanding as on the date of the balance sheet.

Since the Company has not accepted any deposits during the Financial Year ended March 31, 2025, there has been no non-compliance with the requirements of the Act.

14. Subsidiary companies:

Your Company has three subsidiaries namely Palred Technology Services Private Limited, Palred Electronics Private Limited and Palred Retail Private Limited as on March 31, 2025.

In accordance with Section 129(3) of the Act, Consolidated Financial Statements have been prepared which form part of this Annual Report. As required under Section 129(3) of the

Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of the subsidiaries in the prescribed form AOC-1 is enclosed as Annexure – B to this Report.

In accordance with Section 136 of the Act, the separate audited accounts of the subsidiary companies will be available on the website of the Company, www.palred.com and the Members desirous of obtaining the accounts of the Company's subsidiaries may obtain the same upon request. These documents will be available for inspection by the members, till the date of AGM during business hours at registered office of the company.

The Policy for determining Material Subsidiaries, adopted by your Board, in conformity with the SEBI Listing Regulations can be accessed on the Company's website at www.palred.com.

15. Performance highlights of key operating subsidiaries:

Palred Electronics Private limited:

Palred Electronics Pvt Ltd (PEP) owns the consumer electronics brand, pTron, a leading player in India's value-focused digital accessories market. Offering a wide array of affordable and innovative products—ranging from **TWS, Headphones, Smart Wearables, Power Banks, Bluetooth Speakers, Cables, and Chargers** pTron continues to serve millions of customers through online, offline, and quick commerce channels.

Economic and Industry Overview

The Indian consumer electronics industry faced continued turbulence during FY 2024-25. Persistently high inflation, cautious consumer spending, and significant pricing pressure across e-commerce platforms created a challenging market environment. Segments like TWS and Smart Wearables witnessed sharp degrowth due to saturation and declining average selling prices (ASPs), while demand in utility-led segments remained stable.

The year also saw a strong rise in new-age channels like quick commerce, which offered promising new avenues for reaching consumers faster and more efficiently, especially for fast-moving accessories.

Performance Overview

FY 2024-25 was a challenging year for pTron, as the company dealt with industry-wide headwinds and demand slowdowns. Despite these conditions, several strategic developments helped build a stronger foundation for the future:

Manufacturing Capabilities

Over **80% of the company's volume was assembled in-house** at the Nacharam facility in Hyderabad. This allowed pTron to gain better control over quality, reduce lead times, and improve operating efficiency.

Revenue and Profitability

The company witnessed a decline in overall revenue, led by sharp de-growth in the TWS segment and muted sales of Smart Wearables. The company reported a net loss of Rs. 1117.79 Lakhs up from the previous year, primarily due to lower volumes, intense discounting pressure, and high return rates in wearables and audio products.

Segment Performance:

While the TWS and Wearables segments underperformed, Power Banks and Bluetooth Speakers showed positive

momentum. These categories benefitted from stable demand, improved product quality, and increasing traction in online and offline markets.

Channel Expansion:

A major strategic highlight was pTron's successful entry into quick commerce platforms like Instamart and Zepto, which opened up a high-velocity channel for fast-moving accessories and laid the foundation for future volume growth.

Business Strategy

The company's approach during FY 2024-25 was grounded in operational consolidation and forward-looking channel investment. Key strategic focus areas included:

- Enhancing in-house manufacturing efficiencies and reducing dependency on imports.
- Rationalizing SKUs to focus on profitable, high-conversion products.
- Expanding distribution through quick commerce platforms.
- Shifting marketing investments to ROI-driven campaigns and influencer-led product visibility.

Risks and Concerns

The company continues to monitor key risks that could impact its performance going forward:

- Market saturation and aggressive discounting in TWS and entry-level wearables.
- Increased customer return rates, especially in low-priced categories.
- Price pressure and margin compression from marketplaces and aggregators.
- Fluctuations in raw material prices and potential import cost escalation due to regulatory changes.

Outlook

FY 2024-25 was a difficult year but also a critical period of reset for the brand. With category-level learnings, manufacturing scale, and new distribution channels now in place, pTron is positioning itself to return to growth. The company will focus on:

- Scaling its presence in quick commerce.
- Revamping its TWS and wearables line-up with better product design and performance.
- Investing in marketing efficiency and portfolio depth in stable categories like Power Banks and Speakers.

Conclusion

FY 2024-25 was marked by both adversity and resilience for pTron. While the topline and profitability were affected by external challenges and internal transitions, the strategic groundwork laid during the year—particularly in domestic production and channel innovation—has positioned the company for a stronger and more profitable FY 2025-26.

Palred Retail Private Limited:

Palred Retail Private Limited owns ecommerce website, ptron.in and www.LatestOne.com that specialize in selling of tech and mobile accessories such as Bluetooth speakers and headsets, cables, power banks, headsets, smart watches, fashion accessories etc.

Palred Technology Services Private Limited:

PTS offers a bouquet of Products through its brand "Xmate" that is exclusively available on Amazon.in. Xmate Sells products like Bluetooth headsets, Bluetooth speakers, wired headsets, chargers and cables, Computer Accessories, Cameras & Camera Accessories etc. The brand faced many challenges since inception because of high advertisement costs and competition from other big brands. The Company was not able to achieve desired growth and it continues to make losses. Hence, the Company has decided to exit "Xmate" brand business.

16. Companies which have become or ceased to be subsidiaries:

During the FY 2024-25, there was no change in subsidiaries. For further analysis on the consolidated performance, the attention is invited to the section on Management Discussion and Analysis and notes to the consolidated financial statements.

17. Investment in subsidiaries:

During financial year 2024-25, the Company had not infused any capital in Subsidiary Companies.

18. Brand protections:

Your Company has taken appropriate actions against counterfeits, fakes and other forms of unfair competitions/trade practices.

PALRED, PTRON, #BELOUDBEPROUD, DaZon, Xmate and LATESTONE are key intangible assets of the Company and its subsidiaries.

19. Independent director's familiarization programmes:

Independent Directors are familiarized about the Company's operations, businesses, financial performance and significant development so as to enable them to take well-informed decisions in timely manner. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company are also made to the directors. Direct meetings with the Chairperson are further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarisation programme held in FY 2024-25 are also disclosed on the Company's website and its web link is <http://www.palred.com>

20. Board Evaluation

Performance of the Board and Board Committees was evaluated on various parameters such as structure, composition, diversity, experience, corporate governance competencies, performance of specific duties and obligations, quality of decision-making and overall Board effectiveness. Performance of individual Directors was evaluated on parameters such as meeting attendance, participation and contribution, engagement with colleagues on the Board, responsibility towards stakeholders and independent judgement. All the Directors were subjected to peer-evaluation.

All the Directors participated in the evaluation process. The results of evaluation were discussed in the Board meeting held in February 2025. The Board discussed the performance evaluation reports of the Board, Board Committees, Individual Directors, and Independent External Persons. The Board upon discussion noted the suggestions / inputs of the Directors. Recommendations arising from this entire process were deliberated upon by the Board to augment its effectiveness and optimize individual strengths of the Directors.

The detailed procedure followed for the performance evaluation of the Board, Committees and Individual Directors is enumerated in the Corporate Governance Report.

21. Meetings of the Board:

The Board of Directors duly met Four (5) times on 27.05.2024, 07.08.2024, 30.08.2024, 13.11.2024 and 13.02.2025 and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

22. Committees of the Board:

There are various Board constituted Committees as stipulated under the Act and Listing Regulations namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship and Risk Management Committee. Brief details pertaining to composition, terms of reference, meetings held and attendance thereof of these Committees during the year have been enumerated in Corporate Governance Report forming part of this Annual Report.

23. Audit Committee Recommendations:

During the year, all recommendations of Audit Committee were approved by the Board of Directors.

24. Directors and key managerial personnel:

As on date of this report, the Company has Six Directors, out of those three are Independent Directors including one Woman Independent Directors.

a) Appointment/Re-appointment of Directors of the Company: Appointment of Mr. Ravichandran Rajagopal (DIN: 00110930) as an Independent Director of the company in the ensuing AGM.

Appointment of Mr. Harmendra Gandhi (DIN:03599975) as an Independent Director of the company in the ensuing AGM

Re-appointment of Mrs. Aakanksha Sachin Dubey (DIN: 08792778) as Independent Director of the company

b) Resignation/ Cessation of Directors of the Company:

During the year, no Director resigned or ceased to be Director of the Company.

The term of the Independent Directors, namely Mr. Atul Sharma and Mr. S. Vijaya Saradhi, ended effective 13.05.2025. Consequently, these Directors have ceased to act as Independent Directors of the Company from 13.05.2025.

c) Key Managerial Personnel:

Key Managerial Personnel for the financial year 2024-25

- Mr. Palem Supria Reddy, Chairperson & Managing Director of the company.
- Mr. P. Harish Naidu, Chief financial officer of the company.

- Mr. Shruti Mangesh Rege, Company Secretary & Compliance Officer of the Company.

25. Statutory audit and auditors report:

The members of the Company at their Annual General Meeting held on 25th September, 2024 have appointed M/s. MSKC & Associates, as statutory auditors of the Company to hold office until the conclusion of 30th Annual General meeting of the Company.

The Auditors' Report for fiscal year 2024-2025 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report. The Company has received audit report with unmodified opinion for both Standalone and Consolidated Audited Financial Results of the Company for the Financial Year ended March 31, 2025 from the statutory auditors of the Company.

The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the Peer Review Board of the ICAI.

26. Internal auditors:

Pursuant to provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 and Section 179 read with Rule 8(4) of the Companies (Meetings of Board and its Powers) Rules, 2014; during the year under review, the Internal Audit of the functions and activities of the Company was undertaken by M/s Seshachalam & Co., the Internal Auditor of the Company.

Deviations are reviewed periodically and due compliance was ensured. Summary of Significant Audit Observations along with recommendations and its implementations are reviewed by the Audit Committee and concerns, if any, are reported to the Board. There were no adverse remarks or qualification on accounts of the Company from the Internal Auditor.

27. Secretarial Auditor & Audit Report:

In terms of section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based upon the recommendations of the Audit Committee, the Board of Directors had appointed Mr. Vivek Surana, Practicing Company Secretary (CP No. 12901) as the Secretarial Auditor of the Company, for conducting the Secretarial Audit for financial year ended March 31, 2025.

The Secretarial Audit was carried out by Mr. Vivek Surana, Practicing Company Secretary (CP No. 12901) for the financial year ended March 31, 2025. The Report given by the Secretarial Auditor is annexed herewith as Annexure-L and forms integral part of this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

28. Annual Secretarial Compliance Report:

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. Further, Secretarial Compliance

Report dated May 28, 2025, was given by Mr. Vivek Surana, Practicing Company Secretary which was submitted to Stock Exchanges within 60 days of the end of the financial year.

29. Secretarial Audit of Material Unlisted Indian Subsidiaries:

M/s. Palred Electronics Private Limited (PEP) is a material subsidiary of the Company undertake Secretarial Audit every year under Section 204 of the Companies Act 2013. The Secretarial Audit of PEP for the Financial Year 2024-25 was carried out pursuant to Section 204 of the Companies Act 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Secretarial Audit Report of PEP, submitted by Mr. Vivek Surana, Practicing Company Secretary.

The Reports given by the Secretarial Auditor is annexed herewith and forms integral part of this Report.

As required under Regulation 16(1) (C) of Listing Regulations, the Company has formulated and adopted a policy for determining 'Material' Subsidiaries, which has been hosted on its website at: <https://www.palred.com>

30. Cost records and cost audit:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

31. No Frauds reported by statutory auditors

During the Financial Year 2024-25, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3) (ca) of the Companies Act, 2013.

32. Declaration by the Company

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164 (2) of the Act read with Rule 14 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

33. Conservation of energy, technology absorption and foreign exchange outgo:

The required information as per Sec.134 (3) (m) of the Companies Act 2013 is provided hereunder and Rule 8 of Companies (Accounts) Rules, 2014::

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

1. Research and Development (R&D): NIL
2. Technology absorption, adoption and innovation: NIL

C. Foreign Exchange Earnings and Out Go:

1. Foreign Exchange Earnings: Nil
2. Foreign Exchange Outgo: Nil

34. Management discussion and analysis report:

Management discussion and analysis report for the year under review as stipulated under Regulation 34(2) (e) read with schedule V, Part B of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with the stock exchange in India is annexed herewith as **Annexure- G** to this report.

35. Risk management policy:

The Board of Directors had constituted Risk Management Committee to identify elements of risk in different areas of operations and to develop policy for actions associated to mitigate the risks. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continual basis.

36. Corporate governance:

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under the Listing Regulations. A separate section on Corporate Governance, forming a part of this Report and the requisite certificate from the Company's Auditors confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance as **Annexure E**.

37. Annual Return:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company, prepared in accordance with Section 92(1) of the Act and Rule 11 of the Companies (Management and Administration) Rules, 2014, for the financial year 2024-25, is available in Form MGT-7 on the Company's website at the following URL: <https://www.palred.com>.

38. Authorised and paid-up capital of the company:

The authorized capital of the company stands at Rs. 35,00,00,000/- divided into 2,80,38,800 equity shares of Rs.10/- each and 6,96,120 redeemable optionally convertible cumulative preference shares of Rs. 100/- each. The company's paid up capital is Rs. 12,23,25,660/- divided into 1,22,32,566 equity shares of Rs. 10/- each.

39. Declaration of independence:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with both the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) read with Regulation 25 of the Listing Regulations attached as Annexure K.

In compliance with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, all the PIDs of the Company have registered themselves with the India Institute of Corporate Affairs (IICA), Manesar and have included their names in the databank of Independent Directors within the statutory timeline.

The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

40. Director's 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 for the financial year ended March 31, 2025:

- a) in the preparation of the annual accounts for the financial year ended 31 March 2025, the applicable accounting standards and schedule III of the Companies Act, 2013 have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as on 31 March 2025 and of the profit and loss of the Company for the financial year ended 31 March 2025;
- c) 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;
- d) The annual accounts have been prepared on a going concern basis;
- e) Proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) Proper systems to ensure compliance with the provisions of all applicable laws were followed and that such systems were adequate and operating effectively.

41. Vigil Mechanism/Whistle Blower Policy:

The Company has formulated a Vigil Mechanism / Whistle Blower Policy pursuant to Regulation 22 of the Listing Regulations and Section 177(10) of the Act, enabling stakeholders to report any concern of unethical behaviour, suspected fraud or violation.

The said policy inter-alia provides safeguard against victimization of the Whistle Blower. Stakeholders including directors and employees have access to the Managing Director & CEO and Chairperson of the Audit Committee.

During the year under review, no stakeholder was denied access to the Chairperson of the Audit Committee.

The policy is available on the website of the Company at www.palred.com.

42. Employee stock option scheme:

The Company has an Employee Stock Option (ESOP) scheme, namely "Employee Stock Option Scheme 2016-" (PALRED ESOP Scheme) which helps the Company to retain and attract right talent. The Nomination and Remuneration Committee (NRC) administers the Company's ESOP scheme. There were no changes in the ESOP scheme during the financial year under review. The ESOP scheme is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [SEBI (SBEB) Regulations, 2014].

Disclosure in compliance with the SEBI (Share Based Employee Benefits) regulations, 2014 are available on the company website of the company at www.palred.com

43. Corporate social responsibility policy:

Since your Company does not have net worth of Rs. 500 Crore or more or turnover of Rs. 1000 Crore or more or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

44. Secretarial Standards:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are adequate and operating effectively. During the year under review, the Company was in compliance with the Secretarial Standards (SS) i.e., SS-1 and SS- 2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively.

45. Insurance:

The properties and assets of your Company are adequately insured.

46. Particulars of Loans, Guarantees or Investments

During the year under review, the Company has given a pledge of fixed assets against the overdraft facility to Palred Electronics Private Limited (a Subsidiary Company) amounting to Rs. 47.50 Crores. Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act are given in the notes to the financial statements.

During the year under review, the Company has given a pledge on fixed assets against the overdraft facility to Palred Technology Services Private Limited (a Subsidiary Company) amounting to Rs. 2.40 Crores. Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act are given in the notes to the financial statements

47. Internal Financial Control Systems:

Your Company has well laid out policies on financial reporting, asset management, adherence to Management policies and also on promoting compliance of ethical and well-defined standards. The Company follows an exhaustive budgetary control and standard costing system. Moreover, the management team regularly meets to monitor goals and results and scrutinizes reasons for deviations in order to take

necessary corrective steps. The Audit Committee which meets at regular intervals also reviews the internal control systems with the Management and the internal auditors.

The internal audit is conducted at the Company and covers all key areas. All audit observations and follow up actions are discussed with the Management as also the Statutory Auditors and the Audit Committee reviews them regularly.

48. Related Party Transactions:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. During the financial year 2024-25, there were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

In line with the provisions of Section 177 of the Act read with the Companies (Meetings of the Board and its Powers) Rules, 2014, omnibus approval for the estimated value of transactions with the related parties for the financial year is obtained from the Audit Committee. The transactions with the related parties are routine and repetitive in nature.

The summary statement of transactions entered into with the related parties pursuant to the omnibus approval so granted are reviewed & approved by the Audit Committee and the Board of Directors on a quarterly basis. The summary statements are supported by an independent audit report certifying that the transactions are at an arm's length basis and in the ordinary course of business.

The Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed herewith as Annexure- C to this report.

49. Policy on director's appointment and remuneration:

In adherence to the provisions of Section 134(3)(e) and 178(1) & (3) of the Companies Act, 2013, the Board of Directors upon recommendation of the Nomination and Remuneration Committee approved a policy on Director's appointment and remuneration, including, criteria for determining qualifications, positive attributes, independence of a Director and other matters. The said Policy extract is covered in Corporate Governance Report which forms part of this Report and is also uploaded on the Company's website at www.palred.com.

50. Particulars of Employees and related Disclosure:

Disclosure pertaining to remuneration and other details as required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in Annexure-D to this Report.

The Statement containing the particulars of employees as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) and other applicable rules (if any) of the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding

During the year none of the employees is drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- per month and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

51. Shares transferred to investor education and protection fund:

No shares were transferred to the Investor Education and Protection Fund during the year under review.

52. Ratio of remuneration to each director:

Under section 197(12) of the Companies Act, 2013, and Rule 5(1) (2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014 read with Schedule V of the Companies Act, 2013 the ratio of remuneration of Mrs. Palem Supriya Reddy, Managing Director of the Company to the median remuneration of the employees is 1:16:1 and of Mr. P. Harish Naidu, CFO of the Company is 3:10:1.

53. Non-executive directors' compensation and disclosures:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

54. Industry based disclosures as mandated by the respective laws governing the company:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

55. Failure to implement corporate actions:

During the year under review, no corporate actions were done by the Company which were failed to be implemented.

56. Corporate insolvency resolution process initiated under the insolvency and bankruptcy code, 2016.

No corporate insolvency resolution processes were initiated against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

57. Details of difference between valuation amount on one time settlement and valuation while availing loan from banks and Financial institutions:

During the year under review, there has been no one time settlement of loans taken from banks and financial institutions.

58. Policies:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website ([https:// www.palred.com/investors/ policies](https://www.palred.com/investors/policies)). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

Name of the policy	Brief Description	Website link
Board Diversity Policy	At Palred Technologies Limited, we believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors.	https://www.palred.com
Nomination and Remuneration Policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive / non-executive) and also the criteria for determining the remuneration of the Directors, key managerial personnel and other employees.	https://www.palred.com
Policy on Material Subsidiaries	The policy is used to determine the material subsidiaries and material non-listed Indian subsidiaries of the Company and to provide the governance framework for them.	https://www.palred.com
Related Party Transaction Policy	The policy regulates all transactions between the Company and its related parties	https://www.palred.com

59. Statutory compliance:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

60. Code of conduct for the prevention of insider trading:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Company has formulated a Code of Conduct for Prevention of Insider Trading ("Insider Trading Code") and a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information ("UPSI").

The Code of Practices and Procedures for fair disclosure of UPSI is available on the website of the Company at [https:// www.palred.com](https://www.palred.com)

61. CEO/CFO Certification:

As required Regulation 17(8) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO/CFO certification is attached with the annual report as Annexure I.

62. Prevention of sexual harassment at workplace:

The Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various policies and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has adopted a policy on Prevention of Sexual Harassment at Workplace which aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behavior. An Internal Complaints Committee ("ICC") has been set up by

the senior management (with women employees constituting the majority). The ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

During the financial year ended March 31, 2024, no complaints pertaining to sexual harassment have been received.

63. Green Initiatives:

In commitment to keep in line with the Green Initiative and going beyond it to create new green initiatives, electronic copy of the Notice of 26th Annual General Meeting of the Company are sent to all Members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their e-mail addresses, physical copies are sent through the permitted mode.

64. Event Based Disclosures

During the year under review, the Company has not taken up any of the following activities:

1. Issue of sweat equity share: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock option scheme: NA
4. Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA
5. Buy back shares: NA
6. Disclosure about revision: NA
7. Preferential Allotment of Shares: NA

65. Other Disclosures:

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

- a. Issue of equity shares with differential rights as to dividend, voting or otherwise.

- b. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
- c. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

66. Appreciation & acknowledgement:

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your Directors also thanks the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the company to achieve a moderate growth and is determined to poise a rapid and remarkable growth in the year to come.

Your Directors also wish to place on record their appreciation of business constituents, banks and other "financial institutions and shareholders of the Company like SEBI, BSE, NSE, NSDL, CDSL, ICICI Bank, Kotak Mahindra Bank and CITI Bank etc. for their continued support for the growth of the Company.

or and on behalf of the Board of Directors
Palred Technologies Limited

Sd/-

P. Supriya Reddy
Chairperson & Managing Director
(DIN: 00055870)

Sd/-

Ravichandran Rajagopal
Director
(DIN: 00110930)

Place: Hyderabad
Date: 28.05.2025

Annexure-A to the Director's Report

Pursuant to the provisions of Securities and Exchange Board of India Regulation 14 of SEBI (Share based Employee Benefits) Regulations, 2014 as amended and the provisions of the Companies Act 2013 the details of stock options as on March 31, 2025 under company's Employee Stock Option Schemes are as under:

Si. No.	Details Related to ESOPS	PALRED ESOP Scheme 2016
1.	Description of each ESOP that existed at any times during the year, including the general terms and conditions of each ESOPS including:	4,00,000
	a. Date of Shareholders Approval	N.A
	b. Total no. of options approved under ESOPS	N.A
	c. Vesting Requirements	N.A
	d. Exercise price or Pricing Formula	N.A
	e. Maximum term of options granted	N.A
	f. Source of shares (primary, secondary or combination)	N.A
	g. Variation in terms of options	N.A
2.	Method used to account for ESOPS	N.A
3.	Option movement during the year :	4,00,000
	a. Number of options outstanding at the beginning of the period	N.A
	b. Adjustment on account of bonus issue (if any)	N.A
	c. No. of options granted during the year	N.A
	d. No. of options forfeited/lapsed during the year	N.A
	e. No. of options vested during the year	N.A
	f. No. of options exercised during the year	N.A
	g. No. of shares arising as a result of exercise of options	N.A
	h. Money realized by exercise of options (INR), if scheme is implemented directly by the company	N.A
	i. Loan repaid by the trust during the year from exercise price received	N.A
	j. No. of option outstanding at the end of the year	N.A
	k. No. of options exercisable at the end of the year	N.A
4.	Weighted average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	N.A

For and on behalf of the Board of Directors

Palred Technologies Limited

Sd/-

P. Supriya Reddy
Chairperson & Managing Director
(DIN: 00055870)

Sd/-

Ravichandran Rajagopal
Director
(DIN: 00110930)

Place: Hyderabad

Date: 28.05.2025

Annexures-B to the Director's Report

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
For the financial year ended 31st March, 2025

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/ Joint Ventures:

PART A- Subsidiaries

Sl. No.	Particulars	Details	Details	Details
1.	Name of the subsidiary	Palred Electronics Private Limited	Palred Technology Services Private Limited	Palred Retail Private Limited
2.	The date since when subsidiary was acquired	18th November, 2014	6th February, 2015	17th May, 2018
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01st April, 2024 to 31st March, 2025	01st April, 2024 to 31st March, 2025	01st April, 2024 to 31st March, 2025
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable
	Share capital	Authorized – 4300.00 Paid Up Capital – 3264.36	Authorized – 1301.00 Paid Up Capital – 1301.00	Authorised- 363.15 Paid-up Capital- 310.81
6.	Reserves & surplus	(3760.50)	(1513.17)	(467.94)
7.	Total assets	6051.93	53.18	46.34
8.	Total Liabilities (Excluding Share Capital, Reserves and Surplus)	6548.07	265.35	203.46
9.	Investments	-	-	-
10.	Turnover	8587.29	NIL	0.87
11.	Profit before taxation	(1116.89)	(47.72)	(2.92)
12.	Provision for taxation / Deferred Tax	-	-	-
13.	Profit after taxation	(1117.79)	(47.72)	(2.92)
14.	Proposed Dividend	NIL	NIL	NIL
15.	Extent of shareholding	78.17%	100%	83.71%

Note:

1. Name of the Subsidiaries which are yet to commence operations: NIL
2. Name of Subsidiaries liquidated or sold or strike off during the year: NIL

PART B – Associates and Joint Ventures

The Company does not have any Associate or Joint Venture.

