

Prostarm/Secretarial/2025-26/42

September 03, 2025

<b>To,</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001  <b>Scrip Code: 544410</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051  <b>Scrip Symbol: PROSTARM</b>
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**Sub: Submission of 18<sup>th</sup> Annual Report for Financial Year ended March 31, 2025**

**Ref: Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations), 2015 (the “SEBI Listing Regulations”)**

Dear Sir/Madam,

This is further to our letter dated August 14, 2025, wherein we had informed that the 18<sup>th</sup> Annual General Meeting ('AGM') of the Company will be held on **Friday, September 26, 2025 at 03.00 p.m. (IST)** through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

We are enclosing herewith Annual Report of the Company for Financial Year ended March 31, 2025 along with Notice of the 18<sup>th</sup> AGM of the Company, which is being sent to the Members, who have registered their e-mail addresses with the Depository Participant(s). Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter is being send to Members whose e-mail addresses are not registered with Depository Participant(s) providing the weblink from where the Annual Report can be accessed on the Company's website.

The Annual Report of the Company for the Financial Year ended March 31, 2025 along with Notice convening the 18<sup>th</sup> AGM of the Company are available on the website of the Company at [www.prostarm.com](http://www.prostarm.com).

Kindly take the above information on record.

Thanking you,

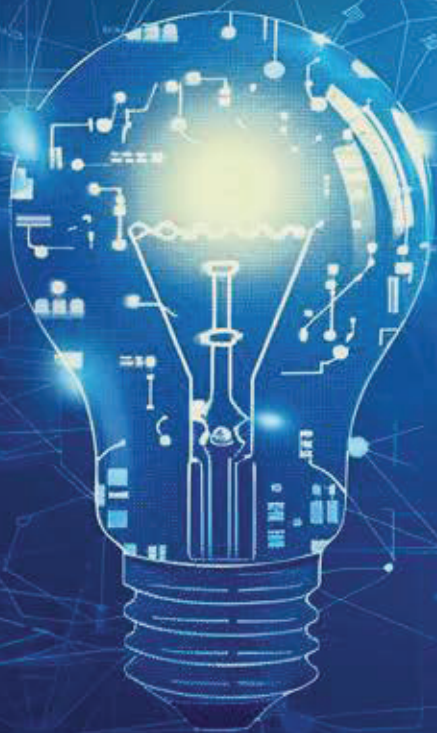
For **Prostarm Info Systems Limited**



**Sachin Gupta**  
**Company Secretary and Compliance officer**  
Membership No: F12500

Encl: As above





Smart  
Innovation



Sustainable  
Growth





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THE IPO STORY

June 2025 marked a momentous milestone in PROSTARM'S journey of growth and excellence. PROSTARM got listed on the Indian bourses – the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited on June 03, 2025. The Company's shares were listed at a premium of ₹15 (14.29%) on the exchanges. PROSTARM'S IPO garnered an enthusiastic reception from investors, witnessing a staggering oversubscription of 96.68x. With this, PROSTARM'S has unlocked the next phase of its growth and paved the way for its future expansion, especially in emerging industry opportunities.



IPO Details

Face Value	₹10 per share
Price Band Per Share	₹95 - ₹105 per share
Listing Price	₹120 per share
Lot Size	142 Shares
Sale Type	Fresh Issue
Total Issue Size	1,60,00,000 shares (aggregating up to ₹168.00 Cr)

Smart Innovations.  
Sustainable Growth.



Registered Office at Navi Mumbai, Maharashtra

Smart Innovations. Sustainable Growth. encapsulates PROSTARM Info Systems Limited's (PROSTARM) commitment to delivering intelligent energy solutions that drive long-term value—both for customers and the planet. It reflects our core belief that progress must be powered by technology that is not only efficient and forward-looking but also aligned with sustainable development goals.

Smart Innovation speaks to our approach of integrating cutting-edge technology, automation, and design thinking into every product and solution. Whether through our advanced UPS systems, lithium-ion battery packs, or our expansion into Battery Energy Storage Systems (BESS), we are focused on creating power infrastructure that is intelligent, adaptive, and reliable.

Sustainable Growth defines how we scale—with responsibility, resilience, and a clear long-term vision. As urbanisation and the transition to clean energy accelerate across India, PROSTARM is strategically positioned to support this shift through operational excellence, manufacturing expansion, and continued investment in R&D and talent.

Together, these pillars reinforce our identity as a future-ready company—committed to powering critical infrastructure, enabling clean energy adoption, and delivering measurable impact across industries.

2024-25 HIGHLIGHTS (STANDALONE)

₹34,588.57 Lakhs

Revenue from Operations

35% Y-o-Y growth

₹4,918.53 Lakhs

EBITDA

31% Y-o-Y growth

₹3,051.33 Lakhs

Profit After Tax (PAT)

27% Y-o-Y growth



# About PROSTARM

We are engaged in the design, manufacturing, assembly, sales, service, and supply of Energy Storage and Power Conditioning Equipment (“Power Solution Products”) in India. Our product portfolio encompasses UPS systems, inverter systems (including lift and solar hybrid inverters), lithium-ion battery packs, servo-controlled voltage stabilizers (SCVS), isolation transformers, and so on.



Our products are manufactured and assembled at our in-house facilities and by third-party contract manufacturers. In addition to our core offerings, we also deal in third-party power solution products like batteries, manage reverse logistics and end-of-life disposal for UPS systems and batteries, and supply of other assets such as IT Assets, solar panels and allied products. We also execute rooftop solar photovoltaic power plant projects across India on an EPC basis.

To complement our products, we offer a comprehensive suite of value-added services, including installation, rental, after-sales support

(warranty and post-warranty), and Annual Maintenance Contracts (AMCs), addressing the diverse needs of our clients.

With expertise in power electronics, delivering reliable, cost-effective solutions—especially for mission-critical segments like banking, finance, and healthcare. Our solutions cater to a broad spectrum of industries including healthcare, aviation, research, BFSI, railways, defence, security, education, renewable energy, IT, oil & gas, etc.

## OUR VALUES



### Vision

We are continuously making efforts to understand the power needs that could arise in the future and steer research accordingly to provide clean, reliable & uninterrupted power solutions to a growing India.



### Awareness

We are aware of our carbon footprint, and we make sure that appropriate measures are taken to reduce the same. Anticipating the need for clean energy, we have also launched a number of power backup solutions that run on renewable energy.



### Trust

Through friendly approach in business transactions and prompt response to calls for support, we emphasise on building a long and trustworthy relationship with the customer.



### Innovation

Our well-equipped R&D facility is always focused on improving the technology we offer our customers.

## KEY STRENGTHS



### Diverse and evolving portfolio

We offer a broad range of standardised and customised power storage and conditioning solutions, serving government, institutional, industrial, and retail clients. Innovation in design, technology, and quality enables strong cross-segment reach.



### Pan-India presence and scalable distribution

Our extensive network covers 170+ districts, backed by 23 branch offices in 19 states and 2 union territory and over 400+ dealers/ distributors. A diversified client base—spanning OEMs, government, and private sectors—drives consistent, scalable growth.



### Experienced leadership and committed team

Led by promoters with 17+ years of domain expertise, our leadership blends internal talent with external experience. We prioritise talent development to drive execution and innovation.



### Sustainability and clean energy focus

Through our Solar EPC business, we have delivered 10.56 MW of rooftop solar and continue to expand renewable-compatible backup offerings, aligning with India's energy transition.



### Strong governance and strategic focus

With an increased focus on implementing systems like SAP, Sales and Service CRM, and strengthening HR and governance processes, we are building strong systems, streamlined operations, and a future-ready roadmap. This will enable us to scale across India, enter key global markets, integrate vertically and backward, foray into Battery Energy Storage Systems, and pursue strategic acquisitions to drive sustainable and profitable growth.



### Strong and loyal customer base

With 17+ years of industry presence, we have built trusted relationships. In FY25, we served 750+ customers, with 40% engaged for over three years and 19% for over five—driven by service excellence and responsiveness.

## KEY FACTS

17+

Years of experience

22+

Offices across India

60+

Product portfolio

750+

Customers

1,00,000+

Installations

10.56 MW

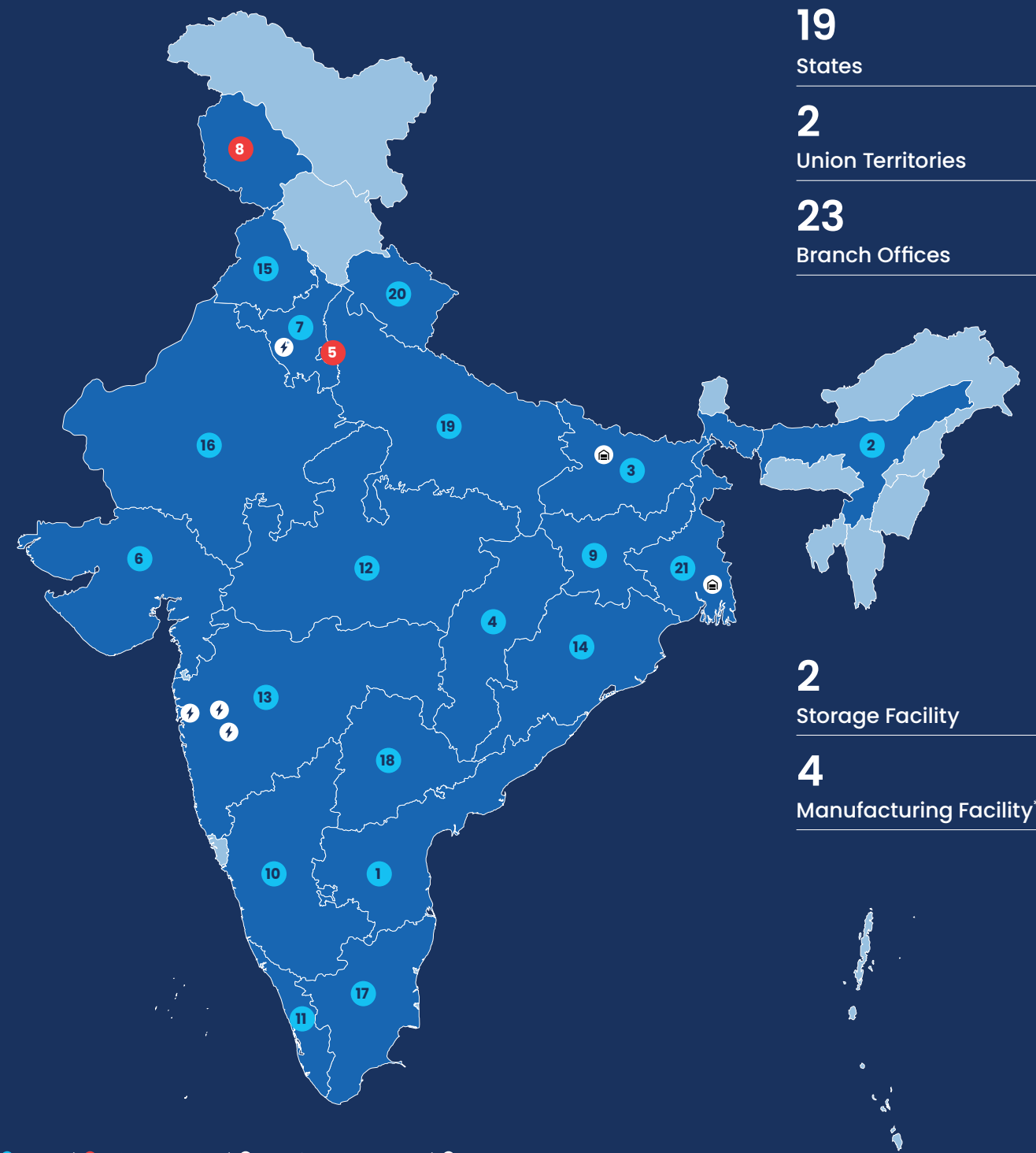
Rooftop solar plants

350+

Manpower employed



Presence



● States | ● Union Territories | ⚡ Manufacturing Facility | 🏠 Storage Facility

- |                   |                      |                 |                   |
|-------------------|----------------------|-----------------|-------------------|
| 1. Andhra Pradesh | 7. Haryana           | 13. Maharashtra | 19. Uttar Pradesh |
| 2. Assam          | 8. Jammu and Kashmir | 14. Odisha      | 20. Uttarakhand   |
| 3. Bihar          | 9. Jharkhand         | 15. Punjab      | 21. West Bengal   |
| 4. Chhattisgarh   | 10. Karnataka        | 16. Rajasthan   |                   |
| 5. Delhi          | 11. Kerala           | 17. Tamil Nadu  |                   |
| 6. Gujarat        | 12. Madhya Pradesh   | 18. Telangana   |                   |

Note: Map not to scale | \* 1 Proposed Unit

MANUFACTURING UNIT

Our Manufacturing Unit I, Manufacturing Unit II and Manufacturing Unit III are situated in the state of Maharashtra. Manufacturing Unit II is being operated under our Wholly Owned Subsidiary.



Prostarm Info Systems Limited	Unit I	16,000 sq. ft.	UPS system/ Isolation transformer/ Servo Voltage Controlled Stabilizer
Prostarm Energy Systems Private Limited	Unit II	24,000 sq. ft.	UPS system, Solar hybrid inverter system, lift inverter system, inverter system and other power solution products
Prostarm Info Systems Limited	Unit III	7,501 sq. ft.	Lithium-ion Battery Pack
Prostarm Info Systems Limited	Proposed Unit	42,110 sq. ft.	1.2 GWh annual capacity Battery Energy Storage System (BESS) facility



# Products and services

*PROSTARM offers a comprehensive portfolio of energy storage and power conditioning solutions tailored to industrial, institutional, government, and infrastructure needs. Our offerings span across manufactured products, third-party products, solar EPC projects, and value-added services—positioning us as a one-stop power solutions partner.*



## Manufactured Power Solution Products

Designed, assembled, and tested in-house or via certified contract manufacturers:

### Uninterruptible Power Supply (UPS)

Line-interactive to online UPS (up to 500 kVA) delivering uninterrupted power for diverse industries.

### Inverters & Lift Inverters

For homes, offices, and elevators; ensure smooth operation during grid failures, enhancing safety and accessibility.

### Solar Hybrid Inverters

Enable seamless solar-to-grid transition with backup, ideal for rooftop and ground mounted solar setups.

### Lithium-ion Battery Packs

Compact, efficient, eco-friendly storage with fast charging, long life, and low maintenance.

### Servo Stabilizers

Maintain stable output voltage despite input fluctuations using servo motor control.

### Isolation Transformers

Provide safe power transfer with electrical isolation, reducing noise and improving reliability in high-voltage applications.

### Other Power Solution Products

Offers energy solutions like DBRs, chargers for lifts and railway coaches, and Static Frequency Converters for powering aircraft during ground operations.



## Third-Party Power Solution Products & Other Products

Complementing our power solution products:

### Batteries

- Bulk-sourced from reliable domestic suppliers for cost efficiency and quality.
- Power UPS, solar hybrid, and lift inverters; ensure uninterrupted performance.
- Periodic replacements create recurring revenue and boost retention.
- Enable cross-selling of services, AMCs, and lifecycle support.

### Reverse Logistics / End-of-Life

- Buy-back of old UPS/batteries to add value and encourage upgrades.
- Simplifies replacements, strengthens relationships.
- Eco-friendly disposal and recycling.

### Other Products

Prostarm offers solar panel and allied products such as battery racks, battery interlinks, spares and accessories, along with sale of our products and also as part of our AMC/ off-warranty services.



## End User Computing

- End-to-end IT hardware solutions for diverse business needs.
- Portfolio includes desktops, all-in-one systems, laptops, and notebooks.
- Offers peripherals like printers, scanners, and multifunction units.
- Bundled with UPS systems for uninterrupted performance.
- Provides installation, commissioning, warranty, and maintenance support to ensure minimal downtime.

## Solar EPC Projects

Turnkey engineering, procurement, and construction of rooftop solar PV power plants:

- End-to-end EPC services for solar PV plants, from design to commissioning.
- Since 2018: 10.56+ MW rooftop solar across 100+ sites.
- Custom solutions for commercial, industrial, and institutional clients.
- Includes assessment, design, procurement, installation, and O&M.
- Helps cut power costs and reduce carbon footprint.



## Value-Added Services

### Rental Services

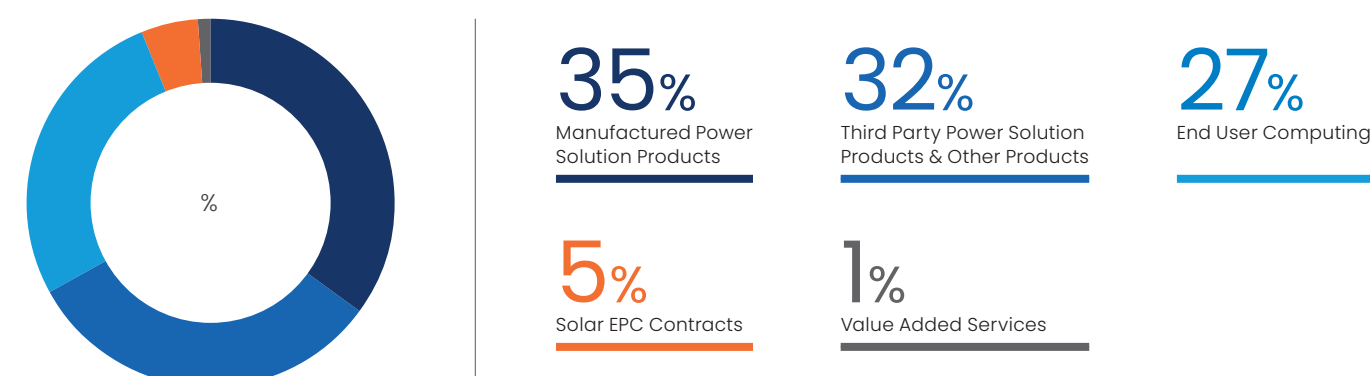
- UPS and batteries on rent for ATMs and institutions needing temporary/scalable power.
- Custom terms, quick setup, no high upfront cost.
- Ensures uninterrupted power and recurring revenue.

### After-Sales Service

- In-warranty (1–5 yrs): Repairs, replacements, support.
- Out-of-warranty: Paid service.
- AMC: Regular servicing and preventive checks.
- Boosts product life, uptime, and customer trust.

PROSTARM solutions are engineered to deliver reliable, efficient, and future-ready power solution products across diverse segments.

## 2024-25 BUSINESS SEGMENT REVENUE



# Key milestones

From a modest beginning in 2008, PROSTRAM has evolved into a leading name in power electronics and energy infrastructure. What started as a company focused on the sale and installation of third-party UPS systems has transformed into a forward-integrated, innovation-led enterprise with in-house manufacturing, a diverse product portfolio, and a growing national footprint. Over the years, we have consistently expanded our capabilities, entered new markets, and aligned with India's energy transition goals.

## 2008-14 Foundation & Early Growth

- 2008**  
Incorporated as Prostar Micronova Power Systems Private Limited
- 2010**  
Executed ₹1,000 lakh UPS installation order across ATMs nationwide — first pan-India breakthrough
- 2011**  
Entered AMC services with a national contract from a global ATM manufacturer
- 2014**  
Empanelled as OEM with a major PSU bank (Kolkata branch) for 1-25 KVA UPS supply across the West Bengal circle

## 2015-18 Strategic Diversification

- 2017**  
Empanelled with PSU bank's Guwahati branch for UPS supply and maintenance across North East India

- 2020**
  - Executed UPS installation at Dr. Babasaheb Ambedkar International Airport, Nagpur
  - Entered healthcare and defence sectors with key contracts

- 2019**  
Received major RailTel order for 2x10 KVA UPS systems for Video Surveillance at railway stations

## 2019-21 Expansion & Vertical Integration

- 2018**
  - Secured ₹1,359.46 lakh order from a public sector oil company for UPS, stabilizers, and batteries
  - Entered Solar EPC segment — first step into renewable energy

- 2021**
  - Incorporated subsidiary: Prostarm Energy Systems Private Limited in Pune and acquired technology for manufacturing of Power conditioning products in the subsidiary
  - Commenced In-house manufacturing of Servo Controlled Voltage Stabilisers in Pune
  - Secured the/our first lithium-ion battery + UPS order from a leading e-commerce company

## 2022-23 Product Innovation & Market Reach

- 2022**
  - Set up lithium-ion battery pack manufacturing facility in Mumbai
  - Launched solar hybrid inverter systems; secured order from Larsen & Toubro Limited
  - Purchased assets along with technical know-how, and started inhouse production of isolation transformers

- 2025**
  - Acquired the balance stake in our Subsidiary thereby making it our Wholly owned Subsidiary
  - Got listed on Indian stock exchanges (BSE, NSE) in June 03, 2025
  - To establish 1.2 GWh Battery Energy Storage System (BESS) Manufacturing Facility at Reliance MET, Jhajhar, Haryana
  - Empanelled with State Bank of India, Power Grid Corporation of India Limited

- 2024**
  - Expanded lithium-ion battery pack capacity to 1,00,000 kWh/year at Mahape, Navi Mumbai
  - Empanelled with West Bengal PHED Department for civil and electromechanical supply
  - Acquired first BESS order of ₹ 43 Cr from Adani Electricity Mumbai Limited for Supply, Installation, Testing, Commissioning and Integration of 11MW / 22 MWh Grid Connected Battery Energy Storage System (BESS) at Chembur Distribution Substation

## 2024-25 Capacity Expansion & Future Readiness

- 2023**
  - Empanelled as Telecom & ICT system integrator with RailTel Corporation
  - Empanelled as EPC bidder with NTPC Vidyut Vyapar Nigam Limited for rooftop solar
  - Selected as preferred vendor for Airport Authority of India for Electronic Engineer Items



# CEO & Director's message



*As India enters a transformative phase driven by rapid urbanisation and clean energy adoption, PROSTARM is proud to be aligned with the nation's priorities*

RAM AGARWAL



It gives me immense pride to present our first Annual Report following Prostarm Info Systems Limited's (PROSTARM) successful listing. This milestone marks not just the beginning of a new chapter, but also a reaffirmation of the trust our investors, customers, and partners have placed in us. FY 2024–25 marked a defining year for PROSTARM, as we continued to evolve from a power solutions provider into a forward-integrated, future-ready energy infrastructure company.

## Strategic Shift in a Changing India

As India enters a transformative phase driven by rapid urbanisation and clean energy adoption, PROSTARM is proud to be aligned with the nation's priorities. We have consistently focused on delivering critical power solutions across mission-critical sectors including BFSI, healthcare, aviation, defence, Oil & Gas, energy, infrastructure etc. From UPS systems and lithium-ion battery packs to solar hybrid inverters and SCVS, our solutions power the institutions that drive India's progress.

## Stepping into the Future with Battery Storage

This year, we took a decisive step in our forward integration strategy by announcing the setup of our upcoming Battery Energy Storage System (BESS) manufacturing facility in Reliance MET City, Jhajjar. With a capacity of 1.2 GWh, this plant marks our entry into one of the fastest-growing segments in India's energy landscape. BESS is not just a technological evolution; it's a national imperative. With India targeting 66 GW of battery storage by 2032, PROSTARM is well-positioned to support grid stability, renewable integration, and industrial transformation.

## Performance

Our financial performance in FY 2024–25 reflects strong operational execution and strategic growth. Revenue from operations increased from ₹25,5598.68 Lakhs in FY 2024 to ₹34,588.57 Lakhs in FY 2025. Correspondingly, our profit for the year rose from ₹2,395.84 Lakhs to ₹3,051.33 Lakhs, underscoring improved profitability and operating leverage.

## Powered by People, Driven by Purpose

With a Pan-India network of 23 branch offices and service touchpoints in 170+ districts, supported by in-house technology, design and engineering capabilities, we ensure responsive and tailored solutions across customer segments.

Our strength lies in our people and our ability to execute with agility. We have enhanced our manufacturing capabilities, built a robust Pan-India service and distribution network, and deepened our customer relationships. We are also investing in digital transformation, talent development, and operational efficiency to drive scalable and sustainable growth.

## Sustainability

Sustainability is deeply embedded in our business model and strategic thinking. We uphold the highest standards of human rights, safety, and integrity. We do not tolerate any form of forced or child labour and ensure compliance with minimum wage laws and non-discriminatory practices across our organization. We provide fair working conditions, safe environments, and clearly defined terms of employment. Through our Environmental, Health and Safety (EHS) Policy, we actively minimize environmental impact, conserve resources, and ensure the well-being of our employees, contractors, and communities. Our commitment to responsible and sustainable business practices goes beyond compliance—it is central to how we operate and how we define long-term success.

## Looking Ahead

As we step into FY 2025–26, our vision remains sharply focused on building a responsible and future-ready organisation. We are committed to expanding our capabilities in BESS, lithium-ion technologies, and renewable-compatible solutions, while exploring export markets and deepening our domestic footprint. As we look ahead with robust optimism, we remain steadfast in our commitment to enhancing quality and compliance, while proactively pursuing our growth objectives. Guided by integrity, innovation, and excellence, we aim to lead India's energy transition by delivering reliable, intelligent, and sustainable power solutions that create long-term value for all our stakeholders.

Thank you for your continued trust and support.

Regards,

**Ram Agarwal**

CEO & Whole Time Director

₹34,588.57 Lakhs

Revenue from operations

35% Y-o-Y growth

₹4,918.53 Lakhs

EBITDA

31% Y-o-Y growth

₹3,051.33 Lakhs

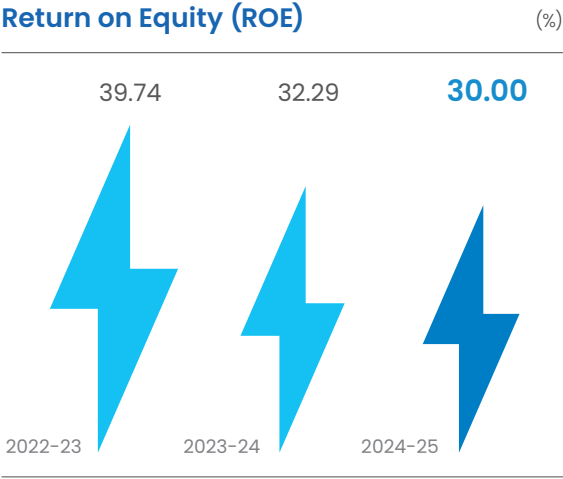
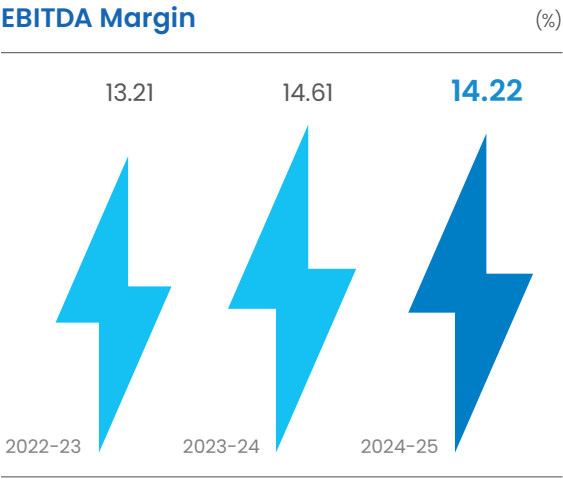
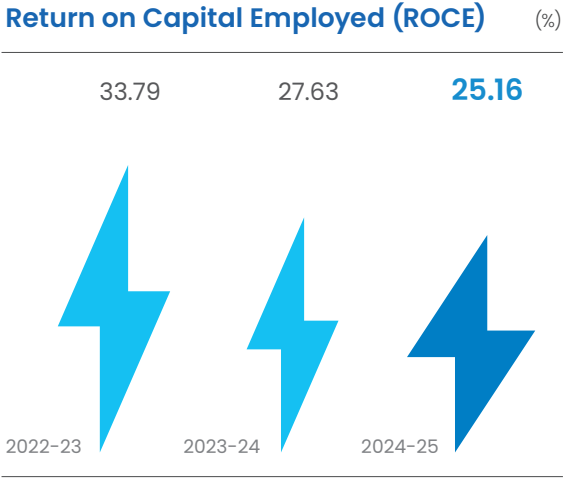
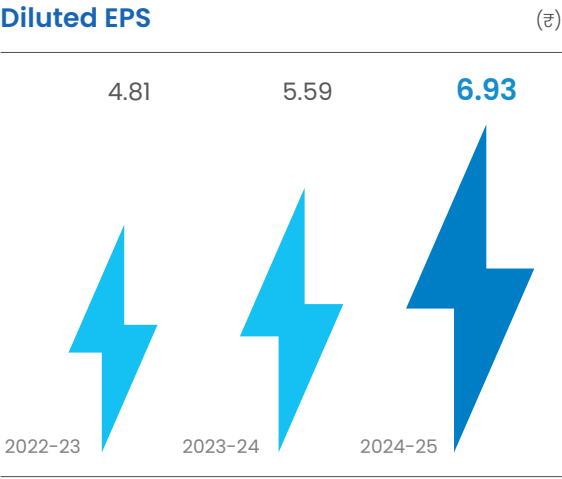
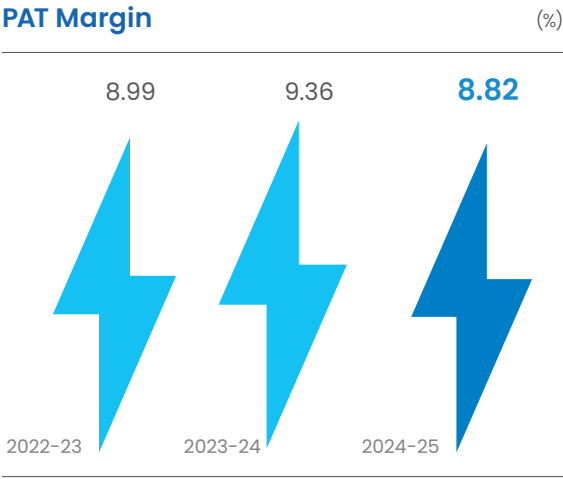
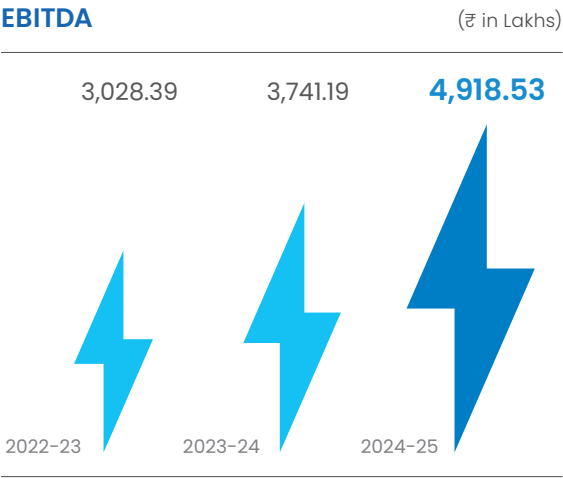
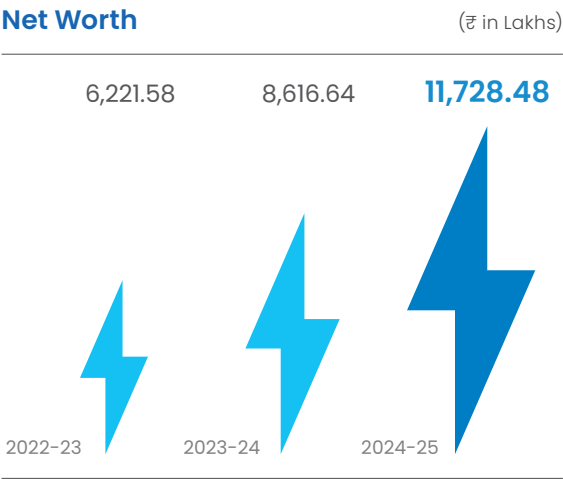
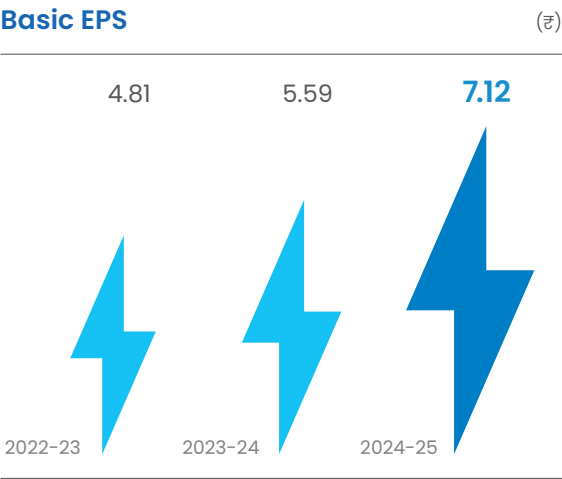
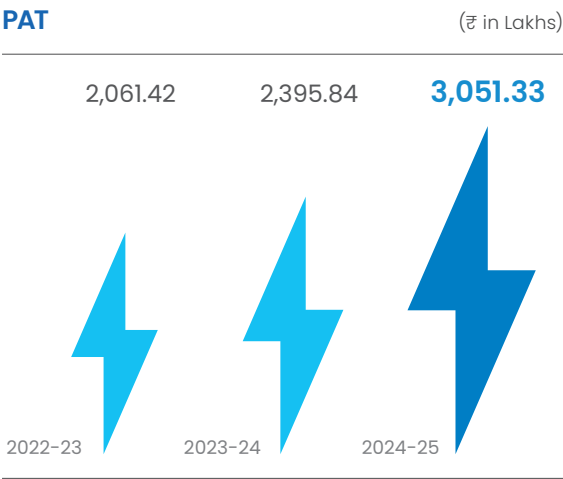
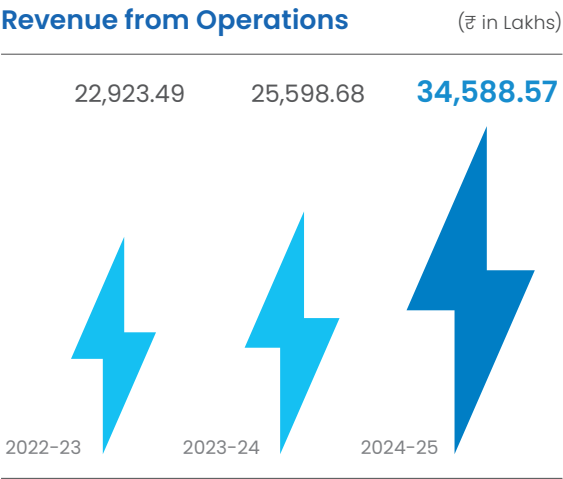
Profit After Tax (PAT)

27% Y-o-Y growth



# Key Performance Indicators

(Standalone)



## Industries we cater to

PROSTARM serves a wide range of sectors with reliable power solutions tailored for mission-critical and everyday applications. Our customer base spans railways, aviation, manufacturing, logistics, oil & gas, defence, healthcare, BFSI, telecom, retail, education, and government institutions—demonstrating our versatility and trusted presence across India's core and emerging industries.



## Robust customer base

PROSTARM has built a strong reputation as a reliable power electronics partner to a wide range of industries and mission-critical institutions. In FY25, we served over 750 customers, with 51% of our revenue generated from clients associated with us for three or more years, and 37% from those with relationships extending beyond five years—reflecting our focus on service consistency and long-term value creation.

### MARQUEE CLIENTELE



Our credibility is reinforced through empanelment's with key government and PSU bodies such as the Airports Authority of India, RailTel Corporation of India, West Bengal Public Health Engineering Department, Telangana State Technology Services, West Bengal Electronic Industry Development Corporation, State Bank of India, Power Grid Corporation of India and Central Public Works Department (Delhi, Patna and Assam). These partnerships underline our technical reliability, compliance standards, and proven delivery capabilities.

We serve a highly diversified customer base spanning sectors like BFSI (public and private banks, ATM service providers), healthcare (hospitals, diagnostics, OEMs), IT & telecom (data centres and integrators), as well as education, research, railways, oil & gas, and defence. This broad market exposure enhances our business resilience and positions us for steady, scalable growth.



# Quality

At PROSTARM, quality is central to our operations—both in products and processes. Given the mission-critical nature of our offerings in highly regulated customer industries, even minor deviations from design specifications can lead to serious consequences, including contract cancellations and reputational risk. Our quality management process involves:

- 1 Quality checks for incoming raw materials against specifications
- 2 In-process quality audits to monitor adherence
- 3 Final-stage visual inspections for product approval, along with the issuance of certificates of conformance for approved units.



We embed uncompromising quality into every phase of our operations through rigorous process controls, including Failure Mode Effects Analysis (FMEA) and continuous improvement practices. Our advanced in-line detection systems and closed-loop controls ensure real-time issue identification and resolution. Customers regularly audit our state-of-the-art facilities, supported by our dedicated team of quality engineers who uphold the highest standards of compliance and excellence.

Our manufacturing facilities proudly hold a suite of globally recognised accreditations, including ISO 9001:2015 (Quality Management), ISO 14001:2015

(Environmental Management), ISO 45001:2018 (Occupational Health & Safety), and ISO 50001:2018 (Energy Management). Additionally, we maintain specialized certifications such as TL 9000 for telecom quality, ISO/IEC 27001:2022 for information security, ISO/IEC 20000-1:2018 for IT service management, and BIS certifications for Power solution products like UPS, Inverter, Solar Hybrid Inverter. These rigorous standards underscore our steadfast commitment to delivering high-quality, innovative products that consistently meet the diverse and evolving needs of our customers.

# Strategic priorities

At PROSTARM, our growth strategy is rooted in continuous capability building, market expansion, and operational excellence. From enhancing in-house manufacturing to exploring strategic acquisitions, we are focused on delivering high-quality, future-ready solutions. We aim to strengthen our brand, widen our customer base, improve working capital efficiency, and drive long-term value through a balanced mix of organic and inorganic initiatives.



Proposed Unit at Jhajjar, Haryana

## Expanding customer base and market reach

We have steadily expanded our domestic footprint and diversified our offerings across sectors. Moving forward, we aim to strengthen our presence in key segments like railways, airports, defence, BFSI, renewable energy, BESS etc. We would also be increasing our focus on dealer and distributor base network. Also entering new international markets such as Bangladesh, Sri Lanka, Nepal, Africa, and the Middle East through targeted promotions and exhibitions.

## Enhancing brand recognition

We aim to build brand visibility through digital campaigns, domestic and international exhibitions, and deeper engagement with channel partners. Localised marketing and distributor support will help drive penetration across Indian markets.

## Evolving into a self-reliant manufacturing powerhouse

Since commencing operations in 2008 with third-party UPS and battery solutions, we have evolved into a manufacturer with in-house production capabilities. Today, we operate three manufacturing units in Maharashtra, equipped for design, assembly, and quality control. This enables better cost efficiency, faster turnaround, and reduced dependency on external vendors. We plan to further invest in automation and expand facilities to enhance output, quality, and profitability.

## Working capital optimization and debt reduction

Operating in a competitive industry necessitates careful cost management and working capital optimization. In FY25, our working capital cycle was optimized at 68 days. With the planned expansion of in-house manufacturing, we anticipate a strategic increase in this cycle to support enhanced production capabilities. We aim to shorten this through better inventory management and faster collections.

## Driving operational efficiency

Ongoing investments in infrastructure and process optimisation will help improve margins and customer satisfaction. We are committed to ESG-aligned operations and enhanced R&D to drive innovation, cost control, and sustainable manufacturing improvements.

## Strategic investments and acquisitions

To support our growth, we continuously evaluate strategic investments to broaden our product offerings and market presence. A key strategic initiative involves acquiring 100% ownership of our subsidiary, Prostarm Energy Systems Private Limited, to make it a wholly owned entity. Additionally, we will evaluate acquisitions, joint ventures, and strategic alliances that align with our long-term business goals. We have also purchased / acquired tangible assets, proprietary information, technical know-how and absorbed the employees of Transformers and Electronics Private Limited for manufacturing of Isolation Transformers.





# Our people, Our strength

At PROSTARM, our people are at the heart of everything we do. By fostering a culture of inclusivity, continuous learning, and mutual respect, we enable our teams to grow both personally and professionally. From strategic talent acquisition and structured training to meaningful recognition and clear career pathways, our people practices are designed to unlock potential and drive long-term value—for our employees, our clients, and the communities we serve. We have received recently 'The Maharashtra State Best Employer Brand Awards 2025'.



## Employee engagement

We foster a culture where employees feel valued, heard, and empowered. Our engagement efforts are designed to create an inclusive, growth-oriented environment.

### Recognition Programmes

Celebrating individual and team accomplishments.

### Wellness initiatives

Promoting health and work-life balance.

### Debate Competition

Promoting critical thinking, communication, and teamwork.

### Cricket Tournament / Group Activities

Organizing sports tournaments or other group activities helps employees from different teams connect on a personal level.

## Employee motivation

We cultivate motivation through a mix of meaningful work, flexibility, and performance-based rewards:

### Performance-based incentives

Linking efforts to rewards through variable compensation.

### Flexible work options

Supporting remote work and flexible hours to enhance work-life integration.

### Women's Day Celebrations

Celebrating events like International Women's Day demonstrates a commitment to diversity and inclusion.



## Recruitment and training

At PROSTARM, we follow a structured, competency-based recruitment strategy backed by data insights. Each role has clearly defined competencies, and we use behavioural interviews to ensure fairness. We partner with academic institutions for internships and co-op programmes, and actively drive inclusive hiring through focused diversity initiatives. Real-time market intelligence helps us offer competitive compensation and tap into targeted talent pools while delivering a seamless candidate experience.

Our training strategy champions continuous learning through meticulously crafted Standard Operating Procedures (SOPs), dynamic interactive workshops, and immersive hands-on simulations. We nurture sustained growth with personalised mentorship programmes, globally recognised certifications, and individualised development plans tailored to each employee's aspirations. Technology is at the core of our approach, utilising advanced Applicant Tracking Systems (ATS) and AI-driven tools to streamline recruitment, while innovative digital platforms, including Learning Management Systems (LMS), webinars, and e-learning modules, empower robust and flexible employee development.

## Employee retention

Our retention strategy is driven by employee satisfaction, career growth, and a positive work culture:

### ESOP

Offering employees a stake in the company, ESOPs create a powerful sense of ownership.

### Competitive compensation & benefits

Including health insurance, paid leave, and retirement plans.

### Career development

Internal promotions, upskilling, and clear growth pathways.

### Positive work environment

Built on respect, inclusion, and transparency.

### Recognition & feedback

Ongoing feedback, employee appreciation, and structured exit interviews to improve continuously.

## Looking ahead

### In the coming year, we will

- Strengthen engagement strategies with a people-centric, growth-driven approach.
- Foster a culture of empowerment to support professional development.
- Enhance career pathways and internal mobility.
- Ensure access to resources that enable employee success.
- Align talent goals with business strategy to drive sustainable growth.



# Environment, Social and Governance (ESG)



## Commitment to ethical employment and workplace integrity

In alignment with our ESG principles, we are committed to fostering an ethical, fair, and inclusive workplace. Our core employment practices ensure that:

- We do not engage in or support child labour or forced labour in any form.
- All wages comply with industry standards and legal minimum requirements.
- There is no discrimination in compensation, training, benefits, or advancement based on caste, religion, language, ethnicity, disability, age, gender, sexual orientation, marital status, union affiliation, or any other status protected by law.
- We offer a safe, healthy, and respectful working environment, with clearly documented terms of employment in line with applicable labour laws.



We maintain a robust grievance redressal mechanism accessible to all employees and uphold a strict zero-tolerance policy against bribery, corruption, and fraud.

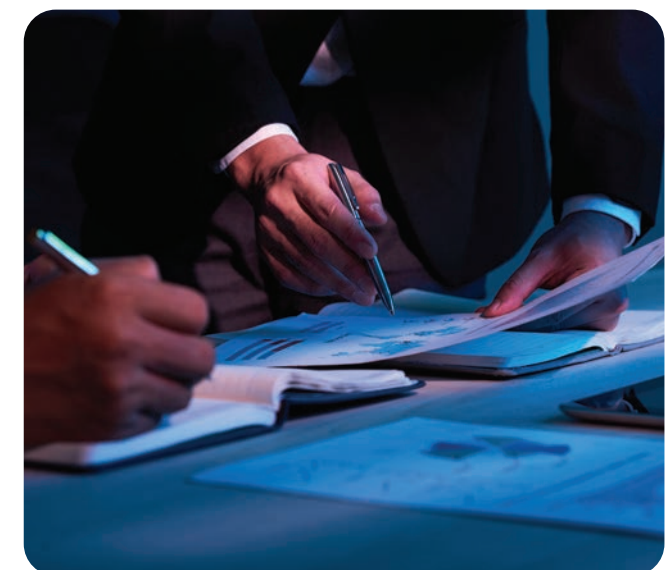


## Environmental, Health and Safety (EHS) stewardship

We are committed to conducting our operations in a manner that safeguards the environment and ensures the health and safety of our employees, communities, and stakeholders. To this end, we have implemented a comprehensive Environmental, Health and Safety (EHS) Policy, which is actively communicated to all personnel, including contractors, suppliers, and visitors.

## The EHS Policy is centered around

- Minimising environmental and safety risks across our operations, products, and services.
- Preventing pollution, accidents, and occupational hazards through continuous improvement and responsible waste management.
- Ensuring full compliance with applicable EHS regulations, standards, and targets.
- Conserving natural resources such as energy and water through structured resource management initiatives.
- Engaging employees and external stakeholders in enhancing environmental performance.
- Promoting awareness and accountability of EHS responsibilities across all individuals working under our operational control.





# Board of Directors



**Tapan Ghose**, *Chairman & Managing Director*

C I N M S

Tapan Ghose holds a Bachelor of Commerce from St. Xavier's College, Kolkata, and brings over 30 years of experience in electrical and electronic control, energy storage, power conditioning, and power consumption solutions. He leads the administration, and drives business strategy, growth, and expansion initiatives.



**Ram Agarwal**, *Whole-time Director, CEO & Promoter*

I M A S

A founding Promoter of the Company, Ram Agarwal has been associated since inception. He holds a Bachelor of Commerce from the University of Calcutta and has over 18 years of industry experience. Recognised with the Engineering Excellence Award for Young Entrepreneur in the Power Electronics Sector (Divya Media Publications, May 2022), he focuses on formulating and executing growth strategies.



**Vikas Shyamsunder Agarwal**, *Whole-time Director & Promoter*

With the Company since August 1, 2008, Vikas Agarwal has over 16 years of experience in power conditioning and power consumption solutions. He oversees procurement and inventory management.



**Raghu Ramesh Thammannashastri**, *Whole-time Director*

C

Raghu Ramesh holds a Diploma in Electrical Engineering (Department of Technical Education, Government of Karnataka) and an AMIE in Engineering (Institution of Engineers, India). With over 37 years of experience in sales, marketing, and operations—having worked with Alacrity Foundations, Cotmac, Shidore-Microsys Electronics, and Sietecs, he currently leads operations and research & development.



**Mitali Chatterjee**, *Non-Executive Independent Director*

N

Mitali Chatterjee holds a B.Tech in Electronics and Telecommunication Engineering from the Indian Institute of Engineering Science and Technology, Shibpur, and an M.Sc. in Quality Management from Cranfield University, UK. With over 42 years of experience in cybersecurity assurance, governance, risk and compliance, and security management systems, she has worked with the Ministry of Electronics and Information Technology (MeitY) and advised the Centre for Development of Advanced Computing in setting up cyber-forensics labs in Northeast India. Her expertise strengthens the Company's governance and strategic decision-making, particularly in cybersecurity and risk management.



**Bhargav Chatterjee**, *Non-Executive Independent Director*

A C N

Bhargav Chatterjee is a Chartered Accountant with a B.Com from the University of Calcutta and a Post-Graduate Certificate in General Management from IIM Calcutta. With over 23 years of experience in insurance, accountancy, and taxation, he has held senior roles at Tata Global Beverages Limited and United India Insurance Company Limited, and currently heads M/s. Bhargav Chatterjee & Co., Chartered Accountants.



**Goutam Paul**, *Non-Executive Independent Director*

A

Goutam Paul holds a B.Tech in Electrical (Electronics option) from Malviya Regional Engineering College, Jaipur, and a certificate in E-Business Electronic Commerce from Pentasoft Technologies (issued by IBM Global Services India). He brings nearly 30 years of experience in project management for mobile banking, payment systems, IT infrastructure, and systems implementation, and currently serves as a Director at Pivot Net Technologies Private Limited.



**Ganesh Basant Pansari**, *Non-Executive Independent Director*

S I N

Ganesh Basant Pansari holds a Bachelor of Commerce from Ambaba College & Maniba Institute of Business Management, Sabargam, Surat. A qualified Chartered Accountant with a Certificate of Practice from the ICAI, he also holds a post-qualification certificate in Information Systems Audit from ICAI. With 8 years of experience in statutory, tax, and internal audits, he is currently a Partner at Seksaria & Pansari, Chartered Accountants, leading the firm's Audit and Assurance division.



**Shivkumar Madanlal Baser**, *Non-Executive Independent Director*

A

Shivkumar Madanlal Baser is a qualified Chartered Accountant with a Certificate of Practice from the ICAI and has also passed the Limited Insolvency Examination conducted by the Insolvency and Bankruptcy Board of India. With over 19 years of experience in bank audits, statutory audits, concurrent audits, and stock audits, he currently serves as a Partner at M/s. Bagla Associates, Chartered Accountants.

CHAIRPERSON
MEMBER

A Audit Committee
 C Corporate Social Responsibility Committee
 I IPO Committee
 N Nomination & Remuneration Committee

M Management Committee
 S Stakeholders' Relationship Committee



## Management Team



**Abhishek Jain**  
Chief Financial Officer

Abhishek Jain, CFO since October 2020, is a CA with over 18 years of experience in accounts, credit analysis, and banking. He has worked with reputed Companies like BALCO, SREI Infrastructure, Axis Bank, Tata Capital and Siemens Financials Services.



**Sachin Gupta**  
Company Secretary and Compliance Officer

Sachin Gupta, appointed as Company Secretary and Compliance Officer in August 2024, is a Fellow Member of the ICSI and Bachelor of Laws from the University of Mumbai with over 10 years of experience in handling corporate and secretarial compliance. He has worked with reputed firms like Mukund Limited, eClerx Services Limited, Mastek Limited and Donear Industries Limited.



**Indrani Banerjee**  
Chief People Officer

Indrani Banerjee, the Chief People Officer of our Company and has been associated with our Company since March 1, 2015. She has completed her degree in Bachelor of Arts from the University of Calcutta. She holds experience of over 30 years in human resources and has previously worked with Linde India Limited, Bata India Limited, Warren Tea Limited.



**Shilpa Dugar**  
Country Head – Enterprise Solutions

Shilpa Dugar, Country Head – Enterprise Solutions since 2014, leads the Company's sales operations, specifically overseeing government and banking sector accounts.



**Umesh Ikhe**  
Vice President – Technical

Umesh Damodar Ikhe, holds over 16 years of experience in production management, project implementation, and after-sales service within the manufacturing sector.



**Chandan Chaudhari**  
Financial Controller

Chandan Hemant Chaudhari, the Finance Controller of the Company since December 1, 2022, is a qualified CA with over 13 years of professional experience in the field of management accounting, taxation and finance and financial reporting. He previously worked with Raymond Limited.

## Corporate Information

### BOARD OF DIRECTORS

**Mr. Tapan Ghose**  
Chairperson & Managing Director

**Mr. Ram Agarwal**  
CEO & Whole-time Director

**Mr. Vikas Shyamsunder Agarwal**  
Whole-time Director

**Mr. Raghu Ramesh Thammannashastri**  
Whole-time Director

**Ms. Mitali Chatterjee**  
Independent Director

**Mr. Bhargav Chatterjee**  
Independent Director

**Mr. Goutam Paul**  
Independent Director

**Mr. Shivkumar Baser**  
Independent Director

**Mr. Ganesh Pansari**  
Independent Director

### KEY MANAGERIAL PERSONNEL (KMP'S)

**Mr. Abhishek Jain**  
Chief Financial Officer

**Mr. Sachin Gupta**  
Company Secretary & Compliance Officer  
(w.e.f. August 27, 2024)

### STATUTORY AUDITOR

**M/s. Mansaka Ravi & Associates,**  
Chartered Accountants

### COST AUDITOR

**M/s. Y R Doshi & Associates,**  
Cost Accountants

### SECRETARIAL AUDITOR

**M/s. Ritu Somani & Associates,**  
Practicing Company Secretary

### BANKERS

Axis Bank Limited  
ICICI Bank Limited

### REGISTRAR AND SHARE TRANSFER AGENT

**KFin Technologies Limited**  
Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi 500032, Telangana, India.  
Phone: +91 40 6716 2222 / 1800 309 4001 (Toll Free)  
Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
Website: [www.kfintech.com](http://www.kfintech.com)

### REGISTERED OFFICE

Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400710, Maharashtra, India.  
Telephone: 022 4528 0500  
E-mail: [investor@prostarm.com](mailto:investor@prostarm.com)  
Website: [www.prostarm.com](http://www.prostarm.com)  
CIN: L31900MH2008PLC368540

### STOCK EXCHANGE DETAILS

BSE Limited  
National Stock Exchange of India Limited



Scan the QR Code to know more about us

Notice is hereby given that the **18<sup>th</sup> (Eighteenth) Annual General Meeting ('AGM')** of the Members of **Prostarm Info Systems Limited ('the company')** will be held on **September 26, 2025 at 03:00 P.M. (IST)** through Video Conferencing ('VC')/ Other Audiovisual Means ('OAVM'), to transact the business as set out in this notice to transact the following business. The venue of the meeting shall be deemed to be the Registered office of the Company situated at Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400710, Maharashtra, India.