For and on behalf of the Board of Directors
Palred Technologies Limited

Sd/-

P. Supriya Reddy
Chairperson & Managing Director
(DIN: 00055870)

Sd/-

Ravichandran Rajagopal
Director
(DIN: 00110930)

Place: Hyderabad
Date: 28.05.2025

Annexures-C to the Director's Report

Form No. AOC-2

Particulars of contracts/arrangements made with related parties

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

This Form pertains to the 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 – Nil
2. Details of material contracts or arrangement or transactions at arm's length basis

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2025 are as follows:

	Name(s) of the related party	Nature of relationship	Duration of the contracts	Salient terms	Date(s) of approval by the Board, if any:	Amount (Rs. In Lakhs)
1.	Palred Electronics Private Limited	Subsidiary Company	Running contract	Sale of goods or services	Refer Note 1	Rs. 150.00
2.	Mr. Palem Supriya Reddy	Managing Director (KMP)	Running Contract	Managerial Remuneration	NA	Rs.15.00
3.	Ms. Stuthi Reddy	Director (KMP)	Running Contract	Purchase of goods and services	NA	Rs. 6.00
4.	Palred Electronics Private Limited	Subsidiary Company	Running Contract	Inter corporate Deposit	NA	Rs. 4,750.00
5.	Mr. S. Vijaya Saradhi	Independent Director	Running Contract	Director Sitting Fees	NA	Rs. 0.40
6.	Mr. Atul Sharma	Independent Director	Running Contract	Director Sitting Fees	NA	Rs. 0.60
7.	Ms. Aakanksha	Independent Director	Running Contract	Director Sitting Fees	NA	Rs. 0.60
8.	Mr. P. Harish Naidu	CFO (KMP)	Running Contract	Salary Expenses	NA	Rs. 40.00
9.	Ms. Shruti Rege	CS & Compliance Officer (KMP)	Running Contract	Salary Expenses	NA	Rs. 10.80
10.	Palred Technology Services Private Limited	Subsidiary Company	Running Contract	Loan	NA	Rs. 240.23

Notes:

- 1) The Board of Directors of Palred Technologies Limited has taken omnibus approval from Audit Committee vide meeting conducted dated 27.05.2024 for recurrent Related Party Transactions to be conducted during the FY. 2024-25.

For and on behalf of the Board of Directors

Palred Technologies Limited

Sd/-

P. Supriya Reddy

Chairperson & Managing Director
(DIN: 00055870)

Sd/-

Ravichandran Rajagopal

Director
(DIN: 00110930)

Place: Hyderabad

Date: 28.05.2025

Annexures-D to the Director's Report

Information as per Rule 5(1) of Chapter XIII, Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The nomination and remuneration committee consists of 3 Independent Directors. It reviews the remuneration of Chairperson and Managing Director of the Company.

Name of Director	DIN	Title	Remuneration in Fiscal 2025	Remuneration in Fiscal 2024	% increase	Ratio of the remuneration of director to the median remuneration of the employees of the company for the financial year 2023-2024	Percentage increase in the median remuneration of employees in the financial year
Palem Supriya Reddy	00055870	Chairperson and Managing Director	15,00,000	15,00,000	Nil	1.16:1	Nil
Harish Naidu	COAPP1465C	CFO	4000000	4000000	Nil	3.10:1	Nil
Shruti Rege	ANJPD2148L	CS & Compliance officer-	1080000	1000000	8%	0.78:1	Nil

Remuneration Paid to Independent Directors in Financial Year 2024-25 - Nil

The Independent Directors are entitled to sitting fees of Rs. 15,000/- per Board Meeting for attending Board Meetings.

Percentage increase in remuneration of each Director, Company Secretary and Chief Financial Officer in the financial year 2024-2025.

Director- Nil

Company Secretary- 8%

Chief Financial Officer- Nil

Percentage increase in the median remuneration of employees in the financial year 2024-2025- Nil

None of the employees is drawing Rs. 8,50,000/- and above per month or Rs.1,02,00,000/- and above in aggregate per annum, the limits prescribed under Section 134 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

For and on behalf of the Board of Directors
Palred Technologies Limited

Sd/-

P. Supriya Reddy
Chairperson & Managing Director
(DIN: 00055870)

Sd/-

Ravichandran Rajagopal
Director
(DIN: 00110930)

Place: Hyderabad
Date: 28.05.2025

Annexure-E to the Director's Report

Report on Corporate Governance

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at Palred Technologies Limited as follows:

1. Company's Philosophy on Corporate Governance

Company's endeavour is to maximize shareholder value. Palred is committed to adopt best governance practices and its adherence in true spirit at all times. It has strong legacy of fair, transparent and ethical governance practices.

Company has adopted a code of conduct which is applicable to all employees and is posted on the website of the Company. The Company also has in place a code for preventing insider trading.

Company is fully compliant with the requirements of the listing regulations and applicable corporate governance norms and is committed to ensuring compliance with all modifications within the prescribed time.

2. Governance Structure:

Board of Directors: Provides strategic direction, formulates and ensures long-term business strategy, enhances shareholder value, and safeguards stakeholder interests.

Board Committees: Leverage specialized expertise to provide insightful recommendations, ensure effective oversight, and guide strategic direction across key operational areas.

Management: Implements policies, procedures, and oversees day-to-day operations, driving effective execution

3. Board diversity:

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website, www.palred.com.

4. Compliance with SEBI (listing obligations and disclosure requirements) regulations, 2015

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company framed the following policies which are available on Company's website i.e. www.palred.com

- Board Diversity Policy
- Policy on preservation of Documents
- Risk Management Policy
- Whistle Blower Policy
- Familiarization programme for Independent Directors
- Sexual Harassment Policy
- Related Party Policy
- Code of Conduct for Board of Directors and Senior Management Personnel

5. Palred' code of conduct for the prevention of insider trading

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website www.palred.com

6. Board of Directors

The composition of the Board of Directors of the company is an appropriate combination of executive and non-executive Directors with right element of independence. As on March 31, 2024, the Company's Board comprised of Six Directors, out of which One are promoter Directors. In addition, there are three independent Directors on the Board including One Women Director. In terms of Regulation 17(1) (b) of SEBI (LODR) Regulations, 2015 and section 149 of Companies Act 2013, the company is required to have one half of total Directors as independent Directors. The non-executive Directors are appointed or re-appointed based on the recommendation of the Nomination & Remuneration Committee which considers their overall experience, expertise and industry knowledge. One third of the non-executive Directors other than independent Directors, are liable to retire by rotation every year and are eligible for reappointment, subject to approval by the shareholders.

7. Number of Board Meetings

During the Financial Year 2024-25, Five (5) meetings of the Board of Directors were held and the maximum time gap between two consecutive meetings did not exceed one hundred and twenty (120) days.

S. No.	Date(s) on which meeting(s) was held
1.	27.05.2024
2.	07.08.2024
3.	30.08.2024
4.	13.11.2024
5.	13.02.2025

None of our Directors are related to each other, except Mr. Srikar Palem Reddy, Mrs. P. Supriya Reddy and Ms. Stuthi Reddy.

The number of directorships, Committee Chairmanships and memberships of each director is in compliance with the relevant provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

8. Attendance and directorships held

As mandated by the SEBI (LODR) Regulations, 2015, none of the Directors are members of more than ten Board-level committees nor are they chairman of more than five committees in which they are members. Further all the Directors have confirmed that they do not serve as an independent director in more than seven listed companies or where they are whole-time directors in any listed company, then they do not serve as independent director in more than three listed companies.

The names and categories of the Directors on the Board, their attendance at Board meeting during the year and at last Annual General Meeting, as also the number of Directorships and Committee memberships held by them in other companies are shown in **Table 1.**

Table-1								
Name of Director	Relationship with other Directors	Category	No. of Meetings Held	No. of Meetings Attended	Whether Attended Last AGM	No. of Outside Directorships of Public Companies	No. of Committee Memberships	No. of Committee Chairmanships
Sribhashyam Vijaya Saradhi	None	Independent Director	5	4	Yes	3 Deemed Public Companies	4	2
Atul Sharma	None	Independent Director	5	4	Yes	0	3	0
Ms. Aakanksha Sachin Dubey	None	Independent Director	5	4	Yes	0	0	0
Mr. Srikar Palem Reddy	Brother-in -Law of Chairperson & Managing Director	Director	5	5	Yes	3 Public Companies	9	0
Mrs. P. Supriya Reddy	Mother of Director	Promoter Director	5	5	Yes	0	3	1
Ms. Stuthi Reddy	Daughter of Chairperson & Managing Director	Promoter Director	5	3	Yes	3 Deemed Public Companies	1	0

The Name of other listed entities where directors of the company are directors and the category of directorship are shown in following table:

Sr. No.	Name of Director	Name of the Listed Companies in Which Director is Director	Nature of Directorship
1.	Mr. Srikar Reddy	Sonata Software Limited Visaka Industries Limited	Executive Vice Chairman & Whole-time Director Director
2.	Mr. Harmendra Gandhi	NIL	NIL
3.	Mr. Ravichandran Rajagopal	Anjani Foods Limited Anjani Vishnu Holdings Limited Andhra Cements Limited Sagar Cements Limited	Director for: Anjani Vishnu Holdings Limited- Director Andhra Cements Limited- Director Sagar Cements Limited- Director
4.	Sribhashyam Vijaya Saradhi	NIL	NIL
5.	Atul Sharma	NIL	NIL
6.	Ms. Aakanksha Sachin Dubey	Oxygenta Pharmaceutical Limited	Director
7.	Mrs. P. Supriya Reddy	NIL	NIL
8.	Ms. Stuthi Reddy	NIL	NIL

9. Shareholding of Non-Executive Directors of the Company as on March 31, 2025

S. No.	Name of the Director	Category#	No. of Equity Shares held
1.	Mr. Harmendra Gandhi	IDNE	Nil
2.	Mr. Ravichandran Rajagopal	IDNE	Nil
3.	Sribhashyam Vijaya Saradhi	IDNE	Nil
4.	Atul Sharma	IDNE	Nil
5.	Ms. Aakanksha Sachin Dubey	IDNE	Nil
6.	Ms. Stuthi Reddy	PNED	10,00,000

PNED – Promoter Non-Executive Director, IDNE - Independent Non-Executive Director

10. Familiarization program for independent directors

The Board members are provided with necessary documents, reports, internal policies and site visits to enable them to familiarize with the Company's operations, its procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company business, strategy and risks involved. Detailed presentations on the Company's business segments were made at the meetings of the Directors held during the year.

The Company's Policy of conducting the Familiarization Program and details of such familiarization program during the year, is placed on its website viz., www.palred.com.

11. Core Skills / Expertise / Competencies of the Board of Directors;

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

Si. No.	Skills / Expertise / Competence	Brief Descriptions
1.	Leadership Experience	Strong management and leadership experience in leading well-governed large organization in the areas of business development, strategic planning and mergers & acquisitions and have visionary with strategic goal for the Company to identify possible road maps, inspire and motivate the strategy, approach, processes and other such key deliverables and mentor the leadership team to channelize its energy/ efforts in appropriate direction and thought to be a leader and a role model in good governance and ethical conduct of business, while encouraging the organisation to maximise stakeholders value having hands on experience of leading an entity at the highest level
2.	Industry knowledge and experience	Indepth knowledge in the Healthcare Industry.
3.	Information Technology	Information Technology expertise with knowledge of current and emerging technologies
4.	Governance including legal compliance	Experience in developing and implementing good corporate governance practices, maintaining accountability of Board and its management, managing stakeholders' interest and responsibility towards customers, employees, suppliers, regulatory bodies etc. to support the Company's legal compliance systems and governance policies/ practices
5.	Expertise/ Experience in Finance/ Risk Management areas	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro- economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
6.	Human Resource management	Experience in the Human Resource Management with understanding of employment laws.

Given below is a list of core skills, expertise and competencies of the individual Directors

Name of Director(s)	Leadership Experience	Industry knowledge and experience	Information Technology	Governance including legal compliance	Expertise/ Experience in Finance/ Risk Management areas	Human Resource management
Mrs. P. Supriya Reddy	√	-	-	√	√	√
Mr. S. Vijaya Saradhi	√	-	-	√	√	√
Mr. Atul Sharma	√	√	-	√	√	√
Mrs. Aakanksha	√	√	-	√	√	√
Mr. Srikar Reddy	√	√	√	√	√	√
Mrs. Stuthi Reddy	√	√	√	√	√	√
Mr. Harmendra Gandhi	√	√	√	√	√	√
Mr. Ravichandran Rajagopal	√	√	√	√	√	√

12. Appointment/Re-appointment of Directors:

Details of Director seeking appointment/ reappointment at the forthcoming Annual General Meeting as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") is annexed to the Notice convening the Annual General Meeting and forming part of this Annual Report

information as a part of the agenda papers or is tabled therein. In addition, detailed quarterly performance report by the Managing Director is presented in the quarterly Board meeting, encompassing all facets of the Company's operations during the quarter, including update of key projects, outlook and matters relating to environment, health

13. Information supplied to the board:

The Board has complete access to all information of the Company and is regularly provided advanced detailed

& safety, corporate social responsibility etc. The following information is provided to the Board as a part of the agenda papers:

- Annual and Quarterly financial statements for the Company and the Accounting Policy.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Annual business plan
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary, whenever required
- Expansion projects and its status monitoring.
- Fatal or serious accidents, injuries or any material environmental problems, if any
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company, if any
- Significant labour problems and their proposed solutions, whenever necessary
- Any significant development in human resources / industrial relations including long-term wage agreement, major voluntary retirement scheme, etc.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material Quarterly disclosure of all the investments made
- Material non-compliance of any regulatory, statutory nature or listing requirements and shareholders service, such as non-payment of dividend, delay in share transfer and others, if any
- Quarterly review of compliance status under various laws applicable to the Company
- Substantial non-payment of goods sold by the Company except disputes
- Related Party Transactions, if they are not at arm's length and in the ordinary course of business
- Half-yearly summary of bank guarantees issued.
- All other matters required to be placed before the Board for its review / information / approval under the statutes, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. Committees of the board:

The Company has four Board-level Committees - Audit Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee and Risk Management Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

15. Performance Evaluation of Board, Committees and Directors:

Pursuant to provisions of Regulation 17(10) of the SEBI Listing Regulations and the provisions of the Act, an annual Board effectiveness evaluation was conducted for FY 2024-25 on

February 13, 2025, involving the following:

- i. Evaluation of IDs, in their absence, by the entire Board was undertaken, based on their performance and fulfilment of the independence criteria prescribed under the Act and SEBI Listing Regulations; and
- ii. Evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman.

An IDs' meeting, in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations, was convened on February 13th, 2025, mainly to review the performance of Independent Directors and the Chairman & Managing Director as also the Board as a whole. All IDs were present at the said meeting.

- (i) Board: Composition, responsibilities, stakeholder value and responsibility, Board development, diversity, governance, leadership, directions, strategic input, etc.
- (ii) Executive Directors: Skill, knowledge, performance, compliances, ethical standards, risk mitigation, sustainability, strategy formulation and execution, financial planning & performance, managing human relations, appropriate succession plan, external relations including CSR, community involvement and image building, etc.
- (iii) Independent Directors: Participation, managing relationship, ethics and integrity, Objectivity, brining independent judgement, time devotion, protecting interest of minority shareholders, domain knowledge contribution, etc.
- (iv) Chairman: Managing relationships, commitment, leadership effectiveness, promotion of training and development of directors etc.
- (v) Committees: Terms of reference, participation of members, responsibility delegated, functions and duties, objectives alignment with company strategy, composition of committee, committee meetings and procedures, management relations.

Performance evaluation was done on the scale of 1 to 5, 1 being very poor and 5 being outstanding. The outcome of performance evaluation is given below:

Categories	Rating (out of 5)
Board as a whole	4.6
Individual Directors	
Mrs. P. Supriya Reddy	4.8
Mr. S. Vijaya Saradhi	4.7
Mr. Atul Sharma	4.25
Mrs. Aakanksha	4.80
Mr. Srikar Reddy	4.8
Mrs. Stuthi Reddy	4.68
Audit Committee	4.62
Stakeholder Relationship Committee	4.23
Nomination & Remuneration Committee	4.64
Risk Management Committee	4.61

Disclosures as prescribed under SEBI circular dated May 10, 2018 are given below:

Observations of Board evaluation carried out for the year	No observations.
Previous year's observations and actions taken	Since no observations were received, no actions were taken.
Proposed actions based on current year observations	Since no observations were received, no actions were taken.

16. Declaration by Independent Directors:

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 read with Section 149(6) of the Act.

17. Declaration by Board:

The Board has confirmed that in its opinion, the independent directors fulfill the conditions specified in these regulations and are independent of the management. During the year under review, no Independent Director has resigned before expiry of his tenure.

18. Audit committee:

Terms of reference of Audit committee covers all the matters prescribed under Regulation 18 of the Listing Regulations and Section 177 of the Act, 2013.

The Audit Committee acts as an interface between the Statutory and Internal Auditors, the Management, and the Board. It assists the Board in fulfilling its responsibilities of monitoring financial reporting processes; reviewing the Company's established systems and processes for internal financial controls and governance; and reviews the Company's statutory and internal audit processes.

A. Brief Description of Terms of Reference: -

Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- (5) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

(b) changes, if any, in accounting policies and practices and reasons for the same;

(c) major accounting entries involving estimates based on the exercise of judgment by management;

(d) significant adjustments made in the financial statements arising out of audit findings;

(e) compliance with listing and other legal requirements relating to financial statements;

(f) disclosure of any related party transactions;

(g) modified opinion(s) in the draft audit report;

(6) reviewing, with the management, the quarterly financial statements before submission to the board for approval;

(7) To review the financial statements, in particular, the investments made by the unlisted subsidiary Company.

(8) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;

(9) To formulate the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the Internal Auditor.

(10) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

(11) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

(12) Discussion with internal auditors any significant findings and follow up there on.

(13) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

(14) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

(15) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

(16) To review the functioning of the Whistle Blower mechanism.

(17) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

(18) Valuation of undertakings or assets of the Company, wherever it is necessary.

- (19) Scrutiny of inter-corporate loans and investments.
- (20) Evaluation of internal financial controls and risk management systems.
- (21) Approval or any subsequent modification of transactions of the Company with related parties
- (22) To appoint a person having such qualifications and experience and registered as a valuer in such manner, on such terms and conditions as may be prescribed and appointed by the audit Committee for valuation, if required to be made, in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets or net worth of a Company or its liabilities.
- (23) To ensure proper system for storage, retrieval, display or printout of the electronic records as deemed appropriate and such records shall not be disposed of or rendered unusable, unless permitted by law provided that the back-up of the books of account and other books and papers of the Company maintained in electronic mode, including at a place outside India, if any, shall be kept in servers physically located in India on a periodic basis.
- (24) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances / investments existing as on the date of coming into force of this provision.
- (25) Reviewing the compliances under SEBI (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.
- (26) To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- (27) Carrying out any other function as is mentioned in the terms of reference of the Committee.

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

- a. To investigate any activity within its terms of reference.
- b. To seek information from any employee.
- c. To obtain outside legal or other professional advice.
- d. To secure attendance of outsiders with relevant expertise, if it considered necessary.

C. The audit committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. management letters / letters of internal control weaknesses issued by the statutory auditors;
3. internal audit reports relating to internal control weaknesses; and
4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other

than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

D. Internal Audit:

The Company has adequate internal control and Internal Audit system commensurate with its size and nature of its business. The Internal Audit Plan is approved by the Audit Committee and the Internal Auditors directly present their report to the Audit Committee for their consideration.

E. Composition, Meetings & Attendance:

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Act. All members of the Committee are financially literate, with Mr. S. Vijaya Saradhi, as Chairman of the Committee, having the relevant accounting and financial management expertise.

The composition of the Audit Committee and the details of the meetings attended by its members during the financial year ended 31st March 2025 are as under:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. S. Vijaya Saradhi	Chairman	NED(I)	5	4
Mr. Atul Sharma	Member	NED(I)	5	4
Ms. Aakanksha	Member	NED(I)	5	4
Mr. P. Srikar Reddy	Member	NED	5	5

The Audit Committee met 4 times during the financial year 2024-25 and the gap between any two meetings did not exceed 120 days. The dates on which the Audit Committee Meetings held were: 27th May 2024, 07th August 2024, 30th August 2024, 13th November 2024 and 13th February 2025. Requisite quorum was present at the above Meetings.

All the recommendations of the Audit Committee have been accepted by the Board of Directors.

During the year, the Audit Committee inter alia reviewed key audit findings covering Operational, Financial and Compliance areas, Risk Mitigation Plan covering key risks affecting the Company which were presented to the Committee. The Chairman of the Audit Committee briefed the Board members on the significant discussions which took place at Audit Committee Meetings.

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on 25th September, 2024.

19. Nomination and remuneration committee:

The Nomination and Remuneration Committee ('NRC') functions in accordance with Section 178 of the Act, Regulation 19 of the Listing Regulations and its Charter adopted by the Board.

The NRC is vested with all the necessary powers, authority to identify persons who are qualified to become Directors, Key Managerial Personnel and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal, and shall carry out evaluation of every Director's performance.

Terms of Reference : The terms of reference of the Nomination & Remuneration Committee, inter alia, includes the following:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of performance of independent directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- e. Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;
- f. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment.
- g. Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);
- h. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- i. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- j. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- k. Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("ESOP Scheme") including the following:
 - i. Determining the eligibility of employees to participate under the ESOP Scheme.
 - ii. Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
 - iii. Date of grant;
 - iv. Determining the exercise price of the option under the ESOP Scheme;
- l. Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/ plan ("ESOP Scheme") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;
- m. Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - i. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
 - ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable;
- n. Performing such other activities as may be delegated by the Board of Directors and/ or are statutorily prescribed under any law to be attended by the Nomination and Remuneration Committee; and
- o. Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations or other applicable laws or by any other regulatory authority.

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay, reflecting the short and long term performance objectives appropriate to the working of the Company and its goals
- (iv) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
- (v) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
- (vi) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
- (vii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- (viii) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
- (ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
- (x) The grant, vest and exercise of option in case of employees who are on long leave;
- (xi) Allow exercise of unvested options on such terms and conditions as it may deem fit; xii. The procedure for cashless exercise of options;
- (xii) Forfeiture/ cancellation of options granted;
- (xiii) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
- for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee who is granted such option

Composition of the committee, meetings and attendance during the year:

There were One Nomination and Remuneration Committee Meetings held during the financial year 2024-25 on 30.08.2024 and 13th February, 2025.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. S. Vijaya Saradhi	Chairman	NED(I)	2	1
Mr. Atul Sharma	Member	NED(I)	2	2
Mrs. Aakanksha	Member	NED(I)	2	2
Mrs. Supriya Reddy Palem	Member	ED	2	2

20. Stakeholder's relationship committee:

Terms of reference of the committee comprise of various matters provided under Regulation 20 of the Listing Regulations and section 178 of the Act, 2013 which inter-alia include:

- Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;
- Reviewing of measures taken for effective exercise of voting rights by shareholders;
- Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time
- Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and

to recommend measures for overall improvement in the quality of investor services;

- Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority;
- To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;
- To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;
- To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company; and
- Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations

The Committee comprises of 3 Directors out of which 2 are independent. In the financial year 2024-25, 4 meetings of the Committee were held on 27th May 2024, 07th August 2024, 13th November 2024 and 13th February 2025. Composition of committees and member's attendance at the meetings during the year are as under:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mrs. Aakanksha	Chairperson	NED(I)	4	3
Mr. S. Vijaya Saradhi	Member	NED(I)	4	3
Mrs. Supriya Reddy Palem	Member	ED	4	4

21. Name and designation of compliance officer

Ms. Shruti Mangesh Rege is the Company Secretary & Compliance Officer of the Company.

22. Details of complaints/requests received, resolved and pending during the year 2024-25:

Number of complaints	Number
Number of complaints received from the investors comprising non-receipt of securities sent for transfer and transmission, complaints received from SEBI / Registrar of Companies / Bombay Stock Exchange / National Stock Exchange / SCORE and so on	0
Number of complaints resolved	0
Number of complaints not resolved to the satisfaction of the investors as on March 31, 2025	0
Complaints pending as on March 31, 2025	0
Number of Share transfers pending for approval, as on March 31, 2025	0

23. Performance evaluation criteria for independent directors:

The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.

Policy:

1. The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

2. In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

2.1 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other relevant laws.

3. Criteria of independence

3.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2 The criteria of independence shall be in accordance with guidelines as laid down in companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3.3 The independent Director shall abide by the "code for independent Directors "as specified in Schedule IV to the companies Act, 2013.

4. Other directorships/ committee memberships

4.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members

should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The NR Committee shall take into account the nature of and the time involved in a director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

4.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

4.4 A Director shall not be a member in more than 10 committees or act as chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

23. Pecuniary Relationship or Transactions Of The Non-Executive Directors Vis-À-Vis The Listed Company:

Ms. Stuthi Reddy, Non-Executive Director of the Company has pecuniary relationship with Company. Following are transaction details:

Sr. No.	Name of Non-Executive Director	Nature of Transaction	Amount (Rs.)
1.	Ms. Stuthi Reddy	Lease of Premises	6,00,000/-

A. CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:

Policy:

1. Remuneration to Executive Director and key managerial personnel

1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall limit approved by the shareholders.

1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual performance Bonus

1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

2. Remuneration to Non – Executive Directors

- 2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders.
- 2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3. Remuneration to other employees

- 3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

24. Independent directors' meeting:

As per clause 7 of the schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent directors) was held on 13.02.2025, to discuss:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company were present at the meeting.

As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc. The details of the familiarization program is given at company's website (www.palred.com/ Investor Relations).

i) Remuneration policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities should and individual performance.

Policy for selection of directors and determining directors' independence:

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 "Director" means a director appointed to the Board of a Company.

2.2 "Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

2.3 "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Remuneration policy for Directors, key managerial personnel and other employees:

1. Scope:

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 "Director" means a director appointed to the Board of the company.