Ordinary Business:

Item no.1:

Adoption of the Audited Financial Statements along with the Reports of the Board and Auditors thereon.

To receive, consider and adopt the Audited Standalone and Consolidated 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.

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 comprising of the Balance Sheet as at that date, the Statement of Profit and Loss, the Statement of Changes in Equity, the Cash Flow Statement for the year ended on that date and the Notes to Financial Statements together with the Reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

Item no.2:

Re-appoint Mr. Tapan Ghose, (DIN:01739231) as a Director of the Company, liable to retire by rotation, who had offered himself of re-appointment.

To appoint a director in place of Mr. Tapan Ghose, (DIN:01739231), Managing Director of the Company who retires by rotation and, being eligible himself for re-appointment.

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 152(6) and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Tapan Ghose, (DIN:01739231), Managing Director, who retires by rotation at this Annual General Meeting of the Company, being eligible, has offered himself for re-appointment;

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorised to take such steps, as may be required, for obtaining necessary approvals, if any and further to do all such acts, deeds and

things as may be necessary, proper or expedient to give effect to this resolution and for the matters concerned and incidental thereto.”

Special Business:

Item no.3:

Revision in terms and remuneration of Mr. Raghu Ramesh Thammannashastri (DIN: 03331642), Whole Time Director of the Company.

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

**“RESOLVED THAT** in partial modification of the resolution previously passed by the Members of the Company at the Extra-Ordinary General Meeting held on February 12, 2025 and in accordance with the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and pursuant to the Articles of Association of the Company, on the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company, the consent of Members of the Company be and is hereby accorded for the revision in the terms of appointment of Mr. Raghu Ramesh Thammannashastri (DIN: 03331642) as Whole-Time Director of the Company on such terms and conditions including remuneration as may be mutually agreed upon and in accordance with the applicable provisions of the Companies Act, 2013 and as detailed in the explanatory statement forming part of this Notice;

The revised terms are as follows:

**Tenure:** Three (3) years, with effect from October 01, 2025, to September 30, 2028, liable to retire by rotation.

**Remuneration:** Mr. Raghu Ramesh Thammannashastri will be ₹ 2,55,000 Per month/- (Rupees Two Lakhs Fifty Five Thousand Only) (inclusive of all benefits and perquisites as previously approved by the members) with such increments as may be decided by the Board from time to time in the salary range of ₹ 2,55,000 per month to ₹ 4,00,000 per month.

**Commission:** Mr. Raghu Ramesh Thammannashastri shall also be entitled for commission up to 2.5% of net profit for previous year calculated under section 197 and 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** all other terms and conditions relating to Mr. Raghu Ramesh Thammannashastri’s appointment as approved earlier by the members remain unchanged;

**RESOLVED FURTHER THAT** during the above years, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, the above mentioned remuneration from time to time and it shall not exceed the maximum permissible limit as per Schedule V, Part II, Section II of the Companies Act, 2013;

**RESOLVED FURTHER THAT** where in any Financial Year, during the currency of tenure of Mr. Raghu Ramesh Thammannashastri as WTD, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Raghu Ramesh Thammannashastri, the above remuneration as a minimum remuneration, after complying with the limits and obtaining necessary approvals as specified in Schedule V of the Act;

**RESOLVED FURTHER THAT** the Board of Directors of the Company are authorized, on behalf of the Company to do all such acts, deeds, matters and things as deem necessary and to sign and execute all necessary documents, applications and returns, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchanges and / or other authorities as may be required to give effect to this resolution.”

Item no.4:

Ratification of Remuneration of Cost Auditor.

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 148(3) and all other applicable provisions of the Companies Act, 2013 (**“the Act”**), read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, the remuneration payable to M/s Y R Doshi & Associates, Cost Accountant (Firm Registration No. 000003) who were appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the Financial Year 2025-26 amounting to not exceeding ₹ 60,000/- (Rupees Sixty Thousand Only), plus applicable taxes and

reimbursement of out of pocket expenses (at actual) be and is hereby ratified and approved;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving the effect to this resolution and to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

Item no.5:

Appointment of M/s. Sandeep P Parekh & Co, Company Secretaries as Secretarial Auditors of the Company.

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions Section 204 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (**“the Act”**), read with Regulation 24A SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and as per the recommendation of the Audit Committee and the Board of Directors, M/s. Sandeep P Parekh & Co, a Peer Reviewed firm of Practicing Company Secretaries, (F-7118; CP No. 7693), be and is hereby appointed as the Secretarial Auditors of the Company to conduct a Secretarial Audit and issue the Secretarial Audit Report for a term of Five (5) consecutive Financial Years, commencing from the Financial Years 2025-26 till the 2029-30, at a remuneration as may be approved by the Audit Committee and/or Board of Directors of the Company in consultation with the Secretarial Auditors of the Company in addition to applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred by them in connection with the audit as more particularly set out in the Explanatory Statement annexed to this Notice;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company and generally do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

Item no.6:

Ratification of the Prostarm Employee Stock Option Plan 2024 (“ESOP 2024”).

In this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the special resolutions passed by the members of the Company at the



Annual General Meeting held on September 18, 2024 and Extra Ordinary General Meeting held on February 12, 2025 prior to Initial Public Offering (“**IPO**”) of equity shares by the Company and the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“**the Act**”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of Memorandum and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”) along with rules and regulations framed thereunder and any rules, circulars, notifications, the applicable provisions of the Foreign Exchange Management Act, 1999, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the provisions of any regulations/guidelines prescribed by the Securities and Exchange Board of India (“**SEBI**”) and other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) and subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any authority(ies) including condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and the acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Board Committee, including the Nomination and Remuneration Committee (“**NRC**”), which also acts as the Compensation Committee, or any other Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) ‘**Prostarm Employees Stock Option Plan 2024**’ (the “**ESOP 2024**”), be and is hereby ratified within the meaning of Regulation 12 of SEBI (SBEB & SE) Regulations as detailed in the explanatory statement annexed hereto, being authorised to create, offer, issue and allot employee stock options (“**ESOP**”) to eligible employees under the ESOP 2024, and to grant the ESOP to the eligible employees under ESOP 2024 on such terms and conditions as provided in the ESOP 2024 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws;

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Board Committee, including the Nomination and Remuneration Committee (“**NRC**”), which also acts as the Compensation Committee, or any other Committee which the Board has constituted to exercise its powers, including the powers, conferred

by this resolution) to create, offer, grant, issue, vest, allot upto 40,00,000 (Forty Lakhs Only) ESOP, exercisable into 40,00,000 equity shares of face value of ₹ 10/- each of the Company, at such price, in one or more tranches, from time to time, to the employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations but does not include an employee who is a Promoter or a person belonging to the Promoter Group (“**Eligible Employees**”), with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with the applicable laws and regulations in force;

**RESOLVED FURTHER THAT** the authority granted to the Board of Directors of the Company (“**Board**” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to grant ESOP be and is hereby ratified;

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the “**Prostarm Employees Stock Option Plan 2024**” (the “**ESOP 2024**”), and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make any modifications / changes revisions in the Plan or suspend / withdraw / revive the Plan as deem fit, from time to time, provided that the same is in conformity with the Companies Act, 2013 and the rules made thereunder and SEBI (SBEB & SE) Regulations, as amended, the Memorandum and Articles of Association of the Company and any other applicable laws, rules and regulations thereunder and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including taking all the necessary steps for listing of the equity shares allotted if any on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges as and when required and with power on behalf of the Company and to settle all questions, difficulties or doubts that may arise in in this regard without requiring the Board to secure any further consent or approval of the members of the Company;

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/

amalgamation, or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2024) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2024;

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2024;

**RESOLVED FURTHER THAT** authority granted to Board of Directors of the Company to take necessary steps for receipt of necessary approval(s) for listing, lock in and trading of the Equity Shares to be allotted under the ESOP 2024 on the Stock Exchanges, where the Equity Shares may be listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations, be and is hereby ratified;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company and generally do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in connection therewith or incidental thereto, to give effect to this resolution;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or Company Secretary of the Company be and are hereby severally authorized to issue certified true copies of this resolution to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra, Mumbai.”

#### Item no.7:

**Ratification of grant of stock options to the employees (present / future) of the subsidiary company(ies) if any of the Company under ‘Prostarm Employees Stock Option Plan 2024’ (“ESOP 2024”).**

In this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the special resolutions passed by the members of the Company at the Annual General Meeting held on September 18, 2024 and Extra Ordinary General Meeting held on February 12, 2025 prior to Initial Public Offering (“**IPO**”) of equity shares by the Company and the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“**the Act**”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of Memorandum and Articles of Association of the Company, the applicable

provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”) along with rules and regulations framed thereunder and any rules, circulars, notifications, the applicable provisions of the Foreign Exchange Management Act, 1999, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the provisions of any regulations/guidelines prescribed by the Securities and Exchange Board of India (“**SEBI**”) and other applicable laws for the time being in force (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) and subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any authority(ies) including condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), and the acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Board Committee, including the Nomination and Remuneration Committee (“**NRC**”), which also acts as the Compensation Committee, or any other Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), the grant of the Prostarm Employee Stock Option Scheme 2024 (“**ESOP 2024**”) details of which are set out in the explanatory statement annexed hereto) to the eligible employees (present / future) of the subsidiary company(y)ies if any of the Company in or outside India (as defined in the Act) be and is hereby ratified and approved within the meaning of SEBI (SBEB&SE) Regulations, along with the consent accorded to the Board of Directors of the Company (“**Board**” which expression shall also include the Nomination and Remuneration Committee or any other Committee constituted/ to be constituted by the Board in line with the SEBI (SBEB&SE) Regulations) to create, offer, grant, issue and allot in one or more tranches under the ESOP 2024 at any time to or for the benefit of the eligible employees of subsidiary companies in or outside India (as defined in the Act), such number of employee stock options (“**ESOP**”) exercisable into equity shares of the Company upto 40,00,000 ESOP, exercisable into 40,00,000 equity shares of face value of ₹ 10/- of the Company under the ESOP 2024, at such price as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws;

**RESOLVED FURTHER THAT** the authority granted to the Board of Directors of the Company (“**Board**” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by

the Board in line with the SEBI (SBEB & SE) Regulations) to grant ESOP be and is hereby ratified;

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the **“Prostarm Employees Stock Option Plan 2024”** (the **“ESOP 2024”**), and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make any modifications / changes revisions in the Plan or suspend / withdraw / revive the Plan as deem fit, from time to time, provided that the same is in conformity with the Companies Act, 2013 and the rules made thereunder and SEBI (SBEB & SE) Regulations, as amended, the Memorandum and Articles of Association of the Company and any other applicable laws, rules and regulations thereunder and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including taking all the necessary steps for listing of the equity shares allotted if any on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges as and when required and with power on behalf of the Company and to settle all questions, difficulties or doubts that may arise in in this regard without requiring the Board to secure any further consent or approval of the members of the Company;

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2024) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2024;

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time

to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2024;

**RESOLVED FURTHER THAT** authority granted to Board of Directors of the Company to take necessary steps for receipt of necessary approval(s) for listing, lock in and trading of the Equity Shares to be allotted under the ESOP 2024 on the Stock Exchanges, where the Equity Shares may be listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations, be and is hereby ratified;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company and generally do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in connection therewith or incidental thereto, to give effect to this resolution;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of this resolutions to various authorities and to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai.”

By Order of the Board of Directors  
**Prostarm Info Systems Limited**

sd/-  
**Sachin Gupta**  
**Company Secretary**  
Membership No.: F12500

Date: August 14, 2025  
Place: Navi Mumbai

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 elating to Special Businesses as set out in Notice, is annexed hereto. Further, disclosures in relation aforesaid businesses if any of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ‘Secretarial Standard 2 on General Meetings’ issued by the Institute of Company Secretaries of India (**“SS-2”**) forms an integral part of this Notice.
2. Pursuant to the circulars issued by the Ministry of Corporate Affairs (**‘MCA’**) vide General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and the latest one being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as **‘MCA Circulars’**), Circulars issued by Securities and Exchange Board of India with the latest one being October 03, 2024 (**‘SEBI Circulars’**) and in compliance with the provisions of the Companies Act, 2013 (**‘the Act’**) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), the 18<sup>th</sup> Annual General Meeting (**‘18<sup>th</sup> AGM’/‘AGM’**) of the Company is being conducted through Video Conferencing (**‘VC’**) facility, without the physical presence of shareholders at a common venue. The deemed venue for the 18<sup>th</sup> AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Meeting will be held through VC/OAVM, in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be considered for the purpose of reckoning the quorum under Section 103 of the Act.
5. The brief details of Director retiring by rotation and seeking re-appointment in the ensuing AGM, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meeting (**‘SS-2’**) issued by the Institute of Company Secretaries of India, is annexed herewith.
6. Members can join AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Members on a first-come-first served-basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors of the Company, etc. who are allowed to attend the AGM without any restriction on account of first-come-first served basis.
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations as amended, and the aforesaid Circulars issued by MCA, the Company is providing a facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of National Securities Depository Limited (**‘NSDL’**) for facilitating voting through electronic means. The facility of casting votes by a Member using a remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.



8. The Notice of the AGM has been uploaded on the website of the Company at [www.prostarm.com](http://www.prostarm.com). The Notice can also be accessed from the websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. Since the AGM is being held only through the VC/OAVM facility, the route map is not annexed to this Notice. In compliance with the Circulars, the Notice of the 18<sup>th</sup> AGM are being sent only by email to the Members whose email address is registered with the Registrar & Share Transfer Agent ('RTA')/Company/ Depositories/ Depository Participants.
10. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants. However, for limited purposes like receiving the Notice of the forthcoming AGM and related documents, all the Members may register their email address with the RTA as per the process given in the e-Voting instructions of the notes to this Notice.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive).
12. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and all other documents if any referred to in the Annual Report, will be available electronically for inspection. Members seeking to inspect such documents can send an email to [investor@prostarm.com](mailto:investor@prostarm.com).
14. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019.
- In view of the above, Members are advised to dematerialize the shares held by them in physical form.
15. In line with the SEBI Circular SEBI/HO/MIRSD/POD1/P/CIR/ 2024/37 dated May 7, 2024 and Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, all the Members whose PAN and KYC details are not registered/updated with the Company are requested to do so by submitting the necessary documents and forms which are available on KFin Technologies Limited. ('RTA') website at [www.kfintech.com](http://www.kfintech.com) or can be obtained by writing to the Company or to the RTA at the email address [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Further, in case of any queries/complaints, please write to us at [investor@prostarm.com](mailto:investor@prostarm.com).
16. Members are requested to notify immediately any change in the above KYC details to the RTA of the Company if shares are held in physical form and to the respective Depository Participants, if shares are held in electronic mode in order to receive all important Shareholder communications and corporate benefits in a timely manner.
17. To prevent fraudulent transactions, we urge the Members to exercise due diligence and notify the Company of any change in address/stay abroad or demise of any Member as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. The Board of Directors have appointed Mr. Sandeep Parekh, (F-7118, CP No. 7693), Proprietor of M/s. Sandeep P Parekh & Co, Practicing Company Secretaries, to act as the Scrutinizer for the 18<sup>th</sup> AGM. The scrutinizer will ensure that the e-Voting process is conducted in a fair and transparent manner.
19. After the conclusion of voting at the AGM, the Scrutinizer shall unblock the votes cast through remote E-voting and E-voting during the AGM and shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against each resolution to the Chairman or a person authorised by him, who shall countersign the Report and declare the results.
20. The voting results will be announced within two working days from the conclusion of AGM. Upon receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM.
21. The results shall be declared after receiving the consolidated Scrutinizers' Report from the Scrutinizer. The results declared along with the Scrutinizers' Report shall be placed on the Company's website at [www.prostarm.com](http://www.prostarm.com) and on the websites of Stock Exchanges where the shares of the Company are listed and National Securities Depository Limited.
22. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, September 19, 2025 ("Cut-off date")**, are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
23. **The remote e-voting period will commence at 9.00 a.m. on Tuesday, September 23, 2025, and will end at 5.00 p.m. on Thursday, September, 25, 2025 (both days inclusive).** In addition, the Members attending the 18<sup>th</sup> AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the 18<sup>th</sup> AGM.
24. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to the AGM mentioning their name, demat account number/folio number, email id, mobile number at [investor@prostarm.com](mailto:investor@prostarm.com) and the Members who do not wish to speak during the AGM but desirous of obtaining any information/clarification(s) concerning the Financial Statements/Annual Report of the Company, are requested to send the same at least 7 days before the AGM mentioning their name, demat account number/ folio number, email address, mobile number at [investor@prostarm.com](mailto:investor@prostarm.com) so that the same may be replied to suitably.
25. Pursuant to MCA Circulars and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ('SEBI Circular'), the Notice of the 18<sup>th</sup> AGM and the Annual Report for FY 2024-25 are being sent via Email to the Members whose Email Ids are registered with the Company or Depository Participants (DPs).  
  
Members who wish to obtain a physical copy of the Notice of the 18<sup>th</sup> AGM and the Annual Report for FY 2024-25 may send a request by mentioning their Folio No./DP Id and Client Id to the Company at [investor@prostarm.com](mailto:investor@prostarm.com).
26. All relevant documents referred if any to in this AGM Notice are available for inspection on the Company's website at [www.prostarm.com](http://www.prostarm.com).
27. The resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of Voting results (i.e. remote e-Voting and the e-Voting held at the AGM).



The instructions for members for remote e-voting and joining Annual General Meeting are as under:

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by National Securities Depository Limited ('NSDL') on all the resolutions set forth in this Notice. The remote e-voting period begins on Tuesday, September 23, 2025 at 09:00 a.m. IST and ends on Thursday, September, 25, 2025 at 05:00 p.m. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cutoff date i.e. Friday, September 19, 2025 may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Also, only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

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

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

Step I: Access to NSDL e-Voting system

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

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/ 2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<div><div>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to eVoting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</div><div>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on 'Access to e-Voting' under e-Voting services and you will be able to see the e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</div></div>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<div><div>3. If you are not registered for IDeAS e-Services, an option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select 'Register Online for IDeAS Portal' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</div><div>4. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</div><div>5. Shareholders/Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</div></div>

NSDL Mobile App is available on



IndividualShareholders holding securities in demat mode with CDSL	<div><div>1. Existing users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</div><div>2. After successful login the East/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 the Company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</div><div>3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</div><div>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.</div></div>
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Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants.	5. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

**B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.**  
**How to Log-in to the NSDL e-Voting website?**

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

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

5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned **below in process for those Shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com)

b) Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com)

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open

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

How to cast your vote electronically and join the General

Meeting on NSDL e-Voting system?

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

**General guidelines for shareholders**

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



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

### The instructions for members for e-voting on the day of the AGM are as under:

- The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-Voting.
- Only those Members/Shareholders, who 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 during the course of the AGM and 30 minutes after the close of AGM.
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM are required to follow the same process as given in point no 3 under general guidelines for Shareholders.

### Instructions for members for attending the AGM through VC/OAVM are as under:

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see a link of VC/OAVM placed under the 'Join meeting' menu against the Company name. You are requested to click on the VC/OAVM link placed under the Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and

Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- Please note that Participants using Mobile Hotspot to connect to the Meeting may experience Audio/Video loss due to fluctuation in their network. It is therefore recommended to use a Laptop with stable Wi-Fi or LAN Connection to mitigate any kind of glitches and better experience. Members can login and join at least 30 minutes before the time scheduled for the AGM.
- Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investor@prostarm.com](mailto:investor@prostarm.com). The same will be replied by the Company suitably.
- Shareholders who wish to express their views/ask questions at the AGM may register themselves as Speaker Shareholders at least 7 days prior to the meeting by writing to the Company at [investor@prostarm.com](mailto:investor@prostarm.com).
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

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

- In case shares are held in physical mode, please provide Name, Folio No., share certificate number, PAN, mobile number and email address and also upload the image of share certificate in PDF or JPEG format (up to 1 MB) at [www.kfintech.com](http://www.kfintech.com).
- In case shares are held in demat mode, please provide Name, DP ID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), PAN, mobile number and email address. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS, 2015')

### Item no.3:

Mr. Raghu Ramesh Thammannashastri (DIN: 03331642), was appointed as Whole Time Director of the Company for a period of One (1) year i.e. w.e.f. April 01, 2025 to March 31, 2026 pursuant to the resolution passed by the Members in the Extra-Ordinary General Meeting held on February 12, 2025.

Mr. Raghu Ramesh Thammannashastri has been associated with the Company since its inception and has played a pivotal role in its growth and operational success. He has been instrumental in guiding the Company with his leadership, extensive experience, and strategic insight. In recognition of his significant contributions, and keeping in view his continued leadership, experience, and responsibilities, the Nomination & Remuneration Committee ("NRC") has recommended the revision of his term of appointment from One (1) year to a period of Three (3) years i.e., from October 01, 2025 to September 30, 2028, liable to retire by rotation, along with a revision in the remuneration payable to him.

Accordingly, the Board of Directors at their meeting held on August 14, 2025 based on the recommendation of the NRC and subject to the approval of the Members, approved the revision in the term of appointment of Mr. Raghu Ramesh Thammannashastri as Whole-Time Director for a period of Three (3) years i.e., from October 01, 2025 to September 30, 2028, on the terms and conditions, including the revised remuneration, as set out in this explanatory statement.

Mr. Raghu Ramesh Thammannashastri is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or order of any other such authority. He has also provided the necessary declarations and consent for his revised appointment as Whole-Time Director of the Company.

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the relevant provisions of the Articles of Association of the Company, the revision in the term and remuneration of the Whole-Time Director requires the approval of the Members.

The details of terms of appointment including proposed remuneration, as approved by the Board of Directors at its meeting held on August 14, 2025

based on the recommendation of NRC, to be paid to Mr. Raghu Ramesh Thammannashastri is as under:

### 1. Term of Appointment:

October 01, 2025 to September 30, 2028.

### 2. Remuneration:

Mr. Raghu Ramesh Thammannashastri will be ₹ 2,55,000 Per month /- (Rupees Two Lakhs Fifty Five Thousand Only) (inclusive of all benefits and perquisites as previously approved by the members) with such increments as may be decided by the Board from time to time in the salary range of ₹ 2,55,000 per month to ₹ 4,00,000 per month.

### 3. Commission:

Mr. Raghu Ramesh Thammannashastri shall also be entitled for commission up to 2.5% of net profit for previous year calculated under section 197 of the Companies Act, 2013.

### 4. Other Benefits:

For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Raghu Ramesh Thammannashastri, Whole Time Director will be considered as continuous service with the Company from the date of his joining the Company.

### 5. Minimum Remuneration:

In the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Raghu Ramesh Thammannashastri for his term subject to such other approvals as may be necessary under the Companies Act, 2013 and SEBI Listing Regulations.

### 6. Other Terms & Conditions:

- Mr. Raghu Ramesh Thammannashastri shall exercise and perform such powers and duties as the Board may from time to time determine and subject to any directions and restrictions given and imposed by the Board, he shall look after such aspects of the business of the Company which are assigned to him by the Board and perform the duties that may be delegated to him from time to time, subject to the overall supervision and control of the Board;

- b) Mr. Raghu Ramesh Thammannashastri shall faithfully serve the Company and use his utmost endeavour to promote the interest thereof;
- c) Mr. Raghu Ramesh Thammannashastri shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company or as to any trade secrets or secret processes of the company and shall during the continuance of his employment hereunder also use his best endeavours to prevent any other person from doing so;
- d) So long as Mr. Raghu Ramesh Thammannashastri discharges the functions of Whole Time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company;
- e) Subject as aforesaid, he shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time;
- f) The overall remuneration payable to all Whole Time Director in any Financial Year shall not exceed 10% of the net profit of the Company calculated in accordance with Section 198 of the Act.

The information as required to be disclosed Section II of Part II of Schedule V to the Act is as follows:

I. GENERAL INFORMATION:

- 1) **Nature of Industry:**
- The Company is engaged in designing, manufacturing, assembling, sale, service and supply of Energy Storage Equipment and Power Conditioning Equipment ("Power Solution Products") in India. Our manufactured Power Solution Products comprise of UPS system, inverter system, lift inverter system, solar hybrid inverter systems, lithium-ion battery packs, servo-controlled voltage stabilisers ("SCVS"), isolation transformers and other power solution products. We offer both customized and standard products and solutions, manufactured and assembled at our in-house facilities and also through third party contract manufacturers. In addition to our

core manufactured products, we also deal in sale and supply of third party power solution products such as batteries, reverse logistics/ end-of-life products and other assets such as IT Assets, solar panel and allied products. We also undertake rooftop solar photovoltaic power plant projects across India on EPC basis. Our comprehensive range of value-added services include installation, rental, after-sales services (including warranty and post-warranty services), Annual Maintenance Contracts ("AMC") which supplements our Power Solution Products, catering to a wide spectrum of customers and their requirements.

- 2) **Date or expected date of commencement of commercial production:**
- The Company has been in commercial production since 2008.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**
- Not Applicable
- 4) **Financial performance based on given indicators:**

(₹ in Lakhs)			
Particulars	2024-25	2023-24	2022-23
Total Income	34,778.30	25,734.88	23,121.30
Profit Before Tax	4,133.68	3,236.94	2,795.20
Profit after Tax	3,051.33	2,395.84	2,061.42

- 5) **Foreign investments or collaborations, if any:**
- There is no direct foreign investment in the Company except to the extent shares held by Non-Resident acquired through secondary market. There is no foreign collaboration in the Company.

II. INFORMATION ABOUT THE APPOINTEE:

- a) **Background details:**
- Mr. Raghu Ramesh Thammannashastri has been associated with our Company since March 31, 2011. He has completed his Diploma in Electrical Engineering from the Board of Technical Examination under the Department of Technical Education, Government of Karnataka and an AMIE in engineering from the Institution of Engineers (India), Kolkata. In the past, he has worked with certain organizations such as Alacrity Foundations Private Limited, Cotmac Private Limited, Shidore-Microsys

Electronics Private Limited and Sietecs holds over 37 years of experience in the fields of sales, marketing and operations. His roles and responsibilities include operations, research and development.

- b) **Past remuneration (Remuneration Received as Director in the F.Y. 24-25):**
- ₹ 34.84/- Lakhs
- c) **Recognition or award:**
- Nil
- d) **Job profile and his suitability:**
- Mr. Raghu Ramesh Thammannashastri shall be responsible for the operations, research and development.
- e) **Remuneration proposed:**
- As mentioned in Notice
- f) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**
- Taking into size of the Company, industry benchmark in general, profile, position the proposed remuneration is in line with the current remuneration structure of industry.
- g) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**
- Mr. Raghu Ramesh Thammannashastri has no pecuniary relationship with the Company, its Key Managerial Personnel or any other director other than his remuneration in the capacity of the Whole-Time Director.

III. OTHER INFORMATION:

**Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

Not Applicable as the Company is doing profitable business. In case of loss/inadequate profits during the tenure of the Managing Director and Whole Time Directors than the Company will take necessary steps or measures in this regard.

IV. DISCLOSURES:

The remuneration package of the appointee is described in the Explanatory Statement as stated above. The requisite details of remuneration etc., of Directors are included in the Corporate Governance Report forming part of the Annual Report of Financial Year 2024-25 of the Company.

Brief particulars of profile of Mr. Raghu Ramesh Thammannashastri along with details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings is attached as Annexure to the Notice.

Except Mr. Raghu Ramesh Thammannashastri to the extent that the stock options granted to him and his relatives, None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel as defined in the Companies Act, 2013 are concerned or interested in the proposed resolution, except in the ordinary course of business.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of a **Special Resolution**.

Item no. 4:

The Board of Directors of the Company at their meeting held on August 14, 2025, based on the recommendation of the Audit Committee, has considered and approved the re-appointment and remuneration of M/s. Y R Doshi & Associates, Cost Accountants (Firm Registration No. 000003) as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2025-26, at a remuneration of ₹ 60,000/- plus applicable tax, and reimbursement of out of pocket expenses (at actuals, if any, in connection with audit. M/s. Y R Doshi & Associates, Cost Accountants (Firm Registration No. 000003) have confirmed that they hold a valid certificate of practice under sub section (1) of Section 6 of the Cost and Work Accountants Act, 1959 and is not disqualified under section 141 read with section 148 of the Companies Act, 2013 and rules made thereunder.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) and/ or re-enactment(s) for the time being in force), the remuneration payable to the cost auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2026.

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

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an **Ordinary Resolution**.



**Item no.5:**

Pursuant to provisions of Section 204 of the Companies Act, 2013 and relevant rules thereunder, read with Regulation 24A of the SEBI Listing Regulations, every listed company is required to annex with its Board's Report, a Secretarial Audit Report issued by a Practising Company Secretary. For this purpose, the Board of Directors of the Company had appointed M/s. Ritu Somani & Association, Practising Company Secretaries as Secretarial Auditors of the Company for the Financial Year 2024-2025 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has recommended appointment of M/s. Sandeep P Parekh & Co, a Peer Reviewed firm of Practising Company Secretaries, F-7118; CP No. 7693), as the Secretarial Auditors of the Company for a term of Five (5) consecutive Financial Years commencing from conclusion of the 18<sup>th</sup> Annual General Meeting until the conclusion of the 23<sup>rd</sup> Annual General Meeting to be held in the Financial Year 2030-31.

The Firm has 19+ years of rich experience of handling various Corporate Law matters including but not limited to Secretarial Audit, Bank Diligence Audit, SEBI Audit, etc, for Listed and Unlisted Companies across industries and size and the team is mentored by a senior professional of repute who has worked with a various industries. Further, the firm boasts a diverse and distinguished client base, encompassing local, national listed and unlisted corporates across a broad range of sectors.

The firm is committed to upholding the highest standards of integrity, transparency, and regulatory compliance. The Firm's approach towards the Company's secretarial audit and its fee model has been found to be suitable and aligns with the Company's requirements.

Furthermore, in terms of the amended regulations, M/s. Sandeep P Parekh & Co, has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s. Sandeep P Parekh & Co, has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. M/s. Sandeep P Parekh & Co, has further

furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company and its subsidiary companies.

The proposed remuneration to be paid to M/s. Sandeep P Parekh & Co, for the Financial Year 2025-26, shall not be exceeding ₹ 50,000/- (Rupees Fifty Thousand Only plus applicable taxes and out of pocket expenses. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditors under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms. The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Secretarial Auditors, for the balance part of the tenure based on review and any additional efforts on account of changes in regulations, restructuring or other considerations.

The Board of Directors in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

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

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the Members by way of an **Ordinary Resolution**.

**Item no. 6 & 7:**

In today's competitive world, the employees of a company are its most important resource and asset. The Company fully recognizes the same and therefore, wants its employees to participate and share the fruits of growth and prosperity along with the Company.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. The Company believes in rewarding its employees including Directors of the Company as well as that of the subsidiary companies, if any, for their continuous hard work, dedication and support, which has led the Company and its subsidiary company(ies) on the growth path. To this end, the Company intends to grant its selected Employees' Stock Options ("**Options**"), with a view to attract and retain key talents working with the Company, its Subsidiary Company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability, the Members of the Company

have introduced, approved and implemented the Prostarm Employees Stock Option Plan 2024 ("**ESOP 2024**" / "**ESOP Plan**" / "**Plan**") was approved by the Members in the Annual General Meeting held on September 18, 2024 and the subsequent amendments to the Scheme w.r.t increase in the pool size were approved by the Members in the Extra-Ordinary General Meeting held on February 12, 2025 i.e., at the time when the equity shares of the Company were not listed on any stock exchanges and approved grant of stock options under each Pre-IPO ESOP 2024 to eligible employees of the Company and / or subsidiary companies and / or any other individuals / entities as allowed under applicable laws.

Members are requested to note that post successful completion of the Initial Public Offering of its equity shares ("**IPO**") of the Company, the equity shares of the Company got listed on the BSE Limited and the National Stock Exchange of India Limited on June 03, 2025.

Members are requested to note as per Regulation 12(1) of the SEBI (SBEB & SE) Regulations, no company shall make fresh grant which involves allotment or transfer of shares to its employees under any schemes/plans formulated prior to its IPO and prior to the listing of the equity shares ("**Pre-IPO Scheme/ Plan**") unless:

1. Such Pre-IPO Plan is in conformity with the SEBI (SBEB & SE) Regulations and
2. Such Pre-IPO Plan is ratified by its members subsequent to the IPO:

Provided that the ratification may be done any time prior to grant of new options. As the Plan/Scheme was in existence prior to the listing of equity shares on the Stock Exchanges, i.e., June 03, 2025; members' approval is being sought in accordance with Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 12 of the SEBI (SBEB & SE) Regulations.

The Board of Directors, at its meeting held on August 14, 2025, based on the recommendation of Nomination and Remuneration Committee ("**NRC**") and subject to approval of members, approved the proposal for ratification of ESOP 2024 along with extending the benefits of the said scheme to employees of its Subsidiaries Companies. Accordingly, approval of the Members is being sought for the aforementioned item no. 6 & 7.

**Particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:**

The Company appreciates the role people play in organizational growth. It strongly feels that the value

created by its people should be shared with them. To create the feeling of inclusiveness and recognizing the contribution of the employees in building up the Company and to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize employees, the Company is intending to issue employee stock options under an employee stock option plan namely "The ESOP Plan" to the employees of the Company, and its Subsidiary company, as relevant, as determined from time to time.

**A. Brief Description of the Prostarm Employees Stock Option Plan 2024 ("ESOP 2024"/ "ESOP Plan"/ "Plan") is given as under:**

This proposed plan called the "**Prostarm Employee Stock Option Plan 2024**" ("**ESOP 2024**") provides alternatives to the Company to grant incentives to eligible employees (as selected by the Nomination and Remuneration Committee/ Compensation Committee) Options and subject to applicable law and terms and conditions of ESOP 2024, the eligible employees shall be entitled to receive Equity Shares upon fulfilment of those conditions as is determined by the Nomination and Remuneration Committee/ Compensation Committee.

The objectives of the ESOP 2024 are to create a variable pay structure for the employees, incentivize them in line with Company's performance, and to retain and motivate senior and critical human resources and promote loyalty to the Prostarm Group.

The key objectives of the ESOP Plan are:

1. Create a sense of ownership and participation amongst the employees;
2. Motivate the employees with incentives and reward opportunities;
3. Drive entrepreneurship mindset of value creation for the organization;
4. Provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company; and
5. Achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

**B. Total number of options to be granted:**

The total number of Options that may in the aggregate be granted shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company upto 40,00,000 (Forty Lakhs Only) equity shares of ₹ 10/- each (Rupees Ten) (the "Equity Shares") being approximately 6.79 %

of the paid-up equity shares of the Company. Upon exercise, each Option entitles the relevant grantee to one Equity Share.

In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of Options and/ or the shares to be allotted upon exercise of Options shall be reasonably adjusted as per the provisions of the ESOP 2024 and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- (Rupees Ten) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the eligible employees who have been granted Options under the ESOP 2024.

Options not vested due to non-fulfilment of the vesting conditions, vested Options which the grantees expressly refuse to exercise, Options (vested and not exercised and unvested) which have been surrendered and any Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Options or the underlying Equity Shares will be available for grant under the present ESOP 2024 or under a new scheme, subject to compliance with applicable laws. The Board / Nomination and Remuneration Committee is authorized to re-grant such lapsed / cancelled / surrendered options as per the provisions of The ESOP 2024.

Details of grants, exercise and lapsing of options as on June 30, 2025 on a cumulative basis are as follows:

Options Granted	16,44,250
Options Lapsed/Expired	56,250
Options Exercised	0
Options Outstanding	15,88,000

**C. Identification of classes of employees entitled to participate and be beneficiaries in the in the ESOP 2024:**

Following class / classes of employees are entitled to participate in The ESOP 2024:

**a. Prior to the listing of the Company's equity shares on the Stock Exchange/s:-**

- (a) a permanent employee of the company who has been working in India or outside India;

- (b) a director of the company, whether a whole-time director or not, but excluding an independent director; or
- (c) an employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company but does not include-
  - (i) an employee who is a promoter or a person belonging to the promoter group; or
  - (ii) a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company.

**b. Post listing of the Company's equity shares on the Stock Exchange/s:-**

- (a) an employee as designated by the company, who is exclusively working in India or outside India; or
- (b) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (c) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include-
  - (i) an employee who is a promoter or a person belonging to the promoter group; or
  - (ii) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

The class of Employees eligible for participating in The ESOP Plan shall be determined on the basis of the grade, length of service, performance record, merit of the Employee, future potential contribution by the Employee, role assigned to the Employee and such other parameters as may be decided by the Board / Nomination and Remuneration Committee of the Company in its sole discretion from time to time.

The Options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

**D. Appraisal Process for determining the eligibility of the employees to ESOP 2024:**

The appraisal process for determining the eligibility of the employees will be specified by the Board or the Nomination and Remuneration Committee from time to time, and will be based on criteria, such as level, role/ criticality of the employee, length of service with the Company, work performance, and such other criteria that may be determined by the Board or the Nomination and Remuneration Committee, as applicable, at its sole discretion. The Board or the Remuneration Committee may decide to extend the benefits of the ESOP 2024 to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law.

**E. Requirements of vesting and period of vesting:**

The ESOP shall vest Three (3) Years from the date of grant. Vesting of ESOP shall be subject to the terms and conditions mentioned in the ESOP 2024 as may be specified by the Board or Nomination and Remuneration Committee including, but not limited to, the performance metrics on the achievement of which the granted Options would vest. The detailed ESOP 2024 Scheme is available on website of the Company at [www.prostarm.com/investor](http://www.prostarm.com/investor).

The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Nomination and Remuneration Committee. The Options granted under the ESOP 2024 may vest in one or more tranches.

**F. The maximum period within which the options shall be vested:**

The maximum vesting period is up to Five (5) years from the date of respective grant of Options, unless otherwise decided by the Board /Nomination and Remuneration Committee.

**G. Exercise price or pricing formula:**

"Exercise Price"- means the price at which the Option grantee is entitled to acquire the equity shares pursuant to the options granted and vested in him/her under the ESOP 2024. The Exercise Price shall be as may be decided by the Board /Nomination and Remuneration Committee as is allowed under the act/ SEBI (SBEB & SE) Regulations which in any case will not be lower than the face value of the equity shares of the Company on the date of such grant. Further the Exercise Price can be different

for different set of Employees for Options granted on same / different dates. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the applicable laws.

No amount shall be payable by the option grantee at the time of grant and hence no amount is required to be forfeited, even if any employee(s) does not exercise the options within the exercise period and accordingly no adjustment is required to be made for the same.

**H. Exercise Period and the process of exercise:**

Exercise period would commence from the vesting date and would expire not later than One (1) year from the vesting date of respective tranches of options or such other shorter period as may be decided by the Board/ Nomination and Remuneration Committee, as stated in the grant letter of each grantee. If the options are not exercised within the exercise period they shall lapse and be cancelled forthwith. The Company shall not have any obligations to the option holder towards such lapsed options.

The vested option shall be exercisable by the option grantees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Board/ Nomination and Remuneration Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee and on execution of such other documents, as may be prescribed by the Nomination and Remuneration Committee from time to time.

The options may also lapse, under certain circumstances even before the expiry of the specified exercise period. Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the Board/ Nomination and Remuneration Committee may decide.

**I. Lock-in period:**

The Shares arising out of Exercise of Options would not be subject to any lock in period restriction after such issue subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time, as and when applicable or for such other period as may be stipulated from time to time in terms



of Company's Code of Conduct for Prevention of Insider Trading.

Further, the Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

**J. Maximum number of options to be issued per employee and in aggregate:**

The maximum number of Options that may be granted to any specific employee of the Company under the ESOP 2024 in any financial year and in aggregate, shall not exceed 40,00,000 (Forty Lakhs only) which shall be adjusted in lieu of corporate actions, adjustments/reorganization of capital structure of the Company from time to time. Further, the maximum number of Options that shall be granted to any identified Employee(s) of the Company or its Holding, or its Subsidiary Company (pre and / or post listing of equity shares on Stock exchange/s) in any one year, per employee and in aggregate under the ESOP 2024, shall not be equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant, if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

**K. Maximum quantum of benefits to be provided per employee under the ESOP 2024:**

The maximum quantum of benefits underlying the options issued to an eligible Employee(s) shall depend upon the fair market value or market price of the shares as on the date of exercise of options apart from grant of Options as stated above, no monetary benefits are contemplated under the ESOP 2024.

**L. Whether the "Prostarm Employees Stock Option Plan 2024 ("ESOP 2024"/ "ESOP Plan"/ "Plan") is to be implemented and administered directly by the Company or through a trust:**

The ESOP Scheme is implemented and administered directly by the Company under the guidance of the Board / Nomination and Remuneration Committee of the Company.

**M. Whether the "Prostarm Employees Stock Option Plan 2024 ("ESOP 2024"/ "ESOP Plan"/ "Plan") involves new issue of shares by the Company or secondary acquisition by the trust:**

Since the ESOP shall be granted directly to the employees (without trust route), this route would involve new/ fresh issue of shares by the Company.

**N. The amount of loan to be provided for implementation of the "Prostarm Employees Stock Option Plan 2024 ("ESOP 2024"/ "ESOP Plan"/ "Plan") by the Company to the trust, its tenure, utilization, repayment terms, etc:**

Not Applicable

**O. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2024:**

Not Applicable

**P. Method of option valuation:**

The Company will follow the fair value method for accounting / valuation of the stock Options as prescribed under Ind AS 102 or under any relevant accounting standard notified by appropriate authorities from time to time. In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

**Q. The conditions under which option vested in employees may lapse:**

All unexercised options shall lapse if not exercised on or before the exercised period ends. No amount shall be payable by the option grantee at the time of grant and hence no amount is required to be forfeited even if an employee does not exercise the options within exercise period and accordingly no adjustment is required to be made for the same.

Further, the vested options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment.

**R. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:**

In case of termination of employment all the vested options shall lapse and cannot be exercised.

In case of resignation/ termination (other than due to misconduct), all the Vested Options shall be exercisable by the Option Grantee as outlined in ESOP 2024.

**S. Statement to the effect that the company should comply with the applicable accounting standards:**

The Company currently follows and shall follow the rules/regulations applicable to accounting of Options with reference to Fair Market Value of Shares as on date of Grant. The rules/regulations to be followed shall include but not limited to the IND AS / Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein. After Listing, the Company also complies with the accounting and disclosure requirements as prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, Companies Act, 2013 and other applicable standards and laws.

**T. Implementation of the Scheme:**

The shares arising after the IPO of an unlisted company, out of options granted under any scheme prior to its IPO to the employees, shall be listed immediately upon exercise on all the recognized stock exchanges where the shares of the company are listed subject to compliance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and wherever applicable, regulation 11 and 12 of SEBI (SBEB & SE) Regulations.

**U. Terms & conditions for buyback, if any, of specified securities covered under the SEBI (SBEB & SE) and Sweat Equity Regulations:**

The Board/ Nomination and Remuneration Committee shall determine the procedure for buy-back of Options granted under the ESOP 2024 if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

**V. Certificate from Secretarial Auditors:**

Post listing of the equity shares of the Company issued upon exercise of the options granted under the ESOP 2024 on the Stock Exchange/s, the Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

Pursuant to Regulation 12(1) of SEBI (SBEB & SE) Regulations, the Board at its meeting held on August 14, 2025 approved and recommended ratification of ESOP Scheme for approval of the shareholders by way of Special Resolution. Accordingly, approval of the members is being sought for ratification of ESOP Scheme and grant of stock options under the ESOP scheme to the eligible employees including the employees of the subsidiary companies, as may be determined by the Board and/ or Nomination & Remuneration Committee in accordance with the SEBI (SBEB & SE) Regulations.

Except Mr. Tapan Ghose and Mr. Raghu Ramesh Thammannashastri, Whole- Time Directors, Mr. Abhishek Jain, Chief Financial Officer and Mr. Sachin Gupta, Company Secretary of the Company and their respective relatives to the extent that the stock options granted and their collective shareholding, if any in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set out at Item No. 6 & 7 of the Notice for approval by the Members by way of a **Special Resolution**.

ANNEXURE

DETAILS OF DIRECTOR SEEKING REVISION IN TERMS / RE-APPOINTMENT AT THE  
18<sup>TH</sup> ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015 and Secretarial Standard – 2 on General Meetings]

Name (in full):	Raghu Ramesh Thammannashastri	Tapan Ghose
Director Identification Number (DIN):	03331642	01739231
Age (in Years)	57 Years	70 Years
Qualification:	Diploma in Electrical Engineering from the Board of Technical Examination under the Department of Technical Education, Government of Karnataka and an AMIE in engineering from the Institution of Engineers (India), Kolkata.	Bachelor of Commerce from St. Xavier College, Kolkata
Experience and expertise in specific functional area	He holds over 37 years of experience in the fields of sales, marketing and operations	He holds over 30 years of experience in the fields of electrical and electronic control, energy storage, power conditioning and power consumption solutions.
Brief profile of director	Mr. Raghu Ramesh Thammannashastri has completed his Diploma in Electrical Engineering from the Board of technical Examination under the Department of Technical Education, Government of Karnataka and an AMIE in engineering from the Institution of Engineers (India), Kolkata. In the past, he has worked with certain organizations such as Alacrity Foundations Private Limited, Cotmac Private Limited, Shidore-Microsys Electronics Private Limited and Sietecs holds over 37 years of experience in the fields of sales, marketing and operations.	Mr. Tapan Ghose is the Chairman and Managing Director of our Company and has been associated with our Company since August 1, 2008. He has completed the degree of Bachelor of Commerce from St. Xavier College, Kolkata. He holds over 30 years of experience in the fields of electrical and electronic control, energy storage, power conditioning and power consumption solutions. His roles and responsibilities include administration, formulation and implementation of business strategy for growth and expansion of our business.
Terms and conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	<p>As per the resolution at item no. 3 of the Notice convening this Annual General Meeting read with explanatory statement thereto, Mr. Raghu Ramesh Thammannashastri it is proposed to revise the term of appointment including the remuneration of the Whole-Time Director of the Company.</p> <p>Last drawn remuneration paid during the Financial Year 2024-25 is provided in the Annual Report 2024-25.</p>	<p>As per the resolution at Item no. 2 of the Notice convening this Annual General Meeting, Mr. Tapan Ghose is proposed to be re-appointed, who is liable to retire by rotation.</p> <p>Last drawn remuneration paid during the Financial Year 2024-25 is provided in the Annual Report 2024-25.</p>

Name (in full):	Raghu Ramesh Thammannashastri	Tapan Ghose
Directorship in other Companies including Listed Company along with the listed Companies in which he resigned in the past three (3) years	Nil	Nil
*Membership of Committees of other Companies including Listed Company	01	03
Shareholding in the Company, including shareholding as a beneficial owner	NA	NA
Date of first Appointment on the Board	March 31, 2011	August 01, 2008
Relationship with other Directors, Manager, and other KMP of the Company	None	None
Number of Meetings of the Board attended during the year (F.Y. 2024-25)	03	08

\* Membership includes the Membership of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company.



Dear Members,

Your Directors take immense pleasure in presenting the 18<sup>th</sup> Annual Report of the Company together with the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2025.

1. Financial summary & highlights:

The key highlights of the Standalone and Consolidated Audited Financial Statements of your Company for the Financial Year ended March 31, 2025 and comparison with the previous Financial Year ended March 31, 2024 are summarised below:

Particulars	Standalone		Consolidated	
	Financial Year ended 31 <sup>st</sup> March 2025	Financial Year ended 31 <sup>st</sup> March 2024	Financial Year ended 31 <sup>st</sup> March 2025	Financial Year ended 31 <sup>st</sup> March 2024
Revenue from operations	34,588.57	25,598.68	35,064.67	25,787.04
Other Income	189.72	136.20	190.26	136.21
Total Income	34,778.30	25,734.88	35,254.93	25,923.25
Total Expense	30,644.61	22,497.94	31,357.11	22,827.96
Profit before tax	4,133.68	3,236.94	3,897.82	3,095.29
Tax expenses (Current Tax & Deferred Tax)	1,082.35	841.10	1,012.65	812.75
Profit after taxation	3,051.33	2,395.84	2,885.18	2,282.53
Other Comprehensive Income (Net of Tax)	0.45	(0.78)	2.52	(2.43)
Total Comprehensive Income for the period	3,051.78	2,395.06	2,887.70	2,280.10
Earnings per share (Face Value of ₹10)				
Basic	7.12	5.59	6.92	5.44
Diluted	6.93	5.59	6.74	5.44

2. State of company’s affairs / result of operations:

Standalone Financial Results:

- During the Financial Year under review, the Company achieved a standalone turnover of ₹ 34,588.57/- Lakhs as compared to the ₹ 25,598.68/- Lakhs in the previous Financial Year, thereby showing growth of 35.12%.
- The Company earned a net profit of ₹ 3,051.33 Lakhs as compared to ₹ 2,395.84 Lakhs in the previous Financial Year. Thereby showing growth of 27.36%.

Consolidated Financial Results:

- The Company achieved a consolidated turnover of ₹ 35,064.67 Lakhs as compared to the ₹ 25,787.04 Lakhs in the previous Financial Year. The growth in the consolidated turnover is 35.98%.
- The Company earned a consolidated net profit of ₹ 2,885.18 Lakh as compared to ₹ 2,282.53 Lakh in the previous Financial Year. The comparative growth was 26.40%.

3. Dividend:

The Board of Directors of the Company, after considering holistically the relevant circumstances and with a view to conserve resources, has decided

that it would be prudent not to recommend any Dividend for the period under review.

Further, Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the Board of the Directors of the Company have approved and adopted the Dividend Distribution Policy, (“Dividend Policy”) of the Company. The Dividend Policy specifies various factors/ parameters to be considered while deciding to recommend or declare a dividend to the shareholders of the Company. The Dividend Distribution Policy of the Company is available on the Company’s website at [www.prostarm.com/investor/corporate-governance/codes-policies](http://www.prostarm.com/investor/corporate-governance/codes-policies).

4. Transfer to reserves:

The Board of Directors of the Company do not propose to transfer any amount to Reserves.

5. Subsidiaries, Joint Ventures, and Associates of the company:

As on March 31, 2025, the Company has only One (1) wholly-owned subsidiary i.e. Prostarm Energy Systems Private Limited (CIN: U29308PN2021PTC202708). The Company does not have any Joint Venture/Associate Company(ies) within the meaning of Section 2(6) of the Companies Act, 2013.

Pursuant to the first proviso to Section 129(3) of the Act and Rule 5 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the salient features of financial statements, performance, and financial position of the subsidiary is given in “Form No. AOC-1” as “Annexure-I” to this Report.

In accordance with the Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and consolidated financial statements together with relevant documents has been placed on the website of the Company at [www.prostarm.com/investor/investors-information](http://www.prostarm.com/investor/investors-information).

6. Deposits:

During the year under review, the Company has not accepted any deposits from the public/ members within the meaning of Section 73 and other applicable provisions of the Companies Act 2013, read with Companies (Acceptance of Deposits) Rules, 2014 and hence no amount on account of principal or interest on public deposits was outstanding as on March 31, 2025.

7. Share capital:

a) Authorised Share Capital:

Pursuant to the approval of the members of the Company dated February 12, 2025 the authorised share capital of the Company was increased from ₹ 61,00,00,000/- (Rupees Sixty-One Crores Only) to ₹ 66,00,00,000/- (Rupees Sixty-Six Crores Only).

b) Paid-up Share Capital:

The paid-up Equity Share Capital of the Company as on March 31, 2025, is ₹ 42,87,45,920/- (Rupees Forty-Two Crore Eighty-Seven Lakh Forty-Five Thousand Nine Hundred Twenty only).

However, on May 30, 2025 the Company has raised ₹ 16,00,00,000/- (Rupees Sixteen Crore only) through Initial Public Offer (“IPO”) resulting to paid-up capital to ₹ 58,87,45,920/- (Rupees Fifty-Eight Crore Eighty-Seven Lakh Forty-Five Thousand Nine Hundred Twenty Only).

Currently, out of the total paid-up share capital of the Company, 72.82% is held by the Promoter & Promoter Group and the balance of 27.18% is held by Public. All the shares of the Company are in dematerialized form.

Further, during the year under review, the Company has neither issued shares with differential rights as to dividend, voting or otherwise nor has issued any shares pursuant to stock options or sweat equity under any scheme.

c) Initial Public Offering:

On June 3, 2025 the equity shares of the Company got listed on National Stock Exchange of India Limited and BSE Limited, post successful Initial Public Offer (“IPO”) of 1,60,00,000 Equity Shares (“Equity Shares”) (representing 27.18% of the post paid-up share capital of the Company) having face value of ₹ 10/- each at a price of ₹ 105/- per Equity Share, including premium ₹ 95/- of per Equity Share aggregating ₹ 16,800/- Lakhs. The whole issue was fresh issue.

The following were the important milestones/ dates for the Offer:

Sr. No.	Date	Particulars
1.	Monday, May 26, 2025	Anchor Issue
2.	Tuesday, May 27, 2025	Opening of Offer period
3.	Thursday, May 29, 2025	Closing of Offer period
4.	Friday, May 30, 2025	Basis of Allotment
5.	Monday, June 02, 2025	Credit of shares to Demat A/c of eligible investors
6.	Tuesday, June 03, 2025	Listing of equity shares

The Company completed its IPO successfully with participation of several leading domestic and global institutional investors as well as NRIs and retail investors. The Board is gratified and humbled by the faith shown in the Company by its members.