2.2 "Key Managerial Personnel" means

- (i) The Chief Executive Office or the Managing Director or the Manager;
- (ii) The Company Secretary;
- (iii) The Whole-Time Director;
- (iv) The Chief Finance Officer; and
- (v) Such other office as may be prescribed under the companies Act, 2013

2.3 "Nomination and Remuneration committee" means the committee constituted by Board in accordance with the provisions of section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

25. Risk Management Committee: -

The Company has an effective risk management procedure, which is governed at the highest level by the Board of Directors. However, to further strengthen & streamline the procedures about risk assessment and minimization procedures, the Board of Directors voluntarily constituted a Board level Risk Management Committee (RMC).

a) Terms of Reference: - The terms of reference of the Risk Management Committee, includes the following:

i) To periodically review the risk management policy at least once in two years, including by considering the changing industry dynamics and evolving complexity;

ii) To formulate a detailed risk management policy covering risk across functions and plan integration through training and awareness programmes;

b) Composition:

The Details of composition of the Committee are given below:

Name	Designation	Category
Mrs. Supriya Reddy Palem	Chairperson	ED
Mr. Atul Sharma	Member	NED(I)
Mr. S. Vijaya Saradhi	Member	NED(I)
Ms. Stuthi Reddy	Member	NED

c) The policy shall include:

- i. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the committee;
 - ii. Measures for risk mitigation including systems and processes for internal control of identified risks;
 - iii. Business continuity plan.
- d) To approve the process for risk identification and mitigation;
 - e) To decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;
 - f) To monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;
 - g) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
 - h) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
 - i) To approve major decisions affecting the risk profile or exposure and give appropriate directions;
 - j) To consider the effectiveness of decision making process in crisis and emergency situations;
 - k) To balance risks and opportunities;
 - l) To generally, assist the Board in the execution of its responsibility for the governance of risk;
 - m) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
 - n) To consider the appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;
 - o) The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
 - p) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors;
 - q) To attend to such other matters and functions as may be prescribed by the Board from time to time; and
 - r) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

26. Monitoring Governance of Subsidiary Companies:

Pursuant to regulation 16(1)(c) of the Listing Regulations, the Company has three material subsidiary as on 31st March, 2025, i.e. Palred Technology Services Private Limited, Palred Electronics Private Limited and Palred Retail Private Limited. The Company has material subsidiary pursuant to regulation 24 of the Listing Regulations and is required to appoint Independent Director on the Board of its material subsidiary. The Company has appointed Mr. S. Vijaya Saradhi on the Board of Palred Electronics Private Limited, Palred Technology Services Private Limited, Palred Retail Private Limited and Mr. YVR Srinivas on the Board of Palred Electronics Private Limited & Palred Retail Private Limited.

The financial statements of the subsidiaries are reviewed by the Audit Committee. The minutes of the meetings of the subsidiaries are placed before the Board of Directors of the Company, and the Board has periodically noted and reviewed all significant transactions entered into by the subsidiaries. Investment proposals beyond threshold values are executed by the subsidiary companies only after positive recommendation by the Board/Investment and Risk Management Committee of the Company.

27. Non-executive directors' compensation and disclosures:

Ms. Stuthi Reddy, Non-Executive Director of the Company has pecuniary relationship with Company. Following are transaction details:

Sr. No.	Name of Non-Executive Director	Nature of Transaction	Amount (Rs.)
1.	Ms. Stuthi Reddy	Lease of Premises	6,00,000/-

28. Number of shares and convertible instruments held by non-executive directors:

Ms. Stuthi Reddy, Non-executive Director of the Company holds 10,00,000 fully paid-up equity shares of the Company.

29. Disclosure of commodity price risks and commodity hedging activities:

Price and demand of the Company's finished products are inherently volatile and remain strongly influenced by global economic conditions. Any fluctuation in finished product prices or currency has direct impact on the Company's revenue and profits.

The Company considers exposure to commodity price fluctuations to be an integral part of our business and its usual policy is to sell its products at prevailing market prices. The Company has a well-defined policy framework wherein no speculative positions are taken and limited commodity hedging is done with endeavours to achieve month-average rates both in currency and metal prices. The Company follows the policy of taking forward cover for net foreign exposure, if the net is payable in foreign currency, with negligible exposure in non USD currencies All policies are periodically reviewed basis local and global economic environment.

30. Senior management:

Particulars of Senior Management as on March 31, 2025:

S. No.	Name of Senior Management	Designation	Change (Appointment/ Resignation) during FY 2024-25
1.	Mrs. P. Supriya Reddy	CMD	NA
2.	Mr. P. Harish Naidu	CFO	NA

31. Remuneration of directors:

Name of the Director	Salary(Rs)	Sitting fees(Rs)	Number of shares held	Service Contracts	Stock Option Details	Fixed Component	Performance Based Incentive
Supriya Reddy Palem	15,00,000	--	16,02,261	--	--	--	--
Sribhashyam Vijaya Saradhi	--	40,000	--	--	--	--	--
Atul Sharma	--	60,000	--	--	--	--	--
Mr. Srikar Reddy	--	--	--	--	--	--	--
Aakanksha	--	60,000	--	--	--	--	--
Stuthi Reddy	--	--	10,00,000	--	--	--	--

32. Details on general body meetings:

A. Location, date and time of last three AGMs and special resolutions there at as under:

Financial Year	Date	Time	Location	Special / Ordinary Resolution
2023-24	25.09.2024	10.30 AM	Plot No.2, 8-2-703/2/B, Road No.12, Banjara Hills, Hyderabad-500034	3 Ordinary Resolutions & 2 Special Resolution
2022-23	09.09.2023	9.00 AM	Plot No.2, 8-2-703/2/B, Road No.12, Banjara Hills, Hyderabad-500034	2 Ordinary Resolutions & 1 Special Resolution
2021-22	24.09.2022	10.00 AM	Plot No.2, 8-2-703/2/B, Road No.12, Banjara Hills, Hyderabad-500034	2 Ordinary Resolutions

33. Passing of Resolutions by Postal Ballot

There were no resolutions passed by the Company through Postal Ballot during the financial year 2024-25.

34. Means Of Communication:

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with Members through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications.

The quarterly, half yearly and annual results of the Company's performance are published in leading newspapers such as Business Standard and Navatelangana. These results are

also made available on the website of the Company <https://www.palred.com/investor-relations/quarterly-results/>. The website also displays vital information relating to the Company and its performance, official press releases and presentation to analysts.

All price sensitive information and matters that are material to Members are disclosed to the respective Stock Exchanges where the securities of the Company are listed. The Quarterly Results, Shareholding Pattern and all other corporate communication to the Stock Exchanges are filed through NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre, for dissemination on their respective websites. The stock exchange filings are also made available on the website of the Company <https://www.palred.com>.

35. General shareholder information:

A. Annual general meeting:

The 26th Annual General Meeting of the Company will be held as per the following schedule:

Day	Saturday
Date	09.08.2025
Time	11.30 AM
Venue	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The AGM shall be deemed to be held at Plot No.2, 8-2-703/2/B, Road No.12, Banjara Hills, Hyderabad - 500 034.

B. Financial Year Calendar 2025-26 (Tentative Schedule)

The financial calendar (tentative) shall be as under:

Financial Year	2025-26
First Quarterly Results	14.08.2025
Second Quarterly Results	14.11.2025
Third Quarterly Results	14.02.2026
Fourth Quarterly Results	29.05.2026
Annual General Meeting for year ending 31st March, 2026	30.09.2026

C. Dividend Payment Date: No Dividend was declared during the Financial Year 2024-25.

D. Listing on stock exchanges & address:

The equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE). The Company has paid the listing fees for the year 2025-26 to both the Stock Exchanges.

Name of Exchanges	
NSE Limited	BSE Limited
PALREDTEC	PALRED
Address: National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051	Address: BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.

E. Registrar and share transfer agents:

M/s. KFin Technologies Limited
(previously known as KFin Technologies Private Limited)
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Serilingampally,
Nanakramguda, Hyderabad – 500032
Phone Number: 040-67162222, 33211000,
Website: www.kfintech.com
Email- einward.ris@karvy.com

F. Share transfer system:

The transfers are normally processed within 10-12 days from the date of receipt, if the documents are complete in all respects. The Company Secretary has been empowered to approve the transfer of shares.

Effective April 1, 2019, SEBI has amended Regulation 40 of the SEBI Listing Regulations, which deals with transfer, transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

Shares received for transfer by the Company or its Registrar and Share Transfer Agent in physical mode are processed and all valid transfers are approved. The share certificate(s) is/are duly transferred and dispatched within a period of 15 days from the date of receipt.

According to SEBI, this amendment will bring the following benefits:

- It shall curb fraud and manipulation risk in physical transfer of securities by unscrupulous entities.
- Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.

G. Distribution of Shareholding as on 31st March, 2025:

CATEGORY	No. of Cases	% of Cases	Amount	% of Amount
1 – 5000	14855	91.74	12311150.00	10.06
5001 – 10000	666	4.11	5069200.00	4.14
10001 – 20000	348	2.15	5154070.00	4.21
20001 – 30000	115	0.71	2903850.00	2.37
30001 – 40000	53	0.33	1916320.00	1.57
40001 – 50000	36	0.22	1634450.00	1.34
50001 – 100000	67	0.41	4880530.00	3.99
100001 and above	52	0.32	88456090.00	72.31
TOTAL	16,192	100.00	12,23,25,660	100

H. Dematerialisation & liquidity of shares:

Palred Shares are tradable in Electronic Form. The Company has established electronic connectivity through KFin Technologies Limited (previously known as KFin Technologies Private Limited) with both the depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) The International Securities Identification Number (ISIN) allotted to our shares under the Depository System is INE218G01033. As on March 31, 2025 99.92% of the shares were held in Dematerialised form and the rest in physical form.

Particulars	No. of Shares	% Share Capital
NSDL	98,91,019	80.86
CDSL	23,31,870	19.06
PHYSICAL	9677	0.08
Total	1,22,32,566	100.00

We request the shareholders whose shares are held in physical mode to dematerialize the shares and update their bank accounts with the depository participants.

I. Outstanding GDRs/ ADRs/ Warrants or Convertible Instruments

No GDRs/ ADRs/Warrants has been issued by the Company or Convertible Instruments has been issued by the Company.

J. Commodity price risk or foreign risk and hedging activities

The Company does not have commodity price risk nor does the Company engage in hedging activities

K. Electronic connectivity:

Demat ISIN Number: INE218G01033

L. National Securities Depository Limited

Trade World, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013.

M. Central Depository Services (India) Limited

Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel, Mumbai 400013

N. Extraordinary General Meeting

There was no Extraordinary General Meeting held during F.Y. 2024-25.

O. Shareholding Pattern as on 31st March, 2025:

Sl. No.	CATEGORY OF SHAREHOLDER	No. of shares held	Percentage of shareholding
(A)	PROMOTER AND PROMOTER GROUP		
1)	INDIAN:		
a)	Individual	36,77,080	30.05
b)	Others	--	--
	Sub-Total A(1) :	36,77,080	30.05
2)	FOREIGN:	--	--
a)	Individuals	--	--
	Sub-Total A(2) :	--	--
	Total A=A(1)+A(2)	36,77,080	30.05
(B)	PUBLIC SHAREHOLDING		
1)	INSTITUTIONS:		

Sl. No.	CATEGORY OF SHAREHOLDER	No. of shares held	Percentage of shareholding
a)	Financial Institutions / Banks	60	0.00
b)	Foreign Institutional Investors	291930	2.38
	Sub-Total B(1) :	291990	2.38
2)	NON-INSTITUTIONS:		
a)	Bodies Corporate	0	0
b)	Individuals	70,68,568	57.78
	Sub-Total B(2) :	70,68,568	57.78
(C)	OTHERS:		
1)	HUF	1,65,841	1.35
2)	EMPLOYEES	0	0
3)	CLEARING MEMBERS	300	0
4)	FOREIGN BODIES	2,16,948	1.77
5)	FOREIGN NATIONALS	3,05,647	2.49
6)	CORPORATE BODY - OTHERS	1,92,665	1.57
7)	NON RESIDENT INDIANS	1,64,069	1.34
8)	TRUSTS	1,49,458	1.22
	Sub-Total C:	11,94,928	9.76
	Total B=B(1)+B(2) :	73,60,558	60.17
	Total (A+B) :	1,10,37,638	90.24
	GRAND TOTAL (A+B+C):	1,22,32,566	100.00

36. Other Disclosures:

- a) disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

- b) Non-Compliances by the Company

During the last three years and during the Financial Year 2024-25, there were no strictures or penalties imposed on the Company either by the Stock Exchanges or SEBI, or any other statutory authority for non-compliance of any matter related to capital markets.

- c) Vigil Mechanism and Whistle Blower Policy

In Compliance with the provisions of section 177 of the Act and Regulation 22 of SEBI Listing Regulations, the Company has in place the Whistle Blower Policy and Vigil Mechanism for Directors, employees and other stakeholders which provides a platform to them for raising their voice about any breach of code of conduct, financial irregularities, illegal or unethical practices, unethical behaviour, actual or suspected fraud. Adequate safeguards are provided against victimization to those who use such mechanism and direct access to the Chairman of the Audit Committee in appropriate cases is provided. During the year under review, no employee was denied access to the Audit Committee.

The policy on Vigil Mechanism and Whistle Blower Policy has been posted on the website of the Company and can be accessed through the following link: <https://www.palred.com>

- d) Details of compliance with mandatory requirements on Corporate Governance under the SEBI Listing Regulations

The Company has complied with the mandatory requirements on Corporate Governance under the SEBI Listing Regulations.

- e) web link where policy for determining 'material' subsidiaries is disclosed; <https://palred.com/investorrelations/>

- f) web link where policy on dealing with related party transactions; https://palred.com/wp-content/uploads/2024/06/5.Related_Party_Transaction_Policy.pdf

- g) disclosure of commodity price risks and commodity hedging activities: NA

- h) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

During the Financial Year 2024-25, the Company has not raised funds through preferential allotment and qualified institutions placement.

- i) Practicing company secretary certification:

A certificate from a Company Secretary in Practice that as on March 31, 2025, none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is annexed to this Report as Annexure - 1

- j) Recommendation of Committee(s) of the Board of Directors
During the year, all recommendations of Committees of Board of Directors, were accepted by the Board

- k) Total fee for all services paid by the listed entity and its subsidiaries on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part;

Payment to Auditors	Amount in Rs.(INR)
Statutory Audit fees including limited review	24,00,000
Certification & other attest services	1,00,000
Non-audit services	NIL
Outlays and Taxes	NIL

- l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has established an appropriate mechanism for dealing with complaints in relation to Sexual Harassment of Women at Workplace, in accordance with its Policy on Prevention of Sexual Harassment at Workplace ('POSH') which is available on the website of the Company. There was on Complaints received during the financial year.

- n) Loans and Advances in the nature of Loans to Firms/ Companies in which Directors are interested by name and amount.

The details of loans and advances in the nature of loans to firms/ companies in which Directors are interested, being disclosed in Note 28 to the Standalone and Consolidated Financial Statements of the Company forming part of the Annual Report.

- m) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

37. Non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule-V:

The company has complied with the requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule-V of the Securities Exchange Board of India (LODR) Regulations, 2015.

38. Adoption of discretionary requirements as specified in Part E of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

With regard to discretionary requirements, the Company has adopted clauses relating to the internal auditor directly reporting to the Audit Committee.

39. The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are as follows:

Regulation	Particulars of Regulations	Compliance status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirement with respect to subsidiary of listed entity	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and senior management	Yes
27	Other Corporate Governance requirements	Yes. Regulation 46(2)(b) to (i) Functional Website

40. Disclosure with respect to Demat suspense account/unclaimed suspense account

There are no instances with respect to Demat suspense account/unclaimed suspense account.

41. Disclosure of certain types of agreements binding listed entities

There are no agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations.

42. Insider Trading

In terms of the SEBI (Prohibition of Insider Trading) Regulations 2015 ("PIT Regulations"), the Company has a

comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code lays down guidelines which provide for the procedure to be followed and disclosures whilst dealing with shares of the Company. Further, in terms of the PIT Regulations, the Company has in place a Code of Practices and Procedures of Fair Disclosures of Unpublished Price Sensitive Information.

43. Board Procedures

The Board meets at least once in a quarter to review financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the businesses of your Company

The Board Meetings are governed by a structured Agenda. The agenda along with detailed explanatory notes and supporting material are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board has access to any information within your Company which includes the information as specified in Schedule II of the SEBI Listing Regulations.

44. Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the SEBI Listing Regulations, a meeting of the Independent Directors of the Company was held on February 13, 2025 without the presence of Non-Independent Directors and Company's Management.

The Company Secretary was an invitee to the said meeting and acted as a facilitator to the Independent Directors.

45. Mandatory requirements

To the extent applicable, during the year under review the Company has complied all the mandatory requirements of the SEBI Listing Regulations.

46. Disclosure of Accounting Treatment

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with relevant rules.

47. Non- mandatory requirements:

The Company has adopted the following non-mandatory requirements on Corporate Governance:-

i. Audit qualifications

There was no audit qualification on your Company's financial statements, during the year under review.

ii. Reporting of Internal Auditor

The Internal Auditors of the Company i.e. M/s. Deloitte Touche Tohmatsu India LLP directly reports to the Audit Committee of the Company

48. Code of Conduct

The Board of Directors has laid down a Code of Conduct, which is applicable to all Directors and Senior Management

Personnel of the Company. The Code has also been posted on the website of the Company

All Board Members and Senior Management Personnel have affirmed with the compliance of Code of Conduct for the Financial Year 2024-25.

An annual declaration signed by the Chairman & Managing Director of the Company affirming compliance to the Code by the Board of Directors and the Senior Management is annexed to this Report as Annexure - 2. The Code of Conduct is available on website of the Company and can be accessed through the following link: [https:// www.palred.com](https://www.palred.com).

49. CEO/ CFO Certification

In terms of regulation 17(8) of the Listing Regulations, the CFO made a certification to the Board of Directors which has been reviewed by the Audit Committee and taken on record by the Board and enclosed as Annexure-I to this Annual Report.

For and on behalf of the Board of
Palred Technologies Limited

Sd/-

Palem Supriya Reddy
Chairperson & Managing Director
(DIN: 00055870)

Place: Hyderabad

Date: 28.05.2025

Annexures-I

COMPLIANCE CERTIFICATE PURSUANT TO REGULATION 17(8) OF SEBI LODR, 2015

To
The Board of Directors
Palred Technologies Limited

We, Palem Supriya Reddy, Chairperson & Managing Director and P. Harish Naidu, Chief Financial Officer of Palred Technologies Limited ("Company") to the best of our knowledge and belief certify that:

1. We have reviewed standalone as well as consolidated financial statements and the cash flow statement of the Company for the quarter/year ended 31st March, 2025 and to the best of their 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 listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they 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 we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee
 - a. There have not been any significant changes in internal control over financial reporting during the year;
 - b. There have not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. There have not been any 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 over financial reporting.

Place: Hyderabad
Date: 28.05.2025

Sd/-
P. Supriya Reddy
Chairperson & MD

Sd/-
P. Harish Naidu
Chief Financial Officer (CFO)

Annexure-F

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has obtained from all the Members of the Board and Senior Management Personnel affirmation that they have complied with the Code of Conduct for Directors and Senior Management Personnel as required under Regulation 26(3) of the Listing Regulations for the FY 2024-25.

For and on behalf of the Board of
Palred Technologies Limited

Sd/-

Palem Supriya Reddy
Managing Director
(DIN: 00055870)

Place: Hyderabad
Date: 28.05.2025

Annexure-G to the Director's Report

Management Discussion & Analysis Report

FOR THE YEAR 24-25

The Company has three subsidiaries, Palred Electronics Private limited (formerly known as Palred Online Technologies Private Limited} (PEP), Palred Technology Services Private Limited (PTS) and Palred Retail Private limited (PRP). Palred together with its subsidiaries, is hereinafter referred to as "the Group."

The Company is a Public Limited Company incorporated and domiciled in India having its registered office in Hyderabad, Telangana. The Company is listed on Bombay Stock Exchange and National Stock Exchange of India Limited.

1. SUBSIDIARIES:

Palred Electronics Private Limited (PEP)

Palred Electronics Private Limited, through its flagship brand pTron, has continued to build on its vision of delivering smart digital accessories to the Indian masses at value-driven prices. The company operates across product categories including TWS (True Wireless Stereo), Smart Wearables, Wired and Wireless Headphones, Bluetooth Speakers, Power Banks, Cables, and Chargers. pTron products are distributed through a mix of online marketplaces, offline retail channels, and more recently, hyperlocal quick commerce platforms.

FY 2024-25 marked a phase of consolidation and introspection, as the company navigated complex market challenges while deepening its strategic focus on cost efficiency, product value enhancement, and channel diversification.

Economic and Industry Overview

The Indian consumer electronics industry experienced a turbulent year in FY 2024-25, shaped by a confluence of macroeconomic pressures. Persistently high inflation, reduced discretionary income, and cautious consumer spending patterns adversely impacted categories such as wearables and entry-level audio products.

While industry growth rates slowed, structural shifts became evident—consumers increasingly sought quality over quantity, while value-consciousness heightened across urban and semi-urban markets. The penetration of quick commerce platforms reshaped buying behavior for accessories and smaller-ticket products, ushering in faster purchase cycles and need-based consumption. This emergence of new-age distribution channels offered growth opportunities for nimble brands with agile supply chains.

Amid these changes, pTron's strategic investment in in-house manufacturing, product design improvements, and marketing recalibration laid the groundwork for navigating through adversity.

Performance Overview

The performance of pTron in FY 2024-25 was characterized by contrasting trends across its portfolio. The TWS category, which had previously been a dominant contributor, witnessed steep degrowth owing to heightened competition, saturated demand, and price-led commoditization. The segment also suffered from reduced festival and event-driven demand, coupled with margin erosion driven by aggressive discounting across platforms.

In contrast, the Power Banks and Speakers categories displayed resilience and moderate growth, driven by utility-led demand and relevance across both urban and Tier 2/3 consumers. Another noteworthy development during the year was the successful entry into quick commerce platforms such as Instamart and Zepto. These platforms emerged as high-potential, high-velocity channels, especially for fast-moving SKUs like charging accessories, cables, and budget audio devices.

The company also achieved an operational milestone over 80% of its total volumes were assembled domestically at its Nacharam facility. This shift enabled better supply chain responsiveness, enhanced control over product quality, and improved working capital efficiency.

Key Financial Highlights:

- **Revenue:** Total revenue declined by 26.83% year-on-year, reflecting weaker performance in core segments, especially TWS and Smart Wearables.
- **Profitability:** The Company reported a consolidated net loss of Rs.11.18 crore, compared to Rs.7.14 crore in the previous year. Increased promotional expenses, high return rates, and pressure on contribution margins were key drivers of the loss.
- **Margins:** Despite internal efficiencies from local assembly, margins contracted due to platform-driven discounting and adverse product mix.

Business Strategy

In FY 2024-25, pTron recalibrated its business strategy around four core pillars:

1. Manufacturing Efficiency
2. Channel Diversification
3. Product Portfolio Optimization
4. Cost and Marketing Rationalization

Segment-wise Performance

TWS (True Wireless Stereo): Worst-affected segment with significant volume and revenue decline.

Smart Wearables: Growth stalled due to competition, pricing pressure, and returns.

Power Banks: Positive traction with demand for fast-charging models.

Speakers: Consistent growth with improved product features.

Cables & Chargers: Steady demand from replacement and upgrade cycles.

Marketing and Promotional Activities

Marketing efforts were streamlined to balance visibility with cost. Focus areas included ROI-led digital marketing, quick commerce campaign alignment, influencer collaborations, and selective offline branding.

Risks and Concerns

- Category saturation in TWS and wearables
- High return rates
- Platform dependency
- Global supply chain risks and FX volatility

Outlook

pTron aims to consolidate gains in resilient categories while revamping underperforming segments. The company will continue scaling quick commerce, improving margins, and enhancing product offerings in FY 2025-26.

Conclusion

FY 2024-25 was a year of sharp contrasts for pTron. Despite headwinds, strategic progress in manufacturing, distribution, and product focus laid the foundation for future growth.

Palred Technology Services Private Limited (PTS)

PTS offers a bouquet of Products through its brand "Xmate" that is exclusively available on Amazon.in. Xmate Sells products like Bluetooth headsets, Bluetooth speakers, wired headsets, chargers and cables, Computer Accessories, Cameras & Camera Accessories etc. The brand faced many challenges since inception because of high advertisement costs and competition from other big brands. The Company was not able to achieve desired growth and it continues to make losses. Hence, the Company has decided to exit "Xmate" brand business.

Palred Retail Private Limited (PRP)

Palred Retail Private Limited owns ecommerce website, ptron.in and www.LatestOne.com that specialize in selling of tech and mobile accessories such as Bluetooth speakers and headsets, cables, power banks, headsets, smart watches, fashion accessories etc.

FINANCIAL PERFORMANCE:

A. Sources of Funds

1. Equity Share Capital

As on 31st March 2025, the Company has only one class of issued shares – Equity Shares of Par value of Rs. 10/- per share. The Authorised Capital of the Company is Rs. 35,00,00,000/- (Thirty Five Crores) divided into (a) 2,80,38,800 (Two Crore Eighty Lacs Thirty Eight Thousand Eight Hundred Only) shares of Rs. 10/- (Rupees Ten Only) each and (b) 6,96,120 (Six Lakhs Ninety Six Thousand One Hundred and Twenty) Preference Shares of Rs.100/- each. The Paid up Equity Share Capital of the Company as on date of this report is Rs. 12,23,25,660 (Twelve Crores Twenty Three Lakhs Twenty Five Thousand Six Hundred and Sixty) divided into 1,22,32,566 Equity Share of Rs. 10/- per share.

2. Other Equity:

2.1. Securities Premium Account:

The balance in Securities Premium Account as on March 31, 2025 was Rs. 9670.30 Lakhs as compared to the balance in Securities Premium Account as on March 31, 2024 was Rs. 9670.30Lakhs.

2.2. Capital reserve:

On a Standalone and Consolidated Basis, the Balance as at March 31, 2025, amounted to Rs. 142.80 Lakhs which was the same as previous year.

2.3. General Reserve:

On a Standalone and Consolidated Basis, the balance as at March 31, 2025 stood at Rs. 1325.24 Lakhs which is the same as previous year.

2.4. Retained Earnings:

On a Standalone Basis, the balance as at March 31, 2025 stood at Rs. (5593.71) as compared to Rs. (5800.52) Lakhs in previous year. On a Consolidated Basis, the balance as at March 31, 2025 stood at Rs. (7521.11) as compared to Rs. (6732.91) as Lakhs in previous year.

3. Liabilities:

3.1. Non-current Liabilities:

Particulars	Standalone		Consolidated	
	2025	2024	2025	2024
Other Financial liabilities	8.70	14.87	148.10	212.44
Employee benefit obligations	11.63	9.63	66.56	58.50
Total	20.33	24.50	214.66	270.94

The Company provides for gratuity for employees in India as per the Payment of the Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionally for 15 days salary multiplied for the number of the years of service. The gratuity plan is unfunded.

3.2. Current Liabilities:

Particulars	Standalone		Consolidated	
	2025	2024	2025	2024
Financial Liabilities				
Borrowings	0	0	5587.78	6,340.30
Lease Liabilities	6.00	4.65	95.81	68.70
Trade payables	0	0	0	01.51
Other Financial liabilities	126.27	67.95	905.90	541.58
Other Current liabilities	98.23	2.64	124.39	26.66
Employee benefit obligations	2.51	0.32	3.63	1.33
Total Current Liabilities	233.01	75.56	6,717.51	6,980.08

On standalone basis, the Company has increased its total current liabilities to Rs. 233.01 Lakhs stood as on 31st March, 2025 as compared to Rs. 75.56Lakhs in the previous year.

On consolidated basis, the Company has decreased its total current liabilities to Rs. 6717.51 Lakhs stood as on 31st March, 2025 as compared to Rs. 6980.08 Lakhs in the previous year.

B. Application of Funds:

1. Non- Current Assets:

Particulars	Standalone		Consolidated	
	2025	2024	2025	2024
Property plant & Equipment	2.43	2.60	110.81	145.32
Right of use of Assets	13.39	17.74	216.94	259.20
Goodwill (Consolidation)	0	0	0	0

Particulars	Standalone		Consolidated	
	2025	2024	2025	2024
Intangible Assets	0	0	1.86	3.25
Financial Assets	1100.00	1100.00	64.24	60.70
Investments				
Deposits				
Other non- current assets	366.29	359.60	439.91	434.32
Total Non-Current Assets	1482.10	1479.94	833.75	902.79

Investments in Subsidiaries/ associates

Palred Electronics Private Limited (formerly known as Palred Online Technologies Private Limited):

During the period under report, the Company has not invested in Palred Electronics Private Limited.

The Company holds 78.17% stake in the said subsidiary.

Palred Technology Services Private Limited:

During the period under report, the Company has not invested in Palred Technology Services Private Limited.

The Company holds 100% stake in the said subsidiary.

Palred Retail Private Limited:

During the period under report, the Company has not invested in Palred Retail Private Limited.

The Company holds 83.71% stake in the said subsidiary.

2. Current Investments, Cash and Cash Equivalents:

On a standalone basis, balance in current investments is Rs. NIL Lakhs as at March 31, 2025 and March 31, 2024. The cash and bank balance stand at Rs. 5528.77 Lakhs as at March 31, 2025 as compared to Rs. 5174.26 Lakhs as at March 31, 2024.

On a consolidated basis, balance in current investments is Rs. NIL Lakhs as at March 31, 2025 and March 31, 2024. The cash and bank balance stand at Rs. 5582.77 Lakhs as at March 31, 2025 as compared to Rs. 5249.53 Lakhs as at March 31, 2024.

III. RESULTS OF OUR OPERATIONS:

1. Income:

On a standalone basis, the Company has earned Rs. 150.00 Lakhs as Income from Operations & Rs. 388.60 Lakhs as Other Income from Dividend and interest from non-trade investments.

On a Consolidated basis, the Company has earned revenues of Rs. 8566.56 Lakhs from operations and Rs. 410.06 Lakhs from other income sources.

As on date of this report, the Company did not invest anything in Palred Electronics Private Limited, Palred Retail Private Limited & Palred Technology Services Private Limited. The Investment in Subsidiaries has Net carrying Value Rs. 1100.00 Lakhs as on date.

Palred Electronics Private Limited (formerly known as Palred Online Technologies Private Limited) has earned a total revenue of Rs. 8587.29 Lakhs in FY 2024-25 as compared to Rs. 11,736.41 Lakhs in FY 2024-25 resulting in 26.83% decrease in net revenue year on year basis.

Palred Technology Services Private Limited has earned a total Revenue of Rs. NIL as compared to Rs. 6.76 Lakhs in FY 2024-25 resulting in 100% decrease in net revenue year on year basis.

Palred Retail Private Limited has earned a total Revenue of Rs. 0.87 Lakhs in F.Y. 2024-25 as compared to Rs. 10.08 Lakhs in FY 2023-24 resulting in to reduction of 67.85% in Net Revenue.

Thus on a consolidated basis, the total revenue of the Company is Rs. 8,976.62 Lakhs compared to Rs. 12,044.33 Lakhs in previous year.

2. Expenditure:

On a Standalone Basis, the expenditure incurred towards employee benefit expenses is Rs. 73.88 Lakhs as against Rs. 71.66 Lakhs of previous year and Other Expenses are Rs. 76.97 Lakhs as against Rs. 79.14 Lakhs of previous year.

On a Consolidated Basis, the Total Expenditure is Rs. 9,838.70 Lakhs as against Rs. 12,554.03 Lakhs of previous year.

3. Operating Profit:

On a standalone basis, the company has earned operating profit of Rs.206.81 Lakhs as against profit of Rs. 90.30 Lakhs in previous year.

On a Consolidated Basis, the company has incurred operating loss of Rs. (1,033.19) Lakhs as compared to Loss of Rs. (513.33) Lakhs of previous Year.

4. Depreciation and Amortisation:

On a standalone basis, we provided Rs. 5.04 Lakhs and Rs. 6.16 Lakhs for the years ended March 31, 2025 and March 31, 2024 respectively.

On a consolidated basis, we provided Rs. 123.35 Lakhs and Rs. 165.62 Lakhs for the years ended March 31, 2025 and March 31, 2024 respectively.

5. Net Profit/Loss after tax:

On a standalone basis, the company has earned net profit of Rs. 203.78 Lakhs as against Profit of 89.68 lakhs in previous year. On a Consolidated Basis, the company has incurred net loss of Rs. (1033.19) Lakhs as compared to loss of Rs. (513.33) Lakhs of previous Year.

6. Liquidity:

On a standalone basis, the company has operations in F.Y. 2024-25. The Company has utilized Rs. 38.80 Lakhs from investing activities during 2024-2025 compared to generation of Rs. (66.41) Lakhs during 2023-2024. The Company has also gained Rs. (27.42) Lakhs from operating activities during 2024-2025 compared to Rs. 79.20 Lakhs utilized during 2023-2024.

On a Consolidated Basis, the net cash used in operations is Rs. 1,353.73 Lakhs as against (242.86) Lakhs net cash used in previous Year.

7. Related Party Transactions:

These have been discussed in detail in notes to the standalone Financial Statements in Annual report.

8. Events occurring after Balance Sheet Date- NIL

IV. STRATEGY, OUTLOOK, OPPORTUNITIES AND THREATS:

A. Objective and Strategy:

Palred Group aims to become a market leader in various products of Consumer Electronics business in India. The Company aims to achieve this unique position by combination of following factors:

- i. Creation of Innovative Products that are geared towards customer needs and that can be produced economically
- ii. Focus on enhancing customer benefit in terms of products and services as well as on close consumer contact
- iii. Proactive identification of future needs and technical applications
- iv. High value addition through combination of technology, systems & processes
- v. Simplification of a complex business involving continuously changing products and thousands of stock keeping units (SKU)/items.
- vi. End-to-end integration and implementation of Systems, Processes and Automation for efficient and scalable operations.
- vii. High quality Products backed by warranty
- viii. Steady and continuous development of brand (PTron)

b. Outlook, Risks and Concerns:

The Consumer Products Industry has been experiencing very intense competition for many years and we are operating in a market that is changing very quickly. The Customers have many options to choose from large and established brands and this may result in loss of our market share affecting the profitability. We are dependent on number of contract manufacturers and component suppliers. There may be a situation where these manufacturers and component suppliers may fail to supply the required products / parts which may adversely impact our cash flows and profitability. We are also subject to risks associated with geographical tensions & foreign exchange fluctuations. The Company is taking all appropriate measures to mitigate and safeguard the Company from above risks.

B. Intellectual Property Infringement:

As product development depends on the intellectual property created by its employees, we need to ensure that the same do not infringe any other proprietary technology rights. We have intellectual property rights to take care of trade secrets, copyright and trademark laws and confidentiality agreements for our employees, third parties offering only limited protection. The steps taken by us as well as laws of most advanced countries do not offer effective protection of intellectual property rights. Third parties could claim infringement of property rights against the Company or also assert the same against our customers, which would require protracted defence and costly litigations on behalf of our customers.

C. Risks and risk management and their implementation:

The systematic analysis, evaluation and management of potential risks are decentralized within the Palred Group. Every organizational unit is responsible for detailing its own risk register, which it must then use to establish countermeasures for managing risks. The purpose is to identify and avert potential damage to the company at an early stage. All registers are centrally coordinated and aggregated so the Management Team has an overview at all times of the most significant risks and the measures being taken to manage them. Within the scope of independent audits, the Audit Department monitors the individual corporate entities with regard to early risk identification and compliance management by performing random inspections. The Management Team is informed directly and immediately of the findings.

The risks of procuring certain parts and components, product compliance and IT security are among the most important

issues for which the Palred Group is taking countermeasures. IT security risks are addressed through technical and organizational measures. Effective customer management minimize the impact of potential defaults on receivables.

Financial Performance

Prudent Financial Planning, effective resource allocation and tight financial control have ensured that the cash flows of the Company remain healthy. The ability of the Company to raise credit remains unimpaired.

V. INTERNAL CONTROL SYSTEMS AND ADEQUACY:

The Company has adopted strong and automated internal business controls and a process framework that is not only adequate for its current size of operations but can effectively support increases in growth and complexity across our business operations. A well established and empowered system of internal financial audits and automated control procedures ensures prudent financial control, flexibility in terms of process changes to enable course correction.

Internal auditors submits reports and updates to the audit committee of the Board, which conducts frequent reviews and provides direction and operational guidance on new processes to be implemented to further enhance efficiencies within the Company.

The Company is in the process of implementing Enterprise Resource Planning along with various business controls which would have automatic internal control systems to identify errors and also provide better MIS.

VI. HUMAN RESOURCES:

A. Objective and Strategy:

Capability building, Talent Management and Employee Engagement remain the key focus of your company's Human Resource Strategy. Your Company has continued to build on its capabilities in getting the right talent to support the different technology areas. They are backed by robust management training schemes, hiring of key management personnel, and sales training.

Human Resources are the most valuable asset for the Company and Palred Technologies continues to seek, retain and enrich the best available talent. The Human Resource plays an important role in the growth and success of the Organization. Your Company has maintained cordial and harmonious relations with all the employees.

The Company provides an environment which encourages initiative, innovative thinking and rewards performance. The Company ensures training and development of its personnel through succession planning, job rotation, on-the-job training and various trainings and workshops.

B. Culture, Values and Leadership

Your Company has a written code of conduct and ethics to make employees aware of ethical requirements and Whistle Blower Policy for reporting violations, if any.

Your Company has internal structured succession planning to take care of loss of any member of senior management or other key management personnel. Since inception your Company is committed to developing next generation leaders and conduct personality development and development work of skills acquired by them over the years. Your Company encourages

an "Equal Employment Opportunity Policy" which discourages discrimination for employment on account of sex, race, colour, religion, physical challenge and so on.

As the Company operates in a niche industry that requires high techno functional expertise. The employees constantly need to enhance their technical and functional knowledge and so regular training sessions on specific technical skills and domain knowledge were conducted.

VII. CAUTIONARY STATEMENT:

Statements in the "Management Discussion and Analysis" describing the company's objectives, estimates, expectations or projections may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations; include Government regulations, patent laws, tax regimes, economic developments within India and countries in which the Company conducts business, litigation and other allied factors.

VIII. DETAILS OF SIGNIFICANT CHANGES (I.E., CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN THE KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREOF:

Particulars	Standalone basis		Remarks
	2024-25	2023-24	
Debtors Turnover Ratio	0	0	There are no trade receivables as at the balance sheet date.
Inventory Turnover Ratio	0	0	There is no Inventory
Interest Coverage Ratio	0	0	There is no Finance Cost.
Current Ratio	23.74	68.53	Improvement in current ratio is due to creation of additional fixed deposits.
Debt Equity Ratio	-	0	
Operating Profit Margin Ratio	0.71	0.65	Due to increase in other income and reduction in expenses
Net Profit Margin Ratio	0.38	0.20	impairment on Non-current assets has led to Decrease in profits in previous year

Particulars	Consolidated basis		Remarks
	2024-25	2023-24	
Debtors Turnover Ratio	3.70	6.83	Increase in Trade Receivable at year end leads to Improvement in the ratio.
Inventory Turnover Ratio	3.09	5.75	Decrease Inventory at year end leads to Improvement in the ratio.
Interest Coverage Ratio	-0.53	0.20	Difference due reduction in profit and turnover
Current Ratio	1.60	1.72	There is no much change as compare to previous year.
Debt Equity Ratio	1.15	1.13	There is no much change as compare to previous year
Operating Profit Margin Ratio	-0.03	0.01	Difference due to decrease in turnover
Net Profit Margin Ratio	-0.12	-0.04	Difference due to Decrease in turnover.

Return on Net Worth:

Particulars	Standalone basis		Consolidated Basis	
	2024-25	2023-24	2024-25	2023-24
Return on Net Worth	5.64	1.38	-0.20	(0.01)

There is an increase in Return in Return on Net Worth ratio as the loss has been reduced in F.Y.2024-25.

IX. DISCLOSURE OF ACCOUNTING TREATMENT:

During the preparation of Financial Statement of F.Y. 2024-25 the treatment as prescribed in an Accounting Standard has been followed by the Company. There is no discrepancy in Accounting Treatment as followed by the Company in current financial year as compared to previous financial year.

Annexures-H

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 Board of Directors
Palred Technologies Limited
H. No. 8-2-703/2/b, Plot.No.2
Road.No.12, Banjara Hills,
Hyderabad, Telangana-500034

I have examined the relevant registers, records, forms, returns and disclosures received from Palred Technologies Limited having CIN L72200TG1999PLC033131 and having registered office at Plot No 2, 8-2-703/2/B, Road No 12, Banjara Hills, Hyderabad, Telangana, 500034 (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.

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 March 31st, 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	DIN No	Name of the Director	Designation
1.	00055870	Mrs. Palem Supriya Reddy	Chairperson & Managing Director
2.	00001401	Mr. Palem Srikar Reddy	Non-Executive Director
3.	07072774	Ms. Stuthi Reddy	Non-Executive Director
4.	03089889	Mr. Harmendra Gandhi	Independent Director
5.	00110930	Mr. Ravichandran Rajagopal	Independent Director
6.	08792778	Ms. Aakanksha Sachin Dubey	Independent Director

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.

For Vivek Surana & Associates
Practicing Company Secretaries

Vivek Surana
Practicing Company Secretary
M.No. 24531 & C.P. No. 12901

Place: Hyderabad
Date: 28.05.2025
UDIN: A024531G000475047

Annexures-I

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Palred Technologies Limited
Hyderabad

I have examined the compliance of conditions of Corporate Governance by Palred Technologies Limited ('the Company'), for the Financial Year ended 31st March 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management of the Company, we certify that the Company has in all material respect complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

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

For Vivek Surana & Associates
Practicing Company Secretaries

Vivek Surana
Practicing Company Secretary
M.No. 24531 & C.P. No. 12901
UDIN: A024531G000475071

Place: Hyderabad
Date: 28.05.2025

Annexures-J

FORM MR-3 SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

To
The Members of
M/s. Palred Electronics Private Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Palred Electronics Private Limited (hereinafter called "the Company") for the financial year ended 31st March 2025, ('the year' / 'audit period' / 'period under review').

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my 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 financial year commencing from 1st April, 2024 and ended 31st March, 2025, complied with the statutory provisions and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the audit period according to the applicable provisions / clauses of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
3. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
4. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.
5. I have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial auditor and other designated professionals.

I further report that:-

- a. Company has a Managing Director namely Mr. Ameen Ashik Khwaja.
- b. The company has Company Secretary namely Mrs. Shruti Mangesh Rege

The company is an unlisted private limited company and a subsidiary of a listed company.

I further report that the Board of Directors of the Company is duly constituted with proper balance of executive, non-executive 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.

I further report that 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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that based on the review of the compliance / certificates of the Company Secretary which were taken on record by the Board of Directors, 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.

I further report that during the audit period there was no event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Vivek Surana & Associates
Practicing Company Secretaries

Vivek Surana
Practicing Company Secretary
M.No. 24531 & C.P. No. 12901

Place: Hyderabad
Date: 28.05.2025
UDIN: A024531G000475157

Annexure- A to Secretarial Audit Report

To
The Members of
Palred Electronics Private Limited

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

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness 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. I have relied on the reports given by the concerned professionals in verifying 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 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 future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Vivek Surana & Associates
Practicing Company Secretaries

Vivek Surana
Practicing Company Secretary
M.No. 24531 & C.P. No. 12901

Place: Hyderabad
Date: 28.05.2025
UDIN: A024531G000475157

FORM MR-3 SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

To
The Members of
M/s. Palred Technologies Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Palred Technologies Limited** (hereinafter called "the Company"). Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my 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 financial year commencing from 1st April, 2024 and ended 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Palred Technologies Limited ("The Company") for the financial year ended on 31st March, 2025, according to the provisions of:

- a. The Companies Act, 2013 (the Act) and the rules made there under;
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- d. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;

2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') is furnished hereunder for the financial year 2024-25: -

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018; The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company's website i.e., www.palred.com

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not Applicable as there was no reportable event during the financial year under review;

d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable as the Company has not issued any Employee Stock Options during the year under review.

e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not Applicable as the Company has not issued any debt securities during the year under review.

f. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.

g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review.

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. I have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.
- b. Securities and Exchange Board of India Act, 1992 & Circulars, Master Circulars and Regulations issued by SEBI and applicable to the Company.
- c. Listing Agreements entered into by the Company with BSE Limited.

4. The Management has identified and confirmed the following laws as being specifically applicable to the Company:

- The Code on Social Security, 2020
- The Occupational Safety, Health and Working Conditions Code, 2020
- The Code on Wages, 2019
- Shops and Establishments Act, 1948
- Clearance from Various Local Authorities.
- Information Technology Act, 2000 and the rules made thereunder.
- Software Technology Parks of India rules and regulations.

5. We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial auditor and other designated professionals.

6. As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that

- a. As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ ADRs or any Commercial Instrument under the financial year under report.
- b. The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
 - External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - Foreign Direct Investment (FDI) was compiled by the company under the financial year under report;
 - Overseas Direct Investment by Residents in Joint Venture/ Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.

We further report that: -

- The Company has Chairperson & Managing Director Namely, Mrs. Palem Supriya Reddy.
- The company has a Company Secretary namely Ms. Shruti Mangesh Rege.
- The Company has the internal auditors namely M/s. Seshachalam & Co., Chartered Accountants, Hyderabad.
- The company has a chief financial officer namely Mr.P.Harish Naidu,

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

- a. During the year the Company has conducted 5 meetings of the Board of Directors, 5 Meetings of Audit Committee meeting, 2 Nomination and Remuneration Committee Meetings, 4 meeting of Stakeholders and Relationship Committee Meeting and 1 meeting of Independent Directors Committee Meeting.
- b. 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.
- c. Adequate notice of board meeting is given to all the directors along with agenda 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 meaningful participation at the meeting.
- d. As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- e. I further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. other than those already disclosed to Stock Exchange i.e., BSE.
- f. I 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.

Sd/-

Vivek Surana

Practicing Company Secretary

C.P. No. 12901

Place: Hyderabad

Date: 28.05.2025

UDIN: A024531G000475157

Annexure- A to Secretarial Audit Report

To
The Members of
Palred Electronics Private Limited

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

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness 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. I have relied on the reports given by the concerned professionals in verifying 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 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 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: 28.05.2025
UDIN: A024531G000475157

Sd/-
Vivek Surana
Practicing Company Secretary
C.P. No. 12901

STANDALONE FINANCIAL STATEMENTS

Independent Auditor's Report

To the Members of **Plared Technologies Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Palred Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with 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, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the Key Audit Matter was addressed in our audit
<p>Impairment of Investments in Equity Shares of Subsidiaries:</p> <p>(Refer to the disclosures related to Investments in Note 5 of the standalone financial statements.)</p> <p>Investments in equity shares of subsidiaries are accounted for at cost less accumulated impairment in accordance with Ind AS 27, Separate Financial Statements.</p> <p>The Company had made investment in three subsidiaries, out of which the carrying value of the investment was fully impaired for Palred Retail Private Limited and Palred Technology Services Private Limited in earlier years.</p> <p>Further, investment in the third subsidiary (Palred Electronics Private Limited) amounts to Rs. 4,453.00 Lakhs and has a carrying value of Rs. 1,100 Lakhs as on March 31, 2025. Based on the net worth and turnover of the Palred Electronics Private Limited, during the current year the management has not provided any impairment. At the year end, management of the company has performed the testing of impairment in relation to the investment as per the requirements of Ind AS 36 "Impairment of Assets" by obtaining valuation report from an independent registered valuer.</p> <p>The Company assesses the recoverable amount of the investment when impairment indicators exist, by comparing the fair value (less costs of disposal) and carrying amount of the investment as on the reporting date. The process for measuring and recognising impairment loss is complex and requires management judgement. The key assumptions underlying management's assessment of valuation includes, but are not limited to, estimation of recoverable amounts of the recognised assets and liabilities, revenue projections and market valuation of the company.</p> <p>Considering the materiality, complexity, significance of the management judgement involved and the estimation uncertainty in assessing impairment on these investments, this has been considered to be a key audit matter.</p>	<p>Our audit procedures in respect of this area included:</p> <ol style="list-style-type: none"> 1. Assessed whether the Company's accounting policies relating to the impairment of equity investments in subsidiaries are in compliance with IND AS 36 - Impairment of Assets. 2. Obtained an understanding and assessed management's process and controls w.r.t impairment assessment. 3. Evaluated and tested the design and the operating effectiveness of the controls over the impairment assessment. 4. Obtained the valuation report of Palred Electronics Private Limited as at March 31, 2025. 5. Evaluated the competence and objectivity of the valuation specialist engaged by the management. 6. Involved the Internal experts with specialised skills and knowledge to assist in evaluating the valuation model used and the underlying assumptions including the computations performed to arrive at the fair valuation. 7. Verified the Company's valuation methodology, assumptions and arithmetical accuracy for determining the fair value of the investment as obtained from the management assessment. 8. Verified arithmetical accuracy of the computation by comparing the pro-rata share of net assets of each of the subsidiaries to the investment held by the Company to consider reversal of impairment. 9. Evaluated the reasonableness of the future revenue and margins, the historical accuracy of the Company's estimates and its ability to produce accurate long-term forecasts. 10. Evaluated the appropriateness of the disclosures made in the financial statements in relation to such investments and impairment thereon as required by applicable accounting standards.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

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

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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 is also responsible for overseeing the Company's financial reporting process.

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

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

in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone Financial Statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report 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 except for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g).
 - c) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(h)(vi) below on reporting under Rule 11(g).
 - d) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - f) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
 - 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, 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, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material mis-statement.

v. The Company has neither declared nor paid any dividend during the year.

vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility, that has not been enabled in the accounting software throughout the year as explained in Note 43 to the financial statements. Accordingly, we are unable to comment whether the audit trail feature has operated throughout the year for all relevant transactions recorded in the software or whether there is any instance of audit trail feature being tampered with or whether the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention.

3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.

For M S K C & Associates LLP

(Formerly known as M S K C & Associates)

Chartered Accountants

ICAI Firm Registration Number – 001595S / S000168

Tarun Kumar Jain

Partner

Membership No. 231741

UDIN: 25231741BMLKZP5074

Place: Hyderabad

Date: May 28, 2025

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF PALRED TECHNOLOGIES LIMITED

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the 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.

For M S K C & Associates LLP
(Formerly known as M S K C & Associates)
Chartered Accountants
ICAI Firm Registration Number – 001595S / S000168

Tarun Kumar Jain
Partner
Membership No. 231741
UDIN: 25231741BMLKZP5074

Place: Hyderabad
Date: May 28, 2025

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF PALRED ELECTRONICS LIMITED FOR THE YEAR ENDED MARCH 31, 2025.