The Board also places on record its appreciation for the support provided by various Authorities, Lead Managers, Stock Exchanges, Depositories, Counsels, Consultants, Auditors, other intermediaries and employees of the Company for making the IPO of the Company a grand success.

8. Directors and Key Managerial Personnel:

I. Director Liable to Retire by Rotation:

Mr. Tapan Ghose (DIN:01739231), Managing Director of the Company, is liable to retire by rotation at the ensuing 18<sup>th</sup> Annual General Meeting (“AGM”) pursuant to the provisions of Section 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and being eligible offers himself for re-appointment, on the recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company.

Particulars in Pursuance of Regulation 36 of the SEBI Listing Regulations read with Secretarial Standards – 2 on General Meetings brief details of Mr. Tapan Ghose is provided as an Annexure to the Notice of the Annual General Meeting.

Further, during the year under review there is no change in Composition of the Board of Directors.

However, the Company has reappointed Mr. Raghu Ramesh Thammannashastri (DIN 03331642), as the Whole-Time Director of the Company for a period of one year from April 01, 2025 upto March 31, 2026. Further on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 14, 2025 has approved the revision in terms of appointment of Mr. Raghu Ramesh Thammannashastri (DIN 03331642) subject to the approval of the members in the ensuing 18<sup>th</sup> AGM of the Company.

Particulars in Pursuance of Regulation 36 of the SEBI Listing Regulations read with Secretarial Standards – 2 on General Meetings brief details of Mr. Raghu Ramesh Thammannashastri is provided as an Annexure to the Notice of the Annual General Meeting.

II. Key Managerial Personnel:

a) Appointment of Mr. Kiran Subhash Mukadam as a Company Secretary and Compliance officer:

During the Financial Year, the Company has appointed Mr. Kiran Subhash Mukadam (Membership No. ACS 27627) as the Company Secretary and Compliance Officer in Whole time Employment of the Company with effect from May 29, 2024 on the recommendation of Nomination and Remuneration Committee and which was duly approved by the Board of Directors at their Board meeting held on same date.

b) Resignation of Mr. Kiran Subhash Mukadam as a Company Secretary and Compliance officer:

During the Financial Year, Mr. Kiran Subhash Mukadam (Membership No. ACS 27627), Company Secretary and Compliance Officer of the Company has tendered his resignation from the post of Company Secretary and Compliance Officer of Company effect from August 26, 2024.

c) Appointment of Mr. Sachin Gupta as a Company Secretary and Compliance officer:

During the Financial Year, the Company has appointed Mr. Sachin Gupta (Membership

No. FCS 12500) as the Company Secretary and Compliance Officer in Whole Time Employment of the Company with effect from August 27, 2024 on the recommendation of Nomination and Remuneration Committee and which was duly approved by the Board of Directors at their Board meeting held on same date.

Except as stated above, there have been no other changes in the Key Managerial Personnel of the Company.

9. Change in the nature of business:

There was no change in the nature of business during the Financial Year under review.

10. Employee stock option scheme and share based employee benefits:

The Company grants Employee Stock Option that would enable the employees to share the value they create for the Company in the years to come. Accordingly, pursuant to the approval of the Board and the Members of the Company in their meetings held on September 17, 2024 and September 18, 2024 respectively and in terms of the provisions of applicable laws, the Company has duly implemented Employee Stock Option Scheme-2024 (“ESOP 2024”). The Nomination and Remuneration Committee is entrusted with the responsibility of administering the ESOP 2024.

During the Financial Year under review, ESOP 2024 was amended in order to comply with the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”). The amended ESOP 2024 was approved by the Board of Directors in their meeting held on August 14, 2025 subject to shareholders approval in the ensuing AGM.

The applicable disclosures as stipulated under Regulation 14 of SEBI SBEB & SE Regulations with regard to ESOP 2024 are available on the website of the Company and weblink for the same [www.prostarm.com/investor/investors-information](http://www.prostarm.com/investor/investors-information).

Details of ESOP 2024 as on March 31, 2025 are as follows:

Sr. No.	Particulars	Description
1.	Total options outstanding as at the beginning of the period.	16,44,250
2.	Total Options granted during the Fiscal/ Period	N.A.
3.	Options forfeited/lapsed/cancelled during the Fiscal/ Period	16,500
4.	Variation of terms of options	NIL

Sr. No.	Particulars	Description
5.	Total number of options in force	16,27,750
6.	Total options vested	NIL
7.	Options exercised during the Fiscal/ Period	NIL
8.	Money realized by exercise of options during the Year/ Period	NIL
9.	Total number of Equity Shares that would arise in future as a result of full exercise of options granted	16,27,750

11. Human resources management / industrial relations, including number of people employed and managerial remuneration:

The Company follows a policy of building strong teams of talented professionals. People remain the most valuable asset, and the Company has invested in the holistic development, health and well-being of the employees. The Company has been providing continuous skill upgradation and learning opportunities through structured training programmes, career discussions and individual development plans. The Company’s Human Resources is commensurate with the size, nature, and operations of the Company. The Company had 352 employees as of March 31, 2025.

As per the provisions of Section 136(1) of the Act, the reports and accounts are being sent to the Members of the Company excluding the information regarding employee remuneration as required pursuant to Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The same is available for inspection and any Member interested in obtaining such information may write an email to the Company Secretary at [investor@prostarm.com](mailto:investor@prostarm.com) and the same will be furnished on such request.

In terms of compliance with provisions of Section 197(12) of the Act read with applicable rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the particulars of remuneration to the Directors and Employees of the Company and the details of the ratio of remuneration of each director to the median employee’s remuneration are annexed herewith as “Annexure-V” to this Boards Report.

12. Corporate Governance:

The Corporate Governance practice of the Company is a true reflection of the values and morale of the Company. Prostarm Info Systems Limited is committed to implementing and

maintaining the best practices of Corporate Governance and to managing the affairs of the company with integrity, transparency and accountability as the driving force. The Company has complied with the Corporate Governance requirements under the Act, and as stipulated under the SEBI Listing Regulations.

The report on Corporate Governance as per Regulation 34 (3) read with Para C of Schedule V of the SEBI Listing Regulations forms part of the Annual Report.

A certificate from the Secretarial Auditor of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

13. Number of meetings of Board:

The Board of Directors met Eight (8) times during the year. The detailed information of the dates of meetings of the Board attendance of Directors at the meetings, constitution of the Board including name, qualification, field of specialization, status of Directorship held, etc. and their terms of reference, are provided in the Corporate Governance Report annexed to this Report.

14. Committees of the Board:

In accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had the following Committees as on March 31, 2025:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee;
- Corporate Social Responsibility Committee;
- Management Committee;
- IPO Committee.

During the Financial Year under review, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board. A detailed update on the Board, its committees, its composition, detailed charter including terms of reference of various Board Committees, number of committee meetings held, and attendance of the committee members at each meeting is provided in the Corporate Governance Report, which forms part of this Annual Report.

Further, after the Financial Year, the Board in its meeting held on June 23, 2025 dissolved IPO Committee.



## 15. Management Discussion and Analysis:

Pursuant to Regulation 34 of the SEBI Listing Regulations a review of the performance and future outlook of the Company and its businesses, as well as the state of the affairs of the business, along with the Financial and Annual Report 2024-25 operational developments have been discussed in detail in the Management Discussion and Analysis Report ("MDAR"), which forms part of the Annual Report.

## 16. Directors' Responsibility Statement:

Pursuant to the provisions of Section 134(5) read with Section 134(3)(c) of the Companies Act, 2013, the Board of Directors states and confirms that:

- In the preparation of the annual accounts for the Financial Year ended March 31, 2025, the applicable accounting standards read with requirements set out under Schedule III have been followed along with proper explanation relating to material departures, if any;
- 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 the company as at March 31, 2025, and of the profit of the Company for the Financial Year from April 1, 2024, to March 31, 2025.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis;
- The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 17. Annual evaluation of the performance of Board:

Pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, a formal annual evaluation needs to be made by the Board of its own performance

and that of its Committees and Individual Directors. Schedule IV to the Companies Act, 2013, states that the performance evaluation of the Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria.

The Board has carried out an evaluation of its own annual performance as whole, its Committees and Individual Directors for the Financial Year 2024-25. The Board has devised questionnaire to evaluate the performances of each of Executive, Non-Executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- Attendance at Board Meetings and Committee Meetings;
- Quality of contribution to Board deliberations;
- Strategic perspectives or inputs regarding the future growth of the Company and its performance;
- Providing perspectives and feedback going beyond the information provided by the management.

## 18. Nomination and Remuneration policy:

The Board has framed and adopted a Nomination and Remuneration Policy ("NRC Policy") in terms of Section 178 of the Act and SEBI Listing Regulations. The NRC Policy, inter-alia, lays down the principles relating to appointment, cessation, remuneration and evaluation of Directors, Key Managerial Personnel and Senior Management Employees and other matters as provided under Section 178 of the Act and SEBI Listing Regulations. The remuneration paid to the Directors is as per the terms laid out in the NRC Policy of the Company.

The Company has formulated the Nomination and Remuneration Policy to provide guidance on (a) selection and nomination of Directors to the board of the Company; (b) appointment of the Senior Managerial Personnel of the Company and (c) remuneration of Directors, Key Managerial Personnel ("KMP"), Senior Managerial Personnel ("SMP") and other employees of the Company.

The NRC Policy is available on the website of the Company at [www.prostarm.com/investor/corporate-governance/codes-policies](http://www.prostarm.com/investor/corporate-governance/codes-policies).

## 19. Separate meeting of Independent Directors:

As stipulated by the code of Independent Directors under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on June 07, 2024, to review, among other things, the performance of non-Independent Directors and the Board as a whole, evaluation of the performance of the Chairman and the flow of communication between the Board and the management of the Company.

## 20. Auditors:

### I. Statutory Auditors:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the auditors of the Company, M/s Mansaka Ravi and Associates, Chartered Accountants (FRN No. 015023C) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting (AGM) of the Members held November 30, 2021.

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

The auditors have confirmed their eligibility limits as prescribed in the Companies Act, 2013, and that they are not disqualified from continuing as Auditors of the Company.

The Auditors' Report for the Financial Year ended March 31, 2025, on the financial statements of the Company forms a part of this Annual Report. There is no qualification, reservation, adverse remark, disclaimer, or modified opinion in the Auditors' Report, which calls for any further comments or explanations.

### II. Cost Auditors:

The Company has maintained cost accounts and records as specified by the Central Government under subsection (1) of Section 148 of the Act. M/s Y R Doshi & Associates, Cost Accountant (Firm Registration No. 000003) have carried out the cost audit during the Financial Year 2024-25.

The Board, on the recommendation of the Audit Committee, has re-appointed M/s Y R Doshi & Associates, Cost Accountant (Firm Registration No. 000003) as Cost Auditors of the Company for conducting the audit of cost records for the FY 2025-26 under Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

There has been no qualification, reservation, adverse remark or disclaimer given by the Cost Auditors in their Report for the Financial Year ended March 31, 2025.

The remuneration proposed to be paid to the Cost Auditor for the Financial Year 2025-26 is subject to ratification by the shareholders at the ensuing Annual General Meeting.

### III. Secretarial Auditors:

In terms of the provisions of Section 204 of the Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2014 and applicable provision of the SEBI Listing Regulations, the Company has appointed M/s. Ritu Somani & Associates, Practicing Company Secretary, (M. No. 25222, C.P. No.: 9166) as Secretarial Auditor to conduct Secretarial Audit of the Company for FY 2024-25. The Secretarial Audit Report of the Company in the prescribed "Form No. - MR-3" is attached as "Annexure-IV" forming part of this Report.

The Secretarial Auditors' Report does not contain any qualification, reservation or adverse remarks.

Pursuant to recent amendments in Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, and being Company listed on BSE Limited and National Stock Exchange India Limited dated June 03, 2025, the appointment of Secretarial Auditors is required to be approved by the shareholders at the ensuing Annual General Meeting.

The Board of Directors at the Board meeting held on August 14, 2025 has recommended appointment of M/s. Sandeep P Parekh & Co, Practicing Company Secretaries, (F-7118; CP No. 7693), Peer Reviewed Firm No. 879/2020 as Secretarial Auditor of the Company for the first term of five consecutive years i.e; from FY 2025-26 to FY 2029-30.

The Company has received the written consent and certificate that M/s. Sandeep P Parekh & Co, Practicing Company Secretaries, satisfy the criteria for appointment as Secretarial Auditor and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

### IV. Internal Auditor and Internal Financial Controls:

The Company has appointed internal auditor as per section 138 of the Companies Act 2013. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company Policies, safeguarding of assets, prevention and detection of frauds and errors, the

accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

The Audit Committee evaluates the efficiency and adequacy of financial control system in the Company, its compliance with operating systems, and accounting procedures at all locations of the Company and strives to maintain a high standard of Internal Financial Control.

21. Details in respect of fraud reported by Auditors:

Pursuant to Section 143(12) of the Companies Act, 2013, during the Financial Year under review there were no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors. Hence, there is nothing to report under Section 134(3) (ca) of the Companies Act, 2013.

22. Whistle blower policy / vigil mechanism:

The Company is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards the Company encourages the employees to raise their genuine concerns without fear of criticism. Therefore, it has built-in and set up Whistle Blower Policy and has established the necessary vigil mechanism in confirmation with Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, under this mechanism all the employees and Directors of the Company are eligible to make disclosures in relation to matters concerning the Company and report concerns about any unethical behaviour in the Company.

We affirm that during the year under review, no employee or Directors were denied access to the Audit Committee. The Vigil Mechanism Policy is available on the website of the Company at [www.prostarm.com/investor/corporate-governance/codes-policies](http://www.prostarm.com/investor/corporate-governance/codes-policies).

23. Corporate social responsibility:

Pursuant to the provisions of Section 135 of the Act, read with Companies (Corporate Social Responsibility) Rules, 2014, the Company has constituted Corporate Social Responsibility (‘CSR’) Committee and has framed a CSR Policy. As part of its initiatives under CSR, the Company has identified various projects. These projects are in accordance with Schedule VII of the Companies Act, 2013. The Policy on Corporate Social Responsibility is available on the website

of the Company at [www.prostarm.com/investor/corporate-governance/codes-policies](http://www.prostarm.com/investor/corporate-governance/codes-policies).

The Annual Report on CSR activities in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as “Annexure-II” and forms part of this report.

24. Particulars of loans, guarantees or investments:

During the Financial Year under review Company did not provide any loan or guarantee under Section 186 of the Act. Further, the Company has made the investment of ₹ 9 Crore in the Prostarm Energy Systems Private Limited for making it from subsidiary to wholly owned subsidiary of the Company.

25. Particulars of contracts or arrangements with related parties:

In line with the requirements of the Companies Act, 2013 and SEBI Listing Regulations the policy on Related Party Transactions as approved by the Board is available on the Company’s website at [www.prostarm.com/investor/corporate-governance/codes-policies](http://www.prostarm.com/investor/corporate-governance/codes-policies).

All related party transactions are placed before the Audit Committee for its review and approval. Prior/ omnibus approval of the Audit Committee is obtained on an annual basis for a Financial Year, for the transactions which are foreseen and repetitive in nature.

The statement giving details of all related party transactions entered into pursuant to the omnibus approval together with relevant information are placed before the Audit Committee for review.

During the Financial Year under review, all the transactions with related parties were in the ordinary course of business and at an arm’s length basis and there were no material contracts or arrangement or transactions at arm’s length basis that need to be disclosed in Form AOC-2 as required under the Companies Act, 2013. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large.

As required under Accounting Standard (AS) 18 on Related Party Disclosures, the details of related party transactions entered into by the Company during Financial Year 2024-25 are covered in the Notes to Accounts forming part of the financial statements.

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

The information pertaining to the conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Act, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in “Annexure-III” and forms part of this Report.

27. Material changes and commitment, if any, affecting the financial position of the company that occurred between the end of the financial year to which the financial statements relate and the date of the report:

Subsequent to the year ended March 31, 2025, the Company has completed its initial Public Offering (IPO) of 1,60,00,000 Equity Shares (“Equity Shares”) (representing 27.18% of the post paid-up share capital of the Company) having face value of ₹ 10/- each at an offer price of ₹ 105/- per Equity Share, including premium ₹ 95/- of per Equity Share aggregating ₹ 16,800/- Lakhs comprising of fresh issue only. Pursuant to the IPO, the equity shares of the Company were listed on National Stock Exchange of India Limited and BSE Limited on June 03, 2025.

28. Details of significant and material orders passed by the regulators / courts / tribunal impacting the going concern status and company’s operation in future:

During the Financial Year under review, there are no significant and material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company or will have bearing on company’s operations in future.

29. Compliance with secretarial standards:

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices The Company has complied with the applicable provisions of Secretarial Standards-1 (For meetings of Board of Directors and Committees) and Secretarial Standards-2 (For General Meetings).

30. Information under the sexual harassment of women at workplace (prevention, prohibition and redressal) Act, 2013:

The Company has zero tolerance for sexual harassment at workplace and believes in providing a safe and harassment-free workplace for each and every individual working for the Company through various interventions and practices. It is the continuous endeavor of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment. and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The details w.r.t sexual harassment are as follows:

Sr. No.	Particulars	
1.	Number of complaints of sexual harassment received in the year	NIL
2.	Number of complaints disposed of during the year	NIL
3.	Number of cases pending for more than ninety days	NIL

31. Compliance of the provisions relating to the Maternity Act, 1961:

During the Financial Year, the Company confirms full compliance with the provisions of the Maternity Benefit Act, 1961, including all relevant amendments. All eligible female employees if any received paid maternity leave, nursing breaks, and other statutory benefits as per the Act. This statement is made in accordance with the Companies (Accounts) Second Amendment Rules, 2025 under Rule 8(5)(xiii), which mandate affirmative disclosure regarding maternity benefit compliance in the Board’s Report.



32.The details of application made or any proceeding pending under the insolvency and bankruptcy code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year:

No such application has been filed by the Company or against the Company.

33.Any revision of financial statement or report of the board:

There has been no revision of financial statements or reports of the Board during the Financial Year 2024-25.

34.Declaration by independent directors:

The Board has received declarations from all Independent Directors confirming that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013. During the year under review, there has been no change in the circumstances affecting their status as Independent Directors of the Company.

35.Familiarisation programme:

The Company has developed and adopted structured induction programs for orientation and training of directors at the time of their joining and during their term to ensure familiarisation of directors with the management and operations of the Company including business models, services, products, processes, culture and the industry in which it operates. Details of the familiarisation programme adopted by the Company for orientation and training of the directors are provided in the Report on Corporate Governance, which forms part of this Annual Report.

36.Annual return:

In accordance with the provisions of Section 134(3) read with Section 92(3) of the Act, the Annual Return as of March 31, 2025 in Form MGT-7 is available on the Company’s website and may be viewed at [www.prostarm.com/investor/investors-information](http://www.prostarm.com/investor/investors-information).

37. Risk management:

All companies face risk; without risk without which rewards are less likely. Effective risk management can add value to any organization. An effective risk management framework seeks to protect an organization’s capital base and earnings without hindering growth.

The Company has internal Risk management Framework, wherein all the risk are identified and assessed and functions enterprise wide. Major risk identified by the business and functions are systematically addressed through mitigating actions on a continuous basis. The board also reviews the framework on periodic basis.

38.Other disclosures:

During the year under review, the Company has:

- a) Not made any application and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016.
- b) Not made any application for One Time Settlement (OTS) with any Banks or Financial Institution.
- c) Neither the Executive Director nor the Whole-time Directors of the Company receive remuneration or commission from any of its subsidiaries.

39.Transfer of amounts to investor education and protection fund:

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

40.Acknowledgement:

Your Directors wish to place on record their appreciation for the continuous cooperation, assistance and support extended by all stakeholders, Government Authorities, Financial Institutions, Banks, Customers, Dealers, Suppliers, Consultants, Solicitors and Shareholders of the Company. Your Directors also acknowledge and appreciate the contribution made by dedicated and loyal employees.

For and on behalf of Board of Directors  
Prostarm Info Systems Limited

Tapan Ghose

Chairman &  
Managing Director  
(DIN: 01739231)

Ram Agarwal

Whole Time Director &  
CEO  
(DIN: 01739245)

Date: August 14, 2025  
Place: Navi Mumbai

FORM NO. AOC-1

Statement containing salient features of the financial statements of  
Subsidiaries / Associates / Joint Ventures.

(Pursuant to the first proviso to sub-section (3) of section 129 read with rule 5 of  
Companies (Accounts) Rules, 2014)

Part “A”: Subsidiaries

(₹ in Lakhs)		
Sr. No.	Particulars	Details
1.	Name of the subsidiary	Prostarm Energy Systems Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	NA
4.	Share capital	678.00
5.	Reserves & surplus	(516.11)
6.	Total assets	1,749.81
7.	Total Liabilities	1,587.92
8.	Investments	0.10
9.	Turnover	1,343.88
10.	Profit/ (Loss) before taxation	(235.86)
11.	Provision for taxation	61.32
12.	Profit / (Loss) after taxation	(174.54)
13.	Proposed Dividend	0.00
14.	% of shareholding (in actual)	100%

i) Name of subsidiaries which are yet to commence operations: N.A.

ii) Name of Subsidiaries which have been liquidated or sold during the year: N.A.

Note:

Reporting period of above subsidiary Company is same as that of Holding Company i.e. April–March.

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: The Company has no associate or joint venture.

For and on behalf of Board of Directors  
Prostarm Info Systems Limited

Tapan Ghose

Chairman & Managing Director  
(DIN: 01739231)

Ram Agarwal

Whole Time Director & CEO  
(DIN: 01739245)

Date: August 14, 2025  
Place: Navi Mumbai

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ('CSR') ACTIVITIES

[Pursuant to clause (o) of sub-Section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

I. Brief outline on CSR policy of the company:

Corporate Social Responsibility ("CSR") is strongly connected with the principles of sustainability. Organizations should make decisions based not only on financial or operational factors, but also on the social and environmental consequences. Whilst we run our business in line with the expectations of the stakeholders, we also see corporate responsibility as a discipline that helps us to stand up to the expectations of the society and contribute to its welfare. Organizations have realized that the Government alone will not be able to get success in its endeavor to uplift the downtrodden of society.

Prostarm Info Systems Limited (the "Company") is committed to supporting the Government's vision, understanding, monitoring and managing our social, environmental and economic impact to allow us to contribute to society's wider aim of sustainable development. The Company has adopted CSR as a strategic tool for sustainable growth. This Policy is based on the following areas that reflect existing and evolving standards of Corporate Social Responsibility.

II. Composition of CSR committee as on March 31, 2025:

Name of Members	Designation	Category	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
Tapan Ghose	Chairman	Chairman and Managing Director	2	2
Raghu Ramesh Thammannashastri	Member	Whole-Time Director	2	0
Bhargav Chatterjee	Member	Non-executive, Independent Director	2	2

III. Web-link:

Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are placed on the website of the Company at [www.prostarm.com/wp-content/uploads/2019/09/Corporate-Social-Responsibility-Policy.pdf](http://www.prostarm.com/wp-content/uploads/2019/09/Corporate-Social-Responsibility-Policy.pdf)

IV. Executive summary along with weblinks of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility policy) Rules, 2014, if applicable impact assessment: NA

- V. a) Average net profit of the company as per sub-section (5) of section 135: ₹ 25,57,79,417/-
- b) Two per cent of the average net profit of the company as per sub-section (5) of section 135: ₹ 51,15,588/-
- c) Surplus arising out of the CSR Projects or programmes or activities of the previous Financial Year: NIL
- d) Amount required to be set-off for the Financial Year, if any: NIL
- e) Total CSR obligation for the Financial Year [(b)+(c)-(d)]: ₹ 51,15,588/-
- VI. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 51,20,000/-
- b) Amount spent in Administrative Overheads: NIL
- c) Amount spent on Impact Assessment, if applicable: NA
- d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 51,20,000/-

e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (₹ In Lakhs)	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.			Amount Unspent (in ₹)
	Amount.	Date of transfer.	Name of the Fund	Amount. (₹ in Lakhs)	Date of transfer.	
51.20	NA	NA	NA	NA	NA	

f) Excess amount for set-off, if any:

Sr. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the company as per sub-Section (5) of section 135	51.16/-
(ii)	Total amount spent for the Financial Year	51.20/-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.04/-
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.04/-

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

1	2	3	4	5	6	7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer	
NA							

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

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
1	NA						

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



IX. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: NA

For and on behalf of Board of Directors  
Prostarm Info Systems Limited

**Tapan Ghose**  
Chairman & Managing Director  
(Chairperson of CSR Committee)  
(DIN: 01739231)

**Ram Agarwal**  
Whole Time Director & CEO  
(DIN: 01739245)

Date: August 14, 2025  
Place: Navi Mumbai

DISCLOSURE OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

(Pursuant to Section 134 (3) (m) of the Companies Act, 2013 Read with Rule 8 (3) of Companies (Accounts) Rules, 2014)

A) Conservation of energy

The Company has a well-structured energy management system in place and regular efforts are made to optimize process parameters and conserve energy. Additionally, while undertaking modernization and technological upgradation of production facilities, consideration is also given to the manufacturing of Energy Storage products that conform to the best-in-class energy conservation parameters. The other identified key initiatives for the conservation of energy during the year were:

<b>(i) The steps are taken or impact on the conservation of energy</b>	<div>a) Retrofitting with LED lights in existing light fixtures done in a phased manner across all locations. All new purchases of lights are done of LED lights primarily.</div> <div>b) Installation of Variable speed drive (VSD) technology for HVAC, dust collectors, pumps various process machines etc. implemented across all sites. VSD incorporated in new purchases of energy related equipment at procurement stage only.</div> <div>c) Targeted zero leakage and implemented well-structured utility leakages management program across all locations.</div> <div>d) 30 KWA Solar panels at our factory in Pisoli and more shall be installed in ensuing period</div> <div>e) Per Unit Energy Cost Reduction Program:<ul style="list-style-type: none"><li>Fuel switch over from High-Speed Diesel to Light Diesel Oil for steam generation having facilities of Furnace Oil and Agro-Based Bracket.</li><li>Maintaining unit power factor across all locations. This has helped reduce the power demand and improve life of electrical switchgears.</li></ul></div> <div>f) Operationalized precise control of environmental condition of manufacturing area.</div> <div>g) Automation system:<ul style="list-style-type: none"><li>Interlocking of dust collectors with HVAC</li><li>Installed occupancy sensors for low man movement area</li><li>Installed proximity sensors for air curtains</li><li>Potable water pump operated from feedback and VSD</li><li>Seasonal set point optimization of chillers</li><li>Auto water level sensors fixed to ETP, STP, drinking water RO plant &amp; underground &amp; overhead water tanks etc.</li><li>Ensured best possible automation to reduce electricity wastage.</li><li>Installed energy efficient air blower for aeration at ETP.</li></ul></div> <div>h) Installed LED and or energy star monitors across all locations.</div> <div>i) Re-utilizing steam condensate to pre heat the feed water.</div> <div><b>Impact of above measures:</b><ul style="list-style-type: none"><li>Reduction in energy consumption and cost.</li><li>Reduction in carbon foot print.</li><li>Reduction in per unit production cost.</li><li>Availability of utilities for additional user points.</li><li>Increase in operational efficiencies.</li></ul></div>
<b>(ii) The steps taken by the company for utilizing alternate sources of energy</b>	<div>Company continued its steps to adopt green energy/renewable energy utilization as an alternate source of energy and took various initiatives in this regard.</div> <div>Installation of Solar roof top power plant is under planning to reduce CO<sub>2</sub> emission. Carbon emissions were reduced through the introduction of a fuel catalyst.</div>
<b>(iii) The capital investment on energy conservation equipment</b>	<div>The Company has invested substantial amounts on energy conservation equipment across all units.</div>

B) Technology absorption:

(i) The efforts made towards technology absorption	Research and development (R&D) is a crucial step in creating new competitive advantages and the company is aware of its importance in the innovation process.  Accordingly, the company has continued its efforts on technology up-gradation in the area of manufacturing of Energy Storage products. New technology is used for manufacturing of products which aids the Company to provide a wider range of products to meet customer needs.
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	1. The quality Energy Storage products; 2. Reduction in costs; 3. Increase in exports; 4. Meeting demand for sustainable energy solution and; 5. Better use of materials and reduced waste; 6. Use of alternative materials methods; 7. Fuel optimization through dispense and level monitoring.
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year)-	NIL
(a) the details of technology imported	NIL
(b) the year of import;	N.A
(c) whether the technology been fully absorbed	N.A
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A
(iv) The expenditure incurred on Research and Development	NIL

C) Foreign exchange earnings and outgo

On Standalone Basis

	(₹ in Lakhs)	
Particulars	FY 2024-25	FY 2023-24
Expenditure in foreign currency	2,076.51	5,583.51
Earnings in foreign currency	0.00	4.39

On Consolidated Basis

	(₹ in Lakhs)	
Particulars	FY 2024-25	FY 2023-24
Expenditure in foreign currency	2,088.16	5,608.33
Earnings in foreign currency	0.00	4.39

For and on behalf of Board of Directors  
Prostarm Info Systems Limited

Tapan Ghose

Chairman & Managing Director  
(DIN: 01739231)

Date: August 14, 2025

Place: Navi Mumbai

Ram Agarwal

Whole Time Director & CEO  
(DIN: 01739245)

FORM NO. MR – 3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To,

The Members,

Prostarm Info Systems Limited

Plot No. EL 79, Electronic, Zone TTC,  
MIDC, Mahape, Navi Mumbai-400710,  
Maharashtra, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PROSTARM INFO SYSTEMS LIMITED (CIN: L31900MH2008PLC368540)** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers and other records maintained by **PROSTARM INFO SYSTEMS LIMITED (“the Company”)** for the financial year ended on March 31, 2025.

According to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made there under.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

(Not applicable, since there is no foreign direct investment, overseas direct investment and external commercial borrowings.)

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) to the extent applicable to the Company: -

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.  
(Not Applicable for the period under review)
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;  
(Not Applicable for the period under review)
- (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;  
(Not Applicable for the period under review)
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;  
(To the extent of provisions applicable for Initial Public Offer)
- (e) The Securities and Exchange Board of India (Shares Based Employees Benefits and Sweat Equity) Regulations, 2021;  
(Not Applicable for the period under review)
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;  
(Not Applicable for the period under review)
- (g) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993;  
(Not Applicable for the period under review)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;  
(Not Applicable for the period under review)
- (i) The Securities and Exchange Board of India (Issue and Listing of Convertible Securities) Regulations, 2021;  
(Not Applicable for the period under review)
- (j) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.  
(Not Applicable for the period under review)



- (vi) The management has identified the following laws as specifically applicable to the Company.
- (a) Legal Metrology Act, 2009;
  - (b) The Environmental (Protection) Act, 1986;
  - (c) The Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of pollution) Act, 1981.
  - (d) Factories License under Factories Act, 1948 for its units situated in different places.
  - (e) Hazardous Wastes (Management, Handling and Trans boundary movement), Amendment Rules, 2013
  - (f) Employees Provident Fund and Miscellaneous Provisions Act, 1952
  - (g) All other Labor, employee and Industrial Laws to the extent applicable to the Company

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

- Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India notified by Central Government; and
- Listing Agreements entered into by the Company with Stock Exchanges: **Not Applicable as the Company was unlisted as on March 31, 2025**

During the period under review, the Company has complied with the provisions of the Act, Regulations, Guidelines, Standards, etc. mentioned above subject to the following disclosures of the fact.

I further report that

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 Board of Directors and Other Key Managerial Persons, that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notice is given to all directors entitled to receive notice in accordance with Sec 173(3) of the Companies Act, 2013 to schedule the Board and Committee Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except where consent of Directors was received for circulation of agenda and notes to Agenda at a shorter notice, 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.

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

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.

**I further report that during the audit period the company had following events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.**

- The Company had increased its Authorised Capital from ₹ 61,00,00,000/- (Rupees Sixty-One Crores Only) to ₹ 66,00,00,000/- (Rupees Sixty-Six Crores Only)
- Mr. Kiran Subhash Mukadam was appointed as Company Secretary of the Company w.e.f. 29.05.2024 and he resigned w.e.f. 26.08.2024.
- Mr. Sachin Gupta was appointed as Company Secretary of the Company w.e.f. 27.08.2024.
- The Company had filed Draft Red Herring Prospectus with Securities and Exchange Board of India (SEBI) for the purposed of Initial Public Offering and the same was approved by SEBI.
- The Company had established an ESOP Plan under the approval of the shareholders of the Company in the Annual General Meeting held on September 18, 2024 and also granted ESOP options to its eligible employees.
- The approval of shareholders by way of a Special resolution passed on February 12, 2025 has been obtained by the Company to increase the ESOP Pool from 19.5 Lakhs to 40 Lakhs under 'Prostarm Employee Stock Option Plan 2024.'

**For Ritu Somani & Associates (Company Secretary)**

**CS Ritu Somani**

Proprietor  
MRN: A-25222  
COP: 9166  
UDIN: A025222G001016663  
PRC No: 7072/2025  
UIN: S2011GJ150900

Date: August 14, 2025  
Place: Surat

**ANNEXURE I**

To,

**The Members,  
Prostarm Info Systems Limited**

Plot No. EL 79, Electronic Zone TTC,  
MIDC, Mahape, Navi Mumbai-400710,  
Maharashtra, India.

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

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

DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013  
READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF  
MANAGERIAL PERSONNEL), RULES, 2014

1. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary during FY 2024-25 and ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for FY 2024-25 is given below:

Name of Director / KMP	Designation	Percentage increase/ (decrease) in Remuneration the FY 2024-2025	Ratio of Remuneration of each Director to the Median Remuneration of Employees for FY 2024-25
Executive Directors			
Tapan Ghose	Chairman and Managing Director	0.00%	6.46
Raghu Ramesh Thammannashastri	Whole-time Director	0.00%	8.59
Executive Cum Promoter Directors			
Ram Agarwal	CEO & Whole-time Director	0.00%	19.22
Vikas Shyamsunder Agarwal	Whole-time Director	0.00%	2.13
Non – Executive Independent Directors			
Mitali Chatterjee	Independent Director	NA	NA
Bhargav Chatterjee	Independent Director	NA	NA
Goutam Paul	Independent Director	NA	NA
Shivkumar Baser	Independent Director	NA	NA
Ganesh Pansari	Independent Director	NA	NA
Key Managerial Personnel			
Abhishek Jain	Chief Financial Officer	0.00%	7.40
Sachin Gupta	Company Secretary	NA <sup>\$</sup>	5.09

- Notes:
- a. In above Managerial Remuneration does not include Commission Paid / Payable, if Any during the Financial Year.

b. NA – Not Applicable as only sitting fees is payable to Independent Directors.

c. NA<sup>\$</sup> – Mr. Sachin Gupta has been appointed as Company Secretary and Compliance Officer of the Company with effect from August 27, 2024.
2. The percentage increase in median remuneration of employees of the Company during the Financial Year was 17.71%.
3. There were 352 permanent employees on the rolls of Company as on March 31, 2025.
4. Average percentage increase made in the salaries of employees, i.e. managerial personnel and other than managerial personnel in the Financial Year is 8%.

5. Remuneration of Managerial Personnel is determined by the Nomination and Remuneration Committee and the Board as per the performance criteria which includes achievements of individual as well as the Company’s targets amongst other factors.
6. It is hereby affirmed that pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Remuneration paid is as per the Remuneration Policy of the Company.

For and on behalf of Board of Directors  
Prostarm Info Systems Limited

**Tapan Ghose**  
Chairman & Managing Director  
(DIN: 01739231)

**Ram Agarwal**  
Whole Time Director & CEO  
(DIN: 01739245)

Date: August 14, 2025  
Place: Navi Mumbai



1. Economic Review

Global Economy

The global economy grew by 3.3% in 2024, supported by stable consumption and investment across key regions. Looking ahead, the International Monetary Fund (IMF) projects moderate growth of 2.8% in 2025 and 3.0% in 2026—both below the pre-pandemic average of 3.7% (2000–2019). While stability has returned after years of disruption, growth remains modest and uneven across regions. Resilient private consumption, targeted government investments, and technological advancements—particularly in artificial intelligence—are driving momentum. However, shifting policy priorities and elevated global uncertainties continue to weigh on the outlook, with regional growth trajectories reflecting diverse domestic conditions, external shocks, and structural challenges.

Outlook

Overall, the global economic outlook remains cautious. While growth continues, persistent inflation, heightened geopolitical risks, and structural vulnerabilities present significant downside risks. A sustained recovery will hinge on strengthening trade cooperation, maintaining prudent monetary and fiscal policies, and investing in productivity-enhancing sectors such as technology, energy, and education. Greater international collaboration will be critical to building resilience and ensuring a more inclusive and sustainable growth path.

Indian Economy

The Indian economy has demonstrated remarkable resilience and emerged as one of the fastest-growing major economies in recent years. Robust domestic demand, structural reforms, and proactive policy support have laid the foundation for sustained economic growth, even amidst global uncertainties. For FY 2025, the economy registered a growth rate of 6.5%, reflecting steady momentum. Growth was broad-based, with strong traction in manufacturing, services, and infrastructure investments, supported by ongoing government initiatives. Exports also gained momentum in pharmaceuticals, textiles, defense, and engineering goods.

A critical pillar of India’s long-term growth story is its consistent focus on renewable energy (RE) and sustainability. India has set ambitious targets of 500 GW of non-fossil fuel energy capacity by

2030 and achieving net zero by 2070. The country has already become the world’s third-largest renewable energy producer, with solar, wind, and hydro playing a central role in transforming its energy landscape.

The growing imperative for grid stability, the country’s Battery Energy Storage Systems (BESS) market is on the brink of transformative growth. By early–mid 2025, operational BESS capacity has already expanded notably, with projections pointing to a rapid scale-up, reaching ~66 GW by 2032 and in value over USD 9–32 billion by 2030–2033, exhibiting a robust Compound Annual Growth Rate (CAGR) 25–27%. This momentum is fuelled by the rising integration of renewable energy, increase in demand for BESS under C&I segment and government initiatives such as the National Energy Storage Mission, and the critical role of BESS in grid reliability, peak load management, and rural electrification.

Supportive policies such as the Production Linked Incentive (PLI) scheme, accelerated green financing, and renewable purchase obligations are further catalysing investments across solar, wind, green hydrogen, and bioenergy segments.

On the macroeconomic front, Fitch Ratings reaffirmed India’s sovereign rating at ‘BBB–’ with a stable outlook, highlighting robust growth prospects but cautioning on weak fiscal metrics. While US tariff measures present moderate risks, their impact remains limited, as India’s exports to the US account for only ~2% of GDP. Domestic demand is expected to remain strong, supported by ongoing public capex and resilient private consumption, though private investments may stay moderate given global trade uncertainties.

Outlook

India’s economic outlook for FY 2025–26 remains positive, with the RBI projecting 6.5% GDP growth. Growth will be driven by infrastructure investments, PLI-led manufacturing, digital transformation, and steady rural consumption.

The impact of additional US tariffs is expected to be moderate, given limited export exposure, while robust domestic demand will offset external risks. The proposed GST rationalization, including removal of the 28% slab on SMF batteries, will reduce battery prices, spur domestic consumption, and strengthen India’s energy storage ecosystem.

Together, these factors reinforce India’s position as one of the fastest-growing major economies and a leader in the global clean energy transition.

India’s GDP Growth Trend (%)

FY22	FY23	FY24	FY25
9.1	7.2	8.2	6.5

Source: Ministry of Statistics and Program Implementation (MoSPI)

2. Industry Review

India’s Power Backup & Energy Storage Market

India’s power backup and energy storage market is witnessing strong expansion, driven by rapid digitalisation, the growth of data centres, and a nationwide shift towards renewable energy adoption specially under Utility and C&I segment. The rising demand for reliable and uninterrupted power solutions is further accelerating this growth trajectory.

Key growth drivers

- **Digitalisation surge** – Increasing reliance on digital platforms and cloud infrastructure.
- **Data centre expansion** – Higher demand for uninterrupted power to ensure uptime.
- **Renewable energy shift** – Integration of storage solutions with solar and hybrid systems.
- C&I businesses are increasingly adopting energy storage solutions to lower energy costs through peak shaving and demand charge management, enhance grid independence with reliable backup power, and advance their sustainability goals by integrating renewable energy and reducing carbon emissions.
- **Need for reliability** – Businesses and institutions requiring robust backup systems.

Industry offerings

- Uninterruptible Power Supply (UPS systems)
- Inverters (residential, commercial, industrial)
- Lithium-ion battery packs
- Solar hybrid inverters
- Voltage stabilizers

- Battery Energy Storage Systems
- Solar EPC

2.1 Uninterruptible Power Supply (UPS) Systems in India

Uninterruptible Power Supply (UPS) systems are a cornerstone of India’s expanding digital economy, ensuring reliability and continuity of services. As the government accelerates its Digital India programme – backed by an investment of ₹149 billion (US\$1.79 billion) over the next five years – the demand for robust and intelligent power backup solutions is intensifying. UPS systems protect digital infrastructure from power outages, surges, and fluctuations, thereby preventing data loss, hardware damage, and costly downtime across industries.

Types of UPS Systems

1. **Offline (Standby)** – Basic protection with back up against outages.
2. **Line-Interactive** – Offers voltage regulation along with backup.
3. **Online (Double Conversion)** – Provides the highest level of protection against all disturbances.

Beyond blackout protection, UPS systems regulate voltage, filter noise, and safeguard against frequency variations, making them vital in both home and industrial environments.

According to TechSci Research, the India UPS Market was valued at US\$ 1.01 Billion in 2025 and is expected to reach US\$ 1.63 Billion by 2031 with a CAGR of 8.10% during the forecast period.

Key Market Drivers

1. Rapid Growth of the Data Centre Industry

- India’s data centre capacity is projected to exceed 1,000 MW by 2025, doubling from ~500 MW in 2020.
- Growth is fuelled by cloud adoption, 5G rollout, and edge computing.
- Zero-downtime expectations and SLAs are compelling data centre operators to adopt advanced UPS systems.
- Regulatory compliance (Uptime Institute, ISO) further boosts demand.

- Unreliable grids in some regions add urgency for resilient backup solutions.

2. Expansion of IT and Telecom Sectors

- India’s IT and telecom industries are heavily dependent on uninterrupted power.
- 5G rollout and increasing telecom tower density create new UPS demand for routers, switches, and base transceiver stations (BTS).
- Even seconds of downtime can disrupt customer services, financial transactions, and software operations, underscoring the UPS’s role as a bridge between grid supply and backup generators.

3. Power Outages and Voltage Fluctuations

- Despite improvements, India’s power reliability remains uneven, especially in Tier-II and Tier-III cities and rural regions.
- Outages cause disruptions across offices, banks, retail outlets, and manufacturing plants.
- Voltage fluctuations shorten equipment life and risk service disruption.
- UPS systems with voltage regulation mitigate these challenges by ensuring consistent output.

Future Outlook and Investment Opportunities

India’s UPS market is on a high-growth trajectory, underpinned by digital transformation, industrial expansion, and smart technology adoption.

- Rapid industrialisation, accelerating digitisation, rising electronics dependence, focus on healthcare, and booming data centres are key growth drivers. The shift towards sustainable power solutions is opening avenues for lithium battery-based UPS systems.
- India’s strong GDP outlook provides further tailwinds to the sector.
- Integration of AI, IoT, and energy-efficient systems will drive product innovation and adoption with Industrial Revolution 3.0.

- Push for Energy Efficiency & Sustainability (ESG): Corporate ESG goals and shift from diesel gensets to clean, efficient alternatives
- Govt focus on digitisation in several sectors and focus on healthcare, CCTNS, Smart Class, e-Governance

Conclusion

UPS systems are no longer just backup devices – they are strategic enablers of India’s digital, IT, telecom, and industrial growth. With the convergence of digital infrastructure expansion, grid challenges, and sustainability imperatives, the sector is poised for rapid growth and innovation. For investors, India’s UPS market offers a compelling blend of resilience, scale, and opportunity in one of the world’s fastest-growing economies.

2.2 Solar EPC Market

The Indian Solar EPC market, valued at ₹135,464 million in FY24 and growing at a CAGR of 4.97% between FY19–FY24, is projected to reach ₹222,112 million by FY30. Growth is being propelled by the National Solar Mission’s target of 100 GW by 2030, supportive policies, state-level incentives, declining PV module costs, advancements in technology, and the integration of storage and smart grid solutions. Rooftop solar, in particular, is emerging as a major driver across residential, commercial, and industrial segments, supported by net metering, accelerated depreciation, and subsidies.

EPC Opportunities in Solar Power

- **Rooftop Solar:** Profitable market across residential, commercial, and industrial sectors; demand boosted by lower costs, subsidies, and incentives.
- **End-to-End EPC Solutions:** Comprehensive services including site evaluation, design, installation, and maintenance, ensuring seamless project execution and long-term reliability.
- **Green Financing:** Access to capital eased through green bonds, sustainability-linked loans, and renewable energy funds, enabling scale-up of complex projects.

- **Urban Energy Needs:** Rising urbanisation and demand for clean energy solutions enhance prospects for decentralised rooftop solar systems.
- **Push for Energy Efficiency & Sustainability (ESG):** Corporate ESG goals and shift from diesel gensets to clean, efficient alternatives.

Government Initiatives & Investments

- National Solar Mission targets 100 GW solar capacity by 2030, supported by subsidies, solar park development, and manufacturing incentives.
- The KUSUM programme drives decentralised solar adoption in rural areas through solar plants and pumps, reducing grid dependency.

EPC Opportunities

- **Rooftop solar** is a growing market across industrial, commercial, and residential sectors, supported by subsidies and incentives. End-to-end EPC providers like Azure Power and Tata Power Solar lead in site evaluation, system design, installation, and maintenance.
- Access to **green financing** through bonds, sustainability-linked loans, and renewable energy funds is boosting large-scale project development and execution, further expanding EPC prospects.

Outlook

India is emerging as a global leader in solar energy, backed by ambitious government targets, strong private participation, and rapid technological advancements. The sector presents significant opportunities for EPC companies.

2.3 Solar Hybrid Inverter Market

The solar hybrid inverter market covers the design, production, and use of inverters that integrate solar power with other energy sources such as batteries and grid electricity, ensuring efficient and uninterrupted power supply. These inverters play a critical role in managing energy flows—converting solar-generated DC power into AC for residential, commercial, and industrial applications—while also optimizing energy storage and consumption.

Growth Drivers

- **Renewable Energy Adoption** – Growing solar installations make hybrid inverters crucial for integrating storage and alternative power sources.
- **Rising Demand for Storage & Backup** – Battery-enabled inverters are increasingly sought after to ensure stable supply amidst grid challenges.
- **Government Incentives** – Subsidies, tax benefits, and renewable targets are accelerating hybrid inverter adoption.
- **Higher Energy Costs** – Hybrid inverters reduce reliance on expensive grid electricity, supporting cost efficiency.
- **Technology Advancements** – Smart features like real-time monitoring, remote control, and AI-driven optimization are enhancing market demand.

2.4 Lithium – Ion Battery Market in India

Lithium-ion Battery Packs: Compact and efficient energy storage solutions that are environmentally friendly, offer fast charging, longer life cycles, and require minimal maintenance. Their adoption is accelerating as corporates pursue ESG goals and shift from diesel gensets to cleaner, more efficient alternatives. In the Indian industrial market, lithium-ion (Li-ion) batteries are widely used across industrial automation and robotics, material handling equipment such as forklifts, grid-scale energy storage systems, telecommunication networks for tower backup, and Uninterruptible Power Supply (UPS) systems supporting critical operations.

India’s demand for lithium-ion batteries is set to touch 115 GWh by 2030, driven primarily by the electric vehicle (EV) sector, which is expected to record a 48% CAGR, according to a report by the India Cellular and Electronics Association (ICEA) and Accenture. Decreasing price of lithium and its inherent advantage over VRLA batteries, Lithium-Ion batteries is gaining strong tailwind. Data Centre is turning out to be another big opportunity for Lithium Ion based energy storage systems.

However, several challenges stand out:



- **Import dependence:** India lacks domestic lithium-ion cell pack manufacturing and mining infrastructure, making it heavily reliant on imports.
- **Raw material demand:** By 2030, demand for lithium, cobalt, nickel, and manganese is projected to reach 250 kilotonnes, leading to an import exposure of over \$5 billion.
- **Recycling inefficiency:** Domestic recycling plants (mechanical and hydrometallurgy) are underutilised, running at only 30–35% capacity, which discourages further investments.
- **Environmental concerns:** Rising volumes of end-of-life (EoL) LiBs pose growing sustainability challenges.

To bridge these gaps, scaling up domestic cell manufacturing capacity is crucial. This would:

- Create consistent demand for recycled output.
- Strengthen the domestic recycling market and encourage new investments.
- Reduce import dependency while supporting a sustainable circular economy.

2.5 India Stabilizers Market

According to TechSci Research, the India stabilizers market was valued at US\$ 813.69 million in 2024 and is projected to reach US\$ 1,314.47 million by 2030, growing at a CAGR of 8.16%. Growth is driven by rising demand for reliable power supply amidst frequent voltage fluctuations, rapid urbanization, increasing appliance penetration, and government-led electrification programmes.

Key Market Drivers

- **Urbanisation & Industrialisation:** Expanding cities and industries require stable power to safeguard sensitive equipment and ensure operational efficiency.
- **Rising Appliance Adoption:** Growing middle-class incomes and electrification in rural areas are boosting demand for stabilizers to protect appliances like ACs, refrigerators, and smart devices.
- **Government Initiatives:** Programmes such as DDUGJY, Saubhagya, and Smart Cities

Mission are expanding electricity access and infrastructure, creating opportunities for stabilizer adoption in both rural and urban areas.

- **Technological Advancements:** Modern stabilizers now feature digital displays, microcontroller-based designs, auto-restart, overload protection, and smart connectivity for remote monitoring and integration with home automation systems.
- **Energy Efficiency Trend:** Increasing consumer awareness of energy savings and sustainability is driving demand for eco-friendly, energy-efficient stabilizers.

Market Challenges

- Intense price competition from unorganised, low-cost players in rural markets.
- Fluctuating raw material prices and stringent regulatory standards impacting profitability.

Despite these challenges, the stabilizers market outlook remains positive, supported by infrastructure development, rising disposable incomes, and technological innovation.

2.6 India’s Battery Energy Storage System (BESS) Market

India’s Battery Energy Storage System (BESS) market is set to grow from under 0.2 GW to 66 GW by 2032. With an investment potential of INR 5,000 billion, widespread adoption could avoid over 2,000 million tonnes of CO<sub>2</sub> emissions. Valued at US\$7.8 billion in 2024, the market is projected to reach US\$ 32 billion by 2030, growing at a 27% CAGR during 2025–30.

Growth Drivers

- **Renewable Energy Integration:** With India’s renewable capacity at ~220 GW (March 2025) and a target of 500 GW non-fossil fuel capacity by 2030, BESS plays a pivotal role in managing intermittency, ensuring round-the-clock (RTC) clean energy, and stabilizing the grid.
- **Grid Stability:** BESS enables ancillary services such as frequency regulation, voltage support, and peak shaving, enhancing reliability and resilience.

Policy Support:

- *National Framework for Energy Storage Systems (2023).*
- *PLI scheme for 50GWh ACC batteries* (₹18,100 crore).
- *Viability Gap Funding (VGF):* ₹9,100 crore approved for 43.2 GWh of BESS capacity.
- *ISTS waiver:* Extended for storage projects until June 30, 2028.
- Initiatives like Viability Gap Funding and higher capacity targets aim to strengthen grid stability, boost renewable integration, and cut fossil fuel reliance.
- **Declining Battery Costs:** Lithium-ion pack prices fell to ~USD 95/kWh in FY 2025, expected to drop to USD 68/kWh by FY 2030, driving cost competitiveness.

Key Applications

- **Renewable Integration:** Storing solar/wind power for RTC supply.
- **Grid Services:** Frequency regulation, voltage support, black-start, and congestion reduction.
- **Peak Shaving and Load Shifting:** BESS reduces demand on the grid during high-price peak hours and stores energy during off-peak low-price hours, thereby reducing costs for consumers.
- **Microgrids:** Reliable supply for remote, critical, and industrial applications, reducing dependence on diesel.

Market Outlook

India’s Battery Energy Storage System (BESS) market is set to grow from under 0.2 GW to 66 GW by 2032. With an investment potential of INR 5,000 billion, widespread adoption could avoid over 2,000 million tonnes of CO<sub>2</sub> emissions. Valued at USD 7.8 billion in 2024, the market is projected to reach USD 32 billion by 2030, growing at a 27% CAGR during 2025–30.

3. Company Overview

Incorporated in 2008, Prostarm Info Systems Ltd is engaged in the design, manufacturing, assembly, and supply of energy storage and power conditioning equipment. With a diverse

portfolio spanning UPS systems, Inverters, Lithium-Ion Battery Packs, Servo Stabilizers, Solar Hybrid Inverters, BESS, etc the company addresses critical power needs across industries. Prostarm has also executed rooftop solar PV projects totalling 10.56 MW across 100+ sites, reflecting its growing role in renewable energy.

Key Offerings & Services

- Wide range of products: UPS systems, inverters systems, lithium-ion batteries, servo-controlled voltage stabilizers, and solar hybrid inverters, isolation transformers, other power solution products.
- Renewable push: Rooftop solar PV installations of 10.56 MW across 100+ sites.
- Comprehensive services: Installation, rentals, after-sales services, and Annual Maintenance Contracts (AMC).
- Customised solutions tailored to diverse industry requirements.

Clientele & Reach

- Serves government bodies, private institutions, and corporate customers.
- Supported by a pan-India sales and service network with:
  - 23 branch offices
  - 2 storage facilities
  - Presence across 19 States and 2 Union Territories

Manufacturing Infrastructure

- 3 manufacturing units in Maharashtra:
  - Unit I & II at Pisoli, Pune (Unit II operated by subsidiary Prostarm Energy Systems Pvt. Ltd.)
  - Unit III at Mahape, Navi Mumbai

This robust infrastructure, coupled with its strong service network, enables Prostarm to ensure reliable power solutions and timely customer support across India.

Upcoming Unit

We plan to set up a state-of-the-art 1.2 GWh Battery Energy Storage System (BESS) manufacturing facility at Reliance MET City, Jhajjar, Haryana. The upcoming facility will cover

3,912.15 square meters, including a 34,000 sq. ft. covered shed, secured on a nine-year lease (May 2025 – April 2034). With a planned capital expenditure of ₹25 crore, the unit will feature advanced machinery, HVAC systems, upgraded power infrastructure, warehousing, and modern assembly lines designed to cater to both Commercial & Industrial (C&I) and Utility-scale applications. Commissioning is targeted for the end of FY 2026.

Strengths & Opportunities

- Diverse Product Portfolio: Offerings include UPS systems, inverter systems, lift inverter systems, solar hybrid inverter systems, lithium-ion battery packs, servo-controlled voltage stabilizers, isolation transformers, among others. In-House Manufacturing: Ensures quality control, customization, and faster innovation cycles.
- Sectoral Presence: Established foothold across healthcare, aviation, defense, BFSI, and other critical industries.
- Government Empanelment: Approved vendor for multiple government agencies, enhancing credibility and revenue visibility.
- Proven Solar Expertise: Successful execution of rooftop solar PV projects totalling 10.56 MW.
- After-Sales Support: Comprehensive services including AMC's, rentals, and maintenance foster customer stickiness.
- Nationwide Reach: Strong pan-India sales and service network ensuring customer accessibility.
- Strategic Shift: Moving towards greater in-house production to drive innovation and cost efficiencies.
- Growing Market Demand: Rising adoption of renewable energy, solar EPC projects, and energy-efficient power backup systems.
- Government Push: Clean energy and sustainability initiatives creating fresh opportunities for growth.
- Expansion Potential: Opportunities in emerging markets and international territories.
- Partnership Prospects: Scope for strategic collaborations across the energy and infrastructure ecosystem.

Risks & Threats

- Contract Manufacturing Dependence: Continued reliance on third-party vendors for certain products.

- Scaling Challenges: Operational constraints may hinder the ability to meet rising demand effectively.
- Global Footprint Limitation: Smaller international presence compared to larger competitors.
- Cost Volatility: Vulnerability to fluctuations in raw material and logistics costs impacting margins.
- Supply Chain Risks: Disruptions in procurement or manufacturing timelines could affect delivery.
- Client Concentration: Heavy reliance on government contracts and select key clients.
- Regulatory Exposure: Shifts in energy policies and compliance norms could impact operations.
- Competitive Pressures: Strong competition from established multinational corporations and agile domestic players.
- Economic Cyclicity: Market downturns may dampen customer purchasing power and demand.
- Technology Obsolescence: Need for constant investment to stay ahead in power solutions and storage innovations.
- Cybersecurity Concerns: Growing risks associated with digital infrastructure and connected systems.

4. Financial Review

	₹ in Lakhs		
	2024-25	2023-24	Growth (%)
Revenue	34,588.57	25,598.68	35.12
EBITDA	4,918.53	3,741.19	31.47
PAT	3,051.33	2,395.84	27.36

Segment-wise Revenue (Consolidated)

	₹ in crore		
Segment	2022-23	2023-24	2024-25
Manufactured Products	90.06	144.25	121.42
Third party Products	124.87	76.49	111.14
Solar EPC	9.07	23.68	19.40
End User Computing	-	1.82	94.06
Value-added Services	6.37	11.62	4.63
Total	230.36	257.87	350.65

5. Internal Control and Systems

The Company's independent and robust Internal Audit processes provide assurance on the adequacy and effectiveness of internal controls, compliance with operating systems, internal policies, and regulatory requirements. The Company has in place an adequate system of internal control commensurate with its size and nature of its business. These have been designed to provide reasonable assurance that all assets are safeguarded and protected against loss from unauthorised use or disposition and that all transactions are authorised, recorded, and reported correctly and the business operations are conducted as per the prescribed policies and procedures of the Company. The Audit committee and the management have at periodic intervals, reviewed the adequacy of the internal control systems and suitable steps are taken to improve the same.

6. Human Resources / Industrial Relations front

The Company employs over 350 people. Human Resources and Industrial Relations form the cornerstones of any organization, business, or economy. The Company's HR showed a strategic and coherent approach in managing the talent and put an endeavor in employing people and developing their capacities, utilizing and maintaining their services. Our Company continuously carries out the necessary improvements to attract and retain the best talent which results in low attrition rates.

The Company's policy of providing on the job training has been instrumental in developing a good work force for the Company. Moreover, the Company has an induction process wherein employees are made familiar with the organization structure, their reporting authority, various units/ plants location, major achievements and other related facts in order to make them congenial while working in the Company.

7. Key Financial Ratios

As per provisions of SEBI Listing Regulations, changes in financial ratios in the Financial Year 2024-25, as compared to the immediately previous Financial Year along with detailed explanation, if any thereof are provided in Note 51 to Standalone Financial Statements and the same forms part of the Annual Report.

8. Cautionary Statement

Certain statements in the Management Discussion and Analysis describing the Company's objectives, and predictions may be 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business as well as its ability to implement the strategy. The Company does not undertake to update these statements.



Pursuant to Chapter IV read with Schedule V, Part C of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Company’s philosophy on code of governance

Prostarm Info Systems Limited (“the Company”/ “Prostarm”) believes that corporate governance is essential to achieving sustainable growth ethically and in the best interests of all stakeholders. The Company views governance not merely as legal compliance but as a trusteeship committed to outperforming organization, adhering to ethical principles in all its dealing while enhancing shareholder value. Good governance forms the foundation of the Company’s management philosophy and its pursuit of excellence, growth, and value creation for its employees, customers, shareholders, and the wider community.

As of March 31, 2025, Prostarm was an unlisted public company and was successfully listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on June 03, 2025. Post-listing, the Company rigorously adheres to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), while continuously refining its governance framework to align with evolving statutory requirements and global best practices.

The Company’s governance framework is based on a strong foundation of ethical, fair, and transparent practices. Prostarm is dedicated to developing and implementing comprehensive policies and guidelines, supplemented by regular training programs aimed at instilling a robust culture of compliance and responsibility at all levels of the Company. It places great emphasis on timely and accurate disclosures, transparent accounting policies, and maintaining a strong, independent, and diverse Board of Directors that provides effective oversight and protection of minority shareholder interests.

At the core of Prostarm’s philosophy are the principles of Board accountability, strategic guidance, and equitable treatment of all stakeholders. The Company has adopted rigorous Codes of Conduct for all employees, including the Managing Director, Executive and Non-Executive Directors, and Independent Directors, in accordance with the Companies Act, 2013. These codes reinforce the commitment to ethical behavior and sound corporate governance, guiding decision-making processes and business operations.

In essence, Prostarm Info Systems Limited strives to integrate the highest standards of corporate governance into its day-to-day operations, fostering a culture of integrity, transparency, and excellence. Through its unwavering commitment to these values, the Company seeks to build enduring trust among its

shareholders, employees, customers, regulators, and the wider community, ultimately driving sustainable business success.

Board of Directors

The Company boasts an active, experienced, highly qualified, and diverse Board, well-informed and committed to fulfilling its fiduciary duties while upholding the Company’s Corporate Governance philosophy. This diversity enables a comprehensive analysis of market dynamics, competitive landscape, and future trends. Leveraging their varied knowledge and experiences, the Board introduces innovative ideas, alternative approaches, and novel solutions to address challenges effectively. Such diversity also brings numerous advantages to the Company, such as enhanced decision-making, improved risk management, adaptability to change, a strategic vision, inclusive stakeholder representation, fostering innovation and ensuring effective oversight, thereby contributing significantly to the Company’s long-term success.

Primarily tasked with providing strategic direction and leadership, the Board supervises management policies to guarantee their effectiveness, consistently prioritizing the sustained interests of shareholders and other stakeholders. Every decision and action taken by the Board is firmly grounded in the Company’s best interests.

Board Composition:

The composition of the Board of Directors of the Company (“the Board”) is in conformity with the requirement of Regulation 17 of the Listing Regulations and it consists of a balanced combination of Executive Directors, Non-executive Directors, Independent Directors and Woman Director.

As on March 31, 2025, the strength of the Board was Nine (9) Directors, comprising:

- One (1) Executive Director & Chairman
- Three (3) Executive Directors
- Five (5) Independent Directors

The Two (2) Executive Directors amongst the Four (4) Executive Directors are amongst the Promoters of the Company.

None of the Directors of the Company is a member of more than Ten (10) Committees or a Chairperson of more than Five (5) committees across all the Listed Companies in which he/she is a director as per Regulation 26(1) of the SEBI Listing Regulations. Further as mandated by Regulation 17A of SEBI Listing Regulations, no Director of the Company serves as Director/Independent Director in more than seven listed companies and in case he/she is serving as a Whole-Time Director/ Managing Director in any listed

company, does not hold the position of Independent Director in more than three listed companies. Further, all Directors have informed about their Directorships and Committee memberships/ chairpersonships including any changes in their positions. None of the Directors on the Board has attained the age of 75 years. Further, the maximum tenure of Independent Directors is in line with the provisions of Companies Act, 2013 (“the Act”) and Rules made thereunder.

The information of composition of the Board, category and their Directorships and Committees’ Membership / Chairpersonship across all the companies in which they are Directors, as on March 31, 2025 are as under:

Name of Director	DIN	Category	No. of Directorships		No. of Memberships / Chairpersonships of Committees in public companies		Directorship in Other Company(ies)	
			Public	Private / Non profit	Member-ships	Chairper-sonships	Name of the Company	Position Held
Executive Directors								
Mr. Tapan Ghose	01739231	Chairperson & Managing Director	0	0	2	1	-	-
Mr. Raghu Ramesh Thammannashastry	03331642	Whole-time Director	0	0	0	1	-	-
Executive Cum Promoter Directors								
Mr. Ram Agarwal	01739245	CEO & Whole-time Director	0	1	2	0	1. Prostarm Energy Systems Private Limited	
Mr. Vikas Shyamsunder Agarwal	01940262	Whole-time Director	0	2	0	0	1. EV Swapping Private Limited; 2. Prostarm Energy Systems Private Limited	
Non – Executive Independent Directors								
Ms. Mitali Chatterjee	10044949	Independent Director	0	0	0	1		
Mr. Bhargav Chatterjee	10045275	Independent Director	0	0	2	1	-	-
Mr. Goutam Paul	06902493	Independent Director	0	4	1	0	1. Pivot Net Technologies Private Limited; 2. Southern Cabin Restaurants Private Limited; 3. Coactive Edge Technologies Private Limited 4. Edufusion Solutions Private Limited	
Mr. Shivkumar Baser	10076598	Independent Director	0	0	1	0	-	-
Mr. Ganesh Pansari	10079829	Independent Director	0	0	1	1	-	-

Notes:

1. No. of directorships held by the Directors does not include directorships in foreign companies, Amalgamated, in process of strike off, Companies formed under Section 25 of the Companies Act, 1956 & Section 8 of the Companies Act, 2013 and Directorship held as an alternate Director.
2. Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies.
3. Mr. Ram Agarwal and Mr. Vikas Shyamsunder Agarwal are related to each other. None of the other Directors is related inter-se.

Number of shares and convertible instruments held by Non-Executive Directors:

None of the Non- Executive Directors of the Company hold any shares and/ or convertible instruments as of March 31, 2025.

Board Meetings and Attendance:

The Board meets at regular intervals to discuss and establish business strategies, review of overall business performance, financial performance and approval of quarterly/ annual financial results of the Company. The notice and detailed agenda of a Board meeting along with the relevant notes and other material information are sent in advance to each director. This process ensures timely and

informed decisions by the Board. During the Financial Year under review, the Board met Eight (8) times. The details of directors’ attendance at the Board meetings held and the annual general meeting held during the year are set out below:

Sr. No.	Date of Meeting
1.	May 29, 2024
2.	August 26, 2024
3.	September 17, 2024
4.	September 20, 2024
5.	September 28, 2024
6.	January 18, 2025
7.	February 10, 2025
8.	February 24, 2025

Sr. No.	Name of Director	No. of Board Meetings			Attendance at the last AGM held on September 18, 2024
		Held	Eligible to attend	Attended	
1.	Mr. Tapan Ghose	8	8	8	Yes
2.	Mr. Ram Agarwal	8	8	6	Yes
3.	Mr. Vikas Shyamsunder Agarwal	8	8	5	Yes
4.	Mr. Raghu Ramesh Thammannashastri	8	8	3	No
5.	Ms. Mitali Chatterjee	8	8	4	No
6.	Mr. Bhargav Chatterjee	8	8	8	Yes
7.	Mr. Goutam Paul	8	8	6	No
8.	Mr. Shivkumar Baser	8	8	8	No
9.	Mr. Ganesh Pansari	8	8	8	No

Code of Conduct:

The Company has adopted a Code of Business Conduct & Ethics (**‘the Code’**) which is applicable to Board of Directors and all Employees of the Company. This Code guides the Directors and Employees of the Company to act honestly, ethically and with integrity and to conduct their activities in professional, courteous and respectful manner. This code also specifically incorporates the duties of Independent Directors as laid down in Schedule IV of the Act. This code is available on the website of the Company at [www.prostarm.com/investor/codes-policies](http://www.prostarm.com/investor/codes-policies).

All Board Members and Senior Management Personnel have affirmed compliance with the Code.

Appointment / Re-appointment of Director:

Pursuant to the provisions of Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), the particulars of the Director seeking re-appointment are provided in the Explanatory Statement to the Notice of the Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had earlier re-appointed Mr. Raghu Ramesh

Thammannashastri (DIN: 03331642) as Whole-Time Director of the Company for a period of one (1) year, effective from April 1, 2025 to March 31, 2026. Mr. Thammannashastri has submitted the requisite consents and disclosures as prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

Further, now it is proposed to revise the term of appointment (including remuneration) of Mr. Raghu Ramesh Thammannashastri from the previously approved tenure of one (1) year to a period of three (3) years, with effect from October 1, 2025 to September 30, 2028. The revised appointment is proposed in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto, and is subject to the approval of the Members of the Company in the ensuing Annual General Meeting (**“AGM”**).

This revision is being considered in recognition of Mr. Raghu Ramesh Thammannashastri’s sustained contributions to the Company’s growth and performance, and to ensure continuity and long-term leadership stability. In line with his extended tenure and expanded responsibilities, a revision in the remuneration payable to him is also proposed, aligned with industry benchmarks.

A chart or a matrix setting out Skills/Expertise/ Competence of Board of Directors as per Schedule V of SEBI Listing Regulations:

The Board’s strength lies in the collective skills, knowledge, and experience of its directors, enabling effective organizational governance. The Directors of the Company are highly accomplished professionals with extensive expertise. the Board of Directors has identified the skills/expertise and competencies relevant to the Company’s business and confirmed the possession of these attributes by each Board member, as required under the said regulations.

In terms of requirement of SEBI Listing Regulations, the Board has identified the following skills / expertise / competencies of the Directors as given below:

<b>Business Leadership</b>	Experience as Entrepreneur/ Business Leader/ CEO/ Industrialist, leading the operations of a large organization with an understanding of the consumer, operations, sales & marketing, business processes, strategic planning, risk management and governance.
<b>Financial Expertise</b>	Having expertise in Good financial planning includes details about cash flow, savings, debt, investments, insurance and any other elements of financial management and capital allocation.
<b>Strategy and Planning</b>	Appreciation of long-term trends, strategic choices and experience in guiding and Leading management teams to make decisions in uncertain environments.
<b>Corporate Governance</b>	Experience in developing governance practices, serving the best interests of all Stakeholders, maintaining board and management accountability, building long – term effective stakeholder engagements and driving corporate ethics and values.
<b>Technology &amp; Innovations</b>	Experience or knowledge of emerging areas of technology such as digital, artificial intelligence, cyber security, data center, data security etc.
<b>People Management</b>	Experience of developing talent, planning succession and driving changes towards long-term growth. General know-how of business management, talent management and development, workplace health & safety.

The specific areas of focus or expertise of individual board members are as mentioned below:

Sr. No.	Name of Director	Skills and its description					
		Technology Innovations	Business Leadership	Financial Expertise	Corporate Governance	Strategy and Planning	People Management
1.	Mr. Tapan Ghose	✓	✓	✓	✓	✓	✓
2.	Mr. Ram Agarwal	✓	✓	✓	✓	✓	✓
3.	Mr. Vikas Shyamsunder Agarwal	✓	✓	✓	✓	✓	✓
4.	Mr. Raghu Ramesh Thammannashastri	✓	✓	✓	✓	✓	✓
5.	Ms. Mitali Chatterjee	✓	✓	✓	✓	✓	✓
6.	Mr. Bhargav Chatterjee	✓	✓	✓	✓	✓	✓
7.	Mr. Goutam Paul	✓	✓	✓	✓	✓	✓
8.	Mr. Shivkumar Baser	✓	✓	✓	✓	✓	✓
9.	Mr. Ganesh Pansari	✓	✓	✓	✓	✓	✓

Independent Directors:

As on March 31, 2025 the Company has Five (5) Non-Executive Independent Directors, which comprise More than 50% of the total strength of the Board of Directors. All the Independent Directors of the Company have been appointed as per the provisions of the Act. The Independent Directors have been appointed for a fixed tenure of five years from their respective dates of appointment/re-appointment.

All Independent Directors, at the first meeting of the Board in which they participate as Directors, and

thereafter at the first meeting of the Board in every Financial Year, have confirmed in accordance with Regulation 25(8) of the SEBI Listing Regulations that they meet the independence criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149 of the Act, and the rules framed thereunder. The Independent Directors have further confirmed that they are not aware of any circumstances or situations, existing or reasonably foreseeable, that could impair their ability to discharge their responsibilities objectively, independently, and without any external influence. The Company has also received confirmation from all



the Independent Directors of their registration on the Independent Directors Database maintained by the Indian Institute of Corporate Affairs (IICA) pursuant to Section 152 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. As required under Regulation 46 of the SEBI Listing Regulations, the Standard appointment letter containing the terms and conditions of appointment of independent directors is disclosed on the Company's website at [www.prostarm.com/investor/codes-policies](http://www.prostarm.com/investor/codes-policies).

Based on the disclosures/ declarations received from all the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the conditions of Independence as specified in the Act as well as the SEBI Listing Regulations and are independent from the Management.

All Independent Directors also comply with the prescribed limits on directorship as required under the SEBI Listing Regulations. The maximum tenure of Independent Directors shall be in accordance with the Act, and Rules made thereunder, in this regard, from time to time.

Separate Independent Directors' Meetings:

During the Financial Year under review, One (1) separate meeting of the Independent Directors was held on June 07, 2024 without the presence of the Non-Independent Directors and members of management as stipulated in the Code of Independent Directors under Schedule IV of the Act and Regulation 25 of the SEBI Listing Regulations. All the Independent Directors were present at the meeting. At the said meeting, the Independent Directors, inter alia, discussed the following matters:

1. Reviewed the performance of Non-Independent Directors and the Board of Directors as a Whole;
2. Reviewed the performance of the Chairman of the Company, taking into account the view of the Executive and Non-Executive Directors;
3. Assessed the quality, quantity and timelines of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Familiarization Programme:

Pursuant to Regulation 25(7) of the SEBI Listing Regulations and provisions of the Companies Act, 2013 and associated rules, the Company conducted familiarization programme for its Directors including review of Industry Outlook at the Board Meetings, regulatory updates at Board and Audit Committee Meetings, presentations on Internal Control over Financial Reporting, Statutory Compliance, HR, IT, investor grievances, Prevention of Insider Trading Regulations, Listing Regulations, framework for Related Party Transactions, etc.

The Independent Directors immediately on appointment are issued a formal letter of appointment and a welcome docket outlining their rights, roles and responsibilities, and the Business overview of the Company, policies and procedures, code of conduct, board charter etc. The Chairman as well as the Managing Director of the Company, brief the Director(s) individually on the industry and businesses of the Company, prior to their appointment.

Details of familiarization programme imparted to the Independent Directors their roles, rights, responsibilities, the nature of the industry in which the Company operates, business model of the Company, and other related matters are available on the website of the Company at [www.prostarm.com/investor](http://www.prostarm.com/investor).

Governance by the committees

The Committees plays a crucial role in the governance structure of the Company and have been constituted to deal with specific areas as mandated by applicable regulation; which concern the Company and need a closer review. The Committees operate under the direct supervision of the Board and Chairpersons of the respective Committees report to the Board about the deliberations and decisions taken by the Committees. Each Committee is guided by its Charter or Terms of Reference, which provides for the composition, scope, powers and duties and responsibilities. The recommendation and/or observations and decisions are placed before the Board for information or approval. The Chairman of the respective Committee informs the Board about the summary of the discussions held/decisions taken at the Committee Meetings.

The recommendations of the Committees are submitted to the Board for approval. The Minutes of the Meetings of all Committees of the Board are placed before the Board for noting.

As on March 31, 2025, the following Committees are Mandatory/Non-Mandatory Committees:

- A. Audit Committee;
- B. Nomination and Remuneration Committee;
- C. Stakeholders' Relationship Committee;
- D. Corporate Social Responsibility Committee;
- E. Management Committee;
- F. IPO Committee.

A. Audit Committee:

Constitution / Composition of the Committee:

The Composition of the Audit Committee is in compliance with the provisions of Section 177 of the Act, and Regulation 18 of the SEBI Listing Regulations. The Audit Committee of the Company comprises of Four (4) Directors which includes Three (3) Non-executive Independent Directors viz. Mr. Bhargav Chatterjee, Mr. Shivkumar Baser, Mr. Goutam Paul and one Executive Director viz. Mr. Ram Agarwal. Mr. Bhargav Chatterjee is the Chairperson of the Audit Committee. The Company Secretary of the Company acts as Secretary to the Committee. All Members of the Committee possess accounting and financial management expertise.

Attendance of Members at the Audit Committee Meetings:

Details with respect to the attendance of Members at the Audit Committee Meetings held during the Financial Year under review were as follows:

Name of Director	Category	Designation in the Committee	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Bhargav Chatterjee	Non-Executive and Independent	Chairperson	07	07	07
Mr. Shivkumar Baser	Non-Executive and Independent	Member	07	07	07
Mr. Goutam Paul	Non-Executive and Independent	Member	07	07	05
Mr. Ram Agarwal	CEO & whole-time director	Member	07	07	05

The quorum as required under Regulation 18(2) of the SEBI Listing Regulations was maintained at all the meetings.

The previous 17<sup>th</sup> AGM of the Company was held on September 18, 2024, and was attended by Mr. Bhargav Chatterjee, Chairperson of the Committee.

The Committee acts as a link between the management, external and internal auditors, and the Board of Directors of the Company.

Executives from the Finance Department, representatives of the Statutory Auditors are also invited to attend the Audit Committee Meetings, whenever necessary.

Terms of Reference:

The Committee has been mandated to comply with the terms of reference as specified in Part C of Schedule II of the Listing Regulations, Section 177 of the Act and other terms of reference, as may be assigned to the Committee by the Board from time to time.

Role of the Audit Committee *inter-alia* includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

Details of Audit Committee Meetings:

During the Financial Year under review, the Audit Committee met Seven (7) times as under:

Sr. No.	Date of Meeting
1.	May 29, 2024
2.	August 26, 2024
3.	September 17, 2024
4.	September 20, 2024
5.	January 18, 2025
6.	February 10, 2025
7.	February 24, 2025

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

a. Matters required to be included in the Director's Responsibility Statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;

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;

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

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

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the Company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the Company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

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

14. Discussion with internal auditors of any significant findings and follow up there on;

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

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

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

18. To review the functioning of the Whistle Blower Mechanism;

19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. 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;

21. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

22. Carrying out any other function as is mentioned in the terms of reference of the audit committee, the Companies Act, SEBI Listing Regulations and/ or any other laws as may be applicable.

**The Audit Committee shall also mandatorily review the following information:**

1. Management discussion and analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;

3. Management letters / letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses; and

5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

6. 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).

**B. Nomination and Remuneration Committee:**

**Constitution / Composition of the Committee:**

In compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Company has duly constituted a Nomination and Remuneration Committee ("**NRC**"). The NRC prima-facie ensures that the Company's nomination, remuneration and incentive policies, practices and key performance indicators of the Executive Directors, Key Managerial Personnel and the Senior Management are aligned with the Board's vision, values and overall business objectives and

are appropriately designed to attract, motivate and retain them and to pursue the long-term growth and success of the Company. The Company Secretary acts as the Secretary of the Committee. The NRC of the Company comprises of Four (4) Directors which includes Three (3) Non-executive Independent Directors viz. Ms. Mitali Chatterjee, Mr. Bhargav Chatterjee, Mr. Ganesh Basant Pansari and one Executive Director viz. Mr. Tapan Ghose. Ms. Mitali Chatterjee is the Chairperson of the Nomination and Remuneration Committee.

**Details of Nomination and Remuneration Committee Meetings:**

During the Financial Year under review, the NRC met Six (6) times as under:

Sr. No.	Date of Meeting
1.	May 29, 2024
2.	August 26, 2024
3.	September 17, 2024
4.	September 20, 2024
5.	January 18, 2025
6.	February 10, 2025

**Attendance of Members at the Nomination and Remuneration Committee Meetings:**

Details with respect to the attendance of Members at the Nomination and Remuneration Committee Meetings held during the Financial Year under review were as follows:

Name of Director	Category	Designation in the Committee	No. of Meetings		
			Held	Eligible to attend	Attended
Ms. Mitali Chatterjee	Non-Executive and Independent	Chairperson	06	06	03
Mr. Ganesh Pansari	Non-Executive and Independent	Member	06	06	06
Mr. Bhargav Chatterjee	Non-Executive and Independent	Member	06	06	06
Mr. Tapan Ghose	Chairman & Managing Director	Member	06	06	06

The quorum as required under Regulation 19 of the SEBI Listing Regulations was maintained at all the meetings.

**Terms of Reference:**

The terms of reference of the Nomination and Remuneration Committee are in accordance with Regulation 19 read with Para A of Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

**The role of the Nomination and Remuneration Committee *inter-alia* includes the following:**

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;

1A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience of the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an independent Director shall have the capabilities identified in the description. For the purpose of identifying suitable candidates, the Committee may:

a) use the services of an external agencies, if required;

- b) consider candidates from a wide range of backgrounds, having due regards to diversity; and

c) consider the time commitments of the candidates.
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;

3. Devising a policy on diversity of board of directors;

4. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

5. 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;

6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

**Criteria for performance evaluation:**

The Nomination and Remuneration Committee, in order to facilitate the performance evaluation process, laid down the evaluation criteria for the performance of Executive / Non-Executive / Independent Directors, Chairman of the Board, Committees and the Board as a whole and approved specific evaluation forms.



The Independent Directors were evaluated on the criteria such as participation at Board / Committee meetings, commitment, knowledge and expertise, managing relationship with stakeholders, integrity and maintaining of confidentiality, independence of behavior and judgment, impact and influence, exercise of objective independent judgment in the best interest of Company, ability to contribute to and monitor corporate governance practice and adherence to the code of conduct for independent directors. Further, more detail regarding performance evaluation of Board, Committees and Directors are provided in Director's Report.

Remuneration Policy:

The Company believes that human resource is the key for continuous growth and development of the Company. The Company's Nomination and Remuneration Policy for Directors, Key Managerial Personnel, and other employees form an integral part of the Board's Report. Further, the Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees, and other Individual Directors. The Company's Nomination and Remuneration Policy is directed towards rewarding performance based on the review of achievements periodically. The nomination and remuneration policy are in consonance with the existing industry practice. The said Policy also

includes criteria for making payments to Non-Executive Directors. The policy is available on Company's website at [www.prostarm.com/investor/codes-policies](http://www.prostarm.com/investor/codes-policies).

The remuneration of the Executive and Non-Executive Directors of the Company is decided by the Board on the terms and conditions as per the recommendation by the Nomination and Remuneration Committee & Audit Committee if required.

Remuneration to Executive Directors:

The Company pays remuneration by way of salary, benefits, perquisites and allowances to the Managing Director and/or the Executive Director, in accordance with the limits prescribed under the Section 197, Schedule V of the Companies Act, 2013 and the Rules made thereunder. Companies Act, 2013, the SEBI Listing Regulations, Nomination and Remuneration Policy of the Company and as approved by the Board and the Members of the Company from time to time. In determining the remuneration package of the Executive Directors, the Nomination and Remuneration Committee evaluates experience, qualification, positive attributes, performance and the remuneration paid by comparable organization and thereafter makes its recommendation to the Board.

The remuneration paid to the Executive Directors for the Financial Year under review is given below:

(₹ in Lakhs)

Name	Salary	Performance Bonus / Commission	Total	Total Contract Period/ Term
Mr. Tapan Ghose	18.23	42.24	60.47	Five years w.e.f. August 08, 2023
Mr. Ram Agarwal	54.23	23.76	77.99	Five years w.e.f. March 09, 2023
Mr. Vikas Shyamsunder Agarwal	06.00	-	06.00	Five years w.e.f. March 31, 2023
Mr. Raghu Ramesh Thammannashastry	24.23	10.61	34.84	One year w.e.f April 01, 2025
Total	102.69	76.61	179.30	-

There is no separate provision for payment of severance fees.

During the year, Company has allotted 2,11,000 each stock options to Mr. Tapan Ghose and Mr. Raghu Ramesh Thammannashastry on September 20, 2024.

Remuneration to Non-Executive Directors:

Criteria of making payments to Non-Executive Directors:

The Non- Executive Directors play a crucial role in the independent functioning of the Board. Non-Executive Directors bring in external and wider perspective to the decision-making by the Board. They provide leadership and strategic guidance, while maintaining objective judgment. The Non-Executive Directors also help the Company in ensuring that all legal requirements and corporate governance are complied with and well taken care of. The responsibilities and obligations imposed on

the Non-Executive Directors have increased manifold in the recent years on account of several factors, including the growth in the activities of the Company and the rapid evolution arising out of legal and regulatory provisions and requirements

The criteria of making payments to Non-Executive Directors cover, *inter-alia*, number of meetings attended, Chairpersonship of Committees of the Board, time spent in deliberations with the senior management on operational matters other than at meetings and contribution at the Board/Committee(s) levels.

Non-Executive Directors are paid sitting fees for attending any Meeting of the Board and Committee of the Board as recommended by Nomination and Remuneration Committee and decided by the Board from time to time.

Though, currently, Non-Executive / Independent Directors are not paid any remuneration other than sitting fees as prescribed under Section 197 (5) of the Act but their remuneration if paid, excluding such sitting fees shall be subject to ceiling/ limits as provided under the Act, Rules made there and SEBI Listing Regulations.

The details of sitting fees to Non-Executive Directors are as under:

(₹)

Name of Director	Category	Sitting Fees paid during F.Y. 2024-25
Mr. Bhargav Chatterjee	Non-Executive and Independent	2,17,500/-
Ms. Mitali Chatterjee	Non-Executive and Independent	87,500/-
Mr. Goutam Paul	Non-Executive and Independent	1,05,000/-
Mr. Shivkumar Baser	Non-Executive and Independent	1,40,000/-
Mr. Ganesh Pansari	Non-Executive and Independent	1,32,500/-

Apart from reimbursement of expenses incurred in the discharge of their duties and the sitting fees paid to Non-Executive Directors as entitled under the Act, none of these Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors and its Senior Management, which would affect their independence.

Moreover, no stock option has been granted to any Non-Executive Director of the Company.

Senior Management Employees:

The remuneration is divided into two components viz; fixed component of salaries, perquisites and retirement benefits and variable component of performance based incentive.

Pecuniary Relationship or transaction:

There were no other pecuniary relations or transactions of Non-Executive Directors vis-à-vis the Company.

C. Stakeholders' Relationship Committee:

Constitution / Composition of the Committee:

The Stakeholders' Relationship Committee of the Company is entrusted with the responsibility of resolving the grievances of the security holders of the Company. The right of stakeholders plays a very important role in the Corporate Governance of the Company. The composition, quorum, powers, role and scope are in accordance with Section 178(5) of the Act and the provisions of Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations. It functions in accordance with its charter that defines its authority, responsibility, and reporting function.

The Stakeholders' Relationship Committee of the Company comprises of Three (3) Directors which includes one (1) Non- Executive Director viz. Mr. Ganesh Pansari and Two (2) Executive Directors viz. Mr. Ram Agarwal and Mr. Tapan Ghose. Mr. Ganesh Pansari is the Chairperson of the Stakeholders' Relationship Committee. The Committee's composition is in line with the provisions of Section 178(5) of the Act and Regulation 20 of the Listing Regulations.

Details and Attendance of Stakeholders' Relationship Committee Meeting:

During the Financial Year under review, the Meeting of Stakeholders' Relationship Committee was held on March 13, 2025.

The attendance of the Members at the above meeting is as under:

Name of Director	Category	Designation in the Committee	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Ganesh Pansari	Non-Executive and Independent	Chairperson	01	01	00
Mr. Tapan Ghose	Managing Director	Member	01	01	01
Mr. Ram Agarwal	Executive Director	Member	01	01	01

The Company Secretary acts as the Secretary to the Committee.

Terms of reference:

The Committee has been mandated to comply with the terms of reference as specified Regulation 20 read with Para B of Part D of Schedule II of the SEBI Listing Regulations, Section 178 of the Act and as may be assigned by the Board from time to time.

Role of the Stakeholders’ Relationship Committee *inter-alia* includes the following:

The role of the Stakeholders’ Relationship Committee *inter-alia* includes the following:

- 1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- 2. Review of measures taken for effective exercise of voting rights by shareholders;
- 3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- 4. Review of the various 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;

Name and Designation of Compliance Officer:

During the Financial Year under review, Mr. Sachin Gupta has been appointed as Company Secretary & Compliance officer of the Company with effect from August 27, 2024.

Investors Grievance Redressal:

Details of investor grievances received and resolved during the year under review are as follows:

Opening Balance (As on April 1, 2024)	Complaints Received during the year	Complaints Resolved during the year	Closing Balance (As on March 31, 2025)
0	0	0	0

The attendance of the Members at the above meeting is as under:

Name of Director	Category	Designation in the Committee	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Tapan Ghose	Managing Director	Chairperson	02	02	02
Mr. Bhargav Chatterjee	Non-Executive and Independent	Member	02	02	02
Mr. Raghu Ramesh Thammannashastri	Executive Director	Member	02	02	00

The Committee functions in accordance with the terms of reference as specified under the Act and as may be specified by the Board from time to time, which *inter-alia* includes:

Prevention of Insider Trading:

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Insider Trading Regulations”), as amended, Company has adopted a ‘Code of Conduct to regulate, monitor and report trading by designated persons in listed or proposed to be listed securities’ of your Company (“the Code”) and the ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information’ (“Code of Fair Disclosure”). The Board has also formulated a policy for determination of ‘legitimate purposes’ as a part of the Code of Fair Disclosure. The Board, designated persons and other connected persons have affirmed compliance with the Code.

The Code aims at preserving and preventing misuse of UPSI. All designated persons of your Company are covered under the Code, which provides inter alia for periodical disclosures and obtaining pre-clearances for trading in securities of Company. The said Code has also been hosted on the Company’s website at [www.prostarm.com/investor/codes-policies](http://www.prostarm.com/investor/codes-policies).

D. Corporate Social Responsibility Committee:

Constitution / Composition of the Committee:

Corporate Social Responsibility (“CSR”) is the continuing commitment by business to behave ethically and contribute to economic development while improving the quality of life of the workforce and their families as well as of the local community and society at large.

The Composition of the CSR Committee is in compliance with the provisions of Section 135 of the Act, The CSR Committee comprises of Three (3) Directors which includes one (1) Non-Executive Director viz. Mr. Bhargav Chatterjee and Two (2) Executive Directors viz. Mr. Tapan Ghose and Raghu Ramesh Thammannashastri. Mr. Tapan Ghose is the Chairperson of the CSR Committee.

Details and Attendance of Corporate Social Responsibility Committee Meeting:

During the Financial Year under review, Two (2) meetings of CSR Committee was held on September 17, 2024 and January 18, 2025.

Terms of reference:

The terms of reference of the Corporate Social Responsibility Committee are in accordance with the terms of reference provided under Section 135 of the Companies Act, 2013 and other terms of reference, as may be assigned to the Committee by the Board from time to time.

Role of the CSR Committee *inter-alia* includes the following:

- 1. Formulate and recommend to the Board, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
- 2. Identify corporate social responsibility policy partners and corporate social responsibility policy program;
- 3. Review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company. The amount spent pursuant to the “Corporate Social Responsibility Committee” shall be, in every Fiscal, at least two percent. of the average net profits of the Company made during the three immediately preceding Fiscal;
- 4. Delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- 5. Review and monitor the implementation of corporate social responsibility programs and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programs;
- 6. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time;
- 7. The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:
- 8. The list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
- 9. The manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

- 10. The modalities of utilization of funds and implementation schedules for the projects or programmes;
- 11. Monitoring and reporting mechanism for the projects or programmes; and
- 12. Details of need and impact assessment, if any, for the projects undertaken by the Company; and exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

During the year, the Board, on recommendation of the CSR Committee, approved revisions to the CSR Policy to align the policy with the revised provisions of the Act, in this regard.

This CSR Policy is available on the website of the Company at [www.prostarm.com/investor/codes-policies](http://www.prostarm.com/investor/codes-policies).

E. Management Committee:

Constitution / Composition of the Committee:

The Internal Management Committee (“MCM”) has been constituted by the Board with the primary objective to assist the Board on matters relating to the day-to-day business activities of the Company. It was Constituted by the resolution passed by the Board of Directors at their meeting held on July 10, 2023 and it was further amended on May 08, 2025, under the provisions of Section 179 of the Companies Act 2013. The Management Committee of the Company comprises of Two (2) Executive Directors viz. Mr. Ram Agarwal, Mr. Tapan Ghose and Chief Financial Officer of the Company viz. Mr. Abhishek Jain. Mr. Ram Agarwal is the Chairperson of the Management Committee.

Details of Management Committee Meetings:

During the Financial Year under review, the Management Committee met Ten (10) times as under:

Sr. No.	Date of Meeting
1.	April 04, 2024
2.	April 20, 2024
3.	April 29, 2024
4.	June 10, 2024
5.	June 26, 2024
6.	August 31, 2024
7.	November 15, 2024
8.	January 07, 2025
9.	February 25, 2025
10.	March 13, 2025



Attendance of Members at the Management Committee Meetings:

Details with respect to the attendance of Members at the Management Committee Meetings held during the Financial Year under review were as follows:

Name of Director/ Member	Category	Designation in the Committee	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Ram Agarwal	CEO & Whole Time Director	Chairperson	10	10	10
Mr. Tapan Ghose	Chairman & Managing Director	Member	10	10	10
Mr. Abhishek Jain	Chief Financial Officer	Member	10	10	10

Terms of Reference:

The Committee functions in accordance with the terms of reference as specified and as may be specified by the Board from time to time.

Role of the Management Committee *inter-alia* includes the following:

- To open bank accounts, carry out banking activity in ordinary course of business;
- To apply for tenders with various organizations;
- To make applications for registration or empanelment with any organization or Governments;
- To Borrow the funds up to ₹ 100 crores;
- To Invest the funds up to ₹ 150 crores;
- To grant loan or give guarantee or provide security in respect of loan up to ₹ 50 crores;
- To finalise, sign and execute Rental Agreements and other Business Agreements and the Committee to further authorize persons to sign such agreements and appear on behalf of the Company;
- To make necessary applications with various Government, Quasi-Government and other Organizations in ordinary course of business;
- To nominate any employees / executives / signatories / consultants at different locations

Name of Director/ Member	Category	Designation in the Committee	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Ram Agarwal	CEO & Whole Time Director	Chairperson	02	02	02
Mr. Tapan Ghose	Chairman & Managing Director	Member	02	02	02
Mr. Abhishek Jain	Chief Financial Officer	Member	02	02	02
Mr. Ganesh Pansari	Independent Director	Member	02	02	00

Terms of reference:

The IPO Committee is authorized, on behalf of the Board, to approve, implement, negotiate, carry out and decide upon, in its absolute discretion, all

for statutory compliances as well as for various legal matters / cases etc.;

- To decide and discharge on any specific authority, powers or functions granted or delegated to Committee either by the Board / Shareholders;
- Any other ancillary matters which may arise in normal course of business.

F. IPO Committee

Constitution / Composition of the Committee:

The IPO Committee was constituted by a resolution by the Board of Directors at their meeting held on September 17, 2024, The Committee consists of Four Members including one Independent Director viz. Mr. Ganesh Pansari, Two (2) Executive Directors viz. Mr. Ram Agarwal, Mr. Tapan Ghose and Chief Financial Officer of the Company viz. Mr. Abhishek Jain. Mr. Ram Agarwal is the Chairperson of the Management Committee.

Details and Attendance of IPO Committee Meetings:

During the Financial Year under review, Two (2) meetings of IPO Committee was held on September 18, 2024 and January 30, 2025.

Details with respect to the attendance of Members at the IPO Committee Meetings held during the Financial Year under review were as follows:

activities in connection with the IPO as permitted under applicable law including without limitation.

Role of the IPO Committee *inter-alia* includes the following:

- To decide, negotiate and finalise the pricing, the terms of issue of the Equity Shares and all other related matters including the execution of the relevant documents with the investors, in consultation with the book running lead manager (“BRLM”) appointed in relation to the Issue.
- To decide in consultation with the BRLM the actual size of the Issue and taking on record the number of equity shares, having face value of ₹ 10/- per equity share (the “Equity Shares”), and/or reservation on a competitive basis, and/or any rounding off in the event of any oversubscription and/or any discount to be offered to retail individual bidders or eligible employees participating in the Issue and all the terms and conditions of the Issue, including without limitation timing, opening and closing dates of the Issue, price band, allocation/allotment to eligible persons pursuant to the Issue, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto.
- To appoint, instruct and enter into agreements with the BRLM, and in consultation with BRLM appoint and enter into agreements with intermediaries, co-managers, underwriters, syndicate members, brokers, escrow collection banks, auditors, independent chartered accountants, refund bankers, registrar, grading agency, monitoring agency, industry expert, legal counsel, depositories, custodians, credit rating agencies, printers, advertising agency(ies), and any other agencies or persons (including any successors or replacements thereof) whose appointment is required in relation to the Issue and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters and offer agreement with the BRLM, and the underwriting agreement with the underwriters, and to terminate agreements or arrangements with such intermediaries.
- To make any alteration, addition or variation in relation to the Issue, in consultation with the BRLM or regulatory authorities or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure and the exact component of issue of Equity Shares.
- To finalise, settle, approve, adopt and arrange for submission of the draft red

herring prospectus (“DRHP”), red herring prospectus (“RHP”) the **Prospectus**, and any amendments, supplements, notices, clarifications, reply to observations, addenda or corrigenda thereto, to appropriate government and regulatory authorities, the Registrar of Companies, institutions or bodies.

- To offer advertisements in such newspapers and other media as it may deem fit and proper, in consultation with the relevant intermediaries appointed for the Issue in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), Companies Act, 2013, as amended and other applicable laws.
- To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing members to sell any Equity Shares held by them.
- To open separate escrow accounts to receive application monies from anchor investors/ underwriters in respect of the bid amounts and a bank account as the refund account for handling refunds in relation to the Issue and in respect of which a refund, if any will be made.
- To open account with the bankers to the Issue to receive application monies in relation to the Issue in terms of Section 40(3) of the Companies Act, 2013, as amended.
- To do all such deeds and acts as may be required to dematerialize the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the Central Depository Services (India) Limited, Registrar and Share Transfer Agents and such other agencies, as may be required in this connection, with power to authorise one or more officers of the Company to execute all or any such documents.
- To negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, cash escrow and sponsor bank agreement, underwriting agreement, agreements with the registrar to the Issue, monitoring agency and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever with the registrar to the Issue, legal advisor, auditors,

- Stock Exchange, BRLM and other agencies/ intermediaries in connection with Issue with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents.

12. To make any applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Stock Exchange, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), Registrar of Companies and such other statutory and governmental authorities in connection with the Issue, as required under applicable laws, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the Prospectus.

13. To make in-principle and final applications for listing and trading of the Equity Shares on one or more Stock Exchange, to execute and to deliver or arrange the delivery of the equity listing agreement(s) or equivalent documentation to the Stock Exchange and to take all such other actions as may be necessary in connection with obtaining such listing.

14. To determine and finalize, in consultation with the BRLM, the price band for the Issue and minimum bid lot for the purpose of bidding, any revision to the price band and the final Issue price after bid closure, and to finalize the basis of allocation and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws and undertake other matters in connection with or incidental to the Issue, including determining the anchor investor portion, the Pre-IPO Placement, if any, in accordance with the SEBI ICDR Regulations.

15. To offer receipts/allotment advice/ confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforementioned documents.

16. To approve the code of conduct, suitable insider trading policy, whistle blower/ vigil mechanism policy, risk management policy and other corporate governance requirements considered necessary by the Board or the IPO Committee or as required under applicable laws or the uniform listing agreement to be entered into by the Company with the relevant Stock Exchange.

17. To seek, if required, the consent and waivers of the parties with whom the Company has entered into various commercial and other agreements such as Company’s lenders, joint venture partners, all concerned governmental and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue in accordance with the applicable laws.

18. To determine the price at which the Equity Shares are issued, allocated, transferred and/or allotted to investors in the Issue in accordance with applicable regulations in consultation with the BRLM and/or any other advisors, and determine the discount, if any, proposed to be issued to eligible categories of investors.

19. To settle all questions, difficulties or doubts that may arise in relation to the Issue, as it may in its absolute discretion deem fit.

20. To do all acts, deeds and things and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Issue.

21. To authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage and remuneration in connection with the Issue.

22. To withdraw the DP or RHP or to decide not to proceed with the Issue at any stage, in consultation with the BRLM and in accordance with the SEBI ICDR Regulations and other applicable laws.

23. To determine the utilization of proceeds of the fresh issue, if applicable, and accept and appropriate proceeds of such fresh issue in accordance with the Applicable Laws;

24. To undertake, do any act which may be required to complete the proposed public issue;

25. To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies and the relevant Stock Exchange(s) where the Equity Shares are to be listed; and

26. To authorize and empower officers of the Company (each, an “**Authorized Officer(s)**”), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Issue, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the Stock Exchange(s), the registrar’s agreement and memorandum of understanding, the depositories’ agreements, the offer agreement with the BRLM (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLM and syndicate members, the cash escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, placement agents, registrar to the Issue, bankers to the Company, managers, underwriters, escrow agents, accountants, auditors, legal counsel,

depositories, advertising agency(ies), brokers, escrow collection bankers, auditors, grading agency, monitoring agency and all such persons or agencies as may be involved in or concerned with the Issue, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Issue by the BRLM and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Issue; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.

*Further, after the Financial Year, the Board in its meeting held on June 23, 2025 dissolved IPO Committee.*

Senior management:

The information on List of Senior Management Personnel (SMPs) is available for inspection of the Members at the website of the Company viz. [www.prostarm.com/investor](http://www.prostarm.com/investor).

General Body Meetings:

1. Annual General Meeting (“AGM”):

The details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under:

Year	Date and Time of AGM	Venue	Special Resolutions passed
2024	September 18, 2024 at 03: 30 PM	Plot No. EL-79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400710, Maharashtra, India.	<div>1. Approval of Initial Public offering by way of Fresh Issue of Equity Shares;</div> <div>2. Approval of limit of Loan /Guarantee under Section 185 of the Companies Act 2013;</div> <div>3. Ratification of Remuneration of Cost Auditor;</div> <div>4. Approval of appointment of Ms. Sonu Ram Agarwal to hold office/ place of profit;</div> <div>5. Approval of Continuation of Mr. Tapan Ghose (DIN: 01739231) as Chairman &amp; Managing Director beyond the age of 70 years;</div> <div>6. Approval of Grant of Employee Stock Options to the employees of the Company under 'Prostarm Employee Stock Option Plan 2024 (“ESOP 2024”/ “ESOP Plan”/ “Plan”);</div> <div>7. Grant of employee Stock options to the Employees of Subsidiary Company(ies), If any, of the Company under 'Prostarm Employee Stock Option Plan 2024 (“ESOP 2024”/ “ESOP Plan”/ “Plan”).</div>
2023	September 30, 2023 at 03:30 PM	Plot No. EL-35, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane –400 710, Maharashtra, India	–
2022	September 30, 2022 at 10:30 AM	Plot No. EL-35, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400710, Maharashtra, India	–



2. Extraordinary General Meeting:

During Financial Year under review, following resolutions were passed at the Extra Ordinary General Meetings (“EOGM”) of the Company:

Date and Time of EOGM	Venue	Resolutions passed
February 12, 2025 at 03:00 PM	Plot No. EL-79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400710, Maharashtra, India.	1. Re-Appointment of Mr. Raghu Ramesh Thammannashastri (DIN: 03331642) as a Whole -Time Director for a Further Period of 1 Year; 2. To Consider and Approve to Increase the Authorised Share Capital from ₹ 61 Crores to ₹ 66 Crores; 3. Increase the ESOP Pool From 19.5 Lakhs to 40 Lakhs Under ‘ <b>Prostarm Employee Stock Option Plan 2024</b> ’ and Grant of Employee Stock Options to the Employees of the Company; 4. Increase the ESOP Pool From 19.5 Lakhs to 40 Lakhs Under ‘ <b>Prostarm Employee Stock Option Plan 2024</b> ’ and Grant of Employee Stock Options Employees of Subsidiary Company(ies);

3. Postal Ballot:

The Company has till date not passed any resolution through postal ballot. However, whenever Company choses to pass any resolution through postal ballot it will duly comply with the due process as stipulated in the Act and the Listing Regulations.

MEANS OF COMMUNICATION:

As on March 31, 2025, the Company was not a listed entity, the Company has recently got listed on National Stock Exchange of India Limited and BSE Limited with effect from June 03, 2025. Post listing, the Company has adopted the following means of communication:

(a) Quarterly results:

The quarterly, half-yearly and annual results of the Company are being published at the website of the Company.

(b) Newspapers wherein results normally published:

The Company is conscious of the importance of timely dissemination of adequate information to the stakeholders. The Quarterly results are being published in leading newspapers in India in at least one English daily newspaper i.e **Financial Express (English)** and in one regional daily newspaper i.e. **Mumbai Lakshadeep (Marathi)**.

(c) Any website, where displayed:

In compliance with Regulation 46 of the SEBI Listing Regulations, a separate dedicated section under ‘Investors’ on the Company’s web-site at [www.prostarm.com/investor](http://www.prostarm.com/investor) gives information on various announcements made by the Company, Annual Report, Half-yearly/ Quarterly and Annual Financial Results along with the applicable policies of the Company including Comprehensive information about the Company, its business and operations etc.

(d) Whether it also displays official news releases:

During the Financial Year 2024- 25 and till the date of the report, the Company has not displayed its results in any official news releases hence the same is not applicable to the Company.

(e) Presentations made to institutional investors or to the analysts:

During the Financial Year 2024-25 and till the date of the report no presentations were made by the Company to any Institutional Investors and analysts hence the same is not applicable to the Company.

Further, post listing the Company has informed by way of intimation to the stock exchanges, where its securities are listed, and placing on its website all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.

2. Listing on Stock Exchanges:

The Company’s Shares are listed on:

BSE Limited (“BSE”)	National Stock Exchange of India Limited (“NSE”)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.

3. Payment of Listing Fees:

As on March 31, 2025, the Company was not a listed entity However, the Annual Listing fees for Financial Year 2025-26 has been paid by the Company to both the Stock Exchanges at the time of listing.

**Payment of Depository Fees:** Annual Custody/ Issuer fees for the Financial Year 2024-25 have been paid by the Company to National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”).

4. Registrar to an issue and share transfer agents (“RTA”):

KFin Technologies Limited

- **Address:** Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi 500 032, Telangana, India.
- **E-mail:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- **Telephone:** +91 40 6716 2222 / 1800 309 4001 (Toll Free)
- **Website:** [www.kfintech.com](http://www.kfintech.com) / <https://ris.kfintech.com>
- **Investor Support Centre (DIY Link):** <https://kprism.kfintech.com>

5. Share Transfer System:

Trading in Equity Shares of the Company through BSE Limited or National Stock Exchange Limited is permitted only in dematerialized form. As on the date of the report all the shares of the Company were in dematerialized form.