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

- 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) Property, Plant and Equipment have been physically verified by the management at during the year/ at reasonable intervals and no material discrepancies were identified on such verification.
 - c) According to the information and explanations given to us, there are no immovable properties, and accordingly, the provisions stated under clause 3(i)(c) of the Order are not applicable to the Company.
 - d) According to the information and explanations given to us, the Company has not revalued its property, plant and Equipment (including Right of Use Assets) and intangible assets during the year. Accordingly, the provisions stated under clause 3(i)(d) of the Order are not applicable to the Company.
 - e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated under clause 3(i)(e) of the Order are not applicable to the Company.
- ii.
 - a) The Company is involved in the business of rendering services and does not hold any inventory. Accordingly, the provisions stated under clause 3(ii)(a) of the Order are not applicable to the Company.
 - b) The Company has not been sanctioned any working capital limits during the year on the basis of security of current assets. Accordingly, the provisions stated under clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. According to the information explanation provided to us, the Company has not made any investments in, or provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions stated under clause 3(iii) of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us, there are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Act are applicable and accordingly, the requirement to report under clause 3(iv) of the Order is not applicable to the Company.
- v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor any amounts which are deemed to be deposits, within the meaning of the provisions of Sections 73 to 76 of the Act and the rules framed there under. Accordingly, the requirement to report under clause 3(v) of the Order is not applicable to the Company.
- vi. The provisions of sub-Section (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products/services of the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- vii.
 - a) According to the information and explanations given to us and the records examined by us, in our opinion, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess, and other statutory dues have been regularly deposited by the Company with appropriate authorities in all cases during the year. No undisputed amounts payable in respect of these statutory dues were outstanding as at March 31, 2025, for a period of more than six months from the date they became payable.
 - b) According to the information and explanation given to us and the records examined by us, there are no dues relating to goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us, there are no transaction which are not recorded in the books of account which have been surrendered or disclosed as income during the year in Income-tax Assessment under the Income Tax Act, 1961. Accordingly, the requirement to report as stated under clause 3(viii) of the Order is not applicable to the Company.
- ix.
 - a) The Company does not have any loans or borrowings or interest thereon due to any lenders during the year. Accordingly, the requirement to report under clause 3(ix)(a) to (c) of the Order is not applicable to the Company.
 - b) According to the information and explanation provided to us, there were no funds raised on short term basis during the year. Accordingly, the requirement to report under clause 3(ix)(d) of the Order is not applicable to the Company.
 - c) According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries.
 - d) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Accordingly, the requirement to report under Clause 3(ix)(f) of the order is not applicable to the Company.
- x.
 - a) In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt

- instruments) during the year. Accordingly, the reporting requirement under clause 3(x)(a) of the Order is not applicable to the Company.
- b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly, or optionally convertible) during the year. Accordingly, the requirements to report under clause 3(x)(b) of the Order is not applicable to the Company.
- xi.
- a) Based on our examination of the books and records of the Company and according to the information and explanations given to us, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the year in the course of our audit.
- b) During the year no report under Section 143(12) of the Act, has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the Management, there are no whistleblower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated under clause 3(xii)(a) to (c) of the Order are 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 the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv.
- a) In our opinion and based on our examination, 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 our audit report, for the period under audit.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, the 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 (2 of 1934) and accordingly, the requirements to report under clause 3(xvi)(a) of the Order is not applicable to the Company.
- b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities during the year and accordingly, the provisions stated under clause 3 (xvi)(b) of the Order are not applicable to the Company.
- c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report under clause 3 (xvi)(c) of the Order is not applicable to the Company.
- d) The Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company (as part of its group. Accordingly, the requirement to report under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. Based on the overall review of financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Accordingly, the requirement to report under clause 3(xvii) of the Order is not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under 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 (as disclosed in note 37 to the standalone financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone 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 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. According to the information and explanations given to us and based on our verification, provisions of Section 135 of the Act, are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi. There are no qualification(s) or adverse remark(s) in the Companies (Auditors Report) Order, 2020 reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For M S K C & Associates LLP

(Formerly known as M S K C & Associates)

Chartered Accountants

ICAI Firm Registration Number – 001595S / S000168

Tarun Kumar Jain

Partner

Membership No. 231741

UDIN: 25231741BMLKZP5074

Place: Hyderabad

Date: May 28, 2025

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF PALRED TECHNOLOGIES LIMITED

[Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Palred Technologies Limited on the Financial Statements for the year ended March 31, 2025]

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

We have audited the internal financial controls with reference to standalone financial statements of Palred Technologies Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Opinion

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

Management's and Board of Director's Responsibility for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

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

and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls With reference to Standalone Financial Statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls With reference to Standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Place: Hyderabad
Date: May 28, 2025

For M S K C & Associates LLP

(Formerly known as M S K C & Associates)

Chartered Accountants

ICAI Firm Registration Number – 001595S / S000168

Tarun Kumar Jain

Partner

Membership No. 231741

UDIN: 25231741BMLKZP5074

Standalone Balance Sheet as at 31 March 2025

(All amounts are in Rs. Lakhs except share data or unless otherwise stated)

	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	3	2.43	2.60
(b) Right-of-use-assets	4 (a)	13.39	17.74
(c) Financial assets			
Investments	5	1,100.00	1,100.00
(d) Other non-current assets	6	366.29	359.60
Total non-current assets		1,482.11	1,479.94
2. Current assets			
(a) Financial assets			
(i) Cash and cash equivalents	7	18.13	12.75
(ii) Bank balances other than cash and cash equivalents	8	5,510.64	5,161.51
(iii) Other financial assets	9	-	-
(b) Other current assets	10	3.95	3.57
Total current assets		5,532.73	5,177.83
Total assets		7,014.83	6,657.77
EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	11	1,223.26	1,223.26
(b) Other equity	12	5,538.23	5,334.45
Total equity		6,761.49	6,557.71
2. Liabilities			
Non-current liabilities			
(a) Financial liabilities			
Lease liabilities	4 (b)	8.70	14.87
(b) Provisions	13	11.63	9.63
Total non-current liabilities		20.33	24.50
Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	4 (b)	6.00	4.65
(ii) Other financial liabilities	14	126.27	67.95
(b) Other current liabilities	15	98.23	2.64
(c) Provisions	13	2.51	0.32
Total current liabilities		233.01	75.56
Total liabilities		253.34	100.06
Total equity and liabilities		7,014.83	6,657.77
See accompanying notes to the financial statements	1-43		

As per our report of even date
For **MSKC & Associates LLP**
(Formerly known as MSKC & Associates)
Chartered Accountants
Firm Registration No.:001595S/S000168

Tarun Kumar Jain
Partner
Membership No: 231741

Place: Hyderabad
Date: May 28, 2025

For and on behalf of the Board of Directors

Palred Technologies Limited
CIN: L72200TG1999PLC033131

P. Supriya Reddy
Chairperson & Managing Director
DIN: 00055870

Pinekalapati Harish Naidu
Chief Financial Officer

Ravichandran Rajagopal
Director
DIN: 00110930

Shruti Rege
Company Secretary
Membership No. A43523

Standalone Statement of Profit and Loss

for the year ended 31 March 2025

(All amounts are in Rs. Lakhs except share data or unless otherwise stated)

	Note	Year ended March 31, 2025	Year ended March 31, 2024
I. Income			
Revenue from operations	16	150.00	150.00
II. Other Income	17	388.60	299.62
III. Total income (I+II)		538.60	449.62
IV. Expenses			
Employee benefits expense	18	73.88	71.66
Finance costs	19	1.34	1.71
Depreciation and amortization expense	20	5.04	6.16
Other expenses	21	76.97	79.14
Total expenses (IV)		157.23	158.67
V. Profit /(Loss) before exceptional item and tax (III - IV)		381.37	290.95
VI. Exceptional item	22	-	-200.65
VII. Profit /(Loss) before tax (V- VI)		381.37	90.30
VIII. Tax Expense			
a) Current tax		96.46	-
b) Tax Paid for earlier years		78.10	
c) Deferred tax charge/(benefit)		-	
Total tax expense (VIII)		174.56	-
IX. Profit /(Loss) for the year (VII-VIII)		206.81	90.30
X. Other Comprehensive Income		-	-
(i) Items that will not be reclassified to profit and loss			
Remeasurement of net defined benefit liability	27	(3.03)	-0.62
Other comprehensive income for the year, net of tax		(3.03)	-0.62
XI. Total comprehensive income for the year (IX+X)		203.78	89.68
XII. Earnings per equity share			
(i) Basic earnings per equity share	23	1.69	0.74
(ii) Diluted earnings per equity share	23	1.69	0.74
See accompanying notes to the financial statements	1-43		

As per our report of even date
For MSKC & Associates LLP
 (Formerly known as MSKC & Associates)
 Chartered Accountants
 Firm Registration No.:001595S/S000168

Tarun Kumar Jain
 Partner
 Membership No: 231741

Place: Hyderabad
 Date: May 28, 2025

For and on behalf of the Board of Directors

Palred Technologies Limited
 CIN: L72200TG1999PLC033131

P. Supriya Reddy
 Chairperson & Managing Director
 DIN: 00055870

Pinekalapati Harish Naidu
 Chief Financial Officer

Ravichandran Rajagopal
 Director
 DIN: 00110930

Shruti Rege
 Company Secretary
 Membership No. A43523

Statement of standalone Cash Flows

for the year ended 31 March 2025

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities		
Net Profit/(Loss) before tax as per statement of profit and loss	381.37	90.30
Adjustments for:		
Interest income	(387.93)	(299.62)
Finance costs	1.34	1.71
Income from Lease liability adjustment	(0.67)	
Impairment towards investment in subsidiaries	-	200.65
Depreciation and amortisation expense	5.04	6.16
Operating Profits/ (Loss) before working capital changes	(0.85)	(0.80)
Changes in Working Capital		
Decrease/ (Increase) in other financial assets	-	116.61
Decrease/ (Increase) in other non current assets	2.13	(3.74)
Decrease/ (Increase) in other current assets	(0.38)	(3.18)
Increase/ (Decrease) in non-current and other financial liabilities	58.32	14.43
Increase/ (Decrease) in other current liabilities	95.59	(0.13)
Increase/ (Decrease) in provisions	1.16	0.97
Cash flow generated from operating activities	155.97	124.16
Income tax paid (net of refunds)	(183.39)	(44.96)
Net cash flows generated from/(used in) operating activities (A)	(27.42)	79.20
B. Cash flow from Investing activities		
Investment in fixed deposits	(349.13)	(366.03)
Interest income received (reinvested in fixed deposits)	387.93	299.62
Net cash flows generated from/(used in) investing activities (B)	38.80	(66.41)
C. Cash flow from Financing activities		
Money received against share warrants	-	-
Payment of Interest Portion of Lease liabilities	(1.34)	(1.71)
Payment of Principal Portion of Lease liabilities	(4.66)	(4.29)
Net cash flows generated from/(used in) financing activities (C)	(6.00)	(6.00)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	5.38	6.79
Cash and cash equivalents at the beginning of the year	12.75	5.96
Cash and cash equivalents at the end of the year	18.13	12.75
Cash and cash equivalents includes:		
Cash on hand	0.12	0.22
Cash Equivalents		
Current accounts	18.01	12.53
Total cash and cash equivalents at end of the year	18.13	12.75
See accompanying notes to the financial statements	1-43	

As per our report of even date
For **MSKC & Associates LLP**
(Formerly known as MSKC & Associates)
Chartered Accountants
Firm Registration No.:001595S/S000168

Tarun Kumar Jain
Partner
Membership No: 231741

Place: Hyderabad
Date: May 28, 2025

For and on behalf of the Board of Directors

Palred Technologies Limited
CIN: L72200TG1999PLC033131

P. Supriya Reddy
Chairperson & Managing Director
DIN: 00055870

Pinekalapati Harish Naidu
Chief Financial Officer

Ravichandran Rajagopal
Director
DIN: 00110930

Shruti Rege
Company Secretary
Membership No. A43523

Standalone statement of changes in equity for the year ended March 31, 2025

(All amounts are in Rs. Lakhs except share data or unless otherwise stated)

		For the year ended March 31, 2025	
(A)	Equity share capital	No. of shares	Amount
	Equity shares of Rs. 10 each issued, subscribed and fully paid		
	Balance as at April 01, 2024	12,232,566	1,223.26
	Changes in equity share capital during the current year	-	-
	Balance as at March 31, 2025	12,232,566	1,223.26
		For the year ended March 31, 2024	
		No. of shares	Amount
	Equity shares of Rs. 10 each issued, subscribed and fully paid		
	Balance as at April 01, 2023	12,232,566	1,223.26
	Changes in equity share capital during the current year	-	-
	Balance as at March 31, 2024	12,232,566	1,223.26

(B) Other equity

	Reserves and surplus				Other Compre- hensive Income	Money received against share warrants	Total
	Capital Reserve	Security premium	General reserve	Retained earnings	Remeasurement of defined benefit plans		
Balance as at April 01, 2023	142.80	9,670.30	1,325.24	(5,890.83)	(2.75)	-	5,244.76
Profit /(Loss) for the year	-	-	-	90.31	-	-	90.31
Other comprehensive in- come/ (loss), net of taxes	-	-	-	-	(0.62)	-	(0.62)
Transferred on account of issue of share warrants	-	-	-	-	-	-	-
Money received against share warrants	-	-	-	-	-	-	-
Share warrants converted into shares	-	-	-	-	-	-	-
Balance as at March 31, 2024	142.80	9,670.30	1,325.24	(5,800.52)	(3.37)	-	5,334.45
Profit /(Loss) for the year	-	-	-	206.81	-	-	206.81
Other comprehensive in- come/ (loss), net of taxes	-	-	-	-	(3.03)	-	(3.03)
Transferred on account of issue of share warrants	-	-	-	-	-	-	-
Money received against share warrants	-	-	-	-	-	-	-
Share warrants converted into shares	-	-	-	-	-	-	-
Balance as at 31 March 2025	142.80	9,670.30	1,325.24	(5,593.71)	(6.40)	-	5,538.23

See accompanying notes to the financial statements

1-43

As per our report of even date

For **MSKC & Associates LLP**

(Formerly known as MSKC & Associates)

Chartered Accountants

Firm Registration No.:001595S/S000168

Tarun Kumar Jain

Partner

Membership No: 231741

For and on behalf of the Board of Directors

Palred Technologies Limited

CIN: L72200TG1999PLC033131

P. Supriya Reddy

Chairperson & Managing Director

DIN: 00055870

Ravichandran Rajagopal

Director

DIN: 00110930

Pinekalapati Harish Naidu

Chief Financial Officer

Shruti Rege

Company Secretary

Membership No. A43523

Place: Hyderabad

Date: May 28, 2025

Notes forming part of the standalone financial statements for the year ended March 31, 2025

(All amounts are in Rs. Lakhs except share data or unless otherwise stated)

1.1 General Information

Palred Technologies Limited (the "Company") is a listed company incorporated and domiciled in India and incorporated in accordance with the provisions of the erstwhile Companies Act, 1956. The Company's registered office is at H.No. 8-2-703/2/B/, Plot No.2, Road No.12, Banjara Hills, Hyderabad, Telangana-500 034. Its shares are listed on two recognised stock exchanges of India, the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange of India Limited (BSE). The Company is engaged in the business of E-commerce.

1.2 Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Ind AS) Rules, 2015 (as amended) notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

The financial statements under Ind AS were authorised for issue by the Company's Board of Directors on May 28, 2025.

Details of the Company's accounting policies are included in Note 2.

1.3 Basis of measurement

These financial statements are prepared under the historical cost convention on accrual basis, except for the following material items in the Balance sheet:

- i) Certain financial assets and liabilities measured at fair value; and
- ii) Net defined assets/(liability) are measured at fair value of plan assets, less present value of defined benefit obligations.

1.4 Use of estimates and judgements

The preparation of financial statements in conformity with Ind AS requires the Management to make judgements, estimate and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amount of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and in any future periods effected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements is included in the following notes:

Assumptions and estimation uncertainties in Note 2

- Note (c) — estimate of useful life used for the purposes of depreciation of property plant and equipment.
- Note (d) — Impairment;
- Note (f) — Financial instruments;
- Note (j) — Employee benefits;
- Note (k) — Income taxes
- Note (l) — Provisions, contingent liabilities and contingent assets; and

1.5 New and amended standards adopted by the Company

There are no new and amended standards during the year.

1.6 Standards issued but not effective

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

2. Summary of Material accounting policies

The standalone financial statements have been prepared using the accounting policies and measurement basis summarized below:

a. Functional currency

The financial statements are presented in Indian Rupee ('INR') which is also the functional and presentation currency of the Company. All financial information presented in Indian Rupees has been rounded to the nearest lakhs, unless otherwise stated.

b. Current and non-current classification

All the assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Division II- Ind AS Schedule III to the Act. The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified as current when it is:

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

A liability is classified as current when:

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

Current assets/ liabilities include the current portion of non-current assets/liabilities respectively. All other assets/ liabilities including deferred tax assets and liabilities are classified as non-current.

c. Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, taxes (other than those subsequently recoverable from tax authorities), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

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 income statement when the asset is derecognised.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances. Capital work-in-progress includes cost of property, plant and equipment under installation/ under development as at the balance sheet date.

Depreciation on property, plant and equipment is calculated on pro-rata basis on written down value method using the useful lives of the assets estimated by management. The useful life is as follows:

The useful life of the assets is as follows:

Asset	Useful life (in years)
Leasehold improvement	Over the lease term*
Vehicles	10 years
Furniture and Fixtures	10 years
Office Equipment	5 years
Computers:	
-Servers	6 years
-End user devices such as, desktops, laptops etc.	3 years

* For Leasehold improvements useful life of the asset is lower of useful life as per schedule III or lease period.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of the asset being ready for use. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'/ 'Other expenses'. With respect to the assets costing less than Rs. 5,000 based on an internal assessment and

materiality, the management has estimated that the same shall be depreciated in the year of purchase. The residual values are not more than 5% of the original cost of the asset.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

d. Impairment

Impairment of non-financial assets

The carrying amounts of the Company's tangible and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 or the cash-generating unit for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets.

An impairment loss is recognised in the statement of profit or loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been previously recognised.

e. Leases:

Company as a lessee

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 asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

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 interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

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

- i. Fixed payments, including in-substance fixed payments;
- ii. Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- iii. Amounts expected to be payable under a residual value guarantee; and
- iv. The exercise price under a purchase option that the Company 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 amortised 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, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

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. (Refer note 5).

The Company has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

f. Financial Instruments

Initial Recognition and measurement

All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value and, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

Financial Assets

On initial recognition, a financial asset is classified as

- i. amortised cost;
- ii. fair value through other comprehensive income ("FVTOCI") – debt investment;
- iii. FVTOCI – equity investment; or
- iv. FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

Amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- i. the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

- ii. the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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 Other Income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss.

FVTOCI – debt investment

A debt investment is measured at FVTOCI if it meets both of the following conditions and is not designated as at FVTPL:

- i. the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- ii. the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit or loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Equity investment

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVTOCI – equity investment). This election is made on an investment by- investment basis.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, including foreign exchange gain or loss and excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, 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 recognised in the statement of profit or loss.

FVTPL

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses,

including any interest expense, are recognised in statement of profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit or loss. Any gain or loss on derecognition is also recognised in statement of profit or loss.

De-recognition

Financial assets

A financial asset is primarily de-recognised 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.

Financial liabilities

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposit 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.

g. Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting period are translated into the functional currency at the exchange rate at that date. Non-monetary items denominated in foreign currencies which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates at the date when the fair value was measured.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

h. Investments in the nature of equity in subsidiaries

The Company has elected to recognise its investments in equity instruments in subsidiaries at cost in the separate financial statements in accordance with the option available in Ind AS 27, 'Separate Financial Statements'.

The Company regardless of the nature of its involvement with an entity (the investee), determines whether it is a parent by assessing whether it controls the investee. The Company controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Thus, the Company controls an investee if and only if it has all the following:

- (a) power over the investee;
- (b) exposure, or rights, to variable returns from its involvement with the investee and
- (c) the ability to use its power over the investee to affect the amount of the returns.

Investments are accounted in accordance with Ind AS 105 when they are classified as held for sale. On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

i. Revenue recognition

The Company has adopted Ind AS 115- Revenue from Contracts with customers, using modified retrospective application method with effect from April 01, 2018 and accordingly these financial statements are prepared in accordance with the recognition and measurement principles laid down in Ind AS 115. The application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the financial statements of the Company as the Company is yet to identify the business opportunities in the areas of IT Solutions and services.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

Other income - Interest income

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR) method. 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.

j. Employee benefits

Defined contribution plan

The Company's contributions to defined contribution plans are recognised as an expense as and when the services are received from the employees entitling them to the contributions.

Defined benefit plan

The liability in respect of defined benefit plans is calculated using the projected unit credit method with actuarial valuations being carried out at the end of each annual reporting period. The Company recognises the net obligation of a defined benefit plan as a liability in its balance sheet. Gains or losses through remeasurement of the net defined benefit liability are recognised

in other comprehensive income and are not reclassified to profit and loss in the subsequent periods. The effect of any plan amendments are recognised in the statement of profit and loss.

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as Salaries, bonus etc. is recognized on an undiscounted and accrual basis during the period when the employee renders service of the benefit.

k. Taxes

Tax expense recognized in statement of profit or loss consists of current and deferred tax except to the extent that it relates to items recognised in OCI or directly in equity, in which case it is recognised in OCI or directly in equity respectively.

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates and the tax laws that are enacted at the reporting date. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Withholding tax arising out of payment of dividends to shareholders under the Indian Income tax regulations is not considered as tax expense for the Company and all such taxes are recognised in the statement of changes in equity as part of the associated dividend payment.

As at March 31, 2025 and March 31, 2024, the Company has deferred tax asset on account of unabsorbed business loss, unabsorbed tax depreciation and other items, which have not been recognised on the grounds of prudence. Consequently, there is no deferred tax asset (net of liabilities) recorded in the financial statements as at reporting periods presented.

l. Provisions, contingent liabilities and contingent assets

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- i. Possible obligations which will be confirmed only by future events not wholly within the control of the Company; or
- ii. Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

m. Cash flow statement

The Cash flow statement is prepared as per the Indirect Method. Cash flow statement present the cash flows by operating, financing and investing activities of the Company. Operating cash flows are arrived by adjusting profit or loss before tax for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

n. Exceptional Items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments in subsidiaries, impairment losses/write down in value of investment in subsidiaries, significant disposal of fixed assets etc.

o. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential ordinary shares.

p. 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.

Notes forming part of the standalone financial statements for the year ended March 31, 2025
(All amounts are in Rs. Lakhs except share data or unless otherwise stated)

3 . Property, plant and equipment

	Lease hold Improvement	Vehicles	Furniture and Fixtures	Office Equipment	Computers	Total
Gross carrying value						
Balance as at April 1, 2023	3.16	0.34	37.55	6.08	5.74	52.87
Additions for the year	-	-	-	-	-	-
Disposals for the year	-	-	-	-	-	-
Balance as at March 31, 2024	3.16	0.34	37.55	6.08	5.74	52.87
Additions for the year	-	-	-	-	-	-
Disposals for the year	-	-	-	-	-	-
Balance as at March 31, 2025	3.16	0.34	37.55	6.08	5.74	52.87
Accumulated depreciation						
Balance as at April 1, 2023	3.16	0.30	33.95	5.75	5.68	48.84
Charge for the year	-	0.02	1.40	0.01	-	1.43
Adjustments for disposals	-	-	-	-	-	-
Balance as at March 31, 2024	3.16	0.32	35.35	5.76	5.68	50.27
Charge for the year	-	0.01	0.15	0.01	-	0.17
Adjustments for disposals	-	-	-	-	-	-
Balance as at March 31, 2025	3.16	0.33	35.50	5.77	5.68	50.44
Net carrying value as at 31 March 2024	-	0.02	2.20	0.32	0.06	2.60
Net carrying value as at 31 March 2025	-	0.01	2.05	0.31	0.06	2.43

4 (a) Right-of-use-asset

Particulars	Category of ROU Asset	
	Buildings	
	March 31, 2025	March 31, 2024
Opening Balance	17.74	22.47
Additions	0.52	-
Deletions	-	-
Depreciation	4.87	4.73
Closing Balance	13.39	17.74

The aggregate depreciation expenses on ROU Assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

(b) Lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
i) Non-Current	8.70	14.87
ii) Current	6.00	4.65
Total	14.70	19.52

(c) The movement in lease liabilities during the year:

Particulars	March 31, 2025	March 31, 2024
Opening Balance	19.52	23.80
Additions	-0.16	-
Finance cost accrued during the year	1.34	1.71
Deletions	-	-
Payment of lease liabilities	6.00	5.99
Closing Balance	14.70	19.52

The details of the contractual maturities of lease liabilities on an undiscounted basis.

Particulars	As at March 31, 2025	As at March 31, 2024
Less than one year	6.00	6.00
One year to three years	8.70	12.00
More than three years	-	4.50
Total	14.70	22.50

Palred Technologies Limited

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

The following is the cash outflow on leases:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Payment of Interest Portion of Lease liabilities	1.34	1.71
Payment of Principal Portion of Lease liabilities	4.66	4.28

Note: There are no short-term, variable or low value leases during the year.

5. Financial Assets- Investments

	March 31, 2025	March 31, 2024
A. Non-Current		
Investments in unquoted equity shares (Fully paid up, unless stated otherwise)		
In Subsidiaries (Carried at cost)		
i) Palred Electronics Private Limited, principal place of business at Hyderabad, India		
Number of shares	27,206,574	27,206,574
Par value of each share	10.00	10.00
% of holding	78.17%	78.17%
Gross Carrying Amount	4,453.00	4,453.00
Accumulated Impairment/(Reversal) towards investments (Refer Note below)		
Opening balance	3,353.00	3,152.35
Impairment/(Reversal) during the year	-	200.65
Closing balance	3,353.00	3,353.00
Net Carrying Amount	1,100.00	1,100.00
ii) Palred Retail Private Limited, principal place of business at Hyderabad, India		
Number of shares	3,040,000	3,040,000
Par value of each share	10.00	10.00
% of holding	83.71%	83.71%
Gross Carrying Amount	304.00	304.00
Accumulated Impairment/(Reversal) towards investments (Refer Note below)		
Opening balance	304.00	304.00
Impairment/(Reversal) during the year	-	-
Closing balance	304.00	304.00
Net Carrying Amount	-	-
iii) Palred Technology Services Private Limited, principal place of business at Hyderabad, India		
Number of shares	1,30,10,000	1,30,10,000
Par value of each share	10.00	10.00
% of holding	100.00%	100.00%
Gross Carrying Amount	1,301.00	1,301.00
Accumulated Impairment/(Reversal) towards investments (Refer Note below)		
Opening balance	1,301.00	1,301.00
Impairment/(Reversal) during the year	-	-
Closing balance	1,301.00	1,301.00
Net Carrying Amount	-	-
Total	1,100.00	1,100.00
Note:		
Aggregate amount of quoted investments	-	-
Aggregate book value of unquoted investments	1,100.00	1,100.00
Aggregate impairment of value in investment	-	200.65

Note:

Based on the assessment during the financial year, the carrying value and recoverable value of the investments is same. Therefore, there is no impairment in the investments held by the Company.