Further, Securities and Exchange Board of India (SEBI) vide its notification dated June 08, 2018 has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (Listing Regulations) and SEBI (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations 2018 (RTA Regulations) and amendment to Regulation 40 of the Listing Regulations and Clause 5(c) of Schedule III of the RTA Regulations. These amendments have mandated that the transfer of securities would be carried out only in dematerialized form.

The RTA of the Company is responsible for carrying out share-related activities like the transfer of shares, the transmission of shares, the transposition of shares, name deletion, and change of address, amongst others. The Board of Directors of the Company has delegated the authority to approve the transfer of shares, the transmission of shares, request for name deletion of name of shareholders, etc. to the designated officials of the Company.

6. Distribution of Shareholding:

As on March 31, 2025 the distribution of shareholding was as below:

**Promoter and Promoter Group: 100%**

As at the date of listing i.e. June 03, 2025 the distribution of shareholding was as below:

**Promoter and Promoter Group: 72.82%**

**Public: 27.18%**

7. Dematerialization of Shares and liquidity:

The Company’s shares enjoy demat facility with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with ISIN: INE0BX301013

As on March 31, 2025 and as at the date of listing i.e. June 03, 2025 the entire shareholding of the Company were held in demat mode.

8. Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

As on March 31, 2025, there are no Outstanding GDRs/ADRs/Warrants or any Convertible instruments.

9. Commodity price risk or foreign exchange risk and hedging activities:

The Company is exposed to foreign exchange risk and the impact of which is not material on the financial statements. The Company does not undertake any commodities business and entered into any hedging transactions for said risks.

GENERAL SHAREHOLDER INFORMATION:

1. Annual General Meeting (“AGM”) for the Financial Year 2025-26:

Annual General Meeting	18 <sup>th</sup> Annual General Meeting
Day and Date	Friday, September 26, 2025
Time	03:00 P.M. (IST)
Mode / Venue	The Company is conducting AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) pursuant to Circulars issued by the Ministry of Corporate Affairs and as such there is no requirement to have a venue for the AGM.
Cut Off Date	Friday, September 19, 2025
E-Voting Date	Tuesday, September 23, 2025 (09:00 a.m.) To Thursday, September 25, 2025 (05:00 p.m.)
Financial Year	The Financial Year covers the period from April 01, 2024 to March 31, 2025.
Dividend Payment Date	The Company did not declare any dividend during the Financial Year.

10. Plant locations:

Our Manufacturing Units are situated in the state of Maharashtra. Below Manufacturing Unit II is being operated under our Wholly Owned Subsidiary (WOS) i.e. Prostarm Energy Systems Private Limited. The details of our production facilities in operation are detailed in the table below:

Manufacturing Unit I	Manufacturing unit of our Company situated at Basement and 2 <sup>nd</sup> floor, S. No. 37/1 to 4/1/4, Jay Paru Vasu (Extension), Behind Harsh Agro Pipe Karkhana Lane, Pisoli, Pune – 411 048, Maharashtra, India
Manufacturing Unit II	Manufacturing unit of our WOS situated at Ground and 1 <sup>st</sup> Floor, S. No. 37/1 to 4/1/4, Pisoli, B Jay Paru Vasu (Extension), Behind Harsh Agro Pipe Karkhana Lane, Pisoli, Pune – 411048.
Manufacturing Unit III	Manufacturing unit of our Company situated at EL-79, Mahape, TTC Industrial Area, Navi Mumbai – 400701

11. Address for correspondence:

All correspondence may please be addressed to the Registrar & Transfer Agent, KFin Technologies Limited. In case any shareholder is not satisfied with the response or does not get a response within reasonable period from the Registrar & Transfer Agent, they may approach the Compliance Officer at the Registered Office of the Company or email their queries/grievances to [investor@prostarm.com](mailto:investor@prostarm.com).

**Registered Office:** Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400 710, Maharashtra, India

**E-mail:** [investor@prostarm.com](mailto:investor@prostarm.com)

**Telephone:** 022 4528 0500

12. Credit Rating:

As at March 31, 2025 the Company has not obtained any credit rating or any revision for debt instruments of Company or any fixed deposit programme or any scheme or proposal of the Company involving mobilization of funds, whether in India or abroad.

OTHER DISCLOSURES:

1. Related Party Transactions:

All Related Party contracts or arrangements or transactions entered during the year were on arm's length basis and in the ordinary course of business and in compliance with the applicable provisions of the Act. None of the contracts or arrangements or transactions with any of the Related Parties were in conflict with the interest of the Company.

Details of related party transactions entered by the Company, in terms of Ind AS-24 have been disclosed in the Notes to the financial statements which forms part of this Annual Report. The Policy on related party transactions has been hosted on the website of the Company and can be viewed at [www.prostarm.com/investor/corporate-governance/codes-policies/](http://www.prostarm.com/investor/corporate-governance/codes-policies/)

2. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

No penalties or strictures have been imposed on the Company by the stock exchanges, SEBI or any other Statutory Authority, for any non-compliance on any matter relating to capital markets, during the last three years.

3. Vigil Mechanism / Whistle Blower Policy for Directors and employees:

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. The details of establishment of Vigil Mechanism/ Whistle Blower Policy are posted on the website of the Company and the weblink to the same is at [www.prostarm.com/investor/corporate-governance/codes-policies](http://www.prostarm.com/investor/corporate-governance/codes-policies). Further no person has been denied access to the Chairman of the Audit Committee of Directors.

4. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

As of March 31, 2025, the Company was an unlisted public company and was actively in the process of obtaining listing approvals for its equity shares on the recognized stock exchanges in India, namely, the National Stock Exchange of India Limited and BSE Limited. During this transitional phase, the Company had endeavored to align its internal processes, systems, and governance framework with the regulatory environment applicable to listed entities.

The Company had generally complied with the applicable provisions of the Companies Act, 2013, including both mandatory and, wherever feasible, non-mandatory requirements under relevant corporate governance guidelines, to the

extent applicable to an unlisted public company as on March 31, 2025. This included adherence to prescribed secretarial standards, financial disclosures, Board and committee functioning, and internal controls.

The Company is committed to maintaining high standards of corporate governance and ensuring full compliance with all applicable regulatory and statutory requirements, both pre- and post-listing.

5. Policy for determining Material Subsidiaries:

As on March 31 2025, the Company has only one subsidiary, which is a wholly owned subsidiary and is not considered material in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Company has not adopted a policy for determining 'material subsidiary'. The Company will formulate and adopt such a policy as and when required in accordance with applicable regulatory provisions.

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

The Company is exposed to foreign exchange risk and the impact of which is not material on the financial statements.

The Company does not undertake any commodities business and entered into any hedging transactions for said risks.

7. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

During the Financial Year under review, the Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement as specified under the provisions of the Act and Regulation 32(7A) of the Listing Regulations.

8. Non-Disqualification Certificate from Practicing Company Secretary:

A certificate as required under Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI Listing Regulations, a certificate received from M/s. Ritu Somani & Association, Practicing Company Secretaries, that as on March 31, 2025, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the order of Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is herewith annexed to this Report.

9. Acceptance of Recommendation of the Committee:

There was no such instance during FY 2024-25 when the board had not accepted any recommendation of any committee of the board.

10. Total Fees paid to Statutory Auditors:

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to statutory auditors of the Company and its subsidiaries, during the year ended March 31, 2025 disclosed in the Notes to the Financial statements.

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

The Company has zero tolerance for sexual harassment at workplace and believes in providing a safe and harassment-free workplace for each and every individual working for the Company through various interventions and practices. It is the continuous endeavor of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment. and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The details of complaints received and resolved during the Financial Year 2024-25 are as follows:

Sr.No.	Particulars	
1.	Number of complaints of sexual harassment received in the year	NIL
2.	Number of complaints disposed of during the year	NIL
3.	Number of cases pending for more than ninety days	NIL
4.	Number of complaints pending as on end of the financial year	NIL



**12. Disclosure of Loans and advances granted to Subsidiaries and/or Firms/Companies in which directors are interested:**

During the Financial Year under review, the Company has not given any loans and advances to firms/companies in which Directors are interested.

**13. Details of material subsidiaries:**

During the Financial Year under review, the Company does not have any material subsidiary in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**14. Non-compliance of any requirement of corporate governance report of sub-para (2) to (10) of Section C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any:**

The Company (NSE Symbol: PROSTARM, BSE Scrip Code: 544410) was successfully listed on the stock exchanges on June 03, 2025. Accordingly, certain provisions of sub-paragraphs (2) to (10) of Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, were not applicable to the Company as at March 31, 2025, as detailed above.

**15. Disclosure w.r.t. discretionary requirements as specified in Part E of Schedule II:**

The Company has complied with the discretionary requirements as specified in Part E of Schedule II, the details are mentioned as under:

- The Board**  
Not Applicable since the Company has an Executive Chairperson
- Shareholders rights**  
Presently the Company is not sending half yearly communication.
- Audit Qualifications**  
The Company believes in maintaining its accounts in a transparent manner and aims at receiving unqualified report of auditors on the Financial Statements of the Company. Auditors have issued their reports on the Standalone & Consolidated Financial statements/ results for Financial Year ended March 31, 2025, with un-modified opinion.

- Separate posts of Chairperson or Managing Director and Chief Executive Officer**

The Chairman or Managing Director & Chief Executive Officer are two different posts whereas the Chairman is an Executive director and they are not related to each other.

- Reporting of Internal Auditor**

The Internal Auditor reports to the Audit Committee.

**16. 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:**

As of March 31, 2025, the Company was an unlisted public company and the Company was successfully listed on the recognized stock exchanges in India, namely, the National Stock Exchange of India Limited and BSE Limited on June 03, 2025.

The Company had generally complied generally complied with the mandatory corporate governance requirements specified in of regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI Listing Regulations to the extent applicable as on that date. The Company is fully committed to complying with all regulatory and statutory requirements.

**CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER THE SEBI LISTING REGULATIONS**

The Company has complied with the requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations. A certificate to this effect received from M/s. Ritu Somani & Association, Practicing Company Secretaries for corporate governance is herewith annexed to this Report.

**CEO CERTIFICATE**

Since the Company was listed on the stock exchanges during the Financial Year 2025-26, it was not subject to the provisions of the SEBI Listing Regulations, including the requirement for submission of the Code of Conduct compliance certificate as mentioned under provisions of Schedule V, Part D, Clause 10 of the SEBI Listing Regulations, for the Financial Year 2024-25. Accordingly, the said declaration is not applicable for Financial Year 2024-25.

The Company hereby confirms adherence to the Code of Conduct has been put in place, and the declaration regarding compliance will be furnished from the Financial Year 2025-26 onwards, in accordance with the applicable regulatory requirements.

**CEO AND CFO CERTIFICATION**

Pursuant to Regulation 17(8) of the Listing Regulations, Certification by the Chief Executive Officer and Chief Financial Officer of the Company on the financial statements and the Internal Financial Controls relating to financial reporting for Financial Year 2024-25 is herewith annexed to this Report.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report (MDAR) for the Financial Year under review, is presented in a separate section, forming part of this Annual Report.

**DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

The Company (NSE Symbol: PROSTARM & BSE Scrip Code: 544410) was successfully listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on June 03, 2025. In view of this recent listing, said details, if any, would be furnished in the report to be prepared for Financial Year 2025-26 onwards.

**DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES**

The Company has not entered into any agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of these regulations.

### Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
Prostarm Info Systems Limited  
Plot No. EL 79, Electronic Zone, TTC,  
MIDC, Mahape, Navi Mumbai, Thane – 400 710,  
Maharashtra, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors **Prostarm Info Systems Limited** (hereinafter referred to as “**the Company**”) having **CIN L31900MH2008PLC368540** and having registered office at Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400710, Maharashtra, India produced before us 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 our opinion and to the best of our knowledge and based on (a) Documents available on the website of the Ministry of Corporate Affairs (“MCA”); (b) Verification of Directors Identification Number (“**DIN**”) status at the website of the MCA (c) Disclosures provided by the Directors (as enlisted in below Table) to the Company; and (d) SEBI Debarment list available at BSE Limited and National Stock Exchange of India Limited, we hereby certify that none of the Directors on the Board of the Company (as enlisted in below Table) have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India, MCA or any such other statutory authority for the Financial Year ending on March 31, 2025.

Sr. No.	Name of Director	DIN	Date of Appointment in Company *
1	Mr. Tapan Ghose	01739231	01/08/2008
2	Mr. Ram Agarwal	01739245	25/03/2022
3	Mr. Vikas Shyamsunder Agarwal	01940262	01/08/2008
4	Mr. Raghu Ramesh Thammannashastri	03331642	31/03/2011
5	Ms. Mitali Chatterjee	10044949	09/03/2023
6	Mr. Bhargav Chatterjee	10045275	09/03/2023
7	Mr. Goutam Paul	06902493	09/03/2023
8	Mr. Shivkumar Baser	10076598	21/03/2023
9	Mr. Ganesh Pansari	10079829	21/03/2023

*\* The date of appointment is as per the MCA Portal.*

Ensuring the eligibility 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 Ritu Somani & Associates (Company Secretary)

CS Ritu Somani  
Proprietor  
MRN: A-25222  
COP: 9166  
UDIN: A025222G001016564  
PRC No: 7072/2025  
UIN: S2011GJ150900

Date: August 14, 2025  
Place: Surat

### Certificate of Compliance with the Corporate Governance Requirements Under SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Members,  
Prostarm Info Systems Limited  
Plot No. EL 79, Electronic Zone, TTC,  
MIDC, Mahape, Navi Mumbai, Thane – 400710,  
Maharashtra, India

- We have examined the Compliance condition of Corporate Governance of **Prostarm Info Systems Limited** (hereinafter referred to as “the Company”) having CIN: L31900MH2008PLC368540 and having registered office at Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane – 400710, Maharashtra, India as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and paragraph C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) to the extent applicable on it during the time period pre-listing of Securities, as the securities of the Company were listed on June 03, 2025. The Company was an unlisted company as on March 31, 2025. Subsequent to the close of the Financial Year, the Equity Shares of the Company were listed on BSE and National Stock Exchange of India on June 03, 2025 and consequently the Company became a listed public Company w.e.f. June 03, 2025.

#### Management’s Responsibility

- The compliance of conditions of corporate Governance is the responsibility of the management. This responsibility includes the design, Implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated under the provisions of the LODR Regulations.

#### Auditors’ Responsibility

- Our responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with corporate Governance requirements by the Company.

#### Opinion

- Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance to the extent applicable as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraph C, D and E of Schedule V to the LODR Regulations as on the date of this certificate.
- We 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 Ritu Somani & Associates (Company Secretary)

CS Ritu Somani  
Proprietor  
ACS: 25222  
COP: 9166  
UDIN: A025222G001016608  
PRC No: 7072/2025

Date: August 14, 2025  
Place: Surat



Declaration on Compliance of Code of Conduct

All the Board Members and Senior Management Personnel have, for the year ended March 31, 2025 affirmed compliance with the Code of Conduct applicable to them as laid down by the Board of Directors in terms of regulation 26 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

For Prostarm Info Systems Limited

Tapan Ghose

Chairman & Managing Director  
DIN: 01739231

Date: August 14, 2025  
Place: Navi Mumbai

Chief Executive Officer and Chief Financial Officer Certificate

(Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Board of Directors,  
Prostarm Info Systems Limited  
Plot No. EL 79, Electronic Zone, TTC,  
MIDC, Mahape, Navi Mumbai, Thane – 400710,  
Maharashtra, India.

We, Mr. Ram Agarwal, Chief Executive Officer , and Mr. Abhishek Jain, Chief Financial Officer of the Company, hereby certify that of the Company hereby certify that:

- A. We have reviewed standalone and consolidated financials statements and the cash flow statements of Prostarm Info Systems Limited for year ended March 31, 2025 and to the best of our knowledge and belief:

1) These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;

2) These statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company, during year ended March 31, 2025, which are fraudulent, illegal or violative of Company’s Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposes to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:

(i) that there are no significant changes in internal control over financial reporting during such period;

(ii) that there are no significant changes in accounting policies during such period; subject to changes in the same and that the same have been disclosed in the Notes to the Financial Statements; and

(iii) that there are no instances of significant fraud of which we become aware and the involvement there in, if any, of the Management or an employee having a significant role in the Company’s internal control system over Financial Reporting.

For Prostarm Info Systems Limited

Ram Agarwal  
Chief Executive Officer  
DIN: 01739245

Date: August 14, 2025  
Place: Navi Mumbai

Abhishek Jain  
Chief Financial Officer

To,  
The Members of PROSTARM INFO SYSTEMS LIMITED,  
NAVI MUMBAI (MH)

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **PROSTARM INFO SYSTEMS LIMITED** (*“the Company”*), which comprise the **Balance Sheet as at March 31, 2025**, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as the “standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (*“the Act”*) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (*“Ind AS”*) and other accounting principles generally accepted in India, of the state of affairs of the Company as at **March 31, 2025**, the profit and 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 specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (*“ICAI”*) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

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 Board’s Report including Annexures to Board’s Report, Business Responsibility Report but does not include the consolidated financial statements and standalone financial statements and our auditor’s report thereon.

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

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

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 including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the audit of 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 Standards of 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 standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 financial controls 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are

required to draw attention in our auditor’s report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

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.

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor’s Report) Order, 2020 (*“the Order”*), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **“Annexure A”** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, based on our audit we report that:

- 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 standalone financial statements.
- In our opinion, proper books of account as required by law have been kept by the Company



- so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **March 31, 2025** taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2025** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls of the Company and the operating effectiveness of such controls, refer to our separate Report in **“Annexure B”**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note No. 44.
- 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.
- (i) (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 persons or entities, 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 (“Ultimate Beneficiaries”) by or on behalf of the Company or Provide any guarantee, security or the like to or 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 persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(a) and (iv)(b) contain any material mis-statement.

- (j) The Company has not declared or paid any dividend during the year and has not proposed final dividend during the year.
- (k) Based on our examination, the Company has used accounting software for maintaining its books of account for the year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the period for all relevant transactions recorded in the software.

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the period for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

**For Mansaka Ravi & Associates**  
Chartered Accountants  
ICAI Firm Regn. No.: 015023C

**(CA Ravi Mansaka)**  
Partner  
M. No. 410816

UDIN: 25410816BMLICT7148  
Place: Navi Mumbai  
Date: 23 June, 2025

Annexure A to the Auditor’s Report

As required by the Companies (Auditor’s report) Order, 2020 issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013, we report that:

- (i) In respect of Company’s Property, Plant and Equipment, right-of-use assets, investment property and Intangible assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment and relevant details of right of use assets and investment property.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of verification to cover all the items of property, plant & equipment, right of use assets and investment property in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. However, no physical verification has been carried on by the management during the year ended 31<sup>st</sup> March, 2025. Accordingly, we are unable to comment on whether any material discrepancies were noticed on such verification and whether they are properly dealt with in the standalone financial statements.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties including investment property of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date except the following:

Description of item of property	Relevant line item in the Balance sheet	Gross carrying value (₹ In Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the company**
179A/1H, Maniktala Main Road, Kolkata, Kolkata, West Bengal, 700054	Property, Plant & Equipment	26.15	Pagdi System	No	31-Mar-2015	As per system prevailing in the State for maintenance of documents as “Bhada Salami”

In respect of immovable properties of land and building that have been taken on lease and disclosed as Right-of-Use assets in the standalone financial statements, the lease agreements are duly executed in favour of the lessee.

- (d) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year March 31, 2025.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the company, there are no proceedings initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) In respect of its inventories:
- (a) According to information and explanation given to us and on the basis of our examination of the records of the company, physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate. As per management explanation, no material discrepancies were noticed and discrepancies if any have been properly dealt with in the books of account;

Annexures Referred in the Auditor’s Report on the Accounts of Prostarm Info Systems Limited for the Year Ending March 31, 2025

(b) According to information and explanations given to us and on the basis of our examination of the records of the company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly statements filed by the company with the banks against sanctioned working capital loan are materially in agreement with books of accounts except the following:

(₹ in Lakhs)							
Name of Bank	Year	Quarter	Particulars	Amount as per Books of Account	Amount Reported in Stock Statement	Amounts of Difference	Reason for Discrepancies
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	1 <sup>st</sup>	Inventory	5,340.26	5,426.80	(86.55)	Due to pending finalization of Qtrly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	9,502.42	9,769.68	(267.26)	
			Trade Payables	5,069.12	4,098.96	970.16	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	2 <sup>nd</sup>	Inventory	5,866.01	5,822.06	43.94	
			Trade Receivables	14,325.48	13,812.84	512.64	
			Trade Payables	9,107.14	8,197.08	910.05	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	3 <sup>rd</sup>	Inventory	5,221.36	5,586.60	(365.24)	
			Trade Receivables	10,019.62	9,617.28	402.35	
			Trade Payables	4,963.61	3,531.58	1,432.04	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	4 <sup>th</sup>	Inventory	5,178.33	5,212.59	(34.26)	
			Trade Receivables	10,719.73	11,496.74	(777.01)	
			Trade Payables	5,172.58	3,996.78	1,175.80	

(iii) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has not made any investments, provided guarantee or security or granted any advance in nature of loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties during the year except as detailed below:

(a) Company has granted certain advances to key managerial personals and its employees. The details of which are as follows:

(₹ in Lakhs)		
Particulars	Loans Granted During the Year	Closing Balance as on March 31, 2025
To Related Parties	5.35	47.55
To Employees	23.67	3.63
<b>Total</b>	<b>29.02</b>	<b>51.18</b>

- (b) The terms and conditions of the grant of all loans and advances in the nature of loans, investment made, guarantees provided, security given are not, prima facie, prejudicial to the interest of the Company.
- (c) In respect of certain loans granted by the Company, the schedule of repayment of principal has been stipulated and for some loans, it is not stipulated. The repayments or receipts are regular.
- (d) There is no overdue amount in respect of loans or advances granted by the company.
- (e) No loans or advances in the nature of loans granted by the Company which have fallen due during the year, have been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- (f) The Company has granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment, the details are as under:

(₹ in Lakhs)			
Particulars	All Parties	Promoters	Related Parties
Aggregated amount of loans / advances in nature of loans	51.18	-	3.63
- Repayable on Demand			
- Agreement not specifying the any terms or period of repayment	-	-	-
<b>Total A+B</b>	<b>51.18</b>	<b>-</b>	<b>3.63</b>

- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any relevant provisions of the Act and the rules made there under, accordingly, clause (v) of the order is not applicable on the company.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records for the year ended 31<sup>st</sup> March, 2025 with a view to determine whether they are accurate and complete.
- (vii) In respect of statutory dues:
- (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues and no undisputed amounts payable in respect of, employees’ state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess, etc.
- (b) According to the information and explanations given to us, there are no disputed dues of Income Tax or Sales Tax or Service Tax, or duty of customs or duty of excise or VAT or Goods and Service Tax, which have not been deposited on account of any dispute except the following:

Name of the Statute	Nature of the Dues	Amount (₹ In Lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Uttar Pradesh Goods & Service Tax Act, 2017	Penalty Imposed on account of No Signature on Delivery Challan	29.05	2023-24	High Court, Allahabad	Amount deposited under protest
Uttar Pradesh Goods & Service Tax Act, 2017	Penalty Imposed on account of non-submission on original documents	0.60	2023-24	Appellate Authority	Amount deposited under protest
Uttarakhand Goods & Service Tax Act, 2017	Vehicle Detention on account of Expired E-way Bill – Penalty Imposed	1.39	2024-25	Appellate Authority	Amount deposited under protest
Gujarat Goods & Service Tax Act, 2017	Difference between GSTR -2A & 3B & other matters	25.16	July-17 to March-20	Appellate Authority	Hearing to be announced

- (viii) In our opinion and according to the information and explanations given to us and based on our examination of the records of the company, there were no such unrecorded transaction in the books of account which were surrendered or disclosed as income during the year ended in tax assessments under Income Tax Act, 1961 (43 of 1961).
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including confirmations received from banks and other lenders and written representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.



## Annexures Referred in the Auditor's Report on the Accounts of Prostarm Info Systems Limited for the Year Ending March 31, 2025

- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) On the basis of overall examination of the Standalone Financial Statements of the Company, according to the information and explanations provided to us and based on our examination of the records of the company we report that monies raised by way of loans were applied for the purposes for which those were raised. The Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us as well as 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, partially or optionally convertible) during the year ended under section 42 and section 62 of the Companies Act, 2013 and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (b) According to the information and explanations given to us and based on our examination of the records of the company, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us and based on our examination of the records of the company, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii)i of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed u/s 133 of the Act.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has an internal audit system commensurate with the size and nature of its business and the reports of the Internal Auditors for the period under audit were considered by us.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him, hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company. Accordingly, reporting under clause 3(xv) of the order does not arise.
- (xvi) (a) The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance Activities during the year. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a core investment company (CIC) as defined in the regulations made by the reserve Bank of India. Accordingly, clause 3(xvi)(c) of the order is not applicable.
- (d) According to information and explanations given to us during the course of audit, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

- (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) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by Company as and when they fall due.
- (xx) a. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, there was no such unspent amount to be transferred to fund specified in Schedule VII to the Act. Accordingly, paragraphs 3(xx)(a) of the Order are not applicable.
- b. The Company does not have ongoing projects under section 135 of the Companies Act. Accordingly, paragraphs 3(xx)(b) of the Order are not applicable.
- (xxi) The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For Mansaka Ravi & Associates**  
Chartered Accountants  
ICAI Firm Regn. No.: 015023C

**(CA Ravi Mansaka)**  
Partner  
M. No. 410816

UDIN: 25410816BMLICT7148  
Place: Navi Mumbai  
Date: 23 June, 2025

Annexure “B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of the Prostarm Info Systems Limited

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

We have audited the internal financial controls over financial reporting of **PROSTARM INFO SYSTEMS LIMITED** (‘the Company’) as of **31 March, 2025** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that –

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of Company are being made only in accordance with authorizations of the 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 over Financial Reporting

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

Opinion

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

Other Matter

Broadly, the Company is having most of the system in place as required for the compliance of Internal Financial Control on Financial Reporting. However, those systems or controls are having scope of further improvement. Also, Company has not documented adequately the internal financial controls based on Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Based on our audit procedures, we are of the opinion that Company has rectified all observations of our audit on internal financial controls over financial reporting to ensure that they do not significantly affect financial reporting on Internal Financial Control as on Balance Sheet date.

For Mansaka Ravi & Associates  
Chartered Accountants  
ICAI Firm Regn. No.: 015023C

(CA Ravi Mansaka)  
Partner  
M. No. 410816

UDIN: 25410816BMLICT7148  
Place: Navi Mumbai  
Date: 23 June, 2025



Standalone Balance Sheet

as at March 31, 2025

		(₹ in lakhs)	
Particulars	Notes	As at March 31 <sup>st</sup> , 2025	As at March 31 <sup>st</sup> , 2024
<b>Assets</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	5	1486.62	533.30
(b) Capital Work-in-Progress	6	-	949.32
(c) Investment Property	7	287.38	278.71
(d) Intangible Assets	8	8.09	6.90
(e) Intangible Assets under Development	8A	-	-
(f) Right-of-Use Assets	9	432.34	438.55
(g) Financial Assets			
(i) Trade Receivables	10	-	-
(ii) Investments	11	1504.78	345.93
(iii) Loans		-	-
(iv) Other financial assets	12	1551.67	1345.52
(h) Deferred Tax Assets (Net)	41	82.89	72.80
(i) Other non-current assets	13	34.76	11.00
<b>Total Non-Current Assets</b>		<b>5388.53</b>	<b>3982.04</b>
<b>Current assets</b>			
(a) Inventories	14	5178.33	5782.70
(b) Financial Assets			
(i) Investments	15	-	-
(ii) Trade receivables	16	10719.73	8982.20
(iii) Cash and cash equivalents	17	42.34	37.15
(iv) Bank balances other than (iii) above	18	197.98	21.33
(v) Loans	19	51.18	50.44
(vi) Others current financial assets	20	764.14	718.32
(c) Other Current Assets	21	2078.26	464.20
<b>Total Current Assets</b>		<b>19031.97</b>	<b>16056.34</b>
<b>Total Assets</b>		<b>24420.49</b>	<b>20038.38</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
(a) Equity share capital	22	4287.46	4287.46
(b) Other equity	23	7441.02	4329.18
<b>Total Equity</b>		<b>11728.48</b>	<b>8616.64</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	24	338.60	461.44
(ia) Lease Liabilities	31	-	-
(ii) Other financial liabilities	24A	2.00	2.00
(b) Provisions	25	138.96	118.78
(c) Other Non-Current Liabilities		-	-
<b>Total Non-Current Liabilities</b>		<b>479.56</b>	<b>582.22</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	26	6384.38	3879.70
(ia) Lease Liabilities	31	-	5.82
(ii) Trade payables			
(a) total outstanding dues of micro enterprises and small enterprises; and	27	161.42	300.71
(b) total outstanding dues of creditors other than micro enterprises and small enterprises.	27	5011.16	5985.88
(iii) Other Financial Liabilities	28	132.32	118.48
(b) Other Current Liabilities	29	246.72	242.26
(c) Provisions	25	56.07	57.81
(d) Current Tax Liabilities (Net)	30	220.38	248.88
<b>Total Current Liabilities</b>		<b>12212.45</b>	<b>10839.53</b>
<b>Total equity and liabilities</b>		<b>24420.49</b>	<b>20038.38</b>

The accompanying Notes 1 to 66 form an integral part of the Financial Statements.

As per our separate report of even date attached

**For Mansaka Ravi & Associates** For and on behalf of the Board of Directors of  
Chartered Accountants **Prostarm Info Systems Limited**  
FRN: 015023C

**CA Ravi Mansaka**  
Partner  
Membership No. 410816  
UDIN: 25410816BMLICT7148

Place : Navi Mumbai  
Date : June 23, 2025

**Tapan Ghose**  
Chairman & Managing Director  
(DIN: 0179231)

**Abhishek Jain**  
Chief Financial Officer  
PAN: AC\*\*\*\*\*1L

**Ram Agarwal**  
CEO & Whole Time Director  
(DIN: 01739245)

**Sachin Gupta**  
Company Secretary  
M. No. F-12500

**Vikas Shyamsunder Agarwal**  
Whole Time Director  
(DIN: 01940262)

Standalone Statement of Profit & Loss

for the year ended March 31, 2025

		(₹ in lakhs)	
Particulars	Notes	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>Income</b>			
I Revenue from operations	32	34588.57	25598.68
II Other Income	33	189.72	136.20
III <b>Total income (I +II)</b>		<b>34778.30</b>	<b>25734.88</b>
IV <b>Expenses:</b>			
Cost of Material Consumed	34	6601.89	9678.78
Purchase of Stock-in-Trade	35	17870.73	10264.39
Changes in inventories of finished goods, work in progress and stock-in-trade	36	363.41	(1621.46)
Employee benefit expenses	37	1861.98	1673.57
Finance Costs	38	537.86	374.14
Depreciation and amortization expenses	39	246.99	130.11
Other Expenses	40	3161.76	1998.41
<b>Total Expenses</b>		<b>30644.61</b>	<b>22497.94</b>
V <b>Profit before exceptional and extraordinary items and tax (III - IV)</b>		<b>4133.68</b>	<b>3236.94</b>
VI Exceptional Items		-	-
VII <b>Profit before extraordinary items and tax (V - VI)</b>		<b>4133.68</b>	<b>3236.94</b>
VIII Extraordinary Items		-	-
IX <b>Profit Before Taxes (VII-VIII)</b>		<b>4133.68</b>	<b>3236.94</b>
X <b>Tax expense:</b>			
(1) Current tax	41	1089.18	851.93
(2) Tax of Earlier Years	41	3.41	-
(3) Deferred tax	41	(10.24)	(10.83)
XI <b>Profit/(Loss) for the period (IX-X)</b>		3051.33	2395.84
XII <b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit or loss			
Fair value gain loss on Investments			
Remeasurement gain/(loss) on defined benefit obligation	59	0.60	(1.04)
(ii) Income tax relating to items that will not be reclassified to profit or loss	41	(0.15)	0.26
(iii) Items that will be reclassified to profit or loss			
(iv) Income tax relating to items that will be reclassified to profit or loss			
<b>Other Comprehensive Income (XII)</b>		<b>0.45</b>	<b>(0.78)</b>
XIII <b>Total Comprehensive Income for the period (XI+XII)</b>		<b>3051.78</b>	<b>2395.06</b>
XIV Earning per equity share:			
(1) Basic (In ₹)	43	7.12	5.59
(2) Diluted (In ₹)	43	6.93	5.59

The accompanying Notes 1 to 66 form an integral part of the Financial Statements.

As per our separate report of even date attached

**For Mansaka Ravi & Associates** For and on behalf of the Board of Directors of  
Chartered Accountants **Prostarm Info Systems Limited**  
FRN: 015023C

**CA Ravi Mansaka**  
Partner  
Membership No. 410816  
UDIN: 25410816BMLICT7148

Place : Navi Mumbai  
Date : June 23, 2025

**Tapan Ghose**  
Chairman & Managing Director  
(DIN: 0179231)

**Abhishek Jain**  
Chief Financial Officer  
PAN: AC\*\*\*\*\*1L

**Ram Agarwal**  
CEO & Whole Time Director  
(DIN: 01739245)

**Sachin Gupta**  
Company Secretary  
M. No. F-12500

**Vikas Shyamsunder Agarwal**  
Whole Time Director  
(DIN: 01940262)

Standalone Statement of Cash Flow

for the year ended March 31, 2025

Particulars	(₹ in lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>Assets</b>		
<b>A Cash Flow From Operating Activities</b>		
Net Profit / (Loss) Before Tax	4133.68	3236.94
Adjustments For :		
Depreciation and Amortization Expense	246.99	130.11
Interest Expenses	487.44	325.26
Interest on Leased Liabilities	0.17	0.87
Interest Incomes	(97.36)	(75.47)
Provision for Warranty	43.84	44.13
Unrealised Foreign Exchange (Gain) / Loss	(20.31)	(1.36)
Misc Items Written off	0.15	-
(Profit)/Loss on sale of Property, plant & equipment (PPE)	1.96	(2.00)
Expenses on share based payments to employees	56.04	-
Remeasurement of defined benefit plan	30.89	23.64
Operating Profit Before Working Capital Changes	4883.49	3682.12
Adjustments For :		
Decrease/(Increase) in other financial assets	(247.95)	(144.42)
Decrease/(Increase) in other assets	(1637.82)	(48.16)
Decrease/(Increase) in Loans	(0.74)	(10.29)
Decrease/(Increase) in inventories	604.36	(2188.80)
Decrease/(Increase) in trade receivables	(1737.53)	(2277.43)
Decrease/(Increase) in other bank balance	(176.65)	(12.67)
(Decrease)/Increase in Trade payables	(1093.69)	908.94
(Decrease)/Increase in other financial liabilities	13.85	106.70
(Decrease)/Increase in other liabilities	4.46	(67.09)
Retirement Benefits Paid (Out of Provisions)	(3.47)	-
Lease Rental Payments	(5.99)	(6.58)
Warranty Expenses Actually Paid (Out of Provisions)	(54.22)	(29.16)
Increase/Decrease in Provisions	2.00	1.00
Cash Generated From Operations	550.11	(85.83)
Less: Direct Taxes Paid net of refund (including TDS)	1121.09	752.68
Net Cash flow From Operating Activities	(570.98)	(838.51)
<b>B Cash Flow From Investing Activities</b>		
Addition in Property, Plant & Equipment [PPE]	(1188.88)	(369.15)
Addition to CWIP	949.32	(52.01)
Addition to ROU Assets	-	(408.40)
Addition in Intangible Assets	(4.90)	(0.74)
Addition / Deletion in Investment Properties	(14.27)	(19.18)
Proceeds from Sale of PPE	2.13	2.75
Interest Income	97.36	75.47
Investment of Shares of Subsidiary	(1159.00)	-
Net Cash (Used) In/From Investing Activities	(1318.24)	(771.27)
<b>C Cash Flow From Financing Activities</b>		
(Decrease)/Increase in Non-Current Borrowings	(122.84)	(154.65)
(Decrease)/Increase in Current Borrowings	2504.68	2077.17
Interest paid on Borrowings	(487.44)	(325.26)
Net Cash (Used) In/From Financing Activities	1894.40	1597.26

Particulars	(₹ in lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
D Net Change In Cash & Cash Equivalents(A+B+C)	5.18	(12.52)
E Cash & Cash Equivalents at beginning of the year	37.15	49.67
F Cash & Cash Equivalents at end of the year	42.34	37.15

Components of Cash & Cash Equivalents

	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Cash on Hand	13.65	6.63
In Term Deposits with maturity less than 3 months at inception	-	0.92
Balance with Banks in Current Accounts	28.69	29.60
Cheques, Drafts on Hand	-	-

Particulars	Opening Balance	Cash Flows	Non-Cash Flows	Closing Balance
<b>Reconciliation of Liabilities arising from Financing Activities - For period April 24 - Mar 25</b>				
Long-term Borrowings (Inc. current)	630.33	(164.77)	0.33	465.89
Short-term Borrowings Secured	3711.23	2546.18	-	6257.42
Short-term Borrowings Unsecured	-	-	-	-
Total financial liabilities	4341.56	2381.42	0.33	6723.31

<b>Reconciliation of Liabilities arising from Financing Activities - For period April 23 - Mar 24</b>				
Long-term Borrowings (Inc. current)	811.41	(181.50)	0.42	630.33
Short-term Borrowings Secured	1607.21	2093.81	10.21	3711.23
Short-term Borrowings Unsecured	-	-	-	-
Total financial liabilities	2418.62	1912.31	10.64	4341.56

Note:1 The Statement of Cash Flows has been prepared under the “Indirect Method” as set out in Ind AS – 7 “Statement of Cash Flows”.

Note-2: Previous Year’s figures have been recasted/regrouped, wherever necessary, to conform to the current year’s figures.

The accompanying Notes 1 to 66 form an integral part of the Financial Statements.

As per our separate report of even date attached

<b>For Mansaka Ravi &amp; Associates</b> Chartered Accountants FRN: 015023C	For and on behalf of the Board of Directors of <b>Prostarm Info Systems Limited</b>		
<b>CA Ravi Mansaka</b> Partner Membership No. 410816 UDIN: 25410816BMLICT7148	<b>Tapan Ghose</b> Chairman & Managing Director (DIN: 0179231)	<b>Ram Agarwal</b> CEO & Whole Time Director (DIN: 01739245)	<b>Vikas Shyamsunder Agarwal</b> Whole Time Director (DIN: 01940262)
Place : Navi Mumbai Date : June 23, 2025	<b>Abhishek Jain</b> Chief Financial Officer PAN: AC*****1L	<b>Sachin Gupta</b> Company Secretary M. No. F-12500	



Statement of Changes in Equity

for the year ended March 31, 2025

	(₹ in lakhs)				
	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
<b>A Equity Share Capital</b>					
<b>(1) Current reporting period as at 31<sup>st</sup> March, 2025</b>					
	4287.46	-	4287.46	-	4287.46
<b>(2) Current reporting period as at 31<sup>st</sup> March, 2024</b>					
	4287.46	-	4287.46	-	4287.46

	(₹ in lakhs)				
<b>B Other Equity</b>					
<b>(1) Current reporting period as at 31<sup>st</sup> March, 2025</b>					
Particulars	Reserves & Surpluses		Share Based Payment Reserve	Other Comprehensive Income	Total
	Security Premium	Retained Earnings			
Balance at the beginning of the current reporting period	-	4301.30	-	27.87	<b>4329.18</b>
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	4301.30	-	27.87	<b>4329.18</b>
Total Comprehensive Income for the year	-	3051.33	-	0.45	<b>3051.78</b>
Share based payment expenses for the year	-	-	60.06	-	<b>60.06</b>
Dividends	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-
Capitalisation by Issue of Bonus Shares	-	-	-	-	-
Balance at the end of the current reporting period	-	7352.64	60.06	28.32	<b>7441.02</b>
<b>(2) Current reporting period as at 31<sup>st</sup> March, 2024</b>					
Balance at the beginning of the current reporting period	-	1905.46	-	28.65	<b>1934.12</b>
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	1905.46	-	28.65	<b>1934.12</b>
Total Comprehensive Income for the year	-	2395.84	-	(0.78)	<b>2395.06</b>
Share based payment expenses for the year	-	-	-	-	<b>0.00</b>
Dividends	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-
Capitalisation by Issue of Bonus Shares	-	-	-	-	-
Balance at the end of the current reporting period	-	4301.30	-	27.87	<b>4329.18</b>

The accompanying Notes 1 to 66 form an integral part of the Financial Statements.

As per our separate report of even date attached

<b>For Mansaka Ravi &amp; Associates</b> Chartered Accountants FRN: 015023C	For and on behalf of the Board of Directors of <b>Prostarm Info Systems Limited</b>			
<b>CA Ravi Mansaka</b> Partner Membership No. 410816 UDIN: 25410816BMLICT7148	<b>Tapan Ghose</b> Chairman & Managing Director (DIN: 0179231)	<b>Ram Agarwal</b> CEO & Whole Time Director (DIN: 01739245)	<b>Vikas Shyamsunder Agarwal</b> Whole Time Director (DIN: 01940262)	
Place : Navi Mumbai Date : June 23, 2025	<b>Abhishek Jain</b> Chief Financial Officer PAN: AC*****1L	<b>Sachin Gupta</b> Company Secretary M. No. F-12500		

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

1. Company overview

**PROSTARM INFO SYSTEMS LIMITED**, (“the Company”), conceptualized and promoted by a group of entrepreneurs having varied experience in the field of Power Electronics, got incorporated on 11<sup>th</sup> January, 2008 with the primary objective to provide Energy Storage Equipment and Power Conditioning Equipment (“Power Solution Products”).

The Company over the span of 1.6 decades, have graduated into a multifaceted entity specializing in designing, manufacturing, assembling, sale, service and supply of Power Solution Products. Its manufactured Power Solution Products comprise of UPS system, inverter system, lift inverter system, solar hybrid inverter systems, lithium-ion battery packs, servo-controlled voltage stabilisers (“SCVS”), isolation transformers and other power solution products.

The company offer both customized and standard products and solutions, manufactured and assembled at its in-house facilities and also through third party contract manufacturers. In addition to its core manufactured products, it also deal in sale and supply of third party power solution products such as batteries, reverse logistics/end-of-life products and other assets such as IT Assets, solar panel and allied products. The Company also undertake rooftop solar photovoltaic power plant projects across India on EPC basis. The Company’s comprehensive range of value-added services include installation, rental, after-sales services (including warranty and post-warranty services), Annual Maintenance Contracts (“AMC”) which supplements its Power Solution Products, catering to a wide spectrum of customers and their requirements.

The company has its registered office located at Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra, India, 400710 with its manufacturing capabilities in Mumbai and Pune, including the manufacturing facility of its subsidiary.

The company caters to critical industries like ATMs, Banks, Financial Services & Insurance institutions, Corporates, Academic Institutes, Hospitals/ Diagnostic centres, Railways, Engineering, Oil & Gas, Power, Airport, Defence and other companies in PSU and private sector.

The standalone financial statements for the year ended March 31, 2025 were authorized and approved for issue by the Board of Directors on 23 June, 2025.

2. Basis of preparation of standalone financial statements

a. Basis of Preparation of Financial Statements

The Financial Statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- a) Certain Financial Assets and Liabilities (including derivative instruments), if any,
- b) Defined Benefit Plans – Plan Assets, if any and
- c) Equity settled Share Based Payments, if any

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards (‘Ind AS’), including the rules notified under the relevant provisions of the Companies Act, 2013, (as amended from time to time) and Presentation and disclosure requirements of Division II of Schedule III to Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time.

b. Basis of Measurement

The Standalone Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind ASs.

The statement of cash flows has been prepared under indirect method, whereby profit or loss is adjusted 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. The cash flows from operating, investing and financing activities of the Company are segregated.

c. Current v/s Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

## Assets

An asset is classified as current when it satisfies any of the following criteria:

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

## Liabilities

A liability is classified as current when it satisfies any of the following criteria:

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

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

Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities.

## Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company considers its operating cycle to be within one year.

## d. Functional and Presentation Currency

These Standalone Financial Statements are prepared in Indian Rupee ("₹") which is the Company's functional currency. All financial information presented in Rupees has been rounded to the nearest lakhs with two decimals, except when otherwise indicated.

## 3. Material accounting policies

The Company has applied following accounting policies to all periods presented in the Standalone Financial Statement.

### a) Property, Plant and Equipment [PPE]

#### (i) Definition

Property, plant and equipment are tangible items that:

- are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and
- are expected to be used during more than one period.

#### (ii) Recognition & initial measurement

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

#### (iii) Subsequent measurement (depreciation and useful lives)

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the

carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a written down value basis over its expected useful life of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013.

Depreciation on PPE sold, discarded or demolished during the period, if any, is being provided pro-rata up to the date on which such PPE are sold, discarded or demolished.

Leasehold land & building and improvements are amortized on the basis of duration and other terms of lease.

When parts of an item of Property, Plant and Equipment have different useful life, they are accounted for as separate items (Major components) and are depreciated over the useful life respectively.

Right-of-use Assets (Land & Building under operating Lease) is amortised on a straight-line basis over the period of respective lease term.

The residual values, useful lives and methods of depreciation of PPE are reviewed at the end of each financial year considering the physical condition of the PPE and benchmarking analysis or whenever there are indicators for review of residual value and useful life.

Items such as spare parts, stand-by equipment and servicing equipment are recognised in accordance with this Ind AS when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory. It is estimated that spares having a value of more than ₹ 2 lacs are assumed to qualify for the definition of property plant equipment. Life of the spares has been considered to be 18 months. Residual value of 5% has been considered for all the spares capitalised. The residual value of such spares is transferred to the Statement of Profit and Loss as and when they are consumed.

#### (iv) De-recognition

PPE are derecognised either when they have been disposed of or when they are

permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

### b) Capital Work-in-Progress

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed.

### c) Intangible Assets

#### (i) Recognition and initial measurement

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

#### (ii) Subsequent measurement & amortization

The useful lives of intangible assets are assessed as either finite or indefinite. The Company currently does not have any intangible assets with indefinite useful life. Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

#### (iii) De-recognition

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are



recognised in the statement of profit and loss when the asset is derecognised.

## d) Investment Properties

### (i) Recognition and initial measurement

Investment properties are properties held to earn rentals or for capital appreciation, or both. Investment properties are measured initially at cost, including transaction costs. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

### (ii) Subsequent measurement & amortization

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.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer who holds a recognised and relevant professional qualification and has experience in the category of the investment property being valued.

Investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any, subsequently. Depreciation is provided from the date the assets are put to use, on written down value method as per the useful life of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013.

Depreciation on Investment Properties sold, discarded or demolished during the period, if any, is being provided pro-rata up to the date on which such Investment Properties are sold, discarded or demolished.

Leasehold land & Building and improvements are amortised on the basis of duration and other terms of lease.

The residual values, useful lives and methods of depreciation of Investment Properties are reviewed at the end of each financial year/ period considering the physical condition of the Investment Properties and benchmarking analysis or whenever there are indicators for review of residual value and useful life.

### (iii) De-recognition

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

## e) Revenue Recognition

- (i) Revenue from contract with customer is recognised, when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Company is expected to be entitled in exchange for those goods or services.
- (ii) Company generally follows mercantile system of accounting and recognizes significant items of incomes on accrual basis. The revenues have been duly recognized in accordance with the provisions of Indian Accounting Standard – 115. However, some of expenditures are accounted for on the receipt of bill or invoice of the same which are not material.
- (iii) Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing service tax, Goods & Service Tax (GST) and other applicable indirect taxes.
- (iv) Service tax / Goods & Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the services by the service provider on behalf of the Government. Accordingly, it is excluded from revenue.
- (v) Revenue is recognized to the extent that it is possible that the economic benefits will flow to the company and the revenue can be reliably measured with reliable certainty of realizing the consideration.
- (vi) Unbilled income represents the value of services rendered but not yet been invoiced on the reporting date due to contractual terms.

## f) Interest Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Interest is accounted on accrual basis on overdue receivables.

## g) Dividend Income

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

## h) Leases

On March 30, 2019, ministry of corporate affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases standard, Ind AS 17, Leases, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit and Loss. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

On completion of evaluation of the effect of adoption of Ind AS 116, the Company is using the 'Modified Retrospective Approach' for transitioning to Ind AS 116 and took the cumulative adjustment to retained earnings on the date of initial application (April 1, 2019). The Company as elected certain available practical expedients on transition.

The Company has adopted Ind AS 116 'Leases' effective April 1, 2019 and applied the Standard to its leases, pursuant to which it has reclassified its leased asset as Right-of-Use Assets.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

### (i) Company as a lessee

The Company's lease asset classes primarily consist of leases for land and building. The Company, at the inception of a contract, assesses whether the contract is a lease

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

The Company recognises a Right-of-use Asset and a lease liability at the lease commencement date. The Right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial costs incurred. The Right-of-use Asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. Subsequently, lease liabilities are measured on amortised cost basis. In the comparative period, lease payments under operating leases are recognised as an expense in the Statement of Profit and Loss over the lease term.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 8.00% p.a.

### (ii) Company as a lessor

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

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

Lease deposits received are financial instruments (financial liability) and need to be measured at fair value on initial recognition. The difference between the fair value and the nominal value of

deposits is considered as rent in advance and recognised over the lease term on a straight-line basis. Unwinding of discount is treated as interest expense (finance cost) for deposits received and is accrued as per the EIR method.

## i) Cash & Cash Equivalents

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

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

## j) Taxation

### (i) Current income tax

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

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

### (ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

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

and the carry forward of unused tax credits and unused tax losses can be utilized.

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

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

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

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

### (iii) Sales Tax/ GST / VAT

Sales/ value added taxes paid on acquisition of assets or on incurring expenses are recognised net of the amount of sales/ value added taxes paid, except:

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

## k) Inventories

### Finished Goods–

Finished goods are valued at lower of cost or net realisable value. Cost includes direct materials

and labour and a portion of manufacturing overhead based on normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Finished Goods are measured at First In First Out basis.

### Raw Materials, WIP and Stores & Spares–

Raw materials, components, stores and spares and work-in progress are valued at lower or cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components, stores and spares is determined on FIFO basis. Cost of Work in Progress is measured at First In First Out Basis.

**Capital spares** that qualifies the criteria of property, plant and equipment are recognised as PPE. Accordingly, the company has capitalized spares having useful life of more than 12 months and corresponding depreciation is charged on them.

### Stock-in-Trade

Inventories being stock-in-trade are valued at the lower of cost and net realisable value.

Cost of these inventories are determined on First In First Out basis.

## l) Employee Benefits

### (i) Short-term employee benefits

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

### (ii) Post-employment benefits –

#### (a) Defined benefit plans – Gratuity

The Company has a defined benefit plan (the “Gratuity Plan”). The Gratuity Plan provides a lump sum payment to employees who have completed five

years or more of service at retirement, disability or termination of employment, being an amount based on the respective employee’s last drawn salary and number of years of employment with Company. Presently the Company’s gratuity plan is unfunded.

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

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

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

### (b) Defined Contribution Plans – Provident Fund and Employee State Insurance

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



## (iii) Employee Share based payments

Share Based Payments Equity-settled share-based payments to employees of the Group are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based payments transactions are set out in Note 60.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflect the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

In case of Group equity-settled share-based payment transactions, where the Company grants stock options to the employees of its subsidiary, the Company has accounted cost of share-based payment as recoverable from the subsidiary under intragroup repayment arrangement with a corresponding credit in the equity.

## m) Earning Per Share

- Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.
- Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

## n) Provisions and Contingencies

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

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

**Provision for Warranty:** The Company makes provision for the probable future liability on account of the warranty based on the estimation of the warranty claims/expenses that the Company expects to materialize in the future. The Company assesses the need and quantum of provision for warranty based on conditions prevailing at each year/period-end.

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

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

## o) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from

operating, investing and financing activities of the Company are segregated based on the available information.

## p) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the management. Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.

## q) Borrowing Costs

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

## r) Impairment of Non-Financial Assets

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

## s) Government Grants

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

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

## t) Financial Instruments

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

## (A) Financial Assets

### (i) Initial recognition and measurement

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

### (ii) Subsequent measurement

Subsequent measurement of financial assets is described below -

#### a. Financial Assets (Debt instruments) at amortised cost

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

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

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

## b. Debt instrument at FVTOCI

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

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

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

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

## c. Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for

categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

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

## (iii) De-recognition

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

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that

reflects the rights and obligations that the Company has retained.

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

## (iv) Impairment of financial assets

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

### Trade Receivables

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

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

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

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

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

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

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

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

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



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

## (B) Financial liabilities

### (i) Initial Recognition & Measurement

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

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

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

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

#### Financial liabilities at fair value through statement of profit and loss

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

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

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

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

### (ii) Loans and Borrowings

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

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

### (iii) Buyers Credit

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

### (iv) Financial liabilities – De-recognition

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

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

### (v) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. For more information on financial instruments Refer Note No. 59.

### u) Investment in Subsidiaries, joint ventures and associates:

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

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

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

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

about the relevant activities require unanimous consent of the parties sharing control.

## v) Foreign currency transactions

### (i) Initial Recognition

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

### (ii) Conversion

Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

### (iii) Exchange Differences

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

## w) Dividend Distribution

Dividend Distribution / Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

## x) Prior Period Items

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

y) Use of Estimates and Judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, 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 Standalone financial statements are elaborated in Note No. 4.

4A.Critical estimates and judgements in applying accounting policies

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgments, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting year end. Although these estimates and associated assumptions are based upon historical experiences and various other factors besides management’s best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on a periodic basis. Any revision in the accounting estimates is recognised in the period in which the results are known/ materialise.

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

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

The carrying value of property, plant and equipment is arrived at by depreciating the assets over the useful life of assets. The estimate of useful life is reviewed at the end of each

financial year and changes are accounted for prospectively.

b) Provisions and contingencies

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

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

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

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the Standalone financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability (Refer Note 44).

c) Employee benefit expenses

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

d) Taxes

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

The Company has determined that it can recognise deferred tax assets on the tax losses carried forward as it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Further details on taxes are disclosed in Note No. 41.

e) Impairment of accounts receivable and advances

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

f) Discounting of Security deposit, retention money and other long-term liabilities

For majority of the security deposits received from suppliers of goods or contractors and the retention moneys received, the timing of outflow, as mentioned in the underlying contracts, is not substantially long enough to discount. The treatment would not provide any meaningful information and would have no material impact on the Standalone financial statements.

g) Amortized Cost for Employee Loans

Employee loans have not been recorded using Effective Interest Rate method due to

absence of any material impact on Standalone financial statements and involvement of practical difficulties.

h) Investment in Equity Instruments

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

i) Restatement of Prior Period Items

Material prior period items, i.e. items having a value of above ₹ 5.00 Lac have been restated in the previous year financials.

4B. Recent pronouncements

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

In terms of our attached report of even date

For Mansaka Ravi & Associates  
Chartered Accountants  
FRN: 015023C

For and on behalf of the Board of Directors of  
Prostarm Info Systems Limited

CA Ravi Mansaka  
Partner  
Membership No. 410816  
UDIN: 25410816BMLICT7148

Tapan Ghose  
Chairman & Managing Director  
(DIN: 0179231)

Ram Agarwal  
CEO & Whole Time Director  
(DIN: 01739245)

Vikas Shyamsunder Agarwal  
Whole Time Director  
(DIN: 01940262)

Place : Navi Mumbai  
Date : June 23, 2025

Abhishek Jain  
Chief Financial Officer  
PAN: AC\*\*\*\*\*1L

Sachin Gupta  
Company Secretary  
M. No. F-12500



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

5. Property, plant & equipment

Refer Note 3(a) for accounting policy on Property, Plant and Equipment

Particulars	Gross Carrying Value			Accumulated Depreciation			Net Carrying Value		
	Opening as on 1 <sup>st</sup> April, 2024	Additions	Disposals	Opening as on 1 <sup>st</sup> April, 2024	Additions	Disposals	Closing as on 31 <sup>st</sup> March, 2025	As on 31 <sup>st</sup> March, 2025	As on 31 <sup>st</sup> March, 2024
	(₹ in Lakhs)			(₹ in Lakhs)			(₹ in Lakhs)		(₹ in Lakhs)
Building – Freehold	26.15	974.29	-	9.47	46.41	-	55.88	944.56	16.68
Plant & Equipments	365.80	45.14	-	37.59	74.99	-	112.57	298.37	328.22
Computers	120.93	19.38	-	104.73	14.66	-	119.39	20.91	16.19
Motor Cars	312.98	12.64	19.35	198.48	36.28	15.27	219.50	86.77	114.49
Furniture & Fixtures	58.30	47.22	-	13.82	18.16	-	31.99	73.53	44.47
Office Equipments	32.29	78.58	-	19.04	38.56	-	57.60	53.27	13.25
Network & Servers	-	11.62	-	-	2.41	-	2.41	9.21	-
Total	916.44	1188.88	19.35	383.13	231.47	15.27	599.34	1486.62	533.30

Particulars	Gross Carrying Value			Accumulated Depreciation			Net Carrying Value		
	Opening as on 1 <sup>st</sup> April, 2023	Additions	Disposals	Opening as on 1 <sup>st</sup> April, 2023	Additions	Disposals	Closing as on 31 <sup>st</sup> March, 2024	As on 31 <sup>st</sup> March, 2024	As on 31 <sup>st</sup> March, 2023
	(₹ in Lakhs)			(₹ in Lakhs)			(₹ in Lakhs)		(₹ in Lakhs)
Building – Freehold	26.15	-	-	8.61	0.85	-	9.47	16.68	17.54
Plant & Equipments	73.51	292.29	-	9.00	28.59	-	37.59	328.22	64.51
Computers	114.65	6.27	-	83.91	20.82	-	104.73	16.19	30.74
Motor Cars	299.77	28.23	15.02	164.96	47.80	14.27	198.48	114.49	134.81
Furniture & Fixtures	23.83	34.46	-	9.51	4.31	-	13.82	44.47	14.32
Office Equipments	24.40	7.89	-	12.07	6.97	-	19.04	13.25	12.33
Total	562.32	369.15	15.02	288.06	109.34	14.27	383.13	533.30	274.25

6. Capital work-in-progress [CWIP]

Refer Note 3(b) for accounting policy on Capital Work-in-Progress

(a) Tangible Assets Under Development

Particulars	(₹ in Lakhs)		
	Land	Building & Others	Total
Balance as at 31 <sup>st</sup> March, 2023	406.20	491.11	897.31
Additions During the Year	2.20	458.21	460.41
Capitalised During the Year	408.40	-	408.40
Balance as at 31 <sup>st</sup> March, 2024	-	949.32	949.32
Additions during the Year	-	108.93	108.93
Capitalised During the Period	-	1058.25	1058.25
Balance as at 31 <sup>st</sup> March, 2025	-	-	-

(b) Capital Work-In-Progress Ageing (Project-in-Progress)

Particulars	(₹ in Lakhs)				
	Amount in Capital work in progress for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	-	-	-	-	-
Projects Temporarily Suspended	-	-	-	-	-

Particulars	(₹ in Lakhs)				
	Amount in Capital work in progress for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	458.21	491.11	-	-	949.32
Projects Temporarily Suspended	-	-	-	-	-

(c) There are no CWIP assets which become overdue compared to their original plans or where cost is exceeded compared to original plans, therefore, disclosure relating thereto is not required.

7. Investment property

A. Completed Investment Properties

Refer Note 3(d) for accounting policy on Investment Properties.

Particulars	(₹ in Lakhs)		
	Land Leasehold	Buildings	Total
Gross Block			
Balance as at 31 <sup>st</sup> March, 2023	-	285.33	285.33
Additions	-	-	-
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	-	285.33	285.33
Additions	-	-	-
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	-	285.33	285.33

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Lakhs)			
Particulars	Land Leasehold	Buildings	Total
Accumulated Depreciation			
Balance as at 31 <sup>st</sup> March, 2023	-	163.14	163.14
Additions		5.89	5.89
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	-	169.03	169.03
Additions		5.60	5.60
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	-	174.63	174.63
Net Block			
Balance as at 31 <sup>st</sup> March, 2024	-	116.30	116.30
Balance as at 31 <sup>st</sup> March, 2025	-	110.70	110.70

B. Under Development Investment Properties

Particulars	Land Freehold	Buildings	Total
Balance as at 31 <sup>st</sup> March, 2023	-	143.23	143.23
Additions during the Year		19.18	19.18
Capitalised During the Year	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	-	162.41	162.41
Additions during the Year	-	14.27	14.27
Capitalised During the Year	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	-	176.68	176.68

C. Total Investment Properties [A+B]

Particulars	Land Freehold	Buildings	Total
Balance as at 31 <sup>st</sup> March, 2024		278.71	278.71
Balance as at 31 <sup>st</sup> March, 2025	-	287.38	287.38

7.1 Ageing Schedule Investment Properties Under Development as at 31<sup>st</sup> March, 2025

Investment Properties Under Development	Amount for a period of			
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years
Flat No. 3307, Parkwood, Thane	7.13	9.59	71.61	-
Flat No. 3308, Parkwood, Thane	7.13	9.59	71.61	-
Total	14.27	19.18	143.23	-

Ageing Schedule Investment Properties Under Development as at 31<sup>st</sup> March 2024

Investment Properties Under Development	Amount for a period of			
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years
Flat No. 3307, Parkwood, Thane	9.59	14.39	57.22	-
Flat No. 3308, Parkwood, Thane	9.59	14.39	57.22	-
Total	19.18	28.78	114.45	-

7.2 Amount recognised in Statement of Profit or Loss for Investment Properties

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Rental Income derived from Investment Properties	11.77	7.95
Less: Direct Operating Expenses (Including repairs & maintenance) generating rental income	0.93	2.03
Less: Direct Operating Expenses (Including repairs & maintenance) that did not generate rental income	0.14	0.20
Profit arising from Investment Properties before Depreciation	10.70	5.72
Less: Depreciation for the Year / Period	5.60	5.89
Profit/(Loss) arising from Investment Properties	5.09	(0.17)

7.3 Leasing Arrangements

Minimum lease payments receivable under non-cancellable operating lease of investments properties are as follows:

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Not Later than one Year	8.77	8.17
Later than one year and not later than five years	11.61	16.77
Later than five years	-	-
Lease income recognised during the year in profit and loss	11.77	7.95

7.4 Fair Values

The Company has not got revalued its investment properties and they are carried at amortized value in the financial statements. The Company has no restrictions on the realisability of its investment properties. However, as per management estimation, fair value of properties are more than their actual cost / amortized cost.

7.5 There are no contractual obligations to purchase, construct or develop investment property except below:

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
In respect of Purchase of Property (Flat No. 3307 & 3308, Parkwood, Thane):		
Not Later than one Year	43.32	57.59
Later than one year and not later than five years	-	-
Later than five years	-	-

7.6 No contingent rent recognised / (adjusted) in the Profit or Loss in respect of operating lease.



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

8. Intangible assets

Refer Note 3(c) for accounting policy on Intangible Assets

(₹ in Lakhs)			
Particulars	Softwares	Trademark	Total
Gross carrying value			
Balance as at 31 <sup>st</sup> March, 2023	15.57	0.19	15.75
Additions	0.74	-	0.74
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	16.31	0.19	16.50
Additions	4.90	-	4.90
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	21.21	0.19	21.40
Accumulated Depreciation & Amortization			
Balance as at 31 <sup>st</sup> March, 2023	4.26	0.08	4.34
Additions	5.23	0.02	5.26
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	9.50	0.10	9.60
Additions	3.67	0.04	3.71
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	13.17	0.14	13.30
Net Carrying Value			
Balance as at 31 <sup>st</sup> March, 2024	6.81	0.09	6.90
Balance as at 31 <sup>st</sup> March, 2025	8.04	0.05	8.09

8A Intangible Assets Under Development

(₹ in Lakhs)			
	Softwares	Trademark	Total
Balance as at 31 <sup>st</sup> March, 2023	-	-	-
Additions during the Year	-	-	-
Capitalised during the Year	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	-	-	-
Additions during the Year	4.21	-	4.21
Capitalised during the Year	4.21	-	4.21
Balance as at 31 <sup>st</sup> March, 2025	-	-	-

9. Right-of-use-assets

Refer Note 3(f) for accounting policy on Right-of-Use Assets

(₹ in Lakhs)	
Particulars	Amount
Gross Values	
Balance as at 31 <sup>st</sup> March, 2023	41.17
Additions	408.40
Disposals	-
Balance as at 31 <sup>st</sup> March, 2024	449.57
Additions	-
Disposals	-
Balance as at 31 <sup>st</sup> March, 2025	449.57
Accumulated Amortization	
Balance as at 31 <sup>st</sup> March, 2023	1.40
Additions	9.62
Disposals	-
Balance as at 31 <sup>st</sup> March, 2024	11.02
Additions	6.21
Disposals	-
Balance as at 31 <sup>st</sup> March, 2025	17.23
Net Book Values	
Balance as at 31 <sup>st</sup> March, 2024	438.55
Balance as at 31 <sup>st</sup> March, 2025	432.34

Note:

ROU Assets as above consists the plot of land and land part of building.

10. Non-current financial assets – trade receivables

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Secured, considered good		
Unsecured, considered good	-	-
Due from Related Parties	-	-
Others	-	-
Trade receivables which have significant increase in credit risk	-	-
Trade receivables – Credit Impaired	-	-
Allowance for Expected Credit Loss	-	-
Total	-	-

11. Non-current financial asset- investments

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Investments carried at Cost		
Unquoted Investments		
(a) Investment in Equity Instruments		
Prostarm Energy Systems Private Limited (WHS) <sup>1</sup>		
67,80,000 Equity Shares of ₹ 10/- each fully paid up (Previous Year : 34,57,800 Equity Shares of ₹ 10/- each fully paid up)	1504.78	345.78
(b) Investment in Mutual Funds	-	-
(c) Other Non-Current Investments		
Investment in Silver Coins	-	0.15
Total	1504.78	345.93

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

Aggregate Values :	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
1. Aggregate amount of quoted investments	-	-
2. Aggregate amount of market value of quoted investments	-	-
3. Aggregate amount of unquoted investments	1504.78	345.93
4. Aggregate amount of impairment in value of investments	-	-
Classification of Investments		
Unquoted Investments [Level - 3]	1504.78	345.78
Unquoted Investments [Level - 1]	-	0.15
Information about Subsidiaries & Associates		
Name of the Company & Country of Incorporation	Principal Activities	Date of Acquisition
Prostarm Energy Systems Private Limited, India	Manufacturing of Customized Power Electronic Solutions	17th July, 2021 <sup>1</sup>

Note:

1. On 24<sup>th</sup> January, 2025, the Company has acquired remaining 49% stake (i.e. 33,22,200 Shares) in M/s Prostarm Energy Systems Private Limited from Mr. Radhakrishnan Nair for ₹ 1,159 Lakhs and accordingly, the subsidiary has become wholly owned subsidiary of the Company with effect from said date.

12. Other financial assets – non current

	(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Unsecured, considered good		
Security Deposits	42.37	14.13
Earnest Money Deposits	-	-
Retention Money Receivable	571.63	389.06
Bank deposits with more than 12 Months Maturity <sup>1</sup>	937.67	942.33
Total	1551.67	1345.52

Note:

1. Earmarked balances with banks primarily consists of margin money against loans and margin money against performance guarantees obtained by the company.

13. Other non current assets

	(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Unsecured, considered good		
Advances against Purchase of Capital Assets	34.76	11.00
Total	34.76	11.00

14. Inventories

	(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Inventories of Stock-In-Trade <sup>1,2,3</sup>		
Stock-In-Trade	3862.07	4573.92
Stock-In-Transit	-	-
Spares & Parts	291.69	239.78
Raw Material <sup>2,3</sup>	589.57	830.53
Work in Progress <sup>2,3</sup>	4.47	5.01
Finished Goods <sup>2,3</sup>	430.53	133.46
Total Closing Stock	5178.33	5782.70

Notes:

1. Inventory of Stock-In-Trade includes Batteries, UPS and Inverters as a major component of total inventory.
2. Entire inventory of the Company has been hypothecated as security against certain bank borrowings of the Company as at end of reporting periods. For more details of lien/charge against inventories refer Note No. 24 & 26.
3. These inventories are valued at lower of cost or net realisable value.

15. Current financial asset- investments

	(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Investments carried at Cost		
Unquoted Investments	-	-
(a) Investment in Shares	-	-
(b) Investment in Mutual Funds	-	-
Total	-	-

16. Current financial assets – trade receivables

	(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Secured, considered good	-	-
Unsecured, considered good	10774.26	9026.12
Trade receivables which have significant increase in credit risk	-	-
Trade receivables – Credit Impaired	-	-
Allowance for Expected Credit Loss	(54.52)	(43.92)
Total <sup>1, 2,3,4</sup>	10719.73	8982.20

Notes:

1. Carrying value of trade receivables may be affected by the changes in the credit risk of counterparties as explained in Note No. 45.
2. For lien/charge against trade receivables refer Note No. 24 & 26.
3. No current trade receivables are due from directors or other officers of the Company either severally or jointly with any other person and no trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member except as reported in Note No. 42.
4. For Ageing of Current Trade Receivables, refer Note No. 48.1, 48.2 & 48.3.



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

17. Cash & cash equivalents<sup>1</sup>

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Balance with Banks</b>		
In Current Accounts <sup>2</sup>	28.69	29.60
In Term Deposits with maturity less than 3 months at inception <sup>3</sup>	-	0.92
<b>Cheques, Drafts on Hand</b>	-	-
<b>Cash on Hand</b>	13.65	6.63
<b>Total</b>	42.34	37.15

Notes:

1. There are no restriction with regard to cash and cash equivalents as at the end of reporting period and prior periods.
2. Balance in current accounts at the end of the period/year are subject to reconciliation.
3. Earmarked balances with banks primarily consists of margin money against loans and margin money against performance guarantees obtained by the company.

18. Current financial assets – other bank balances

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Unsecured, considered good:</b>		
Deposits with Banks		
Earmarked balances with banks <sup>1</sup>		
In Term Deposits with maturity more than 3 months but less than 12 months at inception	197.98	21.33
<b>Total</b>	197.98	21.33

Note:

1. Earmarked balances with banks primarily consists of margin money against loans and margin money against performance guarantees obtained by the company.

19. Current financial assets – loans

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Unsecured, considered good</b>		
Loans and advances to Employees	47.55	49.77
Loans and advances to Related Parties	3.63	0.67
<b>Total</b>	51.18	50.44

Note:

There are certain amount due from directors, their relatives or other officers of the Company either severally or jointly with any other person and however, no amount is due from firms or private companies respectively in which any director is a partner, a director or a member except as reported in Note No. 42.

20. Current financial assets – other

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Unsecured, considered good</b>		
In Term Deposits with remaining maturing less than 12 Months	514.45	463.64
Receivable against GEDA Subsidy	18.73	32.16
Retention Money Receivable	47.79	50.93
Security Deposits	177.31	168.75
Recoverable from related party (share based payment) (Refer note 60)	4.02	-
Rent Receivable	1.75	2.25
Other Advances	0.08	0.59
<b>Total</b>	764.14	718.32

21. Other current assets

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Unsecured, considered good</b>		
<b>Advances other than Capital Advances</b>		
Advance to Vendors	1285.01	125.06
<b>Others</b>		
Prepaid Expenses	39.33	29.78
Balances with Revenue Authorities	459.93	262.56
Share Issue Expenditures <sup>1</sup>	293.99	46.80
<b>Total</b>	2078.26	464.20

Note:

1. The Company has filed Draft Red Herring Prospectus with SEBI in connection with the proposed Initial Public Offer(‘IPO’) of equity shares of the Company by way of fresh issue. Accordingly, expenses incurred by the Company aggregating to ₹ 293.99 Lakhs (PY ₹ 46.80 Lakhs) in connection with filing of Draft Red Herring Prospectus have been shown under “other current assets” as it shall be adjusted towards the securities premium in FY 2025-26 immediately after listing of shares of the Company on Stock Exchanges.

22. Equity share capital

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>AUTHORISED</b>		
6,60,00,000 Equity Shares of ₹ 10 each	6600.00	6100.00
(Previous Year 6,10,00,000 Equity Shares of ₹ 10/- each)		
<b>ISSUED, SUBSCRIBED &amp; PAID-UP</b>		
4,28,74,592 Equity Shares of ₹ 10 each fully paid up	4287.46	4287.46
(Previous Year 4,28,74,592 Equity Shares of ₹ 10/- each)		
<b>Total</b>	4287.46	4287.46

# Notes to the Standalone Financial Statements

for the year ended March 31, 2025

## 22.1 The details of shareholders holding more than 5% of the shares are as follows:

Name of Shareholder	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	Nos.	%	Nos.	%
Mr. Ram Agarwal <sup>1</sup>	1,23,62,378	28.83%	1,28,62,378	30.00%
Mrs. Parvati Shyamsunder Agarwal	30,03,075	7.00%	57,08,462	13.31%
Mrs. Sunita Vikas Agarwal	30,54,667	7.12%	3,49,280	0.81%
Mr. Vikas Agarwal	1,41,47,029	33.00%	1,41,47,029	33.00%
Mrs. Sonu Ram Agarwal <sup>1</sup>	85,74,938	20.00%	85,74,938	20.00%

**Note:**

1. Mr Ram Agarwal and Ms. Sonu Ram Agarwal, holds 1 fully paid-up equity shares of ₹ 10 each as a trustee for the benefit of their self and certain other shareholders of the Company, being the share allotted against fractional entitlement pursuant to Bonus Shares issued vide Board Resolution dated 11<sup>th</sup> March, 2023.

## 22.2 Shareholding of Promoters

Name of Promoter <sup>1</sup>	As at 31 <sup>st</sup> March, 2025		% Change During the Period
	Nos.	%	
Mr. Ram Agarwal	1,23,62,378	28.83%	-1.17%
Mrs. Sonu Ram Agarwal	85,74,938	20.00%	Nil
Mr. Vikas Agarwal	1,41,47,029	33.00%	Nil
<b>Total</b>	<b>3,50,84,345</b>	<b>81.83%</b>	

Name of Promoter <sup>1</sup>	As at 31 <sup>st</sup> March, 2024		% Change During the Year
	Nos.	%	
Mr. Ram Agarwal	1,28,62,378	30.00%	Nil
Mrs. Sonu Ram Agarwal	85,74,938	20.00%	Nil
Mr. Vikas Agarwal	1,41,47,029	33.00%	Nil
<b>Total</b>	<b>3,55,84,345</b>	<b>83.00%</b>	

**Note :**

1. Pursuant to board meeting held on 28<sup>th</sup> Sept, 2020, the Company has revised the list of promoters resulting into decrease in number of promoters from 7 to 2. Further, pursuant to board meeting held on 18.07.2023, the Company has revised the list of promoters again resulting into increase in number of promoters from 2 to 3.

## 22.3 Rights, preference and restrictions attached to Equity Shares

- (i) The company has one class of equity shares having a par value of ₹ 10 per share. All equity shares, in present and in future, rank *pari passu* with the existing equity shares of the company and each shareholder is entitled to one vote per share.
- (ii) The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.
- (iii) 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.
- (iv) The company did not have outstanding calls unpaid by the directors and officers of the Company (Previous Year NIL) and also did not have any amount of forfeited shares (Previous Year NIL).
- (v) The Company has not allotted any fully paid up equity shares without payment being received in cash except bonus shares and nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

- (vi) During the period of last five years, the Company has issued following Bonus Shares to its Shareholders by capitalisation of reserves:

No. of Shares Issued In Bonus	Face Value per Share	Ratio	Amount (In Lakhs)	Date of Allotment
6812700	10.00	03:01	681.27	29-Aug-20
33790992	10.00	372:100	3379.10	11-Mar-23

- vii) In accordance with Employee Stock Option Plan scheme, the Company has granted 16.44 Lakh equity options to its employees (including the employees of its subsidiary) at an exercise price of ₹ 10 per equity share during the current year. Accordingly, the same has been accounted as per ‘Ind AS 102 – Share Based Payment’ (Refer Note 60).

## 22.4 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Equity Shares at the beginning of the Year</b>	<b>428,745,92</b>	<b>428,745,92</b>
Add: Issued Bonus Shares during the year	-	-
Less: Shares Cancelled on back during the year	-	-
<b>Equity Shares at the end of the Year</b>	<b>428,745,92</b>	<b>428,745,92</b>

## 23. Other equity

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Retained Earnings</b>		
As per Last Balance Sheet	4301.30	1905.46
<b>Adjustments:</b>		
Add: Profit For the Year	3051.33	2395.84
<b>Appropriations</b>		
Less: Capitalisation by Issue of Bonus Shares	-	-
<b>Total of Retained Earnings</b>	<b>7352.64</b>	<b>4301.30</b>
<b>Other Comprehensive Income Reserve</b>		
As per last balance sheet	27.87	28.65
Add: Other Comprehensive Income for the Year	0.45	(0.78)
Total of Other Comprehensive Reserves	<b>28.32</b>	<b>27.87</b>
<b>Share based payment reserve (refer note 60)</b>		
As per last balance sheet		
Issue of employee stock options plan	60.06	-
<b>Closing Balance</b>	<b>60.06</b>	<b>-</b>
<b>Total of Other Equity</b>	<b>7441.02</b>	<b>4329.18</b>

### Nature of Reserves

- a) **Retained Earnings** represent the undistributed profits of the Company.
- b) **Other Comprehensive Income Reserve** represent the balance in equity for items to be accounted in Other Comprehensive Income(OCI). OCI is classified into
- i). Items that will not be reclassified to profit and loss
- ii). Items that will be reclassified to profit and loss.
- c) **Share based payment reserve** – The fair value of the equity-settled share based payment transactions is recognised on straight line basis over vesting period in the standalone Statement of Profit and Loss with corresponding credit to Share Based Payment Reserve. This reserve would be appropriately dealt with in accordance with Ind AS 32 upon either exercise or lapse of the options.



24. Financial liabilities – non current borrowings

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Secured Loans (against hypothecation of assets)</b>		
Vehicle & Business Loans	465.56	629.90
Less: Current maturities of Long Term Debt	126.96	168.47
<b>Term Loans from Banks<sup>1</sup></b>	<b>338.60</b>	<b>461.44</b>
<b>Unsecured Loans</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>338.60</b>	<b>461.44</b>

Details & Principals terms of Secured Loans:

Security	Banker	No. of EMIs	Amount of EMI	ROI (p.a.)	Purpose / Sanction Amount
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	Axis Bank Ltd	48	0.35	7.25%	Vehicle Loan – ₹14.61Lakh
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	BMW India Financial Services P Ltd	60	1.02	7.75%	Vehicle Loan – ₹50.75Lakh
First <i>Pari Pasu</i> Charge over the stock and book debts of the company. For collateral security details – Refer Note <sup>3</sup>	ICICI Bank Limited <sup>3</sup>	20	6.38 + Interest	Repo + 2.7%	Business Loan – ₹200Lakh**
First <i>Pari Pasu</i> Charge over the stock and book debts of the company. For collateral security details – Refer Note <sup>3</sup>	ICICI Bank Limited <sup>3</sup>	60	7.61 + Interest	Repo + 2.7%	Term Loan – ₹457Lakh
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	ICICI Bank Ltd	48	0.20	7.60%	Vehicle Loan – ₹8.20Lakhs
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	ICICI Bank Ltd	48	0.21	7.60%	Vehicle Loan – ₹8.45Lakhs
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	ICICI Bank Ltd	48	0.20	7.60%	Vehicle Loan – ₹8.20Lakhs
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	ICICI Bank Ltd	48	0.21	7.60%	Vehicle Loan – ₹8.45Lakhs
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	ICICI Bank Ltd	60	0.36	8.20%	Vehicle Loan– ₹17.40Lakhs
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	ICICI Bank Ltd	60	0.41	8.40%	Vehicle Loan–₹19.99Lakhs
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	HDFC Bank Ltd <sup>1</sup>	60	0.31	8.75%	Vehicle Loan– ₹15Lakhs
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	ICICI Bank Ltd <sup>2</sup>	36	0.30	9.49%	Vehicle Loan – ₹7.70Lakhs

\*\*Account closed during the FY 2024-25

Note:

1.

During the year 2023-24, company has availed Vehicle loans from HDFC Bank
2.

During the year 2024-25, company has availed Vehicle loans from ICICI Bank
3.

Collateral Securities Offered to ICICI Bank Limited against Term Loan are as under:

a)

First pari passu Charge over Current Assets

b)

Cash margin in form of FD of ₹ 7.75 million

c)

Exclusive charge on immovable fixed assets, industrial property Plot no. EL-79, TTC Industries area, Mahape, MIDC, 400710

d)

Exclusive charge on residential property by Equitable Mortgage stipulated at Flat A3/12/F1/103, 1<sup>st</sup> Floor, Seawoods Estate Ltd, NRI Complex, Palm Beach Marg, Sec. 54, 55, 58, Nerul, Navi Mumbai. ad-measuring 129.50 sq mtr in name of Company.

e)

Personal Guarantee of i) Mr. Ram Agarwal ii) Mr. Vikas Agarwal has been offered:

4.

The Company does not have any continuing default in repayment of loans and interest as on the reporting date.

5.

Borrowings from banks and financial institutions have been used for the purpose for which they were obtained.
- 24A. Other non-current financial liabilities
- | (₹ in Lakhs)    |                                       |                                       |
|-----------------|---------------------------------------|---------------------------------------|
| Particulars     | As at<br>31 <sup>st</sup> March, 2025 | As at<br>31 <sup>st</sup> March, 2024 |
| Deposit Payable | 2.00                                  | 2.00                                  |
| <b>Total</b>    | <b>2.00</b>                           | <b>2.00</b>                           |
25. Provisions
- | (₹ in Lakhs)                            |                                    |              |                                    |              |
|-----------------------------------------|------------------------------------|--------------|------------------------------------|--------------|
| Particulars                             | As at 31 <sup>st</sup> March, 2025 |              | As at 31 <sup>st</sup> March, 2024 |              |
|                                         | Non-Current                        | Current      | Non-Current                        | Current      |
| <b>Provision for Employee Benefits</b>  |                                    |              |                                    |              |
| Provision for Defined Benefits/Gratuity | 120.02                             | 18.65        | 95.68                              | 16.16        |
| Provision for Warranty                  | 18.94                              | 28.42        | 23.10                              | 34.65        |
| Other Provisions                        | -                                  | 9.00         |                                    | 7.00         |
| <b>Total</b>                            | <b>138.96</b>                      | <b>56.07</b> | <b>118.78</b>                      | <b>57.81</b> |
- Movement in Provisions
- | Particulars                             | As at<br>1st April 2024 | Additions/<br>Creations during the<br>Reporting Period | Amount Paid /<br>Adj. / Utilised<br>During the Year | As at<br>31 <sup>st</sup> March, 2025 |
|-----------------------------------------|-------------------------|--------------------------------------------------------|-----------------------------------------------------|---------------------------------------|
| Provision for Defined Benefits/Gratuity | 111.84                  | 30.89                                                  | (4.06)                                              | 138.67                                |
| Other Provisions                        | 7.00                    | 14.00                                                  | (12.00)                                             | 9.00                                  |
| Provision for Warranty                  | 57.74                   | 43.84                                                  | (54.22)                                             | 47.36                                 |
| <b>Movement in Provisions</b>           |                         |                                                        |                                                     |                                       |

Particulars	As at 1st April 2023	Additions/ Creations during the Year	Amount Paid / Adj. / Utilised During the Year	As at 31 <sup>st</sup> March, 2024
Provision for Defined Benefits/Gratuity	87.16	24.68	-	111.84
Other Provisions	6.00	7.00	(6.00)	7.00
Provision for Warranty	42.77	44.13	(29.16)	57.74
- Notes:
- i)

Warranty costs are provided based on managements’ best estimates of the cost required to be incurred for repairs,replacement,material cost,servicing,and past experience in respect of warranty costs based on previous experience.

ii)

The provision of warranty as required to be disclosed in compliance with Ind AS 37, Provisions, Contingent liabilities and Contingent Asset’s as above.
26. Financial liabilities – current borrowings
- | (₹ in Lakhs)                                                     |                                       |                                       |
|------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Particulars                                                      | As at<br>31 <sup>st</sup> March, 2025 | As at<br>31 <sup>st</sup> March, 2024 |
| <b>Secured</b>                                                   |                                       |                                       |
| <b>From Banks</b>                                                |                                       |                                       |
| Overdraft / Cash Credit Facility from Banks <sup>1 &amp; 2</sup> | 6257.42                               | 3711.23                               |
| <b>From Others</b>                                               | -                                     | -                                     |
| <b>Unsecured</b>                                                 |                                       |                                       |
| <b>From Banks</b>                                                |                                       |                                       |
| <b>Current maturities of Long Term Debts (Note 24)</b>           | <b>126.96</b>                         | <b>168.47</b>                         |
| <b>Total</b>                                                     | <b>6384.38</b>                        | <b>3879.70</b>                        |
- Note:
1.

Summary of Overdraft / Cash Credit facilities from banks are as under:
- 146 - Prostarm Info Systems Limited
- Annual Report 2024-25 - 147 -

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(A) Cash Credit Facilities – Axis Bank – ₹ 3500 Lakhs

Banker	Axis Bank
Sanction Limit (₹ in Lakhs)	3500.00
Outstanding Limit (₹ in Lakhs)	2130.87 (Including Accrued Interest)
Interest Rate	Repo Rate + 2.70%
Purpose	Working Capital Purpose
Security	a) Hypothecation on current assets of the company present and future.  b) 30% in the form of Liquid with banks lien noted on thereon including cash Margin of BG/LC.
Personal Guarantees	Further, secured by personal guarantee of Mr. Ram Agarwal & Mr Vikas Agarwal

(B) Cash Credit Facility – ICICI Bank – ₹ 3000 Lakhs

Banker	ICICI Bank
Sanction Limit (₹ in Lakhs)	3000.00
Outstanding Limit (₹ in Lakhs)	2726.56
Interest Rate (Bill Discounting)	Repo + 2.7%
Security	It is same as mentioned for business loan taken from ICICI Bank. See Note No. 24.
Personal Guarantees	Personal Guarantees of Mr Ram Agarwal & Vikas Agarwal

(C) Working Capital Demand Loan – Bajaj Finance Limited – ₹ 1500 Lakhs

Banker	Bajaj Finance Limited
Sanction Limit (₹ in Lakhs)	1500.00
Outstanding Limit (₹ in Lakhs)	1399.99
Interest Rate	9.65%
Security	First Ranking Pari Passu on Current Assets of the Company, Lein of Corporate Deposit / Fixed Deposit or exclusive charge on properties in favour of Lender to the extent of 25% of sanctioned amount.
Personal Guarantees	Personal Guarantees of Mr Ram Agarwal & Mr. Vikas Agarwal

Notes:

2. The Company does not have any continuing default in repayment of loans and interest as on the reporting date.
3. Borrowings from banks and financial institutions have been used for the purpose for which they were obtained.
4. Balance in Overdraft / CC Accounts at the end of the year are subject to reconciliation.
5. Disclosure of Quarterly Returns or Statement submitted to Banks pursuant to working capital facilities provided, is given at Note No. 50.
6. Balance in overdraft accounts at the end of the year are subject to reconciliation.

27. Financial liabilities – current – trade payables<sup>1</sup>

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
(a) total outstanding dues of micro enterprises and small enterprises;	161.42	300.71
(b) total outstanding dues of creditors other than micro enterprises and small enterprises.	5011.16	5985.88
Total	5172.58	6286.58

Note:

1. Detailed ageing schedule and details of outstanding dues of micro enterprise and small enterprises are given at Note No. 46.

28. Other current financial liabilities

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Interest accrued but not due on borrowings	0.33	10.64
Salary Payables including bonus	109.75	66.14
Directors Remuneration payable	6.83	5.35
Sitting Fees Payable to Directors	-	0.16
Other Outstanding Expenses	12.85	10.33
Credit Card Dues	2.56	1.42
Deposit Payable	-	24.43
Total	132.32	118.48

29. Other current liabilities

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Statutory Liabilities	229.84	154.49
Advances from Customers	16.89	87.77
Total	246.72	242.26

30. Current tax liabilities

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Provision for Tax	1089.18	851.93
Less: TDS / Advance Tax Paid	868.80	603.05
Net Current Tax Liabilities/ Assets	220.38	248.88

31. Leases

Company as a Lessee

The Company has taken on some properties on long-term leases and short-term leases. Most of the property leases include renewal and escalation clauses. The Company has adopted Ind AS 116 ‘Leases’ with the date of initial application being April 1, 2019. Ind AS 116 replaces Ind AS 17 and related interpretation and guidance. The Company has applied Ind AS 116 using the modified retrospective approach.

In respect of Leased Properties taken on Long-term:

Impact of Adoption of Ind AS 116 on the Statement of Profit and Loss (excluding corresponding deferred tax):

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Interest on Lease Liabilities	0.17	0.87
Depreciation of Right-of-Use Assets	6.21	9.62
Actual Lease Rental Paid	5.99	6.58
Impact on Statement of Profit or Loss	0.39	3.91

Lease Liabilities Reconciliation

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Opening Lease Liabilities Recognised	5.82	11.53
Lease Liabilities Recognised during the Year	-	-
Interest on Lease Liabilities	0.17	0.87
Repayment / Actual Rent Paid	5.99	6.58
Closing Lease Liabilities	-	5.82



# Notes to the Standalone Financial Statements

for the year ended March 31, 2025

## Classification of Lease Liabilities

(₹ in Lakhs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Current Lease Liabilities	-	5.82
Non-Current Lease Liabilities	-	-

### In respect of Leased Properties:

Company has taken certain offices and residential premises under operating lease agreements for short period. Aggregate rental of ₹184.01 Lakhs [₹222.38 Lakhs for FY 2023-24] on such leases has been charged to Statement of Profit and Loss.

## 32. Revenue from operations

(₹ in Lakhs)		
Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Sale of Products <sup>1</sup>	32199.18	22066.52
Sale of Services <sup>2</sup>	490.29	1170.44
Sale of EPC Contracts (Solar)	1939.71	2368.46
Other Operating Revenues	6.39	18.44
Financing Component - Retention [Ind AS]	(47.00)	(25.17)
<b>Total Revenue from Operations</b>	<b>34588.57</b>	<b>25598.68</b>

#### Notes:

1. It includes revenue from sale of UPS System, Lift Inverter System/Inverter System, Solar Hybrid Inverter System, Lithium-ion Battery Pack, Servo Controlled Voltage Stabilizer (SCVS), Isolation Transformers, other power solution products, batteries, reverse logistics / end-of-life products and other ancillary products such as solar panel, IT related products etc
2. It includes revenue from sale of related services such as Rental services and after sales service, etc

(₹ in Lakhs)		
Reconciliation of Sale of Services	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Service Charges Billed During the Year	460.84	1115.04
Opening Unbilled Revenues from Services	(107.66)	(52.27)
Closing Unbilled Revenues from Services	137.11	107.66
<b>Net Revenue from Sale of Services</b>	<b>490.29</b>	<b>1170.44</b>

(₹ in Lakhs)		
Geographical disaggregation	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Sales in India	34574.87	25592.79
Sales Outside India	13.71	5.89
<b>Total</b>	<b>34588.57</b>	<b>25598.68</b>

(₹ in Lakhs)		
Reconciliation of Revenue from Sale of Products	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Sales from Product Billed	36647.52	34656.29
Less: Interbranch Transfers	4448.34	12589.77
<b>Net Sales from Products</b>	<b>32199.18</b>	<b>22066.52</b>

## 33. Other incomes

(₹ in Lakhs)		
Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
<b>Interest Income:</b>		
Interest Income on bank deposits	97.36	75.47
Finance Income - Ind AS	28.42	40.74
<b>Other Non-Operating Income:</b>		
Rent / Lease Income (Refer Note 7)	11.77	7.95
Foreign Exchange Gain (Net)	25.01	6.99
Net Gain on disposal of PPE/Inves.Property	-	2.00
Other Incomes	27.16	3.05
<b>Total</b>	<b>189.72</b>	<b>136.20</b>

## 34. Cost of material consumed<sup>1</sup>

(₹ in Lakhs)		
Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Inventory at the Commencement of the Year	830.53	263.19
Add: Purchases made during the year	6360.93	10246.12
Less: Inventory at the End of the Year	589.57	830.53
<b>Net Cost of Material Consumed<sup>1</sup></b>	<b>6601.89</b>	<b>9678.78</b>

## 35. Purchase of stock-in-trade<sup>2</sup>

(₹ in Lakhs)		
Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Purchases made during the Year <sup>1</sup>	22319.07	22854.16
Inter-Branch Purchases	(4448.34)	(12589.77)
<b>Net Purchases of Stock-In-Trade</b>	<b>17870.73</b>	<b>10264.39</b>

#### Notes:

1. It includes goods manufactured through Contract Manufacturing, Trading, etc
2. During the current periods, previous year figures have been reclassified to correspond with the current year's classification. In previous year(s), purchase of goods / components sold as a part of Complete Power Solution Product were classified as "purchase of stock-in-trade" on basis of its component under this Schedule whereas in current year/stub-period, such goods are classified as "cost of material consumed" being used as part /component of a Complete Power Solution Product under Note - 34.

## 36. Change-in-inventories of finished goods, wip and stock-in-trade

(₹ in Lakhs)		
Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
<b>Inventory at the Beginning of the Year</b>	<b>4952.17</b>	<b>3330.71</b>
Traded Goods	4813.70	3280.62
Finished Goods	133.46	44.73
Work-in-Progress	5.01	5.36
<b>Inventory at the End of the Year</b>	<b>4588.76</b>	<b>4952.17</b>
Traded Goods	4153.76	4813.70
Finished Goods	430.53	133.46
Work-in-Progress	4.47	5.01
<b>Change-in-Inventory During the Year</b>	<b>363.41</b>	<b>(1621.46)</b>

# Notes to the Standalone Financial Statements

for the year ended March 31, 2025

## 37. Employee benefit expenses

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Salary and Wages (Including Bonus)	1494.07	1405.81
Directors' Remuneration	102.70	109.75
Share Based payments to employee (refer note 60)	56.04	-
Staff Welfare Expenses	123.72	92.92
Contribution to provident and other funds	54.56	41.46
Gratuity Expense [Refer Note - 59]	30.89	23.64
<b>Total</b>	<b>1861.98</b>	<b>1673.57</b>

## 38. Finance costs

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Interest Expense	487.44	325.26
Other Borrowing Cost (upfront fees, renewal fees, etc)	22.35	28.24
Interest / Penalty on Income-tax	27.76	19.76
Interest on TDS/TCS	0.12	-
Interest on Other Statutory Dues	0.02	0.01
Interest on Leased Liability	0.17	0.87
<b>Total</b>	<b>537.86</b>	<b>374.14</b>

## 39. Depreciation & amortization exp

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Depreciation on PPE (Refer Note-5)	231.47	109.34
Depreciation on Investment Properties (Refer Note-7)	5.60	5.89
Amortization on Intangible Assets (Refer Note-8)	3.71	5.26
Amortization of Right-of-Use Assets (Refer Note-9)	6.21	9.62
<b>Total</b>	<b>246.99</b>	<b>130.11</b>

## 40. Other expenses

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>Operating &amp; Manufacturing Overheads</b>		
Freight & Transportation Charges	303.57	401.49
Labour Charges	1.63	13.81
Custom Clearing & Forwarding Charges	138.43	125.88
Service Charges	312.93	11.56
Installation Charges	1170.22	157.19
Loading & Unloading Charges	51.88	56.54
Other Consumables	4.48	1.91
Power and Fuel Expenses	21.65	15.79
<b>Total (A)</b>	<b>2004.77</b>	<b>784.16</b>
<b>Establishment Expenses</b>		
Corporate Social Responsibility Expenses	51.20	37.25
Business Promotion Expenses	65.18	47.09
Other Bank Charges	31.63	13.48
Misc Expenses	12.39	4.65
Electricity & Water Charges	6.41	8.22
Insurance Charges	13.40	8.86
Tax and Other Payments	1.94	7.01
Repair & Maintenance Charges	42.97	20.35
Tender Fee	16.62	8.69
Office & Misc Expenses	29.54	49.86
Postage & Courier Charges	10.48	10.43
Printing & Stationery	15.26	6.80
Professional & Consultancy Charges	131.12	139.47
Rent, Rates & Taxes	187.91	225.73
Telephone & Internet Expenses	6.77	6.08
Travelling & Conveyance Expenses	288.65	343.24
Brokerage & Commission	99.96	53.23
ROC & Other Govt Fees	8.78	6.57
Auditors' Remuneration	14.00	7.00
Sitting Fees to Directors	6.83	2.98
Security Service Charges	3.15	6.77
Fee & Subscription Charges	33.97	23.23
Loss on sale of vehicle	1.96	-
Labour Welfare Charges	-	39.30
Warranty Expenses	65.27	44.13
Allowance for Expected Credit Loss	10.61	34.35
SD Deferment [Ind AS Adj]	0.99	0.89
Sundry Balance Written Off	-	58.60
<b>Total (B)</b>	<b>1156.98</b>	<b>1214.25</b>
<b>Total (A+B)</b>	<b>3161.76</b>	<b>1998.41</b>

### 40.1 Payment to auditors

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
a) Auditors	14.00	7.00
b) for taxation matters	-	-
c) for other services	1.20	-
d) for company law matters	-	-
e) for reimbursement of expenses	-	-
<b>Total</b>	<b>15.20</b>	<b>7.00</b>



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

41 Income tax expense

The major components of income tax expense for the year ended 31<sup>st</sup> March, 2025 is indicated below:

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>a) Statement of Profit or Loss for the Year / Period ended</b>		
<b>Current Tax :</b>		
Current tax on profit for the year	1089.18	851.93
Charge/Credit in respect of current tax for earlier year	3.41	-
<b>Total Current Tax</b>	<b>1092.58</b>	<b>851.93</b>
<b>Deferred Tax :</b>		
Origination and reversal of temporary differences	(10.24)	(10.83)
Charge in respect of deferred tax for earlier year	-	-
Charge in respect of increase/(decrease) in tax rate	-	-
<b>Total Deferred Tax :</b>	<b>(10.24)</b>	<b>(10.83)</b>
<b>Total Tax Expense / (Credit) for the Year / Period</b>	<b>1082.35</b>	<b>841.10</b>
<b>b) Statement of Comprehensive income for the Year / Period ended</b>		
<b>Deferred tax (Credit) / charge on:</b>		
Re-measurement of defined benefit obligations	0.15	(0.26)
Charge in respect of deferred tax for earlier year	-	-
Charge in respect of increase/(decrease) in tax rate	-	-
<b>Total</b>	<b>0.15</b>	<b>(0.26)</b>

(A) A reconciliation of income tax expense applicable to accounting profits / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Accounting Profits / (loss) before tax	4133.68	3236.94
Statutory income tax rate (%) <sup>1</sup>	25.17	25.17
<b>Tax at Indian statutory income tax rate</b>	<b>1040.37</b>	<b>814.67</b>
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income	51.58	30.30
Permanent Disallowances	(2.77)	6.96
Changes in deferred tax balances due to the change in income tax rate for the year	-	-
<b>Total Income-tax Expense / (Credit)</b>	<b>1089.18</b>	<b>851.93</b>
Effective income tax rate (%)	26.35%	26.32%

Note:

1. Company has adopted the option permitted under section 115BAA of Income Tax Act, 1961of the lower effective corporate tax rate of 25.17% (including surcharge and cess). Accordingly, the Company has recognized the Provision for Income Tax based on the rates prescribed in the aforesaid section.
- (B) The movement in deferred tax assets and liabilities as at the reporting period ended on 31<sup>st</sup> March, 2025 and 31<sup>st</sup> March, 2024 are as under:

(₹ in Lakhs)				
Particulars	As at 31 <sup>st</sup> March, 2024	Charged / (Credited) to P&L	Charged / (Credited) to OCI	As at 31 <sup>st</sup> March, 2025
<b>Deferred Tax Assets :</b>				
Provision of doubtful debts and advances	11.05	2.67	-	13.72
Provision for Warranty Expense	14.53	(2.61)	-	11.92
Provision of Gratuity (Employee Benefits)	28.15	6.90	(0.15)	34.90
Carry forward of Capital Losses	2.80	0.00	-	2.80
Temporary Disallowances under IT Act	0.53	0.15	-	0.68
Property, Plant & Equipment	15.74	3.13	-	18.87
<b>Deferred Tax Liabilities</b>				
Property, Plant & Equipment	-	-	-	-
Fair Valuation of Investments	-	-	-	-
<b>Total</b>	<b>72.80</b>	<b>10.24</b>	<b>(0.15)</b>	<b>82.89</b>



(₹ in Lakhs)				
Particulars	As at 31 <sup>st</sup> March, 2023	Charged / (Credited) to P&L	Charged / (Credited) to OCI	As at 31 <sup>st</sup> March, 2024
<b>Deferred Tax Assets :</b>				
Provision of doubtful debts and advances	2.41	8.64	-	11.05
Provision for Warranty Expense	10.76	3.77	-	14.53
Provision of Gratuity (Employee Benefits)	21.94	5.95	0.26	28.15
Carry forward of Capital Losses	2.80	-	-	2.80
Temporary Disallowances under IT Act	1.51	(0.98)	-	0.53
Property, Plant & Equipment	22.29	(6.55)	-	15.74
<b>Deferred Tax Liabilities</b>				
Property, Plant & Equipment	-	-	-	-
Fair Valuation of Investments	-	-	-	-
<b>Total</b>	<b>61.71</b>	<b>10.83</b>	<b>0.26</b>	<b>72.80</b>

42. Related party transactions

In accordance with the requirements of IND AS 24, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are reported as under:

A. Name of related parties and description of relation:

(i) Entities where control exist – Subsidiaries

Name of Company	Nature of Relationship
Prostarm Energy Systems Private Limited	Wholly Owned Subsidiary <sup>5</sup>

(ii) Other Related Parties

Name of Company / Entity/Person	Nature of Relationship
Mr. Shyam Sundar Agarwal	Relative of Director
Mr. Santosh Agarwal	Relative of Director
Mrs. Parvati Agarwal	Relative of Director
Mrs. Jayanti Ghose	Relative of Director
Mrs. Kavita Jain	Relative of KMP (CFO)
S K Enterprises (Prop. Kavita Jain)	Proprietorship Firm of Relative of KMP (CFO)

(iii) Key Managerial Personnel (KMP)

Designation	Name
<b>Chairman &amp; Managing Director</b>	Mr. Tapan Ghose
<b>Whole Time Director &amp; Chief Executive Officer</b>	Mr. Ram Agarwal
<b>Whole Time Director</b>	Mrs. Sonu Ram Agarwal <sup>2</sup>
<b>Whole Time Director</b>	Mr. Vikas Shyamsunder Agarwal
<b>Whole Time Director</b>	Mr. Raghu Ramesh Thammannashastri
<b>Independent Director</b>	Mr. Goutam Paul
<b>Independent Director</b>	Mr. Bhargav Chatterjee
<b>Independent Director</b>	Mr. Ganesh Basant Kumar Pansari
<b>Independent Director</b>	Mr. Shivkumar Baser
<b>Independent Director</b>	Ms. Mitali Chatterjee
<b>Chief Financial Officer</b>	Mr. Abhishek Jain
<b>Company Secretary</b>	Mr. Prashant Sharad Patankar <sup>1</sup>
<b>Company Secretary</b>	Mr. Kiran Subhash Mukadam <sup>3</sup>
<b>Company Secretary</b>	Mr. Sachin Gupta <sup>4</sup>

Note:

Related party relationship is as identified by the Company and relied upon by the auditors.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

B. Related Party Transactions

Transactions with related parties are made on terms equivalent to those that prevail in arm’s length transactions. Outstanding balances at the period-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. The Company has not recorded any impairment of receivables relating to amounts owed by related parties as at reporting dates. This assessment is undertaken each financial period through examining the financial position of the related party and the market in which the related party operates. There are no commitments with related parties.

The following table provides the total amount of transactions that have been entered into with related parties for the relevant period:

(₹ in Lakhs)		
Transaction Type / Party	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>Short term employee benefits**</b>		
Mr. Tapan Ghose	18.23	18.23
Mr. Ram Agarwal	54.23	54.23
Mrs. Sonu Ram Agarwal	26.23	26.23
Mr. Raghu Shastri	24.23	24.23
Mrs. Parvati Agarwal	6.23	6.23
Mr. Santosh Agarwal	6.23	6.33
Mr. Vikas Agarwal	6.00	6.00
Mr. Abhishek Jain	20.87	20.87
Mr. Kiran Subhash Mukadam	2.21	-
Mr. Prashant Sharad Patankar	-	3.91
Mr. Sachin Gupta	9.73	-
Mrs. Kavita Jain	7.17	7.67
<b>Sales Commission Paid / Payable</b>		
Mr Ram Agarwal	23.76	28.34
Mr. Tapan Ghose	42.24	
Mr. Raghu Ramesh Thammannashastri	10.61	-
<b>Sitting Fees Paid / Payable</b>		
Mr. Goutam Paul	1.05	0.73
Mr. Bhargav Chatterjee	2.18	0.88
Mr. Ganesh Pansari	1.33	0.40
Mr. Shivkumar Baser	1.40	0.58
Ms. Mitali Chatterjee	0.88	0.40
<b>Rent Received / Receivable</b>		
Mr. Santosh Agarwal	3.60	2.40
<b>Salary Advances</b>		
Mr. Abhishek Jain	5.35	7.50
Mrs. Kavita Jain	-	8.60
<b>Sale of Products</b>		
Prostarm Energy Systems Private Limited	365.18	118.56
S K Enterprises (Prop. Kavita Jain)	-	30.79
<b>Purchase of Services</b>		
Prostarm Energy Systems Private Limited	113.87	1.14
<b>Purchase of Materials / Products</b>		
Prostarm Energy Systems Private Limited	393.23	1626.25
<b>Advances for Purchases</b>		
S K Enterprises (Prop. Kavita Jain)	-	7.00
Prostarm Energy Systems Private Limited	479.07	-
<b>ESOP Options Granted</b>		
Prostarm Energy Systems Private Limited	4.02	-
<b>Reimbursement of Expenses</b>		
Prostarm Energy Systems Private Limited	0.90	0.61
Mr. Raghu Ramesh Thammannashastri	3.97	0.75
Mr. Abhishek Jain	1.60	3.71

(₹ in Lakhs)		
Transaction Type / Party	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Mrs. Kavita Jain	2.00	1.90
Mr. Tapan Ghose	2.10	-
Mr. Ram Agarwal	4.28	-
Mr. Prashant Sharad Patankar	-	0.58
<b>Investment in Share Capital</b>		
Investment in Share Capital of Prostarm Energy Systems Pvt. Ltd.	1159.00	-

\*\*The remuneration to the Key Management Personnel does not include provision made for gratuity as they are determined on an actuarial basis for the Company as a whole.