6. Other non-current assets

	As at March 31, 2025	As at March 31, 2024
Advance tax (net of provision)	364.69	355.86
Balances with government authorities	1.60	3.74
	366.29	359.60

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

7. Cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Cash on hand	0.12	0.22
Balances with banks in current accounts	18.01	12.53
	18.13	12.75

8. Bank balances other than Cash and cash equivalent

	As at March 31, 2025	As at March 31, 2024
In Fixed deposit with maturity for more than 3 months but less than 12 months	5,510.64	5,161.51
	5,510.64	5,161.51

Note:

The Subsidiary entities (Palred Electronics Private Limited and Palred Technology Services Private Limited) have obtained the Over-draft facilities from ICICI Bank against the above mentioned Fixed deposits.

9. Other financial assets

	As at March 31, 2025	As at March 31, 2024
Interest accrued but not due on fixed deposits	-	-
	-	-

10. Other current assets

	As at March 31, 2025	As at March 31, 2024
Advance recoverable	3.95	3.57
	3.95	3.57

11. Share capital

Equity shares	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Authorized				
Equity shares of Rs. 10 each	2,80,38,800	2,803.88	2,80,38,800	2,803.88
14% Preference Shares of Rs.100 each	6,96,120	696.12	6,96,120	696.12
Issued, subscribed and paid up				
Equity shares of Rs.10 each fully paid	1,22,32,566	1,223.26	12,232,566	1,223.26
Total	1,22,32,566	1,223.26	12,232,566	1,223.26
(a) Reconciliation of equity shares outstanding	For the period ended March 31, 2025		For the period ended March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year	1,22,32,566	1,223.26	1,22,32,566	1,223.26
Add: Issued during the year	-	-	-	-
Balance at the end of the year	1,22,32,566	1,223.26	1,22,32,566	1,223.26

(b) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is entitled to one vote per share held. Dividend if any declared is payable in Indian Rupees.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Palred Technologies Limited

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

(c) Details of shareholders holding more than 5% equity shares in the Company

Name of the equity shareholder	As at March 31, 2025		As at March 31, 2024	
	Number	% holding	Number	% holding
Equity shares of Rs. 10 each fully paid				
Stuthi Reddy	10,00,000	8.17%	10,00,000	8.17%
Supriya Reddy Palem	16,02,261	13.10%	10,00,000	13.10%
Sanhita Reddy	10,00,000	8.17%	10,00,000	8.17%
Passage to India Master Fund Limited	7,01,586	5.74%	7,01,586	5.74%
Ashish Dhawan	6,78,189	5.54%	6,78,189	5.54%
Mathew Cyriac	25,00,000	20.44%	25,00,000	20.44%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) Details of Shares held by Promoters at the end of the year

S. No	Promoter name	As at March 31, 2025			As at March 31, 2024		
		No. Of Shares	% of total shares	% Change during the year	No. Of Shares	% of total shares	% Change during the year
1	Stuthi Reddy	10,00,000	8.17%	-	10,00,000	8.17%	-
2	Supriya Reddy Palem	16,02,261	13.10%	-	10,00,000	13.10%	-
3	Sanhita Reddy	10,00,000	8.17%	-	10,00,000	8.17%	-
4	Soujanya Reddy Parvatha	46,619	0.38%	-	46,619	0.38%	-
5	P Soujanya Reddy .	25,000	0.20%	-	25,000	0.20%	-
6	Palem Srinivas Reddy	2,600	0.02%	-	2,600	0.02%	-
7	Dakshayani Reddy	600	0.01%	-	600	0.01%	-
	Total	36,77,080	30.05%	-	36,77,080	30.05%	-

(e) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

12. Other equity

Particulars	Reserves and surplus				Other Comprehensive Income	Money received against share warrants	Total
	Capital Reserve	Security premium	General reserve	Retained earnings	Remeasurement of defined benefit plans		
Balance as at April 01, 2023	142.80	6,720.30	1,325.24	(5,890.83)	(2.75)	-	5,244.76
Profit /(Loss) for the year	-	-	-	90.31	-	-	90.31
Other comprehensive income/(loss) (net of taxes)	-	-	-	-	-0.62	-	-0.62
Transferred on account of issue of share warrants	-	-	-	-	-	-	-
Money received against share warrants*	-	-	-	-	-	-	-
Share warrants converted into shares	-	-	-	-	-	-	-
Balance as at March 31, 2024	142.80	6720.30	1,325.24	(5,800.52)	(3.37)	-	5,334.45
Profit /(Loss) for the year	-	-	-	206.81	-	-	206.81
Other comprehensive income/(loss) (net of taxes)	-	-	-	-	(3.03)	-	(3.03)
Transferred on account of issue of share warrants	-	-	-	-	-	-	-
Money received against share warrants	-	-	-	-	-	-	-
Share warrants converted into shares	-	-	-	-	-	-	-
Balance as at March 31, 2025	142.80	6720.30	1,325.24	(5,593.71)	(6.40)	-	5,538.23

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

13. Provisions

	As at March 31, 2025		As at March 31, 2024	
	Non-current	Current	Non-current	Current
Gratuity liability (refer note 27)	11.63	2.51	9.63	0.32
	11.63	2.51	9.63	0.32

14. Other financial liabilities (current)

	As at March 31, 2025	As at March 31, 2024
Other Payables	126.27	67.95
	126.27	67.95

15. Other current liabilities

	As at March 31, 2025	As at March 31, 2024
Statutory dues payable	98.23	2.64
	98.23	2.64

16. Revenue from operations

	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of Services:		
Management fees	150.00	150.00
Total revenue from operations	150.00	150.00

17. Other income

	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Income	387.93	299.62
Other miscellaneous Income	0.67	-
Total other income	388.60	299.62

18. Employee benefits expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	71.73	69.71
Contribution to provident and other funds	0.98	0.97
Gratuity expenses (Refer note 27)	1.17	0.98
	73.88	71.66

19. Finance costs

	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Expense on lease liability (Refer note 4 (b))	1.34	1.71
	1.34	1.71

20. Depreciation and amortization expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment (Refer note 3)	0.17	1.43
Depreciation of right-of-use-assets (Refer note 4 (a))	4.87	4.73
	5.04	6.16

21. Other expenses

	For the year ended March 31, 2025	For the year ended March 31, 2024
Rates and taxes	12.13	12.61
Office expenses	9.41	11.06
Communication, broadband and internet expenses	0.07	0.18
Travelling and conveyance	1.06	0.64
Legal and professional charges	7.85	6.19
Auditor's Remuneration (Refer Note*)	16.00	16.00
Sitting Fees	1.60	1.65
Hosting Expenses	27.93	30.33
Advertisement	0.88	0.47
Miscellaneous expenses	0.04	0.01
	76.97	79.14

*Note: The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

	For the year ended March 31, 2025	For the year ended March 31, 2024
As auditor:		
Statutory audit	8.00	8.00
Limited Review	6.00	6.00
Certification Fees	2.00	2.00
Total	16.00	16.00

22. Exceptional items

	For the year ended March 31, 2025	For the year ended March 31, 2024
(Impairment Cost) / Reversal in Impairment cost	-	(200.65)
	-	-

23. Earnings per equity share (EPES)

Basic earnings per share is calculated by dividing the profit/(loss) for the year attributable to equity holders by weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit/(loss) attributable to equity holders (after adjusting for interest on the convertible preference shares) by weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the loss and share data used in the basic and diluted EPS computations:

	March 31, 2025	March 31, 2024
Profit/(Loss) attributable to equity holders	206.81	90.30
Weighted average number of equity shares	12,232,566	12,232,566
Opening weighted average number of equity shares	12,232,566	12,232,566
Add: Issued during the period	-	-
Closing weighted average number of equity shares	12,232,566	12,232,566
Adjusted number of shares for Dilutive EPS	12,232,566	12,232,566
Basic earnings per share (INR)	1.69	0.74
Diluted earnings per share (INR)	1.69	0.74

24. Fair value measurements

(i) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data either directly or indirectly.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

(ii) Financial instruments by category

For amortised cost instruments, carrying value represents the best estimate of fair value.

	March 31, 2025		March 31, 2024	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial Assets				
Investments	1,100.00	6,058.00	1,100.00	6,058.00
Cash and cash equivalents	-	18.13	-	12.75
Other Bank balances	-	5,510.64	-	5,161.51
Other financial assets	-	-	-	-
	1,100.00	11,586.77	1,100.00	11,232.26
Financial liabilities				
lease liability	-	22.50	-	23.80
Other financial liabilities	-	126.27	-	67.95
	-	148.77	-	91.75

- iii. The Company's principal financial liabilities, comprise other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents and other bank balances that derive directly from its operations. The Company also holds FVTPL investments.

The carrying amounts of trade receivables, and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. Difference between carrying amounts and fair values of bank deposits, other financial assets, other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented. For all other amortised cost instruments, carrying value represents the best estimate of fair value.

For financial assets measured at fair values, the carrying amounts are equal to the fair values.

25. Financial instruments risk management

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include market risk, credit risk and liquidity risk. The Company's risk management policies are established to identify and analyse the risks faced by the Company and seek to, where appropriate, minimize potential impact of the risk and to control and monitor such risks. There has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risks or the manner in which it manages and measures the risks.

The following sections provide details regarding the Company's exposure to the financial risks associated with financial instruments held in the ordinary course of business and the objectives, policies and processes for management of these risks:

A. Market risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may results from adverse changes in market rates (such as interest rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments. The Company's exposure to market risk is a function of investing activities.

B. Credit risk

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units and certificate's of deposit which are funds deposited at a bank for a specified time period. None of the Company's cash equivalents, including term deposits (i.e. certificates of deposits) were past due or impaired as at the reporting periods.

C. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company's principle sources of liquidity are cash and cash equivalents and current investments. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived. The Company closely monitors its liquidity position and maintains adequate source of funding. The Company had following working capital at the end of the reporting year.

Particulars	March 31, 2025	March 31, 2024
Current Assets	5,532.72	5,177.83
Current liabilities	233.01	75.56
Working Capital	5,299.71	5,102.27

26. Capital risk management

The Company manages its capital to ensure that it will continue as going concern while maximising the return to shareholders. The Company manages its capital structure and make adjustment in light of changes in business condition. The overall strategy remains unchanged as compared to last year. There is no debt in the Company as on the reporting dates presented and accordingly, gearing ratio is nil as at various reporting dates.

27. Employee benefits

(a) Gratuity

The Company provides for gratuity for employees in India as per the Payment of the Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionally 15 days salary multiplied for the number of the years of service. The gratuity plan is unfunded. The assumptions used in accounting for the gratuity plan are set out below.

		March 31, 2025	March 31, 2024
i.	Change in projected benefit obligation		
	Projected benefit obligation at the beginning of the year	9.95	8.36
	Service cost	0.72	0.35
	Interest cost	0.45	0.62
	Actuarial (gain) / loss	3.03	0.62
	Benefits paid	-	-
	Projected benefit obligation at the end of the year	14.15	9.95
ii.	Expense recognized in the statement of profit and loss		
	Service cost	0.72	0.35
	Interest cost	0.45	0.62
	Expected returns on plan assets	-	-
	Net gratuity costs	1.17	0.97
iii.	Expense recognized in OCI		
	Recognized net actuarial (gain)/ loss	3.03	0.62
iv.	Key actuarial assumptions		
	Financial assumptions		
	Discount rate	6.79%	7.22%
	Salary escalation rate	7.00%	7.00%
	Rate of Employee Turnover	For Service 4 years and below 30%	For Service 4 years and below 30%
		For Service 5 years and above 2%	For Service 5 years and above 2%

Mortality rate as per Indian Assured Lives Mortality 2012-14 table	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
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v.	Sensitivity Analysis		
	Projected defined benefit obligation	14.15	9.96
	Delta effect of +1% change in discount rate	(1.38)	(1.16)
	Delta effect of -1% change in discount rate	1.63	1.37
	Delta effect of -1% change in salary escalation rate	0.65	0.50
	Delta effect of +1% change in salary escalation rate	(0.57)	(0.45)
	Delta effect of +1% change in employee turnover rate	0.48	0.48
	Delta effect of -1% change in employee turnover rate	(0.53)	(0.55)
vi.	Maturity analysis of projected benefit obligation		
	1 year	2.51	0.32
	2 to 5 years	1.64	1.42
	6 to 10 years	2.53	2.24
	More than 10 years	26.71	24.37

The significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate and salary escalation rate. The calculation of the net defined benefit liability is sensitive to these assumptions. Sensitivity to these factors is disclosed above.

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

28. Related Party disclosures

(a) Names of the related parties and nature of relationship

Names of related parties	Country of incorporation	Nature of relationship
Palred Electronics Private Limited	India	Subsidiary
Palred Retail Private Limited	India	Subsidiary
Palred Technology Services Private Limited	India	Wholly Owned Subsidiary
Palred Online Bilism Teknojileri Ticaret Anonim Sirketi	Republic of Turkey	Step-down subsidiary
Palred Electronics Limited	Hong Kong	Step-down subsidiary
Parude Technology Shenzhen Co Ltd	China	Step-down subsidiary
Mr. Pinekalapati Harish Naidu, CFO		Key Managerial Personnel
Mrs. Shruti Rege, Company Secretary		Key Managerial Personnel
Mrs. Supriya Reddy		Key Managerial Personnel
Mrs. Stuthi Reddy		Key Managerial Personnel

(b) Transactions with related parties:

Related Party	Transaction	For the year ended	For the year ended
		March 31, 2025	March 31, 2024
Palred Electronics Private Limited	Pledge of fixed deposits against working capital limits	4,750.00	4,750.00
Palred Technology Services Private Limited	Pledge of fixed deposits against working capital limits	240.23	240.23
Palred Electronics Private Limited	Management Fees	150.00	150.00
Palred Technology Services Private Limited	Reimbursement of expenses	2.56	-
Mr. Pinekalapati Harish Naidu	Salaries including bonuses	40.00	40.00
Mrs. Supriya Reddy	Salaries including bonus	15.00	15.00
Mrs. Supriya Reddy	Reimbursement of expenses	1.06	0.94
Mrs. Shruti Rege	Salaries including bonuses	10.80	10.00
Mrs. Stuthi Reddy	Rent expense	6.00	6.00

(c) Balances receivable/(payables)

	As at March 31, 2025	As at March 31, 2024
Palred Electronics Private Limited	(104.30)	(47.18)
Ms. Stuthi Reddy	(0.54)	(0.54)
Palred Retail Private Limited	(0.22)	(0.22)
Palred Technology Services Private Limited	(2.56)	-

29. Segment reporting

The operations of the company are predominantly related to the trading in electronic products, fashion accessories and providing related services. As such there is only one primary reportable segment as per IND AS 108 'Operating Segments'.

30. Details of Benami Property held

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

31 Relationship with Struck off Companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956,

The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

32. Willful Defaulters

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

33. Registration of charges or satisfaction with Registrar of Companies

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

34. Compliance with number of layers of companies

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

35. Compliance with approved Scheme(s) of Arrangements

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

36. Utilisation of Borrowed funds and share premium:

- (i) The Company has 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.
- (ii) The Company has 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.

37. Ratios

S No.	Ratio	March 31, 2025		March 31, 2024		Ratio as on	Ratio as on	Variation	Reason (If variation is more than 25%)
		Numerator	Denominator	Numerator	Denominator	31 March 2025	31 March 2024		
(a)	Current Ratio	5,532.73	233.01	5,177.83	75.56	23.74	68.53	-65.35%	Note 1(a)
(b)	Debt-Equity Ratio	NA	NA	NA	NA	NA	NA	NA	NA
(c)	Debt Service Coverage Ratio	NA	NA	NA	NA	NA	NA	NA	NA
(d)	Return on Equity Ratio	381.37	6,761.49	90.30	6,557.71	5.64	1.38	-309.62%	Note 1(b)
(h)	Net Capital Turnover Ratio	150.00	5,200.99	150.00	4,979.93	0.03	0.03	4.25%	Note 1(b)
(i)	Net Profit Ratio	381.37	150.00	90.30	150.00	2.54	0.60	-322.35%	N/A
(j)	Return on Capital Employed	382.71	6,781.82	92.01	6,582.21	0.06	0.01	-303.72%	Note 1(b)
(k)	Return on Investment	381.37	6,761.49	90.30	6,557.71	0.06	0.01	-311.06%	Note 1(b)

Note1: a) Improvement in current ratio is due to creation of additional fixed deposits. b) During the year, there is no exceptional adjustments like reversal of impairment on Investments held by the Company.

38. Undisclosed income

The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous 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).

39. Corporate Social Responsibility

Provision of Section 135 of the Act is not Applicable to the Company as the Company's net worth is below Rs. 500 crore, turnover is below Rs. 1,000 crore and net profit is less than Rs. 5 crore during immediately preceding financial year.

40. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

41. Events after the reporting period

There has been no significant subsequent events after the reporting period requiring either disclosure or adjustment to the reported financial statements.

42. Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS and as required by Schedule III of the Act.

43. Approval of financial statements

The above financial statements has been approved by the Board of Directors in the board meeting held on May 28, 2025.

As per our report of even date

For **MSKC & Associates LLP**

(Formerly known as MSKC & Associates)

Chartered Accountants

Firm Registration No.:001595S/S000168

Tarun Kumar Jain

Partner

Membership No: 231741

For and on behalf of the Board of Directors

Palred Technologies Limited

CIN: L72200TG1999PLC033131

P. Supriya Reddy

Chairperson & Managing Director

DIN: 00055870

Ravichandran Rajagopal

Director

DIN: 00110930

Pinekalapati Harish Naidu

Chief Financial Officer

Shruti Rege

Company Secretary

Membership No. A43523

Place: Hyderabad

Date: May 28, 2025

CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditor's Report

To the Members of **Plared Technologies Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Palred Technologies Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and on the other financial information of subsidiaries, the aforesaid consolidated 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 Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2025, of consolidated loss and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

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

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

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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.

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

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing ("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 consolidated financial statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Consolidated Financial Statements.

Other Matter

a. We did not audit the financial statements of three step-down subsidiaries, whose financial statements reflect total assets of Rs.134.65 Lakhs as at March 31, 2025, total revenues (before consolidation adjustments) of Rs. 100.82 Lakhs and net cash inflow amounting to Rs.16.51 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of Rs.68.57 Lakhs for the year ended March 31, 2025, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- 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 except for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g).
- c. The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(h)(vi) below on reporting under Rule 11(g).
- d. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- e. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified

under Section 133 of the Act.

- f. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements have disclosed the impact of pending litigations on the consolidated financial position of the Group – Refer Note 35 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.
- iv.
 - a) The respective Managements of the Holding Company and its subsidiaries, which are incorporated in India whose financial statements have been audited under the Act have represented to us, to the best of their 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 Holding Company or any of such subsidiaries, to or in any other person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that such parties shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us, to the best of their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiaries, from any person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances and according to the information and explanations provided to us by the Management of the Holding company in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material mis-statement.
- v. The Company has neither declared nor paid any dividend during the year.
- vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility, that has not been enabled in the accounting software throughout the year as explained in Note 45 to the financial statements. Accordingly, we are unable to comment whether the audit trail feature has

operated throughout the year for all relevant transaction recorded in the software or whether there is any instance of audit trail feature being tampered with or whether the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention.

2. In our opinion, according to information, explanations given to us, the remuneration paid by the Group, to its directors is within the limits laid prescribed under Section 197 read with Schedule V of the Act and the rules thereunder.
3. According to the information and explanations given to us and based on the CARO reports issued by us for the Holding Company and on consideration of CARO reports of subsidiaries included in the consolidated financial statements of the Group to which reporting under CARO is applicable, we report that there are no Qualifications/adverse remarks.

For M S K C & Associates LLP

(Formerly known as M S K C & Associates)

Chartered Accountants

ICAI Firm Registration Number – 001595S / S000168

Tarun Kumar Jain

Partner

Membership No. 231741

UDIN: 25231741BMLKZP5074

Place: Hyderabad
Date: May 28, 2025

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF PALRED TECHNOLOGIES LIMITED

Auditor's Responsibilities for the Audit of the Consolidated 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 consolidated 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 Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and Board of Directors.
- Conclude on the appropriateness of the 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 ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 consolidated financial statements for the 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.

For M S K C & Associates LLP

(Formerly known as M S K C & Associates)

Chartered Accountants

ICAI Firm Registration Number – 001595S / S000168

Tarun Kumar Jain

Partner

Membership No. 231741

UDIN: 25231741BMLKZP5074

Place: Hyderabad

Date: May 28, 2025

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF PALRED TECHNOLOGIES LIMITED

[Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Palred Technologies Limited on the consolidated Financial Statements for the year ended March 31, 2025]

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

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls reference to consolidated financial statements of Palred Technologies Limited (hereinafter referred to as "the Holding Company") which includes the internal financial controls over financial reporting of the Holding Company's and its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Group have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

Management's and Board of Director's Responsibility for Internal Financial Controls

The respective Management and the Board of Directors of the Group, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on internal financial controls with reference to consolidated financial statements of the Group, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 consolidated 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 internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Group.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely

detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to three subsidiary companies which are incorporated in India, is based on the corresponding reports of the auditors of such companies.

Our opinion is not modified in respect of this matter.

For M S K C & Associates LLP

(Formerly known as M S K C & Associates)

Chartered Accountants

ICAI Firm Registration Number – 001595S / S000168

Tarun Kumar Jain

Partner

Membership No. 231741

UDIN: 25231741BMLKZP5074

Place: Hyderabad

Date: May 28, 2025

Consolidated Balance Sheet as at March 31, 2025

(All amounts are in Rs Lakhs, except share data or unless otherwise stated)

	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	3	110.81	145.32
(b) Right-of-use-assets	5 (a)	216.93	259.20
(c) Intangible assets	4	1.86	3.25
(d) Financial assets			
Other financial assets	6	64.24	60.70
(e) Other non-current assets	7	439.91	434.32
Total non-current assets		833.76	902.79
2. Current assets			
(a) Inventories	8	2,550.10	3,265.56
(b) Financial assets			
(i) Trade receivables	9	2,152.66	2,701.19
(ii) Cash and cash equivalents	10	72.13	88.01
(iii) Bank balances other than cash and cash equivalents	11	5,510.64	5,161.52
(iv) Other financial assets	12	25.25	24.79
(c) Other current assets	13	410.59	778.42
Total current assets		10,721.37	12,019.49
Total assets		11,555.13	12,922.28
EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	14	1,223.26	1,223.26
(b) Other equity	15	3,617.99	4,405.43
Equity attributable to owners of the parent		4,841.25	5,628.69
(c) Non-controlling interest		-218.30	42.57
Total Equity		4,622.95	5,671.26
2. Liabilities			
Non-current liabilities			
(a) Financial liabilities			
Lease Liabilities	5 (b)	148.10	212.44
(b) Provisions	16	66.56	58.50
Total non-current liabilities		214.66	270.94
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	5,587.78	6,340.30
(ii) Lease liability	5(b)	95.82	68.70
(iii) Trade payables	18	-	-
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprise and small enterprises		-	1.51
(iv) Other financial liabilities	19	905.90	541.58
(b) Other current liabilities	20	124.39	26.66
(c) Provisions	16	3.63	1.33
Total current liabilities		6,717.52	6,980.08
Total liabilities		6,932.18	7,251.02
Total equity and liabilities		11,555.13	12,922.28
See accompanying notes to the financial statements	1-2		

As per our report of even date

For **MSKC & Associates LLP**

(Formerly known as MSKC & Associates)

Chartered Accountants

Firm Registration No.:001595S/S000168

Tarun Kumar Jain

Partner

Membership No: 231741

Place: Hyderabad

Date: May 28, 2025

For and on behalf of the Board of Directors

Palred Technologies Limited

CIN: L72200TG1999PLC033131

P. Supriya Reddy

Chairperson & Managing Director

DIN: 00055870

Pinekalapati Harish Naidu

Chief Financial Officer

Ravichandran Rajagopal

Director

DIN: 00110930

Shruti Rege

Company Secretary

Membership No. A43523

Consolidated Statement of Profit and Loss

for the year ended March 31, 2025

(All amounts are in Rs Lakhs, except share data or unless otherwise stated)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
I. Revenue from operations	21	8,566.56	11,598.70
II. Other income	22	410.06	445.63
III. Total income		8,976.62	12,044.33
IV. Expenses			
Cost of material consumed	23	4,019.93	5,177.57
Purchase of stock-in-trade	24	1,100.46	2,827.70
Changes in inventories of stock-in-trade	25	755.96	(263.97)
Employee benefits expense	26	972.54	1,180.61
Finance cost	27	562.84	639.24
Depreciation and amortization expense	28	123.35	165.62
Other expenses	29	2,303.63	2,827.24
Total expenses		9838.71	12,554.00
V. Profit /(Loss) before tax		(862.08)	(509.67)
VI. Tax expense:			
a) Current tax		96.46	-
b) Deferred tax charge/(benefit)		78.10	-
Total tax expenses		174.56	-
VII. Profit/(Loss) for the year		(1,036.65)	(509.67)
VIII. Other comprehensive income			
(i) Items that will be reclassified subsequently to profit and loss			
Exchange differences on translation of foreign operations		7.38	-0.58
		7.38	(0.58)
(ii) Items that will not be reclassified to profit and loss			
Remeasurement of net defined benefit liability (net of taxes)	33	(3.93)	(3.08)
		(3.93)	(3.08)
Other comprehensive income for the year(VIII)		3.45	(3.66)
IX. Total comprehensive income for the year (VII + VIII)		(1,033.20)	(513.33)
Attributable to:			
Owners of the Parent		(775.77)	(342.29)
Non-controlling interests		(260.88)	(167.41)
Total comprehensive income/(loss) attributable to:			
Owners of the Parent		(773.73)	(345.29)
Non-controlling interests		(259.47)	(168.07)
Earnings per equity share			
(i) Basic earnings per equity share	30	(6.34)	(2.80)
(ii) Diluted earnings per equity share	30	(6.34)	(2.80)
Summary of material accounting policies	1-47		

As per our report of even date
For **MSKC & Associates LLP**
(Formerly known as MSKC & Associates)
Chartered Accountants
Firm Registration No.:001595S/S000168