The receivables from and payables to related parties as at reporting dates are set out below:

(₹ in Lakhs)		
Related Party	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Payable To</b>		
Mr. Ram Agarwal (Remuneration)	0.07	-
Mrs. Sonu Ram Agarwal (Remuneration)	1.59	0.03
Mr. Raghu Ramesh Thammannashastri (Remuneration)	0.96	0.59
Mr. Vikas Agarwal (Remuneration)	3.50	4.50
Mrs. Parvati Agarwal (Salary)	0.48	0.96
Mr. Goutam Paul (Sitting Fees)	-	0.07
Mr. Bhargav Chatterjee (Sitting Fees)	-	0.09
Mr. Ganesh Basant Kumar Pansari (Sitting Fees)	-	-
Mr. Shivkumar Baser (Sitting Fees)	-	-
Ms. Mitali Chatterjee (Sitting Fees)	-	-
Mr. Abhishek Jain (Remuneration)	1.42	1.61
Mrs. Kavita Jain (Remuneration)	0.60	0.35
Mr. Tapan Ghose (Remuneration)	0.71	0.26
Prostarm Energy Systems Private Limited (Purchase)	-	9.94
Mr. Raghu Ramesh Thammannashastri (Reimbursement)	-	-
Mr. Sachin Gupta (Remuneration)	1.11	-
<b>Receivable From</b>		
Mr. Santosh Agarwal (Salary Advance)	-	0.39
Mr. Santosh Agarwal (Rent Receivable)	1.75	-
Mrs. Sonu Agarwal (Salary Advance)	-	-
Mrs. Jayanti Ghose (Salary Advance)	-	-
Mr. Abhishek Jain (Salary Advance)	3.63	-
Mr. Ram Agarwal (Salary Advance)	-	0.28
M/s SK Enterprise Proprietor Ms. Kavita Jain (Sales)	0.78	0.93
M/s SK Enterprise Proprietor Ms. Kavita Jain (Purchase Advance)	1.00	7.00
Prostarm Energy Systems Private Limited (ESOP)	4.02	-
Prostarm Energy Systems Private Limited (Sales)	430.35	-
Prostarm Energy Systems Private Limited (Purchase Advance)	479.07	-

Notes:

- Mr. Prashant Patankar has been appointed as Company Secretary of the Company with effect from 24<sup>th</sup> Jan, 2023 and has resigned with effect from 30<sup>th</sup> Nov, 2023.
- Ms. Sonu Agarwal resigned from the post of Whole Time Director with effect from July 07, 2023. However, she continues to work in the capacity of as an employee.
- Mr. Kiran Subhash Mukadam has been appointed as Company Secretary of the Company with effect from 29<sup>th</sup> May, 2024 and has resigned with effect from 26<sup>th</sup> Aug, 2024.
- Mr. Sachin Gupta has been appointed as Company Secretary of the Company with effect from 27<sup>th</sup> Aug, 2024.
- On 24<sup>th</sup> January, 2025, the Company has acquired remaining 49% stake (i.e. 33,22,200 Shares) in M/s Prostarm Energy Systems Private Limited from Mr. Radhakrishnan Nair for ₹ 1,159 Lakhs and accordingly, the subsidiary has become wholly owned subsidiary of the Company with effect from said date.



Terms & Conditions:

Sales:

The sales to related parties are made on terms equivalent to those that prevail in arm’s length transactions and in the ordinary course of business. Sales transactions are based on prevailing price lists. For the reporting periods, the company has not recorded any impairment of receivables relating to amounts owed by related parties.

Purchases:

The purchases from related parties are made on terms equivalent to those that prevail in arm’s length transactions and in the ordinary course of business. Purchase transactions are based on made on normal commercial terms and conditions and market rates.

43. Earning per share

Basic Earnings per share (‘EPS’) amounts are calculated by dividing the Profit/(loss) for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the Profit/(loss) attributable to equity holders of the Company 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 is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
A. Nos. of Equity Shares outstanding at end of year	42874592	42874592
B. Weighted Average number of Equity Shares for Basic EPS	42874592	42874592
C. Weighted Average number of Equity Shares for Diluted EPS <sup>1</sup>	44042526	42874592
D. Profit attributable to ordinary shareholders	3051.33	2395.84
E. Earning per Share after Exceptional Income (₹ In Lakhs)		
Basic Earning Per Share (In ₹)	7.12	5.59
Diluted Earning Per Share (In ₹)	6.93	5.59
F. Nominal Value of Shares (In ₹)	10.00	10.00

Note:

1. Reason for dilution in Weighted Average Number of Equity Shares:

The dilution in the weighted average number of equity shares for the period ended 31<sup>st</sup> March, 2025, resulting in a total of 4,40,42,526 shares, is attributable to the potential equity shares arising from the implementation of the Employee Stock Option Plan (ESOP).

The Company has granted stock options to eligible employees, which have been considered for calculation of diluted EPS in accordance with Ind AS 33 – Earnings per Share.

44. Contingent liabilities & commitments (to the extent not provided for)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Contingent Liabilities		
Claims against the company not acknowledged as debt <sup>1</sup>	11.30	11.30
Guarantees & LC excluding financial guarantees <sup>2</sup>	3005.04	1792.07
Other money for which the company is contingently liable <sup>3</sup>	56.96	32.03
Commitments		
Estimated amount of contracts remaining to be executed on capital account & not provided for	97.01	135.04
Uncalled liability on shares and other investments partly paid	-	-
Other commitments	-	-

Notes:

- The Company has certain disputes, lawsuits and claims, which arise in from time to time in the ordinary course of business. The Company believes these matters are not expected to have material impact on the Financial Statements.
- Includes Bank Guarantees issued in favour of various customers for supply of materials, tendering, etc
- Represents demands raised by Income tax and sales tax authorities pending before adjudicating authority or rectification to be done in due course.

45 Financial risk management

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

The audit committee oversees how management monitors compliance with the Company’s risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Financial Risk Factors

The Company’s activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, receivables and other financial assets measured at amortised cost	Ageing analysis, Credit ratings	The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers and related party. The Company operates majorly with AMCs with high credit ratings resulting in limited credit risk on trade receivables.
Liquidity risk	Liabilities	Rolling cash flow forecasts	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 believes that the working capital and its cash and cash equivalent are sufficient to meet its short and medium term requirements.
Market risk	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting	The Company has very limited exposure to the financial risk of changes in foreign currency exchange rates.

A. Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company’s exposure to credit risk is influenced mainly by loans, cash and cash equivalents, trade receivables and other financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a. Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- Low credit risk
- Moderate credit risk
- High credit risk

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

# Notes to the Standalone Financial Statements

for the year ended March 31, 2025

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in Statement of Profit and Loss.

The Company provides for expected credit loss based on the following:

Basis of categorisation	Asset class exposed to credit risk	Provision for expected credit loss
Low credit risk	Loans, trade receivables, cash and cash equivalents, financial assets measured at amortised cost	12 month expected credit loss or
High credit risk	Trade receivables	Life time expected credit loss or specific provision, as required

(₹ in Lakhs)				
Particulars	Note	Note No.	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Low credit risk</b>				
Security deposits	Other Current Assets – Non Current	12 & 20	219.68	182.88
Trade receivables	Current & Non-Current Trade Receivables	10 & 16	10668.17	8920.04
Cash and cash equivalents	Cash and cash equivalents	17	42.34	37.15
Bank balances other than Cash & cash equivalents	Current Financial Assets – Other Bank Balances	18	197.98	21.33
Other financial assets	Other Financial Assets – Current & Non Current	11,12,15,19 & 20	3652.09	2277.33
<b>High credit risk</b>				
Trade receivables	Current & Non-Current Trade Receivables	10 & 16	106.08	62.17
Loans			–	
<b>Total</b>			<b>40878.31</b>	<b>11500.89</b>

\* These represent carrying values of financial assets, without deduction for expected credit losses

### Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

### Trade receivables

Trade receivables are generally unsecured and non-interest bearing. There is no significant concentration of credit risk. The Company’s credit risk management policy in relation to trade receivables involves periodically assessing the financial reliability of customers, taking into account their financial position, past experience and other factors. The utilization of credit limit is regularly monitored. The Company’s credit risk is mainly confined to the risk of customers defaulting against credit sales made. Outstanding trade receivables are regularly monitored by credit monitoring Company. The Company has also taken advances from its customers, which mitigate the credit risk to an extent. In respect of trade receivables, the Company recognises a impairment for lifetime expected credit losses after evaluating the individual probabilities of default of its customers which are duly based on the inputs received from the marketing teams of the Company.

### Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans to related parties, loans to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system are in place ensure the amounts are within defined limits.

### b. Expected credit losses for financial assets

#### i. Financial assets (other than trade receivables)

Company provides for expected credit losses on financial assets other than trade receivables by assessing individual financial instruments for expectation of any credit losses.

- For cash & cash equivalents and other bank balances – Since the Company deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low.
- For security deposits paid – Credit risk is considered low because the Company is in possession of the underlying asset.
- For other financial assets – Credit risk is evaluated based on Company knowledge of the credit worthiness of those parties and loss allowance is measured. For such financial assets, the Company policy is to provide for 12 month expected credit losses upon initial recognition and provide for lifetime expected credit losses upon significant increase in credit risk.

(₹ in Lakhs)					
Particulars	Notes	Gross carrying amount	Expected probability of Default	Expected credit losses	Carrying amount net of impairment provision
<b>31<sup>st</sup> March 2025</b>					
Cash and cash equivalents	17	42.34	0%	–	42.34
Other bank balances	18	197.98	0%	–	197.98
Other financial assets	11,12,15,19 & 20	3652.09	0%	–	3652.09
<b>31<sup>st</sup> March 2024</b>					
Cash and cash equivalents	17	37.15	0%	–	37.15
Other bank balances	18	21.33	0%	–	21.33
Other financial assets	11,12,15,19 & 20	2460.21	0%	–	2460.21

#### ii) Expected credit loss for trade receivables under simplified approach

As at March 31, 2025 and March 31, 2024 the Company considered the individual probabilities of default of its financial assets (other than trade receivables) and determined that in respect of counterparties with low credit risk, no default events are considered to be possible within the 6 months after the reporting date. In respect of trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses using a simplified approach.

(₹ in Lakhs)				
Particulars	Carrying Amount Net of Impairment Provision	Gross carrying amount	% of expected credit losses	Allowance for expected credit losses
<b>31<sup>st</sup> March 2025</b>				
Amount not yet due	–	–	0.00%	–
Between one to six month overdue	–	–	0.00%	–
Greater than six month overdue	51.56	106.08	51.40%	54.52
<b>Total</b>	<b>51.56</b>	<b>106.08</b>		<b>54.52</b>
<b>31<sup>st</sup> March 2024</b>				
Amount not yet due	–	–	0.00%	–
Between one to six month overdue	–	–	0.00%	–
Greater than six month overdue	62.17	106.08	41.40%	43.92
<b>Total</b>	<b>62.17</b>	<b>106.08</b>		<b>43.92</b>



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

Reconciliation of loss allowance provision for Trade receivables from beginning to end of reporting period:

(₹ in Lakhs)	
Particulars	Trade receivables
Loss allowance on 31 <sup>st</sup> March 2023	9.57
Changes in loss allowance	34.35
Loss allowance on 31 <sup>st</sup> March 2024	43.92
Changes in loss allowance	10.61
Loss allowance on 31 <sup>st</sup> March 2025	54.52

B. Market Risk

a) Foreign Currency Risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company’s exposure to currency risk relates primarily to the Company’s operating activities when transactions are denominated in a different currency from the Company’s functional currency.

The carrying amounts of the Company’s foreign currency denominated monetary assets and monetary liabilities that are not hedged by a derivative at the end of the reporting period are as follows.

(₹ in Lakhs)			
Particulars	As at 31 <sup>st</sup> March 2025		As at 31 <sup>st</sup> March 2024
	Foreign Currency*	₹	Foreign Currency* ₹
Trade Payables			
USD**	1,075,164	918.81	3,448,324 2887.97
€***	-	-	- -
Trade Advances (Receivable)			
USD**	766,477	655.02	- -
€***	-	-	- -
Other Receivables			
USD**	18	0.02	- -
€***	-	-	- -
Net Payable	263.78		2887.97

Foreign exchange risk sensitivity analysis has been performed on the foreign currency exposures in the Company’s financial assets and financial liabilities at the reporting date. Reasonably possible changes are based on an analysis of historic currency volatility, together with any relevant assumptions regarding near-term future volatility.

Sensitivity analysis of 5% change in exchange rate at the end of reporting period.

(₹ in Lakhs)			
Particulars	As at 31 <sup>st</sup> March 2025		As at 31 <sup>st</sup> March 2024
	USD**	€***	USD** €***
Foreign Currency Sensitivity			
Impact on Profit & Loss			
5% Appreciation in (₹)	13.19	-	144.40 -
5% Depreciation in (₹)	(13.19)	-	(144.40) -

\*foreign currency is presented in absolute numbers.

\*\*USD represents for United States Dollar

\*\*\*€ represents for Euro

Price Risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company’s activities expose it primarily to the financial risk of changes in foreign currency exchange rates on account of procurement of goods/materials from outside India.

b) Interest rate risk

The Company is exposed to interest rate risk on short-term and long-term borrowings. The Company’s policy is to maintain a balance of fixed and floating interest rate borrowings and proportion of fixed and floating rate debt is determined by current market interest rates. However, the borrowings of the Company are principally denominated in Indian Rupees and accordingly, there is no currency exchange risk on interest rate. The details of the interest-bearing liabilities are given at Note No. 20 & 23.

Interest Rate Sensitivity Analysis

The business loans and cash credits / ODs / WDDLs is linked to the Repo rate and is subject to fluctuations in interest rates. The Company has assessed its interest rate risk by considering a 100 basis points (1%) increase or decrease in interest rates as a reasonably possible change based on historical trends.

The sensitivity analysis estimates the impact of such a change on the profit before tax (PBT) and equity as follows:

Impact on	As at 31 <sup>st</sup> March 2025		As at 31 <sup>st</sup> March 2024	
	Increase by 100 bps	Decrease by 100 bps	Increase by 100 bps	Decrease by 100 bps
Impact on Interest Expense on Business Loans (₹ Lakhs)	3.96	(3.96)	5.32	(5.32)
Impact on Interest Expense on Cash Credits / ODs (₹ Lakhs)	62.57	(62.57)	37.11	(37.11)
Impact on Profit Before Tax (₹ Lakhs)	66.53	(66.53)	42.43	(42.43)
Impact on Equity (Net of Tax) (₹ Lakhs)	49.79	(49.79)	31.75	(31.75)

Assumptions Used in Sensitivity Analysis

The fixed-rate vehicle loans are not subject to interest rate risk and therefore are excluded from the sensitivity analysis.

A 100 basis points (1%) increase or decrease in the repo rate is considered as a reasonably possible fluctuation.

The analysis assumes that all other variables remain constant.

The impact is computed based on the outstanding floating-rate borrowings as of the reporting date.

The tax rate applicable for net equity impact is assumed to be 25.17%.

Interest Rate Risk Management

The Company actively monitors market conditions and repo rate movements to manage its exposure to interest rate fluctuations. It evaluates refinancing opportunities and considers hedging strategies to mitigate the impact of adverse rate movements on floating-rate loans.

C. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Company’s exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. 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 believes that the working capital and its cash and cash equivalent are sufficient to meet its short and medium term requirements.

Notes to the Standalone Financial Statements

for the year ended March 31, 2025

The table below summarizes the maturity profile of the company's financial liabilities based on contractual undiscounted payments:

As at 31<sup>st</sup> March, 2025

(₹ in Lakhs)				
Particulars	Carrying Amount	Contractual Cash Flow	Upto 12 Months	1 to 5 Years
Overdraft Facility from Banks	6257.42	6257.42	6257.42	-
Bill Discounted From Banks	-	-	-	-
Long-term Borrowings	465.56	465.56	126.96	338.60
Lease Liability	0.00	0.00	-	-
Trade Payables	5172.58	5172.58	5172.58	-
Other Financial Liabilities	134.32	134.32	134.32	-

As at 31<sup>st</sup> March, 2024

(₹ in Lakhs)				
Particulars	Carrying Amount	Contractual Cash Flow	Upto 12 Months	1 to 5 Years
Overdraft Facility from Banks	3711.23	3711.23	3711.23	-
Bill Discounted From Banks	-	-	-	-
Long-term Borrowings	629.90	629.90	168.47	461.44
Lease Liability	5.82	5.82	5.82	-
Trade Payables	6286.58	6286.58	6286.58	-
Other Financial Liabilities	120.48	120.48	120.48	-

46. Trade payables – disclosures

46.1 Ageing for trade payables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2025

(₹ in Lakhs)							
Particulars	Outstanding for following periods from due date of payment						
	Not Due	Unbilled	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	196.98	153.08	-	-	350.06
(ii) Others	-	-	4815.43	5.53	-	0.06	4821.02
(iii) Disputed Dues – MSME	-	-	-	-	1.50	-	1.50
(iv) Disputed Dues – Others	-	-	-	-	-	-	-
Total	-	-	5012.42	158.60	1.50	0.06	5172.58

46.2 Ageing for trade payables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2024

(₹ in Lakhs)							
Particulars	Outstanding for following periods from due date of payment						
	Not Due	Unbilled	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	-	646.74	0.08	2.95	-	649.76
(ii) Others	-	-	5599.42	0.23	33.76	-	5633.41
(iii) Disputed Dues- MSME	-	-	-	-	1.76	-	1.76
(iv) Disputed Dues – Others	-	-	0.34	1.15	0.17	-	1.66
Total	-	-	6246.50	1.46	38.63	-	6286.58

46.3 Disclosure for amount due to micro, small and medium enterprises

The information required to be disclosed under the MSMED Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The details of amount outstanding to Micro & Small Enterprises are as under:

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
A. Principal amount remaining unpaid (Refer Note 27)	351.56	651.51
B. Interest due thereon	-	-
C. Interest paid by company in terms of Section 16 of the MSMED Act, 2006 alongwith the amount of the payment made to suppliers beyond the appointed day during the year	-	-
D. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
E. Interest accrued and remaining unpaid at the end of each accounting year;	-	-
F. Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprise	-	-

47. Disclosure of loans & advances to promoters, directors, kmpts & the related parties

(₹ in Lakhs)				
Type of Borrower	As at 31 <sup>st</sup> March 2025		As at 31 <sup>st</sup> March 2024	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoter	-	-	-	-
Directors	-	-	0.28	0.16%
KMPs	3.63	0.27%	-	-
Related Parties	-	-	0.39	0.22%

Note:

During the current and previous reporting period, company has not granted any loan or advances to promoters, directors, KMPs and their relatives except small advances against remuneration and salaries as above.

48. Trade receivables – disclosures

48.1 Ageing for current trade receivables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2025

(₹ in Lakhs)							
Particulars	Outstanding for following periods from due date of payment						
	Unbilled	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	137.11	8190.70	935.05	729.67	100.57	575.07	10668.17
(ii) Undisputed Trade Rece., which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	7.81	6.99	91.29	106.08
(v) Disputed Trade Receivable, which have significant increase in credit risk	-	-	-	-	-	-	-



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Less than 6 Months	6 months – 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(vii) Allowance for Expected Credit Loss	-			(1.56)	(1.40)	(51.57)	(54.52)
Total	137.11	8190.70	935.05	735.91	106.16	614.79	10719.73

Note:

There are not any trade receivables which are not due on reporting date.

48.2 Ageing for current trade receivables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2024

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	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	107.66	7579.54	978.47	166.19	4.18	84.00	8920.04
(ii) Undisputed Trade Rece., which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	7.02	6.29	7.23	41.62	62.17
(v) Disputed Trade Receivable, which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	107.66	7579.54	985.50	172.48	11.41	125.62	8982.20

Note:

There are not any trade receivables which are not due on reporting date.

49. Details of loans given, investments made and guarantee given covered u/s 186 (4) of the Companies Act, 2013.

Loans given and Investments made are given under the respective heads.

Particulars	Transaction Type	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
		1504.78	345.78
Prostarm Energy Systems Private Limited	Investment		

50. The quarterly returns or statement submitted to banks pursuant to working capital facilities provided, are materially in agreement with books of accounts except the following:

Name of Bank / Lender	Year	Quarter	Particulars	Amount as per Books of Account	Amount Reported in Stock Statement	Amounts of Difference	Reason for Discrepancies
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	1 <sup>st</sup>	Inventory	5340.26	5426.80	(86.55)	Due to pending finalisation of Qtrly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	9502.42	9769.68	(267.26)	
			Trade Payables	5069.12	4098.96	970.16	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	2 <sup>nd</sup>	Inventory	5866.01	5822.06	43.94	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	14325.48	13812.84	512.64	
			Trade Payables	9107.14	8197.08	910.05	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	3 <sup>rd</sup>	Inventory	5221.36	5586.60	(365.24)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS /vendor advice and vendor advance adjustment
			Trade Receivables	10019.62	9617.28	402.35	
			Trade Payables	4963.61	3531.58	1432.04	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	4 <sup>th</sup>	Inventory	5178.33	5212.59	(34.26)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS /vendor advice and vendor advance adjustment
			Trade Receivables	10719.73	11496.74	(777.01)	
			Trade Payables	5172.58	3996.78	1175.80	
Axis Bank, ICICI Bank	2023-24	1 <sup>st</sup>	Inventory	6763.15	7623.44	(860.29)	Due to pending finalisation of Qtrly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	4861.86	4902.49	(40.63)	
			Trade Payables	6870.36	6717.39	152.97	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2023-24	2 <sup>nd</sup>	Inventory	4731.92	5798.81	(1066.89)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	9113.27	9547.74	(434.47)	
			Trade Payables	6775.50	6452.59	322.91	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2023-24	3 <sup>rd</sup>	Inventory	6703.92	7598.67	(894.76)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	7316.33	7364.02	(47.69)	
			Trade Payables	7039.34	6454.89	584.45	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2023-24	4 <sup>th</sup>	Inventory	5782.70	6171.60	(388.91)	Due to pending finalisation of Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	8982.20	8979.32	2.88	
			Trade Payables	6286.58	6035.00	251.59	

51. Ratio analysis

(₹ in Lakhs)				
Particulars	FY 2024-25	FY 2023-24	Variance	Reasons for Variance
	₹	₹	%	
(a) Current Ratio	1.56	1.48	5.21%	
- Current Assets	19031.97	16056.34		
- Current Liabilities	12212.45	10839.53		
(b) Debt-Equity Ratio	0.57	0.50	13.62%	
- Total Debt	6722.98	4346.96		
- Shareholders Equity	11728.48	8616.64		
(c) Debt Service Coverage Ratio	6.10	5.70	7.05%	
- Earnings available for debt service	3785.94	2852.08		
- Debt Service	620.39	500.30		
(d) Return on Equity Ratio	0.30	0.32	(7.11%)	
- Net Profits after taxes	3051.33	2395.84		
- Average Shareholder's Equity	10172.56	7419.11		
(e) Inventory turnover ratio	4.53	3.91	15.96%	
- Cost of Goods Sold or Sales	24836.03	18321.71		
- Average Inventory	5480.51	4688.30		
(f) Trade Receivables turnover ratio	3.51	3.26	7.58%	
- Net Credit sales	34588.57	25598.68		
- Average Trade Debtors / Accounts receivable	9850.97	7843.49		
(g) Trade payables turnover ratio,	4.23	3.52	20.27%	
- Net Credit Purchases	24231.67	20510.51		
- Average Trade Payables	5729.58	5832.79		
(h) Net capital turnover ratio,	5.75	5.80	(0.88%)	
- Net Sales	34588.57	25598.68		
- Average Working Capital	6018.16	4414.64		
(i) Net profit ratio,	8.82%	9.36%	(5.74%)	
- Net profit	3051.33	2395.84		
- Net Sales	34588.57	25598.68		
(j) Return on Capital employed,	25.16%	27.63%	(8.96%)	
- Earnings Before Interest and tax	4621.12	3562.20		
- Capital employed	18368.57	12890.80		
(k) Return on investment.	-	-		
- Earnings on Investment	-	-		
- Average Investment	-	-		

Capital employed refers to Tangible Networkth + Total Debt + Lease Liabilities + Deferred Tax Liability

Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations and Interest

“Net Profit after tax” means reported amount of “Profit / (loss) for the period” and it does not include items of other comprehensive income.

Working Capital implies Current Assets less Current Liabilities.

Return on investment is calculated on the basis of average cost of investments held during the respective year.

All figures related to profit and loss have been extrapolated for the purpose of calculation of ratios.

52. Details of title deeds of immovable properties

Description of item of property	Relevant line item in the Balance sheet	Gross carrying value (₹ in Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter*/ director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the company**
179A/1H, Maniktala Main Road, Kolkata, Kolkata, West Bengal, 700054	PPE	26.15	Pagdi System	No	31-Mar-2015	As per system prevailing in the State
EL-79, Electric Zone, A-Block, Trans Thane Creek Industrial Area, MIDC, Village Mahape, Thane - MH	PPE (Land)	408.40	PISL <sup>1</sup>	No	30-Aug-2022	
EL-79, Electric Zone, A-Block, Trans Thane Creek Industrial Area, MIDC, Village Mahape, Thane - MH	PPE	974.29	PISL <sup>1</sup>	No	30-Aug-2022	
Shop No.2, Khemka House, Nilmani Society, Drive In Road, Memnagar, Ahmedabad, Gujrat, 380059, Ahmedabad, Gujrat	Investment Property	8.83	PISL <sup>1</sup>	No	31-Mar-2009	
Apartment No.3307, 33RD Floor,Parkwood D5-Phase II,Ghodbunder Road, Kavesar, Behind Dmart, Thane (West), 400615	Investment Property	71.61	PISL <sup>1</sup>	No	22-Mar-2022	
Apartment No.3308, 33RD Floor, Parkwood D5-Phase II, Ghodunder Road, Kavesar, Behind Dmart, Thane (West), 400615	Investment Property	71.61	PISL <sup>1</sup>	No	22-Mar-2022	
Plot No.464, Yamuna Expressway Area, Sector-32, Noida, UP	ROU	41.17	PISL <sup>1</sup>	No	13-Sep-2019	
Flat No. A3/12/F1/103, First Floor, Seawoods Estate Ltd, NRI Complex, Palm Beach Marg, Sector-54, 56, 58, Nerul, Navi Mumbai.	Investment Property	159.30	PISL <sup>1</sup>	No	19-Mar-1998	
Shop No.6, GF, Neelkanth Corner Co-op HSG SOC Ltd, Plot No.2, Sector-2, Sanpada, Navi Mumbai-400705	Investment Property	74.50	PISL <sup>1</sup>	No	20-Feb-2014	
Shop No.7, GF, Neelkanth Corner Co-op HSG SOC Ltd, Plot No.2, Sector-2, Sanpada, Navi Mumbai-400705	Investment Property	42.70	PISL <sup>1</sup>	No	20-Feb-2014	

1. PISL stands for Prostarm Info Systems Limited.

53. Segment information

- A) The principal business of the Company is sale of “Customized Power Electronic Solutions’ products. All other activities of the Company revolve around its principal business. The Executive Committee of the Company, has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the Company’s performance, allocates resources based on analysis of the various performance indicators of the Company as a single unit. CODM have concluded that there is only one operating reportable segment as defined under IND AS 108 “Operating Segments”, i.e. Customized Power Electronic Solutions.
- B) Disaggregation of Revenue from Operations by Geographical Area has been provided at Note No. 32.
- C) All Non-Current Assets of the Company are located within India only.



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

D) Information about Major Customers

Following are the details of single customer who contributes 10% or more to the Company’s revenue during the year ended 31<sup>st</sup> March, 2025 and 31<sup>st</sup> March 2024:

Name of Customer	(₹ in Lakhs)			
	For the Year Ended 31 <sup>st</sup> March, 2025		For the Year Ended 31 <sup>st</sup> March, 2024	
	Revenue	% to total Entity's Revenue	Revenue	% to total Entity's Revenue
Customer-1	9405.84	27.19%	-	-
Customer-2	4453.18	12.87%	2798.66	10.93%
Customer-3	-	-	3048.61	11.91%

54. Prior period items along with impact analysis

As per IND AS 8 an entity is required to correct prior period error retrospectively by restating the comparative amounts for the prior period presented in which the error occurred. If the error occurred before the earliest prior period presented, it will restate the opening balance of assets, liabilities and equity for the earlier prior period presented. Therefore, in terms of provisions of IND AS 8, the impact of the prior period items identified in the current year and relating to the previous year have been restated and for the period before the last comparative period shown have been adjusted in the opening balance of retained earnings. However, in current year no such items identified which require such restatement.

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2024	
Expenses	-	
Incomes	-	
Total Impact on profit/reserve	-	
Increase/(Decrease) in EPS (in ₹)	-	

55. Details of corporate social responsibility (csr) expenditures

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Amount required to be spent as per Section 135 of Companies Act, 2013	51.16	37.07
Amount spent during the year on:		
(i) Acquisition / Construction of an Asset	-	-
(ii) on purpose other than (i) above	-	-
₹-Direct Contribution to approved CSR Project/Activities /Programmes	51.20	37.25
₹-Distribution of Foods/Cloths etc		
Details of Related Party Transactions		
Short / (Excess)	(0.04)	(0.18)
Opening B/F - Short / (Excess)	(0.60)	(0.42)
Net C/F - Short / (Excess)	(0.65)	(0.60)

Other Disclosures related to CSR

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
The amount of shortfall at the end of the year out of the amount required to be spent by the Company during the year.	-	-
The total of previous years' shortfall amounts	-	-
Nature of CSR Activities undertaken	Donation to approved charitable trusts	Donation to approved charitable trusts

56. Capital management

The Company’s objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximise the shareholders value . The Company’s overall strategy remains unchanged from previous year.The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through a mixture of equity, internal fund generation and borrowed funds. The Company’s policy is to use short term and longterm borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the net debt to equity ratio. The Company is not subject to any externally imposed capital requirements. Net debt are long term and short term debts as reduced by cash and cash equivalents (including restricted cash and cash equivalents) and short-term investments. Equity comprises share capital and free reserves. The following table summarizes the capital of the Company:

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Share Capital	4287.46	4287.46
Free Reserves	7380.96	4329.18
Share based payment (equity)	60.06	-
Equity (A)	11728.48	8616.64
Cash & Cash Equivalents	42.34	37.15
Short Term Investments	-	-
Total Cash (B)	42.34	37.15
Short-term Borrowings	6384.38	3879.70
Long-Term Borrowings	338.60	461.44
Total Debt (C)	6722.98	4341.14
Net Debt (D=(C-B))	6680.64	4303.98
Net Debt to Equity Ratio (E=D/A)	0.57	0.50

In order to achieve this overall objective, the company’s capital management, amongst other things, aims to ensure that it meets terms and conditions attached to the interest-bearing loans and borrowings that define capital structure requirements

57. Earning and expenditure on foreign currency (in accrual basis):

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Income		
Export of Goods / Services	-	4.39
Expenditure		
Purchase of Goods / Services	2076.51	5334.05
Purchase of Capital Goods	-	249.46
Component & Sapares	-	-
Advance for Imports (Balance)	655.02	-

# Notes to the Standalone Financial Statements

for the year ended March 31, 2025

## 58. Revenue from contracts with customer’s

### a) The disaggregation of the Revenue from Customers are given below :

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>Sale of Products</b>		
Sale of Products	32199.18	22066.52
Sale of Services	490.29	1170.44
Sale of EPC Contracts (Solar)	1939.71	2368.46
Other Operating Revenues	6.39	18.44
Financing Component - Retention [Ind AS]	(47.00)	(25.17)
<b>Total Revenue from Contracts with Customers</b>	<b>34588.57</b>	<b>25598.68</b>

(₹ in Lakhs)		
Timing of Revenue Recognition	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Goods/Services Transferred at a Point of Time	32199.18	22066.52
Goods/Services Transferred Over Time	2389.39	3532.16
<b>Total Revenue from Contracts with Customers</b>	<b>34588.57</b>	<b>25598.68</b>

(₹ in Lakhs)		
Geographical disaggregation	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Sales in India	34574.87	25592.79
Sales Outside India	13.71	5.89
<b>Total</b>	<b>34588.57</b>	<b>25598.68</b>

(₹ in Lakhs)		
Revenue Disaggregation by Contract Type	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Fixed Price Contracts	34588.57	25598.68
Cost Plus Contracts	-	-
<b>Total</b>	<b>34588.57</b>	<b>25598.68</b>

(₹ in Lakhs)		
Revenue Disaggregation by Customer Type	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Government	13073.28	7793.14
Non-Government	21562.30	17830.71
Others	(47.00)	(25.17)
<b>Total</b>	<b>34588.57</b>	<b>25598.68</b>

### b) Contract Balances

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Trade Receivables	10582.62	8874.54
Contract Assets	137.11	107.66
Contract Liabilities	-	-

Trade Receivables are non-interest bearing and are generally due within 90 days except retention and other money held by the customers as per the governing terms and conditions of the contracts. Contract assets includes Unbilled Revenue as receipt of customer’s acceptance is conditional upon successful completion of milestone and certification of installation. Contract Liabilities include advance revenues received from customers i.e. excess of Billing over the Revenue

### c) Reconciliation of the amount of Revenue from Operations Recognised in the Statement of Profit and Loss with the Contract Prices:

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Revenue As per Contract Price	34606.12	25568.46
<b>Adjustments:</b>		
Less: Opening Balance of Contract Assets	107.66	52.27
Add: Closing Balance of Contract Assets	137.11	107.66
Add: Opening Balance of Contract Liabilities	-	-
Less: Closing Balance of Contract Liabilities	-	-
Less: Financing Component (Ind AS)	47.00	25.17
<b>Revenue as per Statement of Profit &amp; Loss</b>	<b>34588.57</b>	<b>25598.68</b>

## 59. Employee benefits

As per Indian Accounting Standard (Ind AS 19) “Employee benefits”, the disclosures as defined are given below:

### A. Defined Contribution Plans:

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Employer’s Contribution to Provident Fund	49.57	39.18
Employer’s Contribution to Employee State Insurance Fund	4.99	2.28

### B. Defined Benefit Plans

#### (I) Gratuity Benefits

##### 1.1 (a) Change in Present Value of Obligation during the Period

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>Defined Benefit Obligation, Beginning of Period</b>	<b>111.84</b>	<b>87.16</b>
Interest Cost	8.11	6.54
Current Service Cost	22.78	17.10
Past Service Cost	-	-
Actual Benefits Paid	(3.47)	-
Actuarial (Gains)/Losses	(0.60)	1.04
<b>Defined Benefit Obligation, End of Period</b>	<b>138.67</b>	<b>111.84</b>

##### 1.1 (b) Bifurcation of total Actuarial (gain) / loss on liabilities

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Actuarial gain / losses from changes in Demographics assumptions (mortality)	Not Applicable	Not Applicable
Actuarial (gain)/ losses from changes in financial assumptions	5.02	2.07
Experience Adjustment (gain)/ loss for Plan liabilities	(5.62)	(1.03)
<b>Total amount recognized in other comprehensive Income</b>	<b>(0.60)</b>	<b>1.04</b>



Notes to the Standalone Financial Statements

for the year ended March 31, 2025

1.2 Key results (The amount to be recognized in the Balance Sheet):

Particulars	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Present Value of Obligation at the end of Period	138.67	111.84
Fair value of plan assets at end of Period	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	138.67	111.84
Funded Status - Surplus/ (Deficit)	(138.67)	(111.84)

1.3 (a) Expense recognised during the year in the Statement of Profit and Loss

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Interest Cost	8.11	6.54
Current Service Cost	22.78	17.10
Past Service Cost	-	-
Expected Return on Plan Assets	-	-
Total Expense/(Income) included in "Employee benefit Expense"	30.89	23.64

1.3 (b) Expense recognised during the year in the Statement of Other Comprehensive Income(OCI)

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Amount recognised in OCI, Beginning of period	(37.25)	(38.29)
Actuarial (Gains)/Losses - Obligation	(0.60)	1.04
Actuarial (Gains)/Losses - Plan Asset	-	-
Total Acturaial (Gains)/Losses	(0.60)	1.04
Cumulative total Acturial (Gains)/Losses - C/F	(37.85)	(37.25)

1.3 (c) Net Interest Costs

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Interest cost on defined benefit Obligation	8.11	6.54
Interest income on plan assets	-	-
Net interest cost (Income)	8.11	6.54

1.4 Experience Adjustment

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Experience Adjustment (Gain ) /loss for Plan liabilities	(5.62)	(1.03)
Experience Adjustment Gain / (loss ) for Plan assets	-	-

2.1 Summary of membership data at the date of valuation and statistics based thereon

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Number of Employees	352	170
Total monthly Salary (in Lakhs)	66.19	39.00
Average Past Service (Years)	2.7	4.8
Average Future Service (Years)	24.6	21.6
Average Age (Years)	35.4	38.4
Weighted Average Duration (based onDCFs) in years	16	16
Average Monthly Salary (in Lakhs)	0.19	0.23

2.2 Actuarial Assumptions

Discount Rate (per annum)	6.75%	7.25%
Salary Escalation rate (per annum)	6%	6%
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal Rate (Per annum)	5%	5%

2.3 Benefits Valued

Normal Retirement Age	60 Years	60 Years
Salary	Last Drawn Qualifying Salary	Last Drawn Qualifying Salary
Vesting Period	5 Years of Service	5 Years of Service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).
Benefits on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	20.00	20.00

2.4 Current Liability (\*Expected payout in next year as per schedule III of the Companies Act, 2013)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Current Liability (Short Term)	18.65	16.16
Non Current Liability (Long Term)	120.02	95.68
Liability/(Asset) recognised in the Balance Sheet	138.67	111.84

2.5 Effect of plan on entity's future cash flows

(a): Funding arrangements and funding policy - NOT APPLICABLE

(b): Expected contribution during the next annual reporting period

Company's best estimate of Contribution during next year	32.41	9.18
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(c): Maturity profile of defined benefit obligation: Weighted Average

Weighted average duration (based on DCFs) in years	16	16
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(d): Maturity Profile of Defined Benefit Obligation: Weight Average as at 31st March, 2025

Table with 2 columns: Period, Value. Rows include 1 Apr 2025 to 31 Mar 2026 (18.65), 1 Apr 2026 to 31 Mar 2027 (2.83), 1 Apr 2027 to 31 Mar 2028 (2.51), 1 Apr 2028 to 31 Mar 2029 (8.33), 1 Apr 2029 to 31 Mar 2030 (2.25), 1 Apr 2030 Onwards (104.09).

2.6 Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Table with 2 columns: Particulars, As at 31st March, 2025. Rows include Defined Benefit Obligation (Base), Liability with x% increase in Discount Rate, Liability with x% decrease in Discount Rate, Liability with x% increase in Salary Growth Rate, Liability with x% decrease in Salary Growth Rate, Liability with x% increase in withdrawal Rate, Liability with x% decrease in withdrawal Rate.

2.7 Reconciliation of amounts in Balance Sheet

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ended 31st March, 2024. Rows include Opening Balance Sheet (Asset)/Liability, Total Expense/(Income) recognised in P&L, OCI- Actuarial (gain)/ loss-Total current period, Benefits Paid (If any), Closing gross defined benefit liability/ (asset).

3. Notes

- 3.1 In preparing this report we have heavily relied on the completeness and accuracy of the information, data and assumptions provided to us orally and in writing by or on behalf of the Company and its advisors. We have not completed any detailed validation checks/investigation on the information, data and assumptions provided, however preliminary broad consistency is viewed in respect of data. As compared to previous valuation assumptions, changes, if any, may be due to change in yield to government bonds/change in entity's long term views for future.
- 3.2 This report is based on going concern basis and as per requirements of Accounting Standard mentioned above and its application to the Plan. These results should not be used for any other purpose. In particular this Report does not constitute a formal funding actuarial valuation of the Plan and does not present any recommendation of contributions or funding levels and hence results will not hold good incase company is closed or mass attrition. This report is provided solely for the company use and for the specific purposes indicated above. Except where I expressly agree in writing, it should not be disclosed or provided to any third whatsoever is accepted by me for any consequences arising from any third party relying on this report or any advice relating to its contents. In any case, irrespective of vendor agreement etc. liability of undersigned towards entity or anyone is strictly limited to the billed amount for this report. The Company may provide copy of this Report to its auditors along with rules of the plan, but I make no representation as to the suitability of this report for any purpose other than that for which it was originally provided and accept no responsibility or liability to the company or its auditors in this regard. The company should draw them provisions of this paragraph to the attention of its auditors.

4.1 Principal assumptions are discount rate and salary increase. The discount rate is based upon the yield on govt bonds and the salary increase should take account inflation, seniority, promotion and other relevant factors. However no explicit allowance is used for disability. As per Accounting Standard, selection of appropriate assumption is responsibility of the entity. Though entity has been advised on the suitability wherever applicable, the report is based on assumptions finalized by the entity (after considering long term view entity might have considered these assumptions prudent).

Risk Factors: Other assumptions would have produced different results e.g. a decrease in discount rate or an increase in salary inflation will lead to an increase in reported liability as per table of sensitivity analysis. Similarly change in attrition rates will also impact the liability. Funded plan carries usual investment risks including asset liability mismatch which will impact net liability/expenses and OCI if any.

4.2 Mortality is used as per Published rates under Indian Assured Lives Mortality (2012-2014) table. Rates at specimen ages are tabulated below:

Table with 2 columns: Age (Years), Rates. Rows include ages 20 to 60 with corresponding rates.

5. Projected Unit Credit (PUC) Method: is used to assess the plan liabilities, including those related to death-inservice and incapacity benefits. Under this method a projected accrued benefit is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the plan. The projected accrued benefit is based on the plans accrual formula and service as of the beginning or end of the year, but using final compensation, projected to the age at which the employee is assumed to exit. The plan liability is actuarial present value of the projected accrued benefits as on date of valuation.

60. Share based payments

The Company has granted 16,44,250 options to its eligible employees (including the employees of its subsidiary) in Employee Stock Option Plans, details are as under:

Table with 2 columns: Particulars, For the Year Ended 31st March, 2025. Rows include Date of Grant, No. of Options Granted, Vesting Requirement, Vesting Ratio, Method of Settlement, Exercise Price (₹), Share Price on Grant Date (₹), Accounting Method, Fair Value of ESOP (₹).

The fair value of option have been done by an independent firm on the date of grant using the Black-Scholes Model in the current year. The Key assumptions in the Black-Scholes Model for calculating fair value as on the date of grant:



Notes to the Standalone Financial Statements
for the year ended March 31, 2025

Table with 2 columns: Particulars, For the Year Ended 31st March, 2025. Rows include Grate Date (20 Sept, 2024), Option Price Model (Black Scholes Method), Exercise Price (₹) (₹ 10.00), Fair Price at the Grant Date (₹)¹ (₹ 35.40), Expected Volatility (%) (40.00%), Exercise Period (Years) (3 Years), Risk-Free Rate (%) (6.80%), Dividend Yield (%) (0.00%), Fair value of ESOP at Grant Date (₹ 27.31), Weighted Average Fair value of ESOP at Grant Date (₹ 27.31), Method used to determine expected volatility (The expected volatility is based on Index volatility of Nifty and allowing for margin for high volatility of unlisted company).

Note-1: Fair value of shares is considered as ₹ 35.40 per share, as per share valuation report of 31-Mar-2024 from independent valuer.

Employee stock option movement during the year are as follows:

Table with 3 columns: Particulars, No. of Options For the Year Ended 31st March, 2025, No. of Options For the Year Ended 31st March, 2024. Rows include Outstanding at the beginning of the year, Granted during the year, Forfeited during the year, Expired during the year, Exercised during the year, Outstanding at the end of the year, Exercisable at the end of the year.

Table showing Weighted-average exercise prices of options

Table with 3 columns: Particulars, As at 31st March, 2025, As at 31st March, 2024. Rows include Outstanding at the beginning of the year, Granted during the year, Forfeited during the year, Expired during the year, Exercised during the year, Outstanding at the end of the year, Exercisable at the end of the year.

Table Showing Stock Options outstanding at the end of period

Table with 3 columns: Particulars, As at 31st March, 2025, As at 31st March, 2024. Rows include Exercise Price, Grant Date - 20-09-2024, Weighted average remaining contractual life (Years), Grant Date: 20-09-2024.

Table Showing movement of ESOP Outstanding Reserve:

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ended 31st March, 2024. Rows include Opening ESOP Outstanding Reserve Balance, Expense Recognised/ (Reversed) during the year, Expense Recognised/ (Reversed) during the year - Subsidiaries, ESOP Exercise - Transfer to Security Premium, Vested Options Forfeited - Transfer to General Reserve, Closing ESOP Outstanding Reserve Balance.

Details of expenses debited to Profit & Loss account with respect the share based payment are as follows:

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ended 31st March, 2024. Rows include Employee Benefit Expenses¹.

Note:

- Share based payment expenses excludes ₹ 4.02 Lakhs is recoverable from the subsidiary of the Company as the stock option are given to their employees.

61. Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a orderly transaction between willing parties, other than in a forced or liquidation sale.

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

- Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
- Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables.

Accordingly, fair value of such instruments is not materially different from their carrying amounts. The fair values for loans, security deposits and investment in preference shares were calculated based on cash flows discounted using a current lending rate.

They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

Fair value measurement 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 identical assets or liabilities that an entity can access at the measurement date.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: unobservable inputs for the asset or liability

# Notes to the Standalone Financial Statements

for the year ended March 31, 2025

(₹ in Lakhs)					
Particulars	Level	Carrying Values		Fair Values	
		As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Financial Assets</b>					
<b>At Amortised Cost</b>					
Trade Receivables		10719.73	8982.20	10719.73	8982.20
Cash & Bank Balances		240.32	58.48	240.32	58.48
Other Financial Assets		2315.81	2063.84	2315.81	2063.84
Investment in Subsidiaries	Level 3	1504.78	345.78	1504.78	345.78
<b>At FVPTL</b>					
Other Unquoted Equity Instruments	Level 3	-	-	-	-
Other Investments	Level 1	0.00	0.15	0.00	0.15
Loans	Level 3	51.18	50.44	51.18	50.44
Other Financial Assets	Level 3	-	-	-	-
<b>Financial Liabilities</b>					
<b>At Amortised Cost</b>					
Borrowings		6722.98	4341.14	6722.98	4341.14
Other Financial Liabilities		132.32	124.30	132.32	124.30
Trade Payables		5172.58	6286.58	5172.58	6286.58
<b>At FVPTL</b>					
Other Financial Liabilities	-	-	-	-	-

## 62. Pending registration or modification or satisfaction of charge which required to be filed with roc

There are following pending registration or modification or satisfaction of Charge at the end of reporting periods, which required to filed with Registrar of Companies:

(₹ in Lakhs)					
Lander Name	Sanction Date	Sanction Amount	Type of Loan	Security	Pending "Charge Type"
Axis Bank Limited	16-Mar-22	14.61	Vehicle Loan	Vehicle	Registration
BMW Financial Services Limited	30-Mar-22	50.75	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited <sup>1</sup>	9-May-22	8.20	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited <sup>1</sup>	9-May-22	8.45	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited <sup>1</sup>	9-May-22	8.20	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited <sup>1</sup>	9-May-22	8.45	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited <sup>1</sup>	30-Nov-22	19.99	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited <sup>1</sup>	28-Sep-22	17.40	Vehicle Loan	Vehicle	Registration
ICICI Bank Limited <sup>1</sup>	9-Dec-24	7.70	Vehicle Loan	Vehicle	Registration

**Note:**

1. ICICI Bank Limited has given clarification that as bank has created hypothecation on the registration copy of the vehicles and hence did not insist to register the charge with the Registrar of Companies on the vehicle hypothecated with it through Registration Certificate Copy.

## 63. Events occurring after the balance sheet date

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements.

**Events Required Adjustment in Financial Statements : Nil**

**Non-Adjusting Events:**

Subsequent to the reporting date, the Company filed its Red Herring Prospectus with the Securities and Exchange Board of India (SEBI) on and launched its Initial Public Offer (IPO) of 1,60,00,000 equity shares at an issue price of ₹105 per share, aggregating to ₹168 crore. The equity shares of the Company were listed on the National Stock Exchange (NSE) and BSE Limited (BSE) on 3<sup>rd</sup> June, 2025.

## 64. Other statutory information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under Benami Transactions (Prohibition) Act, 1988.
- (ii) The Company has not traded or invested in Crypto currency or Virtual Currency
- (iii) 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 (whether recorded in writing or otherwise) 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.
- (iv) 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
- (v) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period 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).
- (vi) The Company is in compliance with number of layers of companies, as prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (vii) The Company has not revalued its Property, Plant and Equipment and ROU Assets during the year, hence, regulatory information disclosure is not applicable for the Company.
- (viii) The Company has not revalued its Intangible Assets during the year, hence, regulatory information disclosure is not applicable for the Company.
- (ix) Additional Regulatory Information pursuant to amendment in Schedule III of the Companies Act, 2013 dated 24.03.2021 has been given to the extent applicable to the Company.
- (x) The Company does not have any relationship/transaction with Struckoff Companies and has not entered into any transactions with struckoff companies in the current and previous reporting period.
- (xi) The Company has not entered into or implemented any Scheme of Arrangement under Sections 230 to 237 of the Companies Act, 2013 during the year ended 31<sup>st</sup> March, 2025. Accordingly, this disclosure is not applicable.
- (xii) The Company is not declared as a wilful defaulter by any bank or financial institution or other lender during the any reporting period.

**65.** The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

## 66. Miscellaneous:

- (i) Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure and to comply with the requirements of IND AS.
- (ii) Balance of trade payables, trade receivables and loans and advances are subject to confirmation/reconciliation and resultant adjustment(s) thereof.
- (iii) Absolute amounts less than ₹500 are appearing in the Financial Statements as "0.00" due to presentation in Lakhs.



To  
The Members of PROSTARM INFO SYSTEMS LIMITED,  
NAVI MUMBAI (MH)

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **PROSTARM INFO SYSTEMS LIMITED** (“the Parent Company”) and its subsidiary (the Parent Company and its subsidiary together referred to as “Group”) which comprise the **Consolidated Balance Sheet as at March 31, 2025**, 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 March 31, 2025**, and notes to the financial statements, including a summary of the material accounting policies 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, 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 the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Group **as at March 31, 2025**, the consolidated profit including other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards 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 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 Consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements.

Information other than the Consolidated Financial Statements and Auditor’s Report thereon

The Parent Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board’s Report including Annexures to Board’s Report, Business Responsibility Report but does not include the Consolidated financial statements and Standalone 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 during the course of our 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 the Management and Those Charged with Governance for the Consolidated Financial Statements

The Parent 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 Consolidated financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective board of directors of the companies included in the Group are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 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 Directors of the Parent Company, as aforesaid.

In preparing the Consolidated Financial Statements respective board of directors of the companies included in the Group are responsible for assessing the respective entity’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 Board of Directors of the Parent Company either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor’s Responsibilities for the audit of 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 of 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.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 financial controls 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 Parent Company and its Subsidiary Company which are companies incorporated in India, has adequate internal

financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’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 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 within the Group to express an opinion on the consolidated financial statements.

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.

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

Report on Other Legal and Regulatory Requirements

As required by the paragraph 3(xxi) of Companies (Auditor’s Report) Order, 2020 (“the Order”) issued

by the Central Government of India in terms of section 143(11) of the Act, we report that there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order, 2020 reports of the companies included in the consolidated financial statements as mentioned in other matters paragraph above.

As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated financial statements.
- b) In our opinion, proper books of account as required by law have been kept by the respective Companies of the Group so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income and Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid Consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors of the Parent Company as on **March 31, 2025**, and taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary company, none of the directors of the Parent Company and its subsidiary is disqualified as on **March 31, 2025** from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls of the Parent Company and its subsidiary and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us and based on statutory audit report of the subsidiary, the remuneration paid by the Parent Company and its subsidiary to its directors during the year ended March 31, 2025 is in

accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group has disclosed the impact of pending litigations on its consolidated financial position in its Consolidated financial statements.
  - ii. The Group 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 Group.
- i) a) The management of the Parent Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and other auditors of such subsidiaries respectively 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 Parent Company and any of such subsidiary to or in any other persons or entities, 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 ("Ultimate Beneficiaries") by or on behalf of the Company or Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b) The respective management of the Parent Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Parent Company and any of such subsidiary from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent

Company or any of such subsidiary 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 from or on behalf of the Ultimate Beneficiaries; and

- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(a) and (iv)(b) contain any material mis-statement.
- j) The Group is not declared or paid any dividend during the year ended **March 31, 2025** and has not proposed final dividend during the said year.
- k) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.

Based on our examination, the Group has used accounting software for maintaining

its books of account for the year ended **March 31, 2025** which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

Further, for the year where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

**For Mansaka Ravi & Associates**  
Chartered Accountants  
ICAI Firm Regn. No.: 015023C  
**(CA Ravi Mansaka)**  
Partner  
M. No. 410816

UDIN: 25410816BMLICU9114  
Place: Navi Mumbai  
Date: June 23, 2025



Report on the Internal Financial Controls over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

In conjunction with our audit of the consolidated financial statements of the Parent Company as of and for the year ended **March 31, 2025**, we have audited the internal financial controls over financial reporting of **Prostarm Info Systems Limited** (‘the Parent Company’) and its subsidiary (together referred to as the ‘Group’) whose audit reports have been provided to us and which are companies incorporated in India.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Group which are companies incorporated in India, responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective companies policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) and the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and

their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Consolidated 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 Parent Company’s and its subsidiary’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Parent Company’s and its subsidiary’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that -

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of Company are being made only in accordance with authorizations of the 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 over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and in consideration of the statutory audit report of its subsidiary, to the best of our information and according to the explanations given to us, the Parent Company and its subsidiary have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **March 31, 2025**, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Broadly, the Parent Company and its Subsidiary is having most of the system in place as required for the compliance of Internal Financial Control on Financial Reporting. However, those systems or controls are having scope of further improvement. Also, the Parent Company and its Subsidiary have not documented adequately the internal financial controls based on Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Based on our audit procedures, we are of the opinion that the Parent Company and its Subsidiary have rectified all observations of our audit on internal financial controls over financial reporting to ensure that they do not significantly affect financial reporting on Internal Financial Control as on Balance Sheet date.

For Mansaka Ravi & Associates  
Chartered Accountants  
ICAI Firm Regn. No.: 015023C  
**(CA Ravi Mansaka)**  
Partner  
M. No. 410816

UDIN: 25410816BMLICU9114  
Place: Navi Mumbai  
Date: June 23, 2025

Consolidated Balance Sheet

as at March 31, 2025

		(₹ in Lakhs)	
Particulars	Notes	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Assets</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	5	1591.25	646.59
(b) Capital Work-in-Progress	6	-	949.32
(c) Investment Property	7	287.38	278.71
(d) Intangible Assets	8	191.59	216.40
(e) Intangible Assets under Development	8A	-	-
(f) Right-of-Use Assets	9	432.34	438.55
(g) Financial Assets		-	-
(i) Trade Receivables	10	-	-
(ii) Investments	11	0.10	0.25
(iii) Loans		-	-
(iv) Other financial assets	12	1562.23	1355.57
(h) Deferred Tax Assets (Net)	41	263.90	184.84
(i) Other non-current assets	13	34.76	11.00
<b>Total Non-Current Assets</b>		<b>4363.56</b>	<b>4081.24</b>
<b>Current Assets</b>			
(a) Inventories	14	5873.07	5853.91
(b) Financial Assets		-	-
(i) Investments	15	-	-
(ii) Trade receivables	16	10740.75	9030.29
(iii) Cash and cash equivalents	17	62.77	53.30
(iv) Bank balances other than (iii) above	18	197.98	21.33
(v) Loans	19	51.82	50.44
(vi) Others current financial assets	20	758.36	716.07
(c) Current Tax Asset (Net)	30B	8.07	1.77
(d) Other Current Assets	21	1695.70	496.14
<b>Total Current Assets</b>		<b>19388.52</b>	<b>16223.26</b>
<b>Total Assets</b>		<b>23752.09</b>	<b>20304.50</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
(a) Equity share capital	22	4287.46	4287.46
(b) Other equity	23	6098.13	4145.53
<b>Equity attributable to owners of the Parent Company</b>		<b>10385.59</b>	<b>8432.99</b>
<b>Non-Controlling Interest</b>		<b>-</b>	<b>163.83</b>
<b>Total Equity</b>		<b>10385.59</b>	<b>8596.83</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities		-	-
(i) Borrowings	24	338.60	461.44
(ia) Lease Liabilities	31	-	-
(ii) Other financial liabilities	25A	2.00	2.00
(b) Provisions	25	146.67	123.68
(c) Other Non-Current Liabilities		-	-
<b>Total Non-Current Liabilities</b>		<b>487.27</b>	<b>587.12</b>
<b>Current liabilities</b>			
(a) Financial Liabilities		-	-
(i) Borrowings	26	6384.38	3879.70
(ia) Lease Liabilities	31	-	5.82
(ii) Trade payables		-	-
(iia) total outstanding dues of micro enterprises and small enterprises; and	27	604.16	448.54
(iib) total outstanding dues of creditors other than micro enterprises and small enterprises.	27	5168.67	5981.10
(iii) Other Financial Liabilities	28	180.01	232.54
(b) Other Current Liabilities	29	263.15	261.51
(c) Provisions	25	58.48	62.48
(d) Current Tax Liabilities (Net)	30A	220.38	248.88
<b>Total Current Liabilities</b>		<b>12879.22</b>	<b>11120.56</b>
<b>Total Equity and Liabilities</b>		<b>23752.09</b>	<b>20304.50</b>

The accompanying Notes 1 to 63 form an integral part of the Financial Statements.

As per our separate report of even date attached

**For Mansaka Ravi & Associates** For and on behalf of the Board of Directors of  
Chartered Accountants **Prostarm Info Systems Limited**  
FRN: 015023C

**CA Ravi Mansaka**  
Partner  
Membership No. 410816  
UDIN: 25410816BMLICU9114

**Tapan Ghose**  
Chairman & Managing Director  
(DIN: 0179231)

**Ram Agarwal**  
CEO & Whole Time Director  
(DIN: 01739245)

**Vikas Shyamsunder Agarwal**  
Whole Time Director  
(DIN: 01940262)

Place : Navi Mumbai  
Date : June 23, 2025

**Abhishek Jain**  
Chief Financial Officer  
PAN: AC\*\*\*\*\*1L

**Sachin Gupta**  
Company Secretary  
M. No. F-12500

Consolidated Statement of Profit & Loss

for the year ended March 31, 2025

		(₹ in Lakhs)	
Particulars	Notes	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
I Revenue from operations	32	35064.67	25787.04
II Other Income	33	190.26	136.21
III <b>Total income (I +II)</b>		<b>35254.93</b>	<b>25923.25</b>
IV <b>Expenses:</b>			
Cost of Material Consumed	34	7079.23	9429.20
Purchase of Stock-in-Trade	35	17870.73	10000.22
Changes in inventories of finished goods, work in progress and stock-in-trade	36	150.64	(1370.06)
Employee benefit expenses	37	2235.55	2076.23
Finance Costs	38	541.04	374.14
Depreciation and amortization expenses	39	302.27	192.92
Other Expenses	40	3177.64	2125.32
<b>Total Expenses</b>		<b>31357.11</b>	<b>22827.96</b>
V <b>Profit before exceptional and extraordinary items and tax (III - IV)</b>		<b>3897.82</b>	<b>3095.29</b>
VI Exceptional Items		-	-
VII <b>Profit before extraordinary items and tax (V - VI)</b>		<b>3897.82</b>	<b>3095.29</b>
VIII Extraordinary Items		-	-
IX <b>Profit Before Taxes (VII-VIII)</b>		<b>3897.82</b>	<b>3095.29</b>
X <b>Tax expense:</b>			
(1) Current tax	41	1089.18	851.93
(2) Tax of Earlier Years	41	3.41	-
(3) Deferred tax	41	(79.94)	(39.18)
XI <b>Profit/(Loss) for the period (IX-X)</b>		<b>2885.18</b>	<b>2282.53</b>
<b>Attributable to:</b>			
Owners of the Parent Company		2968.42	2333.95
Non-controlling interest		(83.24)	(51.41)
XII <b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit or loss		-	-
Fair value gain loss on Investments		-	-
Remeasurement gain/(loss) on defined benefit obligation	55	3.40	(3.28)
(ii) Income tax relating to items that will not be reclassified to profit or loss	41	(0.88)	0.84
(iii) Items that will be reclassified to profit or loss		-	-
(iv) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Other Comprehensive Income (XII)</b>		<b>2.52</b>	<b>(2.43)</b>
<b>Attributable to:</b>			
Owners of the Parent Company		2.52	(1.62)
Non-Controlling Interests		-	(0.81)
XIII <b>Total Comprehensive Income for the period (XI+XII)</b>		<b>2887.70</b>	<b>2280.10</b>
<b>Attributable to:</b>			
Owners of the Parent Company		2970.94	2332.32
Non-Controlling Interests		(83.24)	(52.22)
XIV <b>Earning per equity share:</b>			
(1) Basic (In ₹)	43	6.92	5.44
(2) Diluted (In ₹)	43	6.74	5.44

The accompanying Notes 1 to 63 form an integral part of the Financial Statements.

As per our separate report of even date attached

**For Mansaka Ravi & Associates** For and on behalf of the Board of Directors of  
Chartered Accountants **Prostarm Info Systems Limited**  
FRN: 015023C

**CA Ravi Mansaka**  
Partner  
Membership No. 410816  
UDIN: 25410816BMLICU9114

**Tapan Ghose**  
Chairman & Managing Director  
(DIN: 0179231)

**Ram Agarwal**  
CEO & Whole Time Director  
(DIN: 01739245)

**Vikas Shyamsunder Agarwal**  
Whole Time Director  
(DIN: 01940262)

Place : Navi Mumbai  
Date : June 23, 2025

**Abhishek Jain**  
Chief Financial Officer  
PAN: AC\*\*\*\*\*1L

**Sachin Gupta**  
Company Secretary  
M. No. F-12500



Consolidated Statement of Cash Flow
for the year ended March 31, 2025

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>A Cash Flow From Operating Activities</b>		
Net Profit / (Loss) Before Tax	3897.82	3095.29
Adjustments For :		
Depreciation and Amortization Expense	302.27	192.92
Interest Expenses	487.44	325.26
Interest Income	(97.36)	(75.47)
Interest on Leased Liabilities	0.17	0.87
Unrealised Foreign Exchange (Gain)/Loss	(20.31)	(1.36)
Misc Items Written Off	0.15	-
Provision for Warranty	43.84	44.13
(Profit)/Loss on sale of Property, Plant & Equipment (PPE)	1.96	(2.01)
Expenses on share based payments to employees	60.06	
Remeasurement of defined benefit plan	35.17	28.36
Operating Profit Before Working Capital Changes	4711.22	3607.99
Adjustments For :		
Decrease/(Increase) in other financial assets	(248.96)	(143.97)
Decrease/(Increase) in other assets	(1229.61)	130.51
Decrease/(Increase) in Loans	(1.38)	(10.29)
Decrease/(Increase) in inventories	(19.15)	(1685.20)
Decrease/(Increase) in trade receivables	(1710.46)	(2357.56)
Decrease/(Increase) in bank balance	(176.65)	(12.67)
(Decrease)/Increase in Trade payables	(636.49)	450.58
(Decrease)/Increase in other financial liabilities	(52.52)	148.00
(Decrease)/Increase in other liabilities	1.63	(117.95)
Lease Rental Payments	(5.99)	(6.58)
Retirement Benefits Paid (Out of Provisions)	(3.47)	(2.03)
Warranty Expenses Actually Paid	(54.22)	(29.16)
Increase/Decrease in Provisions	1.07	0.83
Cash Generated From Operations	575.01	(27.49)
Less: Direct Taxes Paid net of refund (including TDS)	1121.09	752.68
Net Cash flow From Operating Activities	(546.08)	(780.18)
<b>B Cash Flow From Investing Activities</b>		
Addition in Property, Plant & Equipment [PPE]	(1204.50)	(380.51)
(Increase)/Decrease in CWIP	949.32	(52.01)
Addition to ROU Assets	-	(408.40)
Addition in Intangible Assets	(9.90)	(4.00)
Addition / Deletion in Investment Properties	(14.27)	(19.18)
Proceeds from Sale of PPE	2.13	2.82
Interest Incomes	97.36	75.47
Cost of Acquisition of NCI Portion	(1159.00)	-
Net Cash (Used) In/From Investing Activities	(1338.86)	(785.82)
<b>C Cash Flow From Financing Activities</b>		
(Decrease)/Increase in Non-Current Borrowings	(122.84)	(209.65)
(Decrease)/Increase in Current Borrowings	2504.68	2077.17
Interest paid on Borrowings	(487.44)	(325.26)
Net Cash (Used) In/From Financing Activities	1894.40	1542.26
<b>D Net Change In Cash &amp; Cash Equivalents(A+B+C)</b>	9.46	(23.74)
<b>E Cash &amp; Cash Equivalents at beginning of the year</b>	53.30	77.04
<b>F Cash &amp; Cash Equivalents at end of the year</b>	62.77	53.30

Components of Cash & Cash Equivalents

(₹ in Lakhs)		
	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Cash on Hand	13.82	6.64
In Term Deposits with maturity less than 3 months at inception	-	0.92
Balance with Banks in Current Accounts	48.94	45.75
Cheques, Drafts on Hand	-	-

Reconciliation of Liabilities arising from Financing Activities – For the period April 24– March 25

Particulars	Opening Balance	Cash Flows	Non-Cash Flows	Closing Balance
Long-term Borrowings (Inc. current)	629.90	(164.35)	0.33	465.89
Short-term Borrowings Secured	3711.23	2546.18	-	6257.42
Short-term Borrowings Unsecured	-	-	-	-
Total financial liabilities	4341.14	2381.84	0.33	6723.31

Reconciliation of Liabilities arising from Financing Activities – For the period April 23– March 24

Particulars	Opening Balance	Cash Flows	Non-Cash Flows	Closing Balance
Long-term Borrowings (Inc. current)	811.41	(181.50)	-	629.90
Short-term Borrowings Secured	1607.21	2104.02	-	3711.23
Short-term Borrowings Unsecured	55.00	(55.00)	-	-
Total financial liabilities	2473.62	1867.52	-	4341.14

Note:

- 1

The Statement of Cash Flows has been prepared under the “Indirect Method” as set out in Ind AS – 7 “Statement of Cash Flows”.
- 2

Previous Year’s figures have been recasted/regrouped, wherever necessary, to conform to the current year’s figures.

The accompanying Notes 1 to 63 form an integral part of the Financial Statements.

As per our separate report of even date attached

<b>For Mansaka Ravi &amp; Associates</b> Chartered Accountants FRN: 015023C	For and on behalf of the Board of Directors of <b>Prostarm Info Systems Limited</b>		
<b>CA Ravi Mansaka</b> Partner Membership No. 410816 UDIN: 25410816BMLICU9114	<b>Tapan Ghose</b> Chairman & Managing Director (DIN: 0179231)	<b>Ram Agarwal</b> CEO & Whole Time Director (DIN: 01739245)	<b>Vikas Shyamsunder Agarwal</b> Whole Time Director (DIN: 01940262)
Place : Navi Mumbai Date : June 23, 2025	<b>Abhishek Jain</b> Chief Financial Officer PAN: AC*****1L	<b>Sachin Gupta</b> Company Secretary M. No. F-12500	

Consolidated Statement of Changes In Equity

for the year ended March 31, 2025

(₹ in Lakhs)

	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
<b>A Equity Share Capital</b>					
<b>(1) Current reporting period (As on 31<sup>st</sup> March, 2025)</b>					
	4287.46	-	4287.46	-	4287.46
<b>(2) Previous reporting period (As on 31<sup>st</sup> March, 2024)</b>					
	4287.46	-	4287.46	-	4287.46

(₹ in Lakhs)

B Other Equity							
(1) Current reporting period (As on 31 <sup>st</sup> March, 2025)							
Particulars	Attributable to Equity Shareholders of the Parent						Total
	Reserves & Surpluses		Other Compre- hensive Income	Share Based Payment Reserve	Total Other Equity	Non- Controlling Interest	
	Security Premium	Retained Earnings					
Balance at the beginning of the current reporting period	-	4118.39	27.15	-	4145.53	163.83	4309.37
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	4118.39	27.15	-	4145.53	163.83	4309.37
Total Comprehensive Income for the year	-	2968.42	2.52	-	2970.94	(83.24)	2887.70
Share based payment expenses for the year	-	-	-	60.06	60.06	-	60.06
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Adjustment for acquisition of non-controlling interest in Subsidiary	-	(1078.40)	-	-	(1078.40)	(80.60)	(1159.00)
Capitalisation by Issue of Bonus Shares	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	6008.40	29.67	60.06	6098.13	-	6098.13

	Attributable to Equity Shareholders of the Parent						
Particulars	Reserves & Surpluses		Other Compre- hensive Income	Share Based Payment Reserve	Total Other Equity	Non- Controlling Interest	Total
	Security Premium	Retained Earnings					
(2) Previous reporting period (As on 31 <sup>st</sup> March, 2024)							
Balance at the beginning of the current reporting period	-	1784.44	28.77	-	1813.21	216.06	2029.27
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at beginning of current reporting period	-	1784.44	28.77	-	1813.21	216.06	2029.27
Total Comprehensive Income for the year	-	2333.95	(1.62)	-	2332.32	(52.22)	2280.10
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Capitalisation by Issue of Bonus Shares	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	4118.39	27.15	-	4145.53	163.83	4309.37

The accompanying Notes 1 to 63 form an integral part of the Financial Statements.

As per our separate report of even date attached

<b>For Mansaka Ravi &amp; Associates</b> Chartered Accountants FRN: 015023C	For and on behalf of the Board of Directors of <b>Prostarm Info Systems Limited</b>		
<b>CA Ravi Mansaka</b> Partner Membership No. 410816 UDIN: 25410816BMLICU9114	<b>Tapan Ghose</b> Chairman & Managing Director (DIN: 0179231)	<b>Ram Agarwal</b> CEO & Whole Time Director (DIN: 01739245)	<b>Vikas Shyamsunder Agarwal</b> Whole Time Director (DIN: 01940262)
Place : Navi Mumbai Date : June 23, 2025	<b>Abhishek Jain</b> Chief Financial Officer PAN: AC*****1L	<b>Sachin Gupta</b> Company Secretary M. No. F-12500	



1. (a) Company overview

PROSTARM INFO SYSTEMS LIMITED (erstwhile Prostar Micronova Power Systems Pvt Ltd), ("the Company" or "Parent Company"), conceptualized and promoted by a group of entrepreneurs having varied experience in the field of Power Electronics, got incorporated on January 11, 2008 with the primary objective to provide Energy Storage Equipment and Power Conditioning Equipment ("Power Solution Products").

The Company over the span of 1.6 decades, have graduated into a multifaceted entity specializing in designing, manufacturing, assembling, sale, service and supply of Power Solution Products. Its manufactured Power Solution Products comprise of UPS system, inverter system, lift inverter system, solar hybrid inverter systems, lithium-ion battery packs, servo-controlled voltage stabilisers ("SCVS"), isolation transformers and other power solution products.

The company offer both customized and standard products and solutions, manufactured and assembled at its in-house facilities and also through third party contract manufacturers. In addition to its core manufactured products, it also deals in sale and supply of third party power solution products such as batteries,

reverse logistics/end-of-life products and other assets such as IT Assets, solar panel and allied products. The Company also undertake rooftop solar photovoltaic power plant projects across India on EPC basis. The Company's comprehensive range of value-added services include installation, rental, after-sales services (including warranty and post-warranty services), Annual Maintenance Contracts ("AMC") which supplements its Power Solution Products, catering to a wide spectrum of customers and their requirements.

The company has its registered office located at Plot No. EL 79, Electronic Zone, TTC, MIDC, Mahape, Navi Mumbai, Thane, Maharashtra, India, 400710 and the Group has manufacturing capabilities in Mumbai and Pune, including the manufacturing facility of its subsidiary.

The company caters to critical industries like ATMs, Banks, Financial Services & Insurance institutions, Corporates, Academic Institutes, Hospitals/ Diagnostic centres, Railways, Engineering, Oil & Gas, Power, Airport, Defense and other companies in PSU and private sector.

The Consolidated financial statements for the year ended March 31, 2025 were authorized and approved for issue by the Board of Directors on June 23, 2025.

(as amended from time to time) and Presentation and disclosure requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS Compliant Schedule III) as amended from time to time.

b. Basis of Measurement

The Consolidated Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind ASs.

c. Basis of consolidation

i) Subsidiaries

The consolidated financial statements include Prostarm Info Systems Limited and its subsidiaries. Subsidiaries are entities controlled by the Company. Control exists when the Company (a) has power over the investee, (b) it is exposed, or has rights, to variable returns from its involvement with the investee and (c) has the ability to affect those returns through its power over the investee. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above. In assessing control, potential voting rights that currently are exercisable are taken into account. The results of subsidiaries acquired or disposed of during the year are included in the consolidated financial statements from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Inter-company transactions and balances including unrealised profits are eliminated in full on consolidation.

Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Company's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling

interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance. Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company. When the Company loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e., reclassified to profit or loss) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind-AS 109 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

ii) Associates

Associates are those entities in which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control those policies. Significant influence is presumed to exist when the Company holds between 20 and 50 percent of the voting power of another entity. The results, assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting as described below.

1 (b) Group information

Information about subsidiaries

The Consolidated Financial Statements of the Group includes subsidiaries listed in the table below:

Name of Company (Nature of Business)	CIN No.	Country of Incorporation	Ownership interest as on March 31, 2025	Ownership interest as on March 31, 2024
Prostarm Energy Systems Private Limited (Manufacturer of Customized Power Electronic Solutions)	U29308PN2021-PTC202708	India	100%	51%

2. Basis of preparation of consolidated financial statements

a. Basis of Preparation of Financial Statements

The Financial Statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- a) Certain Financial Assets and Liabilities (including derivative instruments), if any,
- b) Defined Benefit Plans – Plan Assets, if any and
- c) Equity settled Share Based Payments, if any

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013,

## iii) Equity method of accounting (equity accounted investees)

An interest in an associate or joint venture is accounted for using the equity method from the date in which the investee becomes an associate or a joint venture and are recognised initially at cost. The Company's investment includes goodwill identified on acquisition, net of any accumulated impairment losses. The consolidated financial statements include the Company's share of profits or losses and equity movements of equity accounted investees, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. When the Company's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments in the nature of net investments) is reduced to nil and the recognition of further losses is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the investee.

When the Company transacts with an associate or joint venture of the Company, unrealised profits and losses are eliminated to the extent of the Company's interest in its associate or joint venture.

## iv) Business combination

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. Acquisition related costs are recognised in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognised at their fair value at the acquisition date, except certain assets and liabilities required to be measured as per the applicable standard.

- d. Purchase consideration in excess of the Company's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognised as goodwill. Excess of the Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration is recognised, after reassessment of fair value of net assets acquired, in the Capital Reserve.

## e. Current v/s Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

## Assets

An asset is classified as current when it satisfies any of the following criteria:

- a. it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is expected to be realised within 12 months after the reporting date; or
- d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

## Liabilities

A liability is classified as current when it satisfies any of the following criteria:

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

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

Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities.

## Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group considers its operating cycle to be within one year.

## f. Functional and Presentation Currency

These Consolidated Financial Statements are prepared in Indian Rupee ("₹") which is the Company's functional currency. All financial information presented in Rupees has been rounded to the nearest lakhs with two decimals, except when otherwise indicated.

## 3. Material accounting policies

The Group has applied following accounting policies to all periods presented in the Consolidated Financial Statement.

### a) Property, Plant and Equipment [PPE]

#### (i) Definition

Property, plant and equipment are tangible items that:

- (A) are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; and
- (B) are expected to be used during more than one period.

#### (ii) Recognition & Initial Measurement

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

#### (iii) Subsequent Measurement (depreciation and useful lives)

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based

on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a written down value basis over its expected useful life of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013.

Depreciation on PPE sold, discarded or demolished during the period, if any, is being provided pro-rata up to the date on which such PPE are sold, discarded or demolished.

Leasehold land & building and improvements are amortized on the basis of duration and other terms of lease.

When parts of an item of Property, Plant and Equipment have different useful life, they are accounted for as separate items (Major components) and are depreciated over the useful life respectively.

Right-of-use Assets (Land & Building under operating Lease) is amortised on a straight-line basis over the period of respective lease term.

The residual values, useful lives and methods of depreciation of PPE are reviewed at the end of each financial year considering the physical condition of the PPE and benchmarking analysis or whenever there are indicators for review of residual value and useful life.

Items such as spare parts, stand-by equipment and servicing equipment are recognised in accordance with this Ind AS when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory. It is estimated that spares having a value of more than ₹ 2 lacs are assumed to qualify for the definition of property plant equipment. Life of the spares has been considered to be 18 months. Residual value of 5% has been considered for all the spares capitalised. The residual value of such spares is transferred to the Statement of Profit and Loss as and when they are consumed.



## (iv) De-recognition

PPE are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

## b) Capital Work-in-Progress

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed.

## c) Intangible Assets

### (i) Recognition and initial measurement

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

### (ii) Subsequent Measurement & Amortization

The useful lives of intangible assets are assessed as either finite or indefinite. The Group currently does not have any intangible assets with indefinite useful life. Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

## (iii) De-recognition

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

## d) Investment Properties

### (i) Recognition and initial measurement

Investment properties are properties held to earn rentals or for capital appreciation, or both. Investment properties are measured initially at cost, including transaction costs. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

### (ii) Subsequent Measurement & Amortization

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 Group.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer who holds a recognised and relevant professional qualification and has experience in the category of the investment property being valued.

Investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any, subsequently. Depreciation is provided from the date the assets are put to use, on written down value method as per the useful life of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013.

Depreciation on Investment Properties sold, discarded or demolished during the period, if any, is being provided pro-rata up to the date on which such Investment Properties are sold, discarded or demolished.

Leasehold land & Building and improvements are amortised on the basis of duration and other terms of lease.

The residual values, useful lives and methods of depreciation of Investment Properties are reviewed at the end of each financial year considering the physical condition of the Investment Properties and benchmarking analysis or whenever there are indicators for review of residual value and useful life.

## (iii) De-recognition

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the Statement of Profit and Loss in the period of de-recognition.

## e) Revenue Recognition

(i) Revenue from contract with customer is recognised, when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for those goods or services.

(ii) Group generally follows mercantile system of accounting and recognizes significant items of incomes on accrual basis. The revenues have been duly recognized in accordance with the provisions of Indian Accounting Standards – 115. However, some of expenditures are accounted for on the receipt of bill or invoice of the same which are not material.

(iii) Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing service tax, Goods & Service Tax (GST) and other applicable indirect taxes.

(iv) Service tax / Goods & Service Tax (GST) is not received by the Group on its own account. Rather, it is tax collected on value added to the services by the service provider on behalf of the Government. Accordingly, it is excluded from revenue.

(v) Revenue is recognized to the extent that it is possible that the economic benefits will flow to the Group and the revenue can be reliably measured with reliable certainty of realizing the consideration.

(vi) Unbilled income represents the value of services rendered but not yet been invoiced on the reporting date due to contractual terms.

## f) Interest Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Interest is accounted on accrual basis on overdue receivables.

## g) Dividend Income

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

## h) Leases

On March 30, 2019, ministry of corporate affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases standard, Ind AS 17, Leases, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit and Loss. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

On completion of evaluation of the effect of adoption of Ind AS 116, the Group is using the 'Modified Retrospective Approach' for transitioning to Ind AS 116 and took the cumulative adjustment to retained earnings on the date of initial application (April 1, 2019). The Group as elected certain available practical expedients on transition.

The Group has adopted Ind AS 116 'Leases' effective April 1, 2019 and applied the Standard to its leases, pursuant to which it has reclassified its leased asset as Right-of-Use Assets.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent

on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

## (i) Group as a lessee

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

The Group recognises a Right-of-use Asset and a lease liability at the lease commencement date. The Right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial costs incurred. The Right-of-use Asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. Subsequently, lease liabilities are measured on amortised cost basis. In the comparative period, lease payments under operating leases are recognised as an expense in the Statement of Profit and Loss over the lease term.

The weighted average incremental borrowing rate applied to lease liabilities considered at 8% p.a.

## (ii) Group as a lessor

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

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

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

## i) Cash & Cash Equivalents

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

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

## j) Taxation

### (i) Current income tax

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

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

### (ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except when

it is probable that the temporary differences will not reverse in the foreseeable future.

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

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

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

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

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

## (iii) Sales Tax/ GST / VAT

Sales/ value added taxes paid on acquisition of assets or on incurring expenses are recognised net of the amount of sales/ value added taxes paid, except:

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

to, the taxation authority is included as part of receivables or payables in the balance sheet.

## k) Inventories

### Finished Goods-

Finished goods are valued at lower of cost or net realisable value. Cost includes direct materials and labour and a portion of manufacturing overhead based on normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Finished Goods are measured at First In First Out basis.

### Raw Materials, WIP and Stores & Spares-

Raw materials, components, stores and spares and work-in progress are valued at cost. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components, stores and spares is determined on FIFO basis. Cost of Work in Progress is measured at First In First Out Basis.

**Capital spares** that qualifies the criteria of property, plant and equipment are recognised as PPE. Accordingly, the Group has capitalized spares having useful life of more than 12 months and corresponding depreciation is charged on them."

### Stock-in-Trade

Inventories being stock-in-trade are valued at the lower of cost and net realisable value.

Cost of these inventories are determined on First In First Out basis.

## l) Employee Benefits

### (i) Short-term employee benefits

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



## (ii) Post-employment benefits –

### (a) Defined benefit plans – Gratuity

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

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

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

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

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

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

Insurance Fund respectively are charged to the Statement of Profit and Loss.

### (iii) Employee Share based payments

Share Based Payments Equity-settled share-based payments to employees of the Group are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based payments transactions are set out in Note 56.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflect the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

In case of Group equity-settled share-based payment transactions, where the Company grants stock options to the employees of its subsidiary, the Company has accounted cost of share-based payment as recoverable from the subsidiary under intragroup repayment arrangement with a corresponding credit in the equity.

### m) Earning Per Share

i) Group presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the year.

ii) Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

### n) Provisions and Contingencies

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

Provisions represent liabilities to the Group for which the amount or timing is uncertain. Provisions are recognized when the Group has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

**Provision for Warranty:** The Group makes provision for the probable future liability on account of the warranty based on the estimation of the warranty claims/expenses that the Group expects to materialize in the future. The Group assesses the need and quantum of provision for warranty based on conditions prevailing at each year end.

The Group has significant capital commitments in relation to various capital projects which are not recognized on the balance sheet. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Group involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

### o) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 “Statement of Cash Flows”, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities

of the Group are segregated based on the available information.

### p) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the management. Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Group to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments.

### q) Borrowing Costs

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

### r) Impairment of Non-Financial Assets

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

### s) Government Grants

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

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

## t) Financial Instruments

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

### (A) Financial Assets

#### (i) Initial recognition and measurement

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

#### (ii) Subsequent measurement

Subsequent measurement of financial assets is described below –

##### a. Financial Assets (Debt instruments) at amortised cost

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

- The asset is held within a business model whose objective is to hold assets for

collecting contractual cash flows, and

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

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

#### b. Debt instrument at FVTOCI

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

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

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

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

#### c. Debt instrument at FVTPL

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

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

#### (iii) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) 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 or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises

an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

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

#### (iv) 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 the financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits and trade receivables or any contractual right to receive cash or another financial asset.

##### Trade Receivables

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

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

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

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



risk since initial recognition, the Group reverts to recognising impairment loss allowance based on 12-month ECL.

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

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

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

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

For assessing increase in credit risk and impairment loss, the Group combines

financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

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

## (B) Financial liabilities

### (i) Initial Recognition & Measurement

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

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

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

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

#### Financial liabilities at fair value through statement of profit and loss

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

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

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

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

### (ii) Loans and Borrowings

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

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

### (iii) Buyers Credit

The Group enters into arrangements whereby financial institutions make direct payments to suppliers for raw materials and project materials. The financial institutions are subsequently repaid by the Group at a later date providing working capital timing benefits. These are normally settled up to twelve months (for raw materials) and up to 36 months (for project materials). Where these arrangements are for raw materials with a maturity of up to twelve months, the economic substance of the transaction is determined to be operating in nature and these are recognised as

operational buyers' credit (under Trade and other payables). Where these arrangements are for project materials with a maturity up to 36 months, the economic substance of the transaction is determined to be financing in nature, and these are classified as projects buyers' credit within borrowings in the statement of financial position.

### (iv) Financial liabilities – De-recognition

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

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

### (v) Offsetting of financial instruments

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

## u) Investment in Subsidiaries, joint ventures and associates:

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

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

# Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

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

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

## v) Foreign currency transactions

### (i) Initial Recognition

In the Consolidated financial statements of the Group, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction.

### (ii) Conversion

Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

### (iii) Exchange Differences

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

## w) Dividend Distribution

Dividend Distribution / Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

## x) Prior Period Items

Errors of material amounts relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each

such prior period presented retrospectively in the statement of profit and loss and balance sheet, to the extent practicable along with change in basic and diluted earnings per share. However where retrospective restatement is not practicable for a particular period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes on Accounts.

## y) Use of Estimates and Judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, 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 are elaborated in Note No. 4.

## 4a. Critical estimates and judgements in applying accounting policies

The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make judgments, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the results of operations during the reporting period end. Although these estimates and associated assumptions are based upon historical experiences and various other factors besides management's best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on a periodic basis. Any revision in the accounting estimates is recognised in the period in which the results are known/ materialise.

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

### a) Property, plant and equipment and useful life of property, plant and equipment and intangible assets

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

### b) Provisions and contingencies

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

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

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

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the consolidated financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Group involved, it is not expected that such contingencies will have a material effect on its financial position or profitability (Refer Note 44).

### c) Employee benefit expenses

Actuarial valuation for gratuity liability of the Group has been done by an independent actuarial valuer on the basis of data provided by the Group and assumptions

used by the actuary. The data so provided and the assumptions used have been disclosed in the notes to accounts.

### d) Taxes

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

The Group has determined that it can recognise deferred tax assets on the tax losses carried forward as it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Further details on taxes are disclosed in Note No. 41.

### e) Impairment of accounts receivable and advances

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

### f) Discounting of Security deposit, retention money and other long-term liabilities

For majority of the security deposits received from suppliers of goods or contractors and the retention moneys received, the timing of outflow, as mentioned in the underlying contracts, is not substantially long enough to discount. The treatment would not provide any meaningful information and would have no material impact on the Consolidated financial statements.

### g) Amortized Cost for Employee Loans

Employee loans have not been recorded using Effective Interest Rate method due to absence of any material impact on Consolidated financial statements and involvement of practical difficulties.

### h) Investment in Equity Instruments

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



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

i) **Restatement of Prior Period Items**  
Material prior period items, i.e. items having a value of above ₹ 5.00 Lakh have been restated in the previous year financials.

4b. Recent pronouncements

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

In terms of our attached report of even date

**For Mansaka Ravi & Associates** For and on behalf of the Board of Directors of  
Chartered Accountants **Prostarm Info Systems Limited**  
FRN: 015023C

**CA Ravi Mansaka**  
Partner  
Membership No. 410816  
UDIN: 25410816BMLICU9114

**Tapan Ghose**  
Chairman & Managing Director  
(DIN: 0179231)

**Ram Agarwal**  
CEO & Whole Time Director  
(DIN: 01739245)

**Vikas Shyamsunder Agarwal**  
Whole Time Director  
(DIN: 01940262)

Place : Navi Mumbai  
Date : June 23, 2025

**Abhishek Jain**  
Chief Financial Officer  
PAN: AC\*\*\*\*\*1L

**Sachin Gupta**  
Company Secretary  
M. No. F-12500

5. Property, plant & equipment

Refer Note 3(a) for accounting policy on Property, Plant and Equipment

Particulars	Gross Carrying Value				Accumulated Depreciation			Net Carrying Value		
	Opening as on 1 <sup>st</sup> April, 2024	Additions	Disposals	Closing as on 31 <sup>st</sup> March, 2025	Opening as on 1 <sup>st</sup> April, 2024	Additions	Disposals	Closing as on 31 <sup>st</sup> March, 2025	As on 31 <sup>st</sup> March, 2025	As on 31 <sup>st</sup> March, 2024
Building – Freehold	59.66	974.29	-	1033.94	13.89	49.18	-	63.06	970.88	45.77
Plant & Equipments	432.02	58.23	-	490.25	59.01	83.83	-	142.85	347.40	373.01
Computers	140.32	19.47	-	159.79	119.63	17.31	-	136.94	22.85	20.69
Motor Cars	312.98	12.64	19.35	306.27	198.48	36.28	15.27	219.50	86.77	114.49
Furniture & Fixtures	101.07	49.03	-	150.11	32.42	24.60	-	57.02	93.09	68.65
Office Equipments	51.01	79.22	-	130.23	31.43	41.00	-	72.43	57.80	19.58
Electrical Equipment	6.51	-	-	6.51	2.10	1.14	-	3.25	3.26	4.40
Network & Servers	-	11.62	-	11.62	-	2.41	-	2.41	9.21	-
<b>Total</b>	<b>1103.56</b>	<b>1204.50</b>	<b>19.35</b>	<b>2288.71</b>	<b>456.97</b>	<b>255.75</b>	<b>15.27</b>	<b>697.45</b>	<b>1591.25</b>	<b>646.59</b>

Refer Note 3(a) for accounting policy on Property, Plant and Equipment

Particulars	Gross Carrying Value				Accumulated Depreciation			Net Carrying Value		
	Opening as on 1 <sup>st</sup> April, 2023	Additions	Disposals	Closing as on 31 <sup>st</sup> March, 2024	Opening as on 1 <sup>st</sup> April, 2023	Additions	Disposals	Closing as on 31 <sup>st</sup> March, 2024	As on 31 <sup>st</sup> March, 2024	As on 31 <sup>st</sup> March, 2023
Building – Freehold	59.24	0.42	-	59.66	9.99	3.89	-	13.89	45.77	49.25
Plant & Equipments	133.27	298.81	0.06	432.02	21.22	37.79	0.00	59.01	373.01	112.05
Computers	130.63	9.69	-	140.32	93.58	26.05	-	119.63	20.69	37.05
Motor Cars	299.77	28.23	15.02	312.98	164.96	47.80	14.27	198.48	114.49	134.81
Furniture & Fixtures	65.59	35.48	-	101.07	19.84	12.58	-	32.42	68.65	45.75
Office Equipments	43.12	7.89	-	51.01	20.31	11.12	-	31.43	19.58	22.81
Electrical Equipment	6.51	0.00	-	6.51	0.56	1.54	-	2.10	4.40	5.95
<b>Total</b>	<b>738.13</b>	<b>380.51</b>	<b>15.09</b>	<b>1103.56</b>	<b>330.46</b>	<b>140.78</b>	<b>14.27</b>	<b>456.97</b>	<b>646.59</b>	<b>407.67</b>

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

6. Capital work-in-progress [CWIP]

Refer Note 3(b) for accounting policy on Capital Work-in-Progress

(a) Tangible Assets Under Development

(₹ in Lakhs)			
Particulars	Land	Building & Others	Total
Balance as at 31 <sup>st</sup> March, 2023	406.20	491.11	897.31
Additions during the Year	2.20	458.21	460.41
Capitalised During the Year	408.40	-	408.40
Balance as at 31 <sup>st</sup> March, 2024	-	949.32	949.32
Additions during the Year	-	108.93	108.93
Capitalised During the Year	-	1058.25	1058.25
Balance as at 31 <sup>st</sup> March, 2025	-	-	-

(b) Capital Work-In-Progress Ageing

Balance as at 31<sup>st</sup> March, 2025

(₹ in Lakhs)					
Particulars	Amount in Capital work in progress for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	-	-	-	-	-
Projects Temporarily Suspended	-	-	-	-	-

Balance as at 31<sup>st</sup> March, 2024

(₹ in Lakhs)					
Particulars	Amount in Capital work in progress for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	458.21	491.11	-	-	949.32
Projects Temporarily Suspended	-	-	-	-	-

- (c) Group does not have any Project which is temporary suspended, therefore, disclosure requirement thereof is not applicable.
- (d) There are no CWIP assets which become overdue compared to their original plans or where cost is exceeded compared to original plans, therefore, disclosure relating thereto is not required.

7. Investment property

A. Completed Investment Properties

Refer Note 3(d) for accounting policy on Investment Properties.

Particulars	Land Leasehold	Buildings	Total
Gross Block			
Balance as at 31 <sup>st</sup> March, 2023	-	285.33	285.33
Additions		-	-
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	-	285.33	285.33
Additions		-	-
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	-	285.33	285.33

(₹ in Lakhs)			
Particulars	Land Leasehold	Buildings	Total
Accumulated Depreciation			
Balance as at 31 <sup>st</sup> March, 2023	-	163.14	163.14
Additions	-	5.89	5.89
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	-	169.03	169.03
Additions	-	5.60	5.60
Disposals	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	-	174.63	174.63
Net Block			
Balance as at 31 <sup>st</sup> March, 2024	-	116.30	116.30
Balance as at 31 <sup>st</sup> March, 2025	-	110.70	110.70

B. Under Development Investment Properties

Particulars	Land Freehold	Buildings	Total
Balance as at 31 <sup>st</sup> March, 2023	-	143.23	143.23
Additions during the Year	-	19.18	19.18
Capitalised During the Year	-	-	-
Balance as at 31 <sup>st</sup> March, 2024	-	162.41	162.41
Additions during the Year	-	14.27	14.27
Capitalised During the Year	-	-	-
Balance as at 31 <sup>st</sup> March, 2025	-	176.68	176.68

C. Total Investment Properties [A+B]

Particulars	Land Freehold	Buildings	Total
Balance as at 31 <sup>st</sup> March, 2024	-	278.71	278.71
Balance as at 31 <sup>st</sup> March, 2025	-	287.38	287.38

7.1 Ageing Schedule Investment Properties Under Development

Balance as at 31<sup>st</sup> March, 2025

Investment Properties Under Development	Amount for a period of			
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years
Flat No. 3307, Parkwood, Thane	7.13	9.59	71.61	
Flat No. 3308, Parkwood, Thane	7.13	9.59	71.61	
Total	14.27	19.18	143.23	-

Balance as at 31<sup>st</sup> March, 2024

Investment Properties Under Development	Amount for a period of			
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years
Flat No. 3307, Parkwood, Thane	9.59	14.39	57.22	-
Flat No. 3308, Parkwood, Thane	9.59	14.39	57.22	-
Total	19.18	28.78	114.45	-



7.2 Amount recognised in Statement of Profit or Loss for Investment Properties

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Rental Income derived from Investment Properties</b>	<b>11.77</b>	7.95
Less: Direct Operating Expenses (Including repairs & maintenance) generating rental income	0.93	2.03
Less: Direct Operating Expenses (Including repairs & maintenance) that did not generate rental income	0.14	0.20
<b>Profit arising from Investment Properties before Depreciation</b>	<b>10.70</b>	<b>5.72</b>
Less: Depreciation for the Year	5.60	5.89
<b>Profit/(Loss) arising from Investment Properties</b>	<b>5.09</b>	<b>(0.17)</b>

7.3 Leasing Arrangements

Minimum lease payments receivable under non-cancellable operating lease of investments properties are as follows:

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Not Later than one Year	8.77	5.42
Later than one year and not later than five years	11.61	16.77
Later than five years	-	-
Lease income recognised during the year in profit and loss	11.77	7.95

Note:

Group has not entered into any lease agreement with the tenants.

7.4 Fair Values

The Group has not got revalued its investment properties and they are carried at amortized value in the financial statements. The Group has no restrictions on the reliability of its investment properties.

7.5 There are no contractual obligations to purchase, construct or develop investment property except below:

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>In respect of Purchase of Property (Flat No. 3307 &amp; 3308, Parkwood, Thane):</b>		
Not Later than one Year	43.32	57.59
Later than one year and not later than five years		-
Later than five years		-

7.6 No contingent rent recognised / (adjusted) in the Profit or Loss in respect of operating lease.

8. Intangible assets

Refer Note 3(c) for accounting policy on Intangible Assets

(₹ in Lakhs)

Particulars	Technology	Softwares	Trademark	Total
<b>Gross Carrying Value</b>				
<b>Balance as at 31<sup>st</sup> March, 2023</b>	296.13	18.30	0.19	314.61
Additions	-	4.00	-	4.00
Disposals	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2024</b>	296.13	22.31	0.19	318.62
Additions	5.00	4.90	-	9.90
Disposals	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>301.13</b>	<b>27.21</b>	<b>0.19</b>	<b>328.52</b>
<b>Accumulated Amortization</b>				
<b>Balance as at 31<sup>st</sup> March, 2023</b>	59.23	6.28	0.08	65.58
Additions	29.61	7.00	0.02	36.63
Disposals	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2024</b>	88.84	13.28	0.10	102.22
Additions	29.61	5.06	0.04	34.71
Disposals	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>118.45</b>	<b>18.34</b>	<b>0.14</b>	<b>136.92</b>
<b>Net Carrying Value</b>				
<b>Balance as at 31<sup>st</sup> March, 2024</b>	207.29	9.03	0.09	216.40
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>182.68</b>	<b>8.87</b>	<b>0.05</b>	<b>191.59</b>

8A Intangible Assets Under Development

(₹ in Lakhs)

	Technology	Softwares	Trademark	Total
<b>Balance as at 31<sup>st</sup> March, 2023</b>	-	-	-	-
Additions during the Year	-	-	-	-
Capitalised during the Year	-	-	-	-
<b>Balance as at 31<sup>st</sup> March, 2024</b>	-	-	-	-
Additions during the Year	-	4.21	-	4.21
Capitalised during the Year	-	4.21	-	4.21
<b>Balance as at 31<sup>st</sup> March, 2025</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

# Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

## 9. Right-of-use-assets

Refer Note 3(f) for accounting policy on Right-of-Use Assets

		(₹ in Lakhs)
Particulars		Amount
<b>Gross Values</b>		
Balance as at 31 <sup>st</sup> March, 2023		41.17
Additions		408.40
Disposals		-
Balance as at 31 <sup>st</sup> March, 2024		449.57
Additions		-
Disposals		-
Balance as at 31 <sup>st</sup> March, 2025		449.57
<b>Accumulated Amortization</b>		
Balance as at 31 <sup>st</sup> March, 2023		1.40
Additions		9.62
Disposals		-
Balance as at 31 <sup>st</sup> March, 2024		11.02
Additions		6.21
Disposals		-
Balance as at 31 <sup>st</sup> March, 2025		17.23
<b>Net Book Values</b>		
Balance as at 31 <sup>st</sup> March, 2024		438.55
Balance as at 31 <sup>st</sup> March, 2025		432.34

**Note:**

ROU Assets as above consists the plot of land and land part of building.

## 10. Non-current financial assets – trade receivables

		(₹ in Lakhs)
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Secured, considered good		
Unsecured, considered good		
Trade receivables which have significant increase in credit risk	-	-
Trade receivables – Credit Impaired	-	-
Allowance for Expected Credit Loss	-	-
Total	-	-

## 11. Non-current financial asset – investments

		(₹ in Lakhs)
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Investments carried at Cost		
Unquoted Investments		
(a) Investment in Equity Instruments		
Prostarm Energy Systems Private Limited (Subsidiary Company)		
(b) Investment in Mutual Funds		
Units of ICICI Produntial Liquid Fund	0.10	0.10
(c) Other Non-Current Investments		
Advance against purchase of shares of Subsidiary	-	-
Investment in Silver Coins	-	0.15
Total	0.10	0.25

Aggregate Values :	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
1. Aggregate amount of quoted investments	-	-
2. Aggregate amount of market value of quoted investments	-	-
3. Aggregate amount of unquoted investments	0.10	0.25
4. Aggregate amount of impairment in value of investments	-	-
Classification of Investments	Level-1	Level-1
Unquoted Investments	0.10	0.25
Classification of Investments	Level-3	Level-3
Unquoted Investments	-	-

## 12. Other financial assets – non current

		(₹ in Lakhs)
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Unsecured, considered good</b>		
Security Deposits	52.93	24.18
Retention Money Receivable	571.63	389.06
Bank deposits with more than 12 Months Maturity <sup>1</sup>	937.67	942.33
Total	1562.23	1355.57

**Note:**

- Earmarked balances with banks primarily consists of margin money against loans and margin money against performance guarantees obtained by the Group.

## 13. Other non current assets

		(₹ in Lakhs)
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Unsecured, considered good</b>		
Advances against Purchase of Capital Assets	34.76	11.00
Total	34.76	11.00

## 14. Inventories

		(₹ in Lakhs)
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Inventories of Stock-In-Trade <sup>1,2,3</sup></b>		
Stock-In-Trade	3577.87	4200.23
Stock-In-Transit	-	-
<b>Spares &amp; Parts</b>	291.69	239.78
<b>Packing Materials &amp; Other Consumables</b>	12.26	-
<b>Raw Material<sup>2,3</sup></b>	1058.32	900.79
<b>Work in Progress<sup>2,3</sup></b>	208.31	5.82
<b>Finished Goods<sup>2,3</sup></b>	724.61	507.29
<b>Total Closing Stock</b>	<b>5873.07</b>	<b>5853.91</b>

**Notes:**

- Inventory of Stock-In-Trade includes Batteries, UPS and Inverters as a major component of total inventory.
- Entire inventory of the Parent Company has been hypothecated as security against certain bank borrowings of the Parent Company as at 31<sup>st</sup> March, 2025 and 31<sup>st</sup> March, 2024. For more details of lien/charge against inventories refer Note No. 24 & 26
- These inventories are valued at lower of cost or net reliable value.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

15. Current financial asset – investments

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Investments carried at Cost	-	-
Unquoted Investments	-	-
Total	-	-

16. Current financial assets – trade receivables

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Secured, considered good		-
Unsecured, considered good	10795.28	9074.21
Trade receivables which have significant increase in credit risk	-	-
Trade receivables – Credit Impaired	-	-
Allowance for Expected Credit Loss	(54.52)	(43.92)
Total <sup>1,2,3,4</sup>	10740.75	9030.29

Notes:

- Carrying value of trade receivables may be affected by the changes in the credit risk of counterparties as explained in Note No. 45.
- For lien/charge against trade receivables refer Note No. 24 & 26.
- No current trade receivables are due from directors or other officers of the Group either severally or jointly with any other person and no trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member except as reported in Note No. 42.
- For Ageing of Current Trade Receivables, refer Note No. 48.1 & 48.2.

17. Cash & cash equivalents<sup>1</sup>

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Balance with Banks		
In Current Accounts	48.94	45.75
In Term Deposits with maturity less than 3 months at inception <sup>3</sup>	-	0.92
Cheques, Drafts on Hand	-	-
Cash on Hand	13.82	6.64
Total	62.77	53.30

Note:

- There are no restriction with regard to cash and cash equivalents as at the end of reporting period and prior periods.
- Balance in current accounts at the end of the respective year/period are subject to reconciliation.
- Earmarked balances with banks primarily consists of margin money against loans and margin money against performance guarantees obtained by the Group.

18. Current financial assets – other bank balances

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Unsecured, considered good:		
Deposits with Banks		
Earmarked balances with banks <sup>1</sup>		
In Term Deposits with maturity more than 3 months but less than 12 months at inception	197.98	21.33
Total	197.98	21.33

Note:

- Earmarked balances with banks primarily consists of margin money against loans and margin money against performance guarantees obtained by the Group.

19. Current financial assets – loans

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Unsecured, considered good		
Loans and advances to Employees	48.19	49.77
Loans and advances to Related Parties	3.63	0.67
Total	51.82	50.44

Note:

There are certain amount due from directors, their relatives or other officers of the Company either severally or jointly with any other person and however, no amount is due from firms or private companies respectively in which any director is a partner, a director or a member except as reported in Note No. 42.

20. Current financial assets – other

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Unsecured, considered good		
Term Deposits with remaining maturing less than 12 Months	514.45	463.64
Receivable against GEDA Subsidy	18.73	32.16
Retention Money Receivable	47.79	50.93
Deposits	177.31	168.75
Other Advances	0.08	0.59
Total	758.36	716.07

21. Other current assets

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Unsecured, considered good		
Advances other than Capital Advances		
Advance to Vendors	817.01	136.71
Others		
Prepaid Expenses	40.26	32.99
Balances with Revenue Authorities	542.68	277.39
Share Issue Expenditures <sup>1</sup>	293.99	46.80
Rent Receivable	1.75	2.25
Total	1695.70	496.14

Note:

- The Parent Company has filed Draft Red Herring Prospectus with SEBI in connection with the proposed Initial Public Offer(‘IPO’) of equity shares of the Parent Company by way of fresh issue. Accordingly, expenses incurred by the Parent Company aggregating to ₹ 293.99 Lakhs (PY – ₹ 46.80 Lakhs) in connection with filing of Draft Red Herring Prospectus have been shown under “other current assets” as it shall be adjusted towards the securities premium.

22. Equity share capital

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
ISSUED, SUBSCRIBED & PAID-UP		
4,28,74,592 Equity Shares of ₹ 10 each fully paid up (Previous Year 4,28,74,592 Equity Shares of ₹ 10/- each)	4287.46	4287.46
Total	4287.46	4287.46

Notes to the Consolidated Financial Statements
for the year ended March 31, 2025

22.1 The details of shareholders holding more than 5% of the shares are as follows:

Name of Shareholder	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	Nos.	%	Nos.	%
Mr. Ram Agarwal <sup>1</sup>	12,362,378	28.83%	12,862,378	30.00%
Mrs. Parvati Shyamsunder Agarwal	3,003,075	7.00%	5,708,462	13.31%
Mr. Vikas Agarwal	3,054,667	7.12%	14,147,029	33.00%
Mrs. Sunita Vikas Agarwal	14,147,029	33.00%	349,280	0.81%
Mrs. Sonu Ram Agarwal <sup>1</sup>	8,574,938	20.00%	8,574,938	20.00%

Note:

1. Mr Ram Agarwal and Ms. Sonu Ram Agarwal, holds 1 fully paid-up equity shares of ₹ 10 each as a trustee for the benefit of theirself and certain other shareholders of the Company, being the share allotted against fractional entitlement pursuant to Bonus Shares issued vide Board Resolution dated 11<sup>th</sup> March