Tarun Kumar Jain
Partner
Membership No: 231741

Place: Hyderabad
Date: May 28, 2025

For and on behalf of the Board of Directors

Palred Technologies Limited
CIN: L72200TG1999PLC033131

P. Supriya Reddy
Chairperson & Managing Director
DIN: 00055870

Pinekalapati Harish Naidu
Chief Financial Officer

Ravichandran Rajagopal
Director
DIN: 00110930

Shruti Rege
Company Secretary
Membership No. A43523

Consolidated Statement of Cash Flows

for the year ended March 31, 2025

(All amounts are in Rs Lakhs, except share data or unless otherwise stated)

	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities		
Net Profit/(Loss) before tax as per statement of profit and loss	(862.08)	(509.70)
Adjustments for:		
Depreciation and amortization expenses	123.35	165.63
Finance cost	562.84	639.23
Interest income	(388.16)	(299.83)
Non-cash lease adjustment	(0.67)	-
Unrealised Forex Gain, net	6.37	(1.21)
Balances written off	-	8.58
Operating profit/ (loss) before working capital changes	(558.37)	2.70
Changes in working capital		
Decrease/ (increase) in inventories	715.46	(294.42)
Decrease/ (increase) in trade receivables	548.53	246.12
Decrease/ (increase) in other financial assets	(3.99)	(194.16)
Decrease/ (increase) in other non-current assets	(3.25)	(3.25)
Decrease/ (increase) in other current assets	367.83	201.40
(Decrease)/ increase in trade payables	(1.51)	(20.55)
Increase/ (decrease) in other financial liabilities	364.32	(150.39)
(Decrease)/ increase in non-current liabilities	-	13.26
(Decrease)/ increase in other current liabilities	97.73	0.51
(Decrease)/ increase in provisions	10.36	0.26
Cash generated used in operations	1,537.11	(198.52)
Taxes paid	(183.39)	(44.34)
Net cash flows generated from/(used in) operating activities (A)	1,353.72	(242.86)
B. Cash flow from Investing activities		
Purchase of property, plant and equipment and intangible assets	(4.81)	(31.09)
Sale of property, plant and equipment and intangible assets	-	0.17
Net proceeds from fixed deposits	(349.13)	(366.03)
Interest received	381.72	416.54
Net cash flows generated from/(used in) investing activities (B)	27.78	19.59
C. Cash flow from Financing activities		
Proceeds from short-term borrowings	(752.52)	866.26
Leases and Interest paid	(638.49)	(602.93)
Net cash flows generated from/(used in) financing activities (C)	(1,391.01)	263.33
Net increase in cash and cash equivalents (A+B+C)	(9.51)	40.06
Cash and cash equivalents at the beginning of the year	88.01	46.74
Effect on exchange rates	(6.37)	1.21
Cash and cash equivalents at the end of the year	72.13	88.01
Cash and cash equivalents includes		
Cash on hand	0.95	87.10
Balances with banks	71.18	0.91
Total cash and bank balances at end of the year	72.13	88.01

Summary of material accounting policies

1-47

As per our report of even date

For **MSKC & Associates LLP**

(Formerly known as MSKC & Associates)

Chartered Accountants

Firm Registration No.:001595S/S000168

Tarun Kumar Jain

Partner

Membership No: 231741

For and on behalf of the Board of Directors

Palred Technologies Limited

CIN: L72200TG1999PLC033131

P. Supriya Reddy

Chairperson & Managing Director

DIN: 00055870

Ravichandran Rajagopal

Director

DIN: 00110930

Pinekalapati Harish Naidu

Chief Financial Officer

Shruti Rege

Company Secretary

Membership No. A43523

Place: Hyderabad

Date: May 28, 2025

Consolidated Statement of Changes in Equity for the year ended March 31, 2025

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

		For the year ended March 31, 2025	
(A)	Equity share capital	No. of shares	Amount
	Equity shares of Rs. 10 each issued, subscribed and fully paid		
	Balance as at April 01, 2024	12,232,566	1,223.26
	Changes in equity share capital during the current year	-	-
	Balance as at March 31, 2025	12,232,566	1,223.26

		For the year ended March 31, 2024	
	Equity share capital	No. of shares	Amount
	Equity shares of Rs. 10 each issued, subscribed and fully paid		
	Balance as at April 01, 2023	12,232,566	1,223.26
	Changes in equity share capital during the current year	-	-
	Balance as at March 31, 2024	12,232,566	1,223.26

(B) Other equity

	Reserves and surplus				Other Comprehensive Income		Total attributable to owners of parent	Non controlling interests	Total
	Capital Reserve	Security premium	General reserve	Retained earnings	Foreign currency translation reserve	Remeasurement of defined benefit plans			
Balance as at March 31, 2023	142.80	9,670.30	1,325.24	(6,400.20)	15.34	(0.27)	4,753.22	209.97	4,963.18
Net Loss for the year	-	-	-	(342.29)	-	-	(342.29)	(167.41)	(509.70)
Other comprehensive income (OCI), net of taxes	-	-	-	-	(0.58)	(3.08)	(3.66)	-	(3.66)
Other adjustments	-	-	-	(1.84)	-	-	(1.84)	0.01	(1.83)
Balance as at March 31, 2024	142.80	9,670.30	1,325.24	(6,744.33)	14.76	(3.35)	4,405.43	42.57	4,447.99
Net Loss for the year	-	-	-	(775.77)	-	-	(775.77)	(260.88)	(1,036.65)
Other comprehensive income (OCI), net of taxes	-	-	-	-	7.38	(3.93)	3.45	-	3.45
Other adjustments	-	-	-	(15.12)	-	-	(15.12)	-	(15.12)
Balance as at March 31, 2025	142.80	9,670.30	1,325.24	(7,535.22)	22.14	(7.28)	3,617.23	(218.31)	3,398.91

See accompanying notes to the consolidated financial statements 1-47

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date
For **MSKC & Associates LLP**
(Formerly known as MSKC & Associates)
Chartered Accountants
Firm Registration No.:001595S/S000168

Tarun Kumar Jain
Partner
Membership No: 231741

Place: Hyderabad
Date: May 28, 2025

For and on behalf of the Board of Directors

Palred Technologies Limited
CIN: L72200TG1999PLC033131

P. Supriya Reddy
Chairperson & Managing Director
DIN: 00055870

Pinekalapati Harish Naidu
Chief Financial Officer

Ravichandran Rajagopal
Director
DIN: 00110930

Shruti Rege
Company Secretary
Membership No. A43523

Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

(All amounts are in Rs Lakhs, except share data or unless otherwise stated)

1. General Information

The Consolidated financial statements of "Palred Technologies Limited" ("the Company" or "Parent Company") and its subsidiaries (Collectively referred to as "Group") are for the year ended March 31, 2025. The Company is a public company incorporated and domiciled in India and incorporated in accordance with the provisions of the erstwhile Companies Act, 1956. The Company's registered office is at 8-2-703/2/B/Plot No: 2, Road No.12, Banjara Hills, Hyderabad, Telangana-500 034. Its shares are listed on two recognised stock exchanges of India, the National Stock Exchange of India Limited and BSE Limited. The Group is primarily engaged into trading in mobiles, electronic products, fashion accessories and providing related services.

The Board of Directors approved the consolidated financial statements for the year ended March 31, 2025 and authorised for issue on May 28, 2025.

1.2 Compliance with Ind AS

The consolidated financial statements of the Company along with its subsidiaries (together referred to as "Group") have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act.

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. These consolidated financial statements have been prepared for the Group as a going concern on the basis of relevant IND AS that are effective at the Company's annual reporting date March 31, 2024.

The consolidated financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items in the Balance sheet:

- i) Certain financial assets and liabilities measured either at fair value; and
- ii) Net defined assets/ (Liability) are measured at fair value of plan assets, less present value of defined benefit obligations.

1.3 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Control is achieved when the Group's exposed, or variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Especially, the Group controls an investee if and only if the Group has:

- i. Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- ii. Exposure, or rights, to variable returns from its involvement with the investee, and
- iii. The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, The Group considers all relevant facts and circumstances in assessing whether has power over an investee, including:

- i. The contractual agreement with the other voting holders of the investee
- ii. Rights arising from other contractual agreements.
- iii. The Group's voting rights and potential voting rights.
- iv. The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e., year ended on March 31, 2025. When the end of the reporting period of the Parent Company is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the Parent Company to enable the Parent Company to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

- i. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.
- ii. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill or capital reserve.
- iii. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from

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intragroup transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary

- Derecognizes the carrying amount of any non-controlling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

The following Subsidiaries have been considered for the purpose of preparation of the consolidated financial statements:

Name of the Company	Country	Relationship	Percentage holding/ interest %	
			As at March 31, 2025	As at March 31, 2024
Palred Electronics Private Limited ('PEP') (formerly known as Palred Online Technologies Private Limited)	India	Subsidiary	78.17%	78.17%
Palred Retails Private Limited (PRP)	India	Subsidiary	83.71%	83.71%
Palred Technology Services Private Limited ('PTS')	India	Subsidiary	100.00%	100.00%
Palred Electronics Limited (formerly known as Palred Online Technologies Limited) ('POT')	Hong Kong	Subsidiary of PEP	100.00%	100.00%
Palred Technology Shenzhen Company Ltd	China	Subsidiary of POT	100.00%	100.00%
Palred Online Bilism Teknolojileri Ticaret Anonim Sirketi	Turkey	Subsidiary of PEP	100.00%	100.00%

Non- Controlling Interest

Non-controlling interests represent the proportion of income, other comprehensive income and net assets in subsidiaries that is not attributable to the Company's owners. Non-controlling interest are initially measured at proportionate share on the date of acquisition of the recognized amounts of the acquiree's identifiable net assets. Subsequent to the acquisition, the carrying amount of the non-controlling interests is the amount of the interest at initial recognition plus the proportionate share of subsequent charges inequity

1.4 Use of estimates and judgements

The preparation of consolidated financial statements in conformity with Ind AS requires the Management to make judgements, estimate and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amount of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and in any future periods effected. Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

- Note (c) and (d) — Useful lives of property, plant and equipment and other intangible assets;
- Note (e) — Impairment;
- Note (h) — Financial instruments;
- Note (l) — Employee benefits;

v. Note (n) — Income taxes

vi. Note (o) — Provisions, contingent liabilities and contingent assets; and

1.5 New and amended standards adopted by the Company

There are no new and amended standards during the year.

1.6 Standards issued but not effective

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

2. Summary of material accounting policies

The consolidated financial statements have been prepared using the accounting policies and measurement basis summarized below:

a. Functional Currency

The consolidated financial statements are presented in Indian Rupee ('INR') which is also the functional and presentation currency of the Group. All financial information presented in Indian Rupees has been rounded to the nearest lakhs, unless otherwise stated.

b. Current and non-current classification

All the assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle and other criteria set out in the Division II- Ind AS Schedule III to the Act. The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified 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.

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- iii. Expected to be realised within twelve months after the reporting period, or
- iv. Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when:

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

Current assets/ liabilities include the current portion of non-Current assets/liabilities respectively. All other assets/ liabilities including deferred tax assets and liabilities are classified as non-current.

c. Property, plant and equipment (PPE)

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, taxes (other than those subsequently recoverable from tax authorities), borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (Major components) of PPE.

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 income statement when the asset is derecognised.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances. Capital Work-in-progress includes cost of property, plant and equipment under installation/ under development as at the balance sheet date.

Depreciation on property, plant and equipment is calculated on pro-rata basis on straight line method using the useful lives of the assets estimated by management. The useful life is as follows:

Asset	Useful life (in years)
Leasehold improvement*	Over the lease term*
Plant & Machinery	10 years
Furniture and Fixtures	10 years
Office Equipment	5 years
Computers:	
-Servers	6 years
-End user devices such as, desktops, laptops etc.	3 years

* For Leasehold improvements useful life of the asset is lower of useful life as per schedule III or lease period.

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of the asset being ready for use. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'/ 'Other expenses.' With respect to the assets costing less than Rs. 5,000 based on an internal assessment and materiality, the management has estimated that the same shall be depreciated in the year of purchase. The residual values are not more than 5% of the original cost of the asset.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

d. Intangible assets

Other intangible assets are stated at cost of acquisition less accumulated amortization and impairment. These are derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed off.

Intangible assets are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The other intangible assets comprise of computer software expenditure and are amortized over a period of three years. The amortization period and the amortization method for an intangible asset is 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 is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

e. Impairment

Impairment of non-financial assets

The carrying amounts of the Group's tangible and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 or the cash-generating unit for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets.

An impairment loss is recognised in the statement of profit or loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been previously recognised.

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Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets measured at amortised cost.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit losses. For all other financial assets, ECL are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

Loss allowance for financial assets measured at amortised cost are deducted from gross carrying amount of the assets.

f. Leases:

Group as a lessee

The Group recognizes 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 asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

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 interest rate implicit in the lease or, if that rate cannot be readily determined, group's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

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

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

The lease liability is measured at amortised 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 Group's estimate of the amount expected to be payable under a residual value guarantee, or if group changes its assessment of whether it will exercise a purchase, extension or termination option.

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 'loans and borrowings' in the statement of financial position.

Short-term leases and leases of low-value assets

The Group has elected not to recognize right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Operating lease payments for land are recognized as prepayments and amortized on a straight-line basis over the term of the lease. Contingent rentals, if any, arising under operating leases are recognized as an expense in the period in which they are incurred.

g. Inventories:

Inventories comprise of stock-in-trade and packing materials

Stock-in-trade are valued at lower of cost and net realisable value after providing for obsolescence, if any. Cost includes purchase price, import duties and other taxes excluding taxes those are subsequently recoverable from the concerned authorities, freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. Cost of inventories is determined using the weighted average cost method.

Packing material is carried at cost. Cost of packing material is determined using the weighted average cost method

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs to complete the sales.

The factors that the Group considers in determining the allowance for slow moving, obsolete and other non-saleable inventory include estimated life, planned product discontinuances, price changes, ageing of inventory and introduction of competitive new products, to the extent each of these factors impact the Group's business and markets. The Group considers all these factors and adjusts the inventory provision to reflect its actual experience on a periodic basis.

h. Financial Instruments

Initial Recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value and, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

Financial Assets

On initial recognition, a financial asset is classified as measured at

- i. amortised cost;
- ii. fair value through other comprehensive income ("FVTOCI") – debt investment;
- iii. FVTOCI – equity investment; or
- iv. FVTPL

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Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

Amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- i. the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- ii. the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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 Other Income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss.

FVTOCI – debt investment

A debt investment is measured at FVTOCI if it meets both of the following conditions and is not designated as at FVTPL:

- i. the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- ii. the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Group recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit or loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Equity investment

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVTOCI – equity investment). This election is made on an investment by- investment basis.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, including foreign exchange gain or loss and excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, 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 recognised in the statement of profit or loss.

FVTPL

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit or loss. Any gain or loss on derecognition is also recognised in statement of profit or loss.

De-recognition

Financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Financial liabilities

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments and hedge accounting

The Group uses derivative financial instruments such as forward exchange contracts and interest rate risk exposures to hedge its risk associated with foreign currency fluctuations and changes in interest rates. Derivatives are initially measured at fair value and subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in statement of profit or loss, since the Group's hedging instruments did not qualify for hedge accounting in accordance with the Ind-AS 39. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposit 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.

Dividend distribution to equity holders of the Company

The Group recognises a liability to make dividend distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

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i. Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting period are translated into the functional currency at the exchange rate at that date. Non-monetary items denominated in foreign currencies which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates at the date when the fair value was measured.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the statement of profit and loss in the year in which they arise.

j. Investments in the nature of equity in subsidiaries

The Company has elected to recognise its investments in equity instruments in subsidiaries at cost in the separate financial statements in accordance with the option available in Ind AS 27, 'Separate Financial Statements.'

The Company regardless of the nature of its involvement with an entity (the investee), determines whether it is a parent by assessing whether it controls the investee. The Company controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Thus, the Company controls an investee if and only if it has all the following:

- (a) power over the investee;
- (b) exposure, or rights, to variable returns from its involvement with the investee and
- (c) the ability to use its power over the investee to affect the amount of the returns.

Investments are accounted in accordance with Ind AS 105 when they are classified as held for sale. On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

k. Revenue recognition

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services.

Other income - Interest income

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR) method. 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.

Other income - Dividend income

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

l. Retirement and other employee benefits

Defined contribution plan

The Group's contributions to defined contribution plans are recognised as an expense as and when the services are received from the employees entitling them to the contributions

Defined benefit plan

The liability in respect of defined benefit plans is calculated using the projected unit credit method with actuarial valuations being carried out at the end of each annual reporting period. The Company recognises the net obligation of a defined benefit plan as a liability in its balance sheet. Gains or losses through remeasurement of the net defined benefit liability are recognised in other comprehensive income and are not reclassified to profit and loss in the subsequent periods. The effect of any plan amendments are recognised in the statement of profit and loss.

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as Salaries, bonus etc. is recognized on an undiscounted and accrual basis during the period when the employee renders service of the benefit.

m. Borrowing Cost

Borrowing costs consists of interest, ancillary costs and other costs in connection with the borrowing of funds and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

Borrowing costs attributable to acquisition and/or qualifying assets are capitalised as a part of the cost of such assets are ready for their intended use. Other borrowing costs are charged to the statements of profit and loss.

n. Taxes

Tax expense recognized in statement of profit or loss consists of current and deferred tax except to the extent that it relates to items recognised in OCI or directly in equity, in which case it is recognised in OCI or directly in equity respectively.

Current income tax, assets and liabilities are measured at the amount expected to be paid to or recovered from the taxation authorities in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) enacted in India by using tax rates and the tax laws that are enacted at the reporting date. Current tax assets and tax liabilities are offset where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and liabilities are offset if there is a legally enforceable right to set

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off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Group.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Withholding tax arising out of payment of dividends to shareholders under the Indian Income tax regulations is not considered as tax expense for the Group and all such taxes are recognised in the statement of changes in equity as part of the associated dividend payment.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent it is reasonably certain that the Group will pay normal income tax during the specified period. Such asset is reviewed at each Balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

As at March 31, 2025 and March 31, 2024, the Group has deferred tax asset on account of unabsorbed business loss, unabsorbed tax depreciation and other items, which have not been recognised on the grounds of prudence. Consequently, there is no deferred tax asset (net of liabilities) recorded in the consolidated financial statements as at reporting periods presented.

o. Provisions, contingent liabilities and contingent assets

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material:

Contingent liability is disclosed for:

- i. Possible obligations which will be confirmed only by future events not wholly within the control of the Company; or

- ii. Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

p. Cash flow statement

The Cash flow statement is prepared as per the Indirect Method. Cash flow statement present the cash flows by operating, financing and investing activities of the Company. Operating cash flows are arrived by adjusting profit or loss before tax for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

q. Exceptional Items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Group's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments in subsidiaries, impairment losses/write down in value of investment in subsidiaries, significant disposal of fixed assets etc.

r. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential ordinary shares.

s. 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.

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Notes forming part of the Consolidated Financial Statements for the year ended March 31, 2025

3. Property, plant and equipment

Particulars	Lease hold Improvement	Vehicles	Furniture and Fixtures	Office Equipment	Computers	Electrical Installation	Total
Gross carrying value							
Balance as at March 31, 2024	50.41	0.90	103.37	58.57	93.10	89.15	395.50
Additions for the year	-	-	-	0.67	3.65	0.51	4.82
Disposals for the year	-	-	-	-	-	-	-
Balance as at March 31, 2025	50.41	0.90	103.37	59.24	96.75	89.66	400.32
Accumulated depreciation							
Balance as at April 1, 2024	17.54	0.87	80.53	39.59	81.90	29.76	250.19
Charge for the year	3.29	0.01	5.75	9.11	5.65	15.51	39.32
Adjustments for disposals	-	-	-	-	-	-	-
Balance as at March 31, 2025	20.83	0.88	86.28	48.70	87.55	45.27	289.51
Net carrying value							
As at March 31, 2024	32.87	0.03	22.84	18.98	11.20	59.40	145.32
As at March 31, 2025	29.58	0.02	17.09	10.54	9.20	44.39	110.81

4. Intangible assets

	Computer Software	Total
Gross carrying value		
Balance as at April 1, 2024	77.64	77.64
Additions for the year	-	-
Balance as at March 31, 2025	77.64	77.64
Accumulated amortization		
Balance as at April 1, 2024	74.39	74.39
Charge for the year	1.39	1.39
Balance as at March 31, 2025	75.78	75.78
Net carrying value as at March 31, 2024	3.25	3.25
Net carrying value as at March 31, 2025	1.86	1.86

5 (a) Right-of-use-asset

Particulars	Category of ROU Asset	
	Buildings	
	Year ended March 31, 2025	Year ended March 31, 2024
Opening Balance	259.20	516.35
Additions	40.37	-
Modification of lease during the year (reduction in space and lease term)	-	149
Depreciation	82.64	107.72
Closing Balance	216.94	259.20

The aggregate depreciation expenses on ROU Assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

5 (b) Lease liabilities as at March 31, 2025

Particulars	As at March 31, 2025	As at March 31, 2024
i) Non-Current	148.10	212.44
ii) Current	95.82	68.70
Total	243.92	281.14

5 (c) The movement in lease liabilities during the year is as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening Balance	281.14	554.30
Additions	38.44	-
Finance cost accrued during the year	21.24	36.30
Modification of lease during the year (reduction in space and lease term)	-	184.84
Payment of lease liabilities	96.90	124.62
Closing Balance	243.92	281.14

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(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

5 (d) The details of the contractual maturities of lease liabilities on an undiscounted basis as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Less than one year	95.82	87.89
One year to three years	148.10	169.71
More than three years	-	66.48
Total	243.91	324.08

5 (e) The following is the cash outflow on leases:

Particulars	As at March 31, 2025	As at March 31, 2024
Payment of Interest Portion of Lease liabilities	21.24	36.30
Payment of Principal Portion of Lease liabilities	75.66	88.32

Note: There are no short-term, variable or low value leases during the year.

6. Other financial assets (non-current)

	As at March 31, 2025	As at March 31, 2024
Unsecured considered good		
Security deposits		
Others	64.24	60.70
	64.24	60.70

7. Other non-current assets

	As at March 31, 2025	As at March 31, 2024
Advance tax (net of provision)	397.33	390.10
Balances with government authorities	42.58	44.22
Total other non-current other assets	439.91	434.32

8. Inventories

	As at March 31, 2025	As at March 31, 2024
Stock-in-trade (at lower of cost or net realizable value)	2,412.38	3,156.07
Packing materials (at cost)	137.72	109.49
	2,550.10	3,265.56

9. Trade receivable

	Current	
	As at March 31, 2025	As at March 31, 2024
Trade receivables considered good - unsecured	2,152.66	2,701.19
Less: Loss Allowance	-	-
	2,152.66	2,701.19

Ageing of Trade Receivables

March 31, 2025								
Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	1,705.67	211.77	165.26	32.66	36.65	0.65	2,152.66
(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	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	-	-	-	-	-	-	-
Total	-	1,705.67	211.77	165.26	32.66	36.65	0.65	2,152.66

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

March 31, 2024								
Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	1,932.15	472.87	278.87	13.63	0.65	3.02	2,701.19
(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	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)	-	-	-	-	-	-	-	-
Total	-	1,932.15	472.87	278.87	13.63	0.65	3.02	2,701.19

10. Cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Cash on hand	0.95	0.91
Balances with banks		
In current accounts	67.46	83.62
In Fixed Deposit	3.72	3.48
	72.13	88.01

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period.

11 Bank balances other than Cash and cash equivalent

	As at March 31, 2025	As at March 31, 2024
Deposits with banks with original maturity of more than three months but less than 12 months	5,510.64	5,161.51
	5,510.64	5,161.52

12. Other financial assets

	As at March 31, 2025	As at March 31, 2024
Interest accrued on fixed deposits	-	-
Others	25.25	24.79
	25.25	24.79

13. Other current assets

	As at March 31, 2025	As at March 31, 2024
Advance recoverable in kind	3.95	3.57
Balance with Government Authorities	123.46	383.17
Others	5.11	6.42
Prepaid expenses	22.97	39.64
Vendor and employee advances	255.10	345.63
Total	410.59	778.42

14. Share capital

Equity shares	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Authorized				
Equity shares of Rs. 10 each	28,038,800	2,803.88	28,038,800	2,803.88
14% Preference Shares of Rs.100 each	696,120	696.12	696,120	696.12
Issued, subscribed and paid up				
Equity shares of Rs.10 each fully paid	12,232,566	1,223.26	12,232,566	1,223.26
Total	12,232,566	1,223.26	12,232,566	1,223.26
(a) Reconciliation of equity shares outstanding	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	12,232,566	1,223.26	12,232,566	1,223.26
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	12,232,566	1,223.26	12,232,566	1,223.26

(b) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has only one class of equity shares having par value of INR 10 per share. Each shareholder is entitled to one vote per share held. Dividend if any declared is payable in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders..

(c) Details of shareholders holding more than 5% equity shares in the Company

Name of the equity shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Equity shares of Rs. 10 each fully paid				
Stuthi Reddy	1,000,000	8.17%	1,000,000	8.17%
Supriya Reddy Palem	1,602,261	13.10%	1,602,261	13.10%
Sanhita Reddy	1,000,000	8.17%	1,000,000	8.17%
Passage to India Master Fund Limited	701,586	5.74%	701,586	5.74%
Ashish Dhawan	678,189	5.54%	678,189	5.54%
Mathew Cyriac	2,500,000	20.44%	2,500,000	20.44%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) Details of Shares held by Promoters at the end of the year

S. No	Promoter name	As at March 31, 2025			As at March 31, 2024		
		No. Of Shares	% of total shares	% Change during the year	No. Of Shares	% of total shares	% Change during the year
1	Stuthi Reddy	1,000,000	8.17%	-	1,000,000	8.17%	-
2	Supriya Reddy Palem	1,602,261	13.10%	-	1,000,000	13.10%	-
3	Sanhita Reddy	1,000,000	8.17%	-	1,000,000	8.17%	-
4	Soujanya Reddy Parvatha	46,619	0.38%	-	46,619	0.38%	-
5	P Soujanya Reddy .	25,000	0.20%	-	25,000	0.20%	-
6	Palem Srinivas Reddy	2,600	0.02%	-	2,600	0.02%	-
7	Palem Srikanth Reddy	-	0.00%	-	-	0.00%	-
8	Dakshayani Reddy	600	0.01%	-	600	0.01%	-
	Total	3,677,080	30.05%	-	3,677,080	30.05%	-

(e) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

15. Other equity

	As at 31 March 2025	As at 31 March 2024
Reserves and surplus		
Capital Reserve	142.80	142.80
Securities premium	9,670.30	9,670.30
General reserve	1,325.24	1,325.24
Retained earnings	(7,535.21)	(6,744.32)
Total reserves and surplus	3,603.13	4,394.02
Other Comprehensive Income		
Re-measurement gains/ (losses) on defined benefit plans	(7.28)	(3.35)
Foreign Currency translation reserve	22.14	14.76
Total other comprehensive income	14.86	11.41
Total Other equity	3,617.99	4,405.43

Nature and Purpose of reserve:

i. Capital Reserve

The reserve represents creation of capital reserve pursuant to the scheme of amalgamation. The Company uses capital reserve for transactions in accordance with the provisions of the Act.

ii. Securities Premium Account

The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and face value of share is accounted as securities premium. This reserve is utilised in accordance with the provisions of the Act.

iii. General reserve

General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

iv. Remeasurement of defined benefit plan

The reserve represents the remeasurement gains/(losses) arising from the actuarial valuation of the defined benefit plan of the Company. The remeasurement gains/(losses) are recognized in other comprehensive income and accumulated under this reserve within equity. The amounts recognized under this reserve are not reclassified to statement of profit or loss.

v. Foreign currency translation reserve

Exchange differences on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve with in equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed off.

16. Provisions

	As at March 31, 2025		As at March 31, 2024	
	Non-current	Current	Non-current	Current
Gratuity liability (refer note 33)	66.56	3.63	58.50	1.33
	66.56	3.63	58.50	1.33

17. Borrowings

	As at March 31, 2025	As at March 31 2024
Secured, loans repayable on demand from banks		
Overdraft facility from Bank	5,587.78	6,340.30
	5,587.78	6,340.30

Note:

i. Loan repayable on demand from banks is in the nature of bank over draft, secured by way of fixed deposits amounting to INR 4,990.23 lakhs and carries 1.5% over and above the pledged fixed deposits interest rates per annum.

ii. Net debt reconciliation

	Amounts
Net debt as at March 31, 2023	5491.52
Cash flows, net	6,340.30
Interest expense	602.93
Interest paid	(602.93)
Net debt as at March 31, 2024	6,340.30
Cash flows, net	5,587.78
Interest expense	541.60
Interest paid	(541.60)
Net debt as at March 31, 2024	5,587.78

18. Trade payables

	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises		
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	1.51
	-	1.51

Trade Payables ageing schedule

March 31, 2025	Current						
Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Receipts				
			Less than 1 Year	1-2 years years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total			-				-

Trade Payables ageing schedule

March 31, 2024	Current						
Particulars	Unbilled Dues	Payables Not Due	Outstanding for following periods from due date of Receipts				
			Less than 1 Year	1-2 years years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	-	-	1.51	-	-	-	1.51
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total			1.51				1.51

Note:

1. The Micro and Small Enterprises have been identified on the basis of information available with the Company. This has been relied upon by the auditors. Details of dues to such parties are given below:

	As at March 31, 2025	As at March 31, 2024
The principal amount remaining unpaid as at the end of the year	-	-
The amount of interest accrued and remaining unpaid at the end of the year	-	-
Amount of interest paid by the Company in terms of Section 16, of (MSMED Act 2006) along with the amounts of payments made beyond the appointed date during the year.	-	-
Amount of interest due and payable for the period of delay in making payment without the interest specified under the (MSMED Act 2006)	-	-
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the (MSMED Act 2006)	-	-

19. Other financial liabilities (current)

	As at March 31, 2025	As at March 31, 2024
Liability For Expenses	288.91	95.39
Other Payables	616.99	446.19
Total other current liabilities	905.90	541.58

20. Other current liabilities

	As at March 31, 2025	As at March 31, 2024
Statutory dues payable	124.39	26.66
Total other current liabilities	124.39	26.66

21. Revenue from operations

	March 31, 2025	March 31, 2024
Sale of Goods	8,416.56	11,448.70
Sale of Services	150.00	150.00
	8,566.56	11,598.70

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

22. Other income

	March 31, 2025	March 31, 2024
Interest income	388.16	299.83
Provision no longer required, written back	-	-
Miscellaneous income	21.90	145.80
	410.06	445.63

23. Cost of raw Materials consumed

	March 31, 2025	March 31, 2024
Inventories of raw materials at beginning of the year	574.26	813.05
Add:Purchases during the year	3,873.37	4,798.98
Less: Inventories of raw materials at end of the year	665.05	574.26
Add:other consumables	237.35	139.81
	4,019.93	5,177.57

24. Purchases of stock in trade

	March 31, 2025	March 31, 2024
Purchases of stock in trade	1,100.46	2,827.70
	1,100.46	2,827.70

25. Changes in inventories of stock-in-trade

	March 31, 2025	March 31, 2024
Inventory at the beginning of the year	3,156.07	2,892.10
Inventory at the end of the year	(2,400.11)	(3,156.07)
	755.96	(263.97)

26. Employee benefits expense

	March 31, 2025	March 31, 2024
Salaries, wages, bonus and other allowances	879.77	1,066.85
Contribution to Provident Fund	59.06	78.25
Gratuity expenses (Refer note 14)	14.59	12.31
Staff welfare expenses	19.12	23.21
	972.54	1,180.62

27. Finance costs

	March 31, 2025	March 31, 2024
Interest expense on borrowing measured at amortised cost	541.60	602.93
Interest expense on lease liability (Refer Note: 4(b))	21.24	36.30
	562.84	639.23

28. Depreciation and amortization expense

	March 31, 2025	March 31, 2024
Depreciation of property, plant and equipment (Refer Note: 3)	39.32	56.30
Depreciation of ROU Assets (Refer Note: 4(a))	82.64	107.72
Amortisation of other intangible assets (Refer Note: 5)	1.39	1.60
	123.35	165.62

29. Other expenses

	March 31, 2025	March 31, 2024
Rent	4.50	-
Rates and taxes	43.00	55.94
Repairs and maintenance - others	12.54	16.02
Website Maintenance	3.56	3.08
Freight charges	7.99	3.41
Insurance	5.20	8.94
Office maintenance	76.69	85.18
Business promotion expenses	1,724.03	2,144.22
Postage and courier	0.33	0.38
Power and fuel	33.21	34.86
Travelling and conveyance	24.56	30.67
Delivery charges	152.98	182.51
Legal and professional charges	35.89	28.04
Auditor's Remuneration *	26.00	24.50
Hosting expenses	27.93	30.33
Refunds related expenses	-	-
Communication expenses	12.14	16.43
Packing material	4.33	5.34
Due from collection agencies written off	-	8.58
Bank charges	12.33	28.43
Printing and stationery	-	-
Sales commission	19.31	31.02
Online platform fee	-	0.67
Packing Charges	2.36	2.91
Sitting fees	1.60	1.65
Miscellaneous expenses	73.15	84.13
	2,303.63	2,827.24

Note: The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

	March 31, 2025	March 31, 2024
As auditor:		
Statutory audit	18.00	18.00
In other capacity:	-	-
Limited Review	6.00	6.00
Certification Fees	2.00	2.00
	26.00	26.00

30. Earnings/ Loss per share

Earnings per equity share (EPES)

Basic earnings /(loss) per share amounts are calculated by dividing the loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings /(loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders (after adjusting for interest on the convertible preference shares) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the loss and share data used in the basic and diluted EPS computations:

	March 31, 2025	March 31, 2024
Profit /(Loss) attributable to equity holders	(775.77)	(342.29)
Weighted average number of equity shares	12,232,566	10,956,344
Basic loss per share	(6.34)	(2.80)
Diluted loss per share	(6.34)	(2.80)

31. Fair value measurements

(i) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data either directly or indirectly.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Financial assets and financial liabilities measured at fair value

	March 31, 2025		March 31, 2024	
	Level 1	Level 2	Level 1	Level 2
Financial assets				

There are no transfers between levels during the year. The Group's policy is to recognize transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

(iii) Financial instruments by category

For amortised cost instruments, carrying value represents the best estimate of fair value.

	March 31, 2025		March 31, 2024	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial Assets				
Trade receivables	-	2,152.66	-	2,701.19
Cash and cash equivalents	-	72.13	-	88.01
Other Bank balances	-	5,510.64	-	5,161.52
Other financial assets	-	25.25	-	24.79
Total financial assets	-	7,760.68	-	7,975.51
Financial liabilities				
Borrowings	-	5,587.78	-	6,340.30
Trade payables	-	-	-	1.51
lease liability	-	95.82	-	68.70
Other financial liabilities	-	905.90	-	541.58
Total financial liabilities	-	6,589.50	-	6,952.09

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments carried at amortised cost:

	March 31, 2025		March 31, 2024	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets				
Trade receivables	2,152.66	2,152.66	2,701.19	2,701.19
Cash and cash equivalents	72.13	72.13	88.01	88.01
Other Bank balances	5,510.64	5,510.64	5,161.52	5,161.52
Other financial assets	25.25	25.25	24.79	24.79
Total financial assets	7,760.68	7,760.68	7,975.51	7,975.51
Financial liabilities				
Borrowings	5,587.78	5,587.78	6,340.30	6,340.30
Trade payables	-	-	1.51	1.51
lease liability	95.82	95.82	68.70	68.70
Other financial liabilities	905.90	905.90	541.58	541.58
Total financial liabilities	6,589.49	6,589.49	6,952.09	6,952.09

The carrying amounts of trade and other receivables, trade payables, investments, cash and cash equivalents and other bank balances are considered to be the same as their fair values, due to their fair values, due to their short term nature.

iv. The Group's principal financial liabilities, comprise other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables, cash and cash equivalents and other bank balances that derive directly from its operations. The Group also holds FVTPL investments.

The carrying amounts of trade receivables, and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. Difference between carrying amounts and fair values of bank deposits, other financial assets, other financial liabilities subsequently measured at amortized cost is not significant in each of the years presented. For all other amortized cost instruments, carrying value represents the best estimate of fair value.

For financial assets measured at fair values, the carrying amounts are equal to the fair values.

32. Financial instruments risk management

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include market risk, credit risk and liquidity risk. The Group's risk management policies are established to identify and analyze the risks faced by the Group and seek to, where appropriate, minimize potential impact of the risk and to control and monitor

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such risks. There has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risks or the manner in which it manages and measures the risks.

The following sections provide details regarding the Group's exposure to the financial risks associated with financial instruments held in the ordinary course of business and the objectives, policies and processes for management of these risks:

A. Market risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may results from adverse changes in market rates (such as interest rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments. The Group's exposure to market risk is a function of investing activities.

Interest rate risk:

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's investments in deposits is with banks and therefore do not expose the Group to significant interest rates risk. The Group's rate borrowing is subject to interest rate risk. However the same is fixed at 1.5%+ interest rates on investments in deposits. Accordingly, no interest rate risk is perceived.

Particulars	March 31, 2025	March 31, 2024
Fixed rate instruments		
Financial assets	5510.64	5,161.51
Financial liabilities	5,587.78	6,340.30

Commodity rate risk:

Exposure to market risk with respect to commodity prices primarily arises from Group's purchase and sale of computers, mobiles, electronic products, fashion accessories and related services. These are commodity products, whose prices may fluctuate significantly over short periods of time. The prices of the Group's purchases generally fluctuate in line with commodity cycles and are generally more volatile depending upon the market conditions. Commodity price risk exposure is evaluated and managed through operating procedures and sourcing policies. For the reporting periods presented, the Group had not entered into any material derivative contracts to hedge exposure to fluctuations in commodity.

B. Credit risk

Credit risk on Cash and cash equivalents is limited as the Group generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units and certificates of deposit which are funds deposited at a bank for a specified time period. None of the Group's cash equivalents, including term deposits (i.e. certificates of deposits) were past due or impaired as at the reporting periods.

C. Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Group's reputation.

The Group's principle sources of liquidity are cash and cash equivalents and current investments. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived. The Company closely monitors its liquidity position and maintains adequate source of funding. The Group had following working capital at the end of the reporting year.

Particulars	March 31, 2025	March 31, 2024
Current Assets	10,721.37	12,019.49
Current liabilities	6,717.52	6,980.08
Working Capital	4,003.85	5,039.41

Except for other non-current financial liabilities, all the contractual maturities of significant financial liabilities are payable on demand or are expected to be paid with in one year from the respective reporting years. Dealer deposits are expected to be settled beyond 1 year from the respective reporting years.

Foreign Currency Risk

The Group is exposed to foreign exchange risk arising from foreign currency transactions, mainly in the nature of purchases denominated in foreign currencies and other expenditures like sourcing commission. As a policy, the Group does not hedge any of its exposure to foreign currency

D. Excessive risk concentration

Credit risk is the risk of financial loss to the Group if a customer or counter party to a financial instrument fails to meet its contractual obligations. Credit risk is managed through credit approvals and continuously monitoring the creditworthiness of collection agencies to which the Group grants credit terms in the normal course of business. The Group establishes an allowance for credit

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

losses and impairment that represents its estimate of expected losses in respect of trade and other receivables.

Financial assets that are neither past due or nor impaired

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units and certificates of deposit which are funds deposited at a bank for a specific time period. None of the Group's cash equivalents, including term deposits (i.e. certificates of deposits) were past due or impaired as at the reporting period.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and region in which the customer operates, also has an influence on credit risk assessment.

The group has expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the expected credit loss allowance for trade and other receivables. The provision matrix takes into account available external and internal credit risk factors such as default risk of industry, credit ratings from credit rating agencies and historical experience for customers.

33. Capital risk management

The Group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other shareholders, and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets. Gearing ratio is nil as at various reporting dates. There have been no material breaches in the financial covenants of any borrowing in the current period.

34. Employee benefits

(a) Gratuity

The Company provides for gratuity for employees in India as per the Payment of the Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionally 15 days salary multiplied for the number of the years of service. The gratuity plan is unfunded. The assumptions used in accounting for the gratuity plan are set out below.

		As at March 31, 2025	As at March 31, 2024
i.	Change in		
	Projected benefit obligation at the beginning of the year	59.81	46.31
	Service cost	4.31	8.87
	Interest cost	10.28	3.44
	Actuarial (gain) / loss	3.93	3.06
	Settlements	-	-
	Benefits paid	(8.15)	(1.88)
	Projected benefit obligation at the end of the year	70.18	59.80
ii.	Expense recognized in the statement of profit and loss		
	Service cost	4.31	8.87
	Interest cost	10.28	3.44
	Expected returns on plan assets	-	-
	Net gratuity costs	14.59	12.31
iii.	Expense recognized in OCI		
	Recognized net actuarial (gain)/ loss	3.93	3.08
iv.	Key actuarial assumptions		
	Financial assumptions		
	Discount rate	6.79%	6.96%
	Expected return on plan assets	-	-
	Withdrawal Rate	-	-
	Salary escalation rate	7.00%	7.00%
	Demographic assumptions	For Service 4 years and below 5%	For Service 4 years and below 5%
		For Service 5 years and above 2%	For Service 5 years and above 2%
		Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

Palred Technologies Limited

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Mortality rate as per Indian Assured Lives Mortality 2012-14 table

		March 31, 2025	March 31, 2024
v.	Sensitivity Analysis		
	Projected defined benefit obligation	(8.27)	(7.83)
	Delta effect of +1% change in discount rate	9.95	9.58
	Delta effect of -1% change in discount rate	7.81	7.72
	Delta effect of +1% change in salary escalation rate	(6.56)	(6.37)
	Delta effect of -1% change in salary escalation rate	0.48	0.79
	Delta effect of +1% change in employee turnover rate	(0.54)	(0.92)
vi.	Maturity analysis of projected benefit obligation		
	1 year	3.63	1.33
	2 to 5 years	7.66	6.97
	More than 5 years	188.59	205.33

The significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate and salary escalation rate. The calculation of the net defined benefit liability is sensitive to these assumptions. Sensitivity to these factors is disclosed above.

35. Related Party disclosures

(a) Names of related parties and description of relationship as identified and certified by the Group:

Holding Company

Palred Technologies Limited

Entity under common control

Indian

Palred Electronics Private Limited

Palred Retail Private Limited

Palred Technology Services Private Limited

Foreign

Palred Online Bilism Teknolojileri Ticaret Anonim Sirketi, Turkey

Palred Electronics Limited, Hong Kong

Palred Technology Shenzhen Company Ltd, China

Key Management Personnel (KMP)

Mr. Pinekalapati Harish Naidu, CFO

Mrs. Shruti Rege, Company Secretary

Ms. Supriya Reddy

Ms. Stuthi Reddy

(b) Transactions with related parties:

		For the year ended March 31, 2025	For the year ended March 31, 2024
Mrs. Palem Supriya Reddy	Remuneration*	15.00	15.00
Mrs. Palem Supriya Reddy	Reimbursement of expenses	1.06	0.94
Mr. Pinekalapati Harish Naidu	Salaries including bonuses	40.00	40.00
Mr. Pinekalapati Harish Naidu	Reimbursement of expenses	-	-
Mrs. Shruti Rege	Salaries including bonuses	10.80	10.00
Ms. Stuthi Reddy	Rent	6.00	6.00

*Remuneration not include post employment benefits and other long term employee benefit expenditure which are computed for Company as a whole.

(c) Balances receivable/(payables)

	March 31, 2025	March 31, 2024
Ms. Stuthi Reddy	(0.54)	(0.54)

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

36. Contingent liabilities and pending litigations

	March 31, 2025	March 31, 2024
(a) Claim against company not acknowledged as debt - (GST)		
Assessment for the years FY 2017-18 to FY 2021-22*	136.70	-
Assessment year 2022-23 **	68.68	68.68
Palred Technology Services Private Limited		
Assessment for the years FY 2017-18 to FY 2020-21***	81.67	-

Note:

- The Company had received demand cum showcause notice from GST Department for GST payable on verification of TRAN-1 document with demand amounting to Rs. 58.95 lakhs and Rs. 9.73 lakhs and regarding the GST audit conducted by GST Department for the FY 2017-18 and FY 2021-22 in which tax, penalty and interest amounted to Rs. 136.70 lakhs.
The management, on the basis of internal assessment of the facts of the case and the underlying nature of transactions is of the view that the probability of the case being settled against the company is remote and accordingly, do not foresee any adjustment to the financial statements in this regard.
- The Company had received demand cum showcause notice from GST department for GST payable on verification of TRAN-1 document with demand amounting to Rs. 68.68 lakhs.
The management, on the basis of its internal assessment of the facts of the case and the underlying nature of transactions is of the view that the probability of the case being settled against the Company is remote and accordingly do not foresee any adjustment to the financial statements in this regard.
- The Company had received demand notice from the GST Department upon GST audit conducted by them for the FY 2017-18 to FY 2020-21 which resulted in tax, penalty and interest amounting to Rs. 81.67 lakhs.
The management, on the basis of its internal assessment of the facts of the case and the underlying nature of transactions is of the view that the probability of the case being settled against the Company is remote and accordingly do not foresee any adjustment to the financial statements in this regard.

37. Segment reporting

After considering the Company's business model and the internal financial reporting, the management has identified only one reportable segment which is "Trading in computers, mobiles, electronic products, fashion accessories and providing related services". Further, all operations and location of PPE of the Company are based in India and hence, no separate financial disclosures are applicable in accordance with the requirements of Ind AS 108- Operating segments.

38. Details of Benami Property held

- The group do not have any Benami property, where any proceeding has been initiated or pending against the group for holding any Benami property.
- The Group has not been declared as wilful defaulter by any bank or financial institution or other lender.

39. Relationship with Struck off Companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

The group do not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

40. Compliance with number of layers of companies

The group have complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

41. Utilisation of Borrowed funds and share premium:

- The group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The group 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 Group shall:
 - 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.

42. Undisclosed income

The Group do not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous 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.

43. Corporate Social Responsibility

Provision of Section 135 of the Act is not Applicable to the Company as the Company's net worth is below Rs. 500 crore, turnover is below Rs. 1,000 crore and net profit is less than Rs. 5 crore during immediately preceding financial year.

44. Details of Crypto Currency or Virtual Currency

The group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

45. Events after the reporting period

There has been no significant subsequent events after the reporting period requiring either disclosure or adjustment to the reported financial statements.

46. The consolidated financial statements are approved for issue by the Company's Board of Directors on May 28, 2025.

47. Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS and as required by Schedule III of the Act.

As per our report of even date
For **MSKC & Associates LLP**
(Formerly known as MSKC & Associates)
Chartered Accountants
Firm Registration No.:001595S/S000168

Tarun Kumar Jain
Partner
Membership No: 231741

Place: Hyderabad
Date: May 28, 2025

For and on behalf of the Board of Directors

Palred Technologies Limited
CIN: L72200TG1999PLC033131

P. Supriya Reddy
Chairperson & Managing Director
DIN: 00055870

Pinekalapati Harish Naidu
Chief Financial Officer

Ravichandran Rajagopal
Director
DIN: 00110930

Shruti Rege
Company Secretary
Membership No. A43523

(All Amounts are in Indian Rupees in Lakhs, except share data or unless otherwise stated)

47. Additional disclosure as required under paragraph 2 of 'General Instructions for the preparation of Consolidated Financial Statements' of the Schedule III to the Act

Particulars	As at March 31, 2025		For the year ended March 31, 2025		For the year ended March 31, 2025		For the year ended March 31, 2025	
	Net assets (Total Assets-Total liabilities)		Share in profit/(loss)		Share in other comprehensive income/(loss)		Total comprehensive income/(loss)	
	As a % of consolidated assets	Amount	As a % of consolidated profit/ (loss)	Amount	As a % of consolidated OCI	Amount	As a % of consolidated total comprehensive income/ (loss)	Amount
Parent	139.66 %	6,761.49	(26.66)%	206.81	(148.32)%	(3.03)	(26.3)%	203.78
Subsidiaries:								
Indian								
Palred Electronics Private Limited	(10.25)%	(496.15)	143.97 %	(1,116.90)	(44.06)%	(0.90)	144.47 %	(1,117.80)
Palred Retail Private Limited	(3.25)%	(157.11)	0.38 %	(2.92)	0.00%	-	0.38 %	(2.92)
Palred Technology Services Private Limited	(4.38)%	(212.17)	6.15 %	(47.72)	0.00%	-	6.17 %	(47.72)
Foreign								
Palred Online Bilism Teknojileri Ticaret Anonim Sirketi, Turkey	0.00 %	-	0.00 %	-	0.00%	-	0.00 %	-
Palred Online Technologies Limited ('POT'), Hong Kong	1.37 %	66.44	0.32 %	(2.51)	198.58%	4.06	(0.20)%	1.55
Palred Technology Shenzhen Company Ltd, China	(3.43)%	(166.26)	9.34 %	(72.43)	113.10%	2.31	9.06 %	(70.12)
Non Controlling interests	4.51 %	218.30	33.63 %	(260.88)	68.80%	1.41	33.54 %	(259.47)
Total	124.24 %	6,014.54	167.13 %	(1,296.55)	188.11%	3.84	167.08 %	(1,292.72)
Consolidation adjustments	(24.24)%	(1,173.29)	(67.13)%	520.78	(88.11)%	(1.80)	(67.08)%	518.99
Net Amount	100.00 %	4,841.25	100.00 %	(775.77)	100.00%	2.04	100.00 %	(773.73)

Particulars	As at March 31, 2024		For the year ended March 31, 2024		For the year ended March 31, 2024		For the year ended March 31, 2025	
	Net assets (Total Assets-Total liabilities)		Share in profit/(loss)		Share in other comprehensive income/(loss)		Total comprehensive income/(loss)	
	As a % of consolidated assets	Amount	As a % of consolidated profit/ (loss)	Amount	As a % of consolidated OCI	Amount	As a % of consolidated total comprehensive income/ (loss)	Amount
Parent	116.51 %	6,557.71	(26.38)%	90.30	20.65 %	(0.62)	(26.0)%	89.68
Subsidiaries:								
Indian								
Palred Electronics Private Limited	11.04 %	621.65	207.73 %	(711.04)	81.95 %	(2.46)	206.64 %	(713.50)
Palred Retail Private Limited	(2.74)%	(154.20)	2.63 %	(9.01)	0.00 %	-	2.61 %	(9.01)
Palred Technology Services Private Limited	(2.92)%	(164.45)	9.21 %	(31.52)	0.00 %	-	9.13 %	(31.52)
Foreign								
Palred Online Bilism Teknojileri Ticaret Anonim Sirketi, Turkey	0.00 %	-	0.00 %	-	0.00 %	-	0.00 %	-
Palred Online Technologies Limited ('POT'), Hong Kong	1.21 %	68.06	1.24 %	(4.24)	(74.64)%	2.24	0.58 %	(2.00)
Palred Technology Shenzhen Company Ltd, China	(1.62)%	(91.14)	13.62 %	(46.62)	34.30 %	(1.03)	13.80 %	(47.65)
Non Controlling interests	(0.76)%	(42.57)	48.91 %	(167.41)	21.79 %	(0.65)	48.67 %	(168.07)
Total	120.72 %	6,795.06	256.96 %	(879.54)	84.06 %	(2.52)	255.46 %	(882.07)
Consolidation adjustments	(20.72)%	(1,166.37)	(156.96)%	537.25	15.94 %	(0.48)	(155.46)%	536.77
Net Amount	100.00 %	5,628.69	100.00 %	(342.29)	100.00 %	(3.00)	100.00 %	(345.29)



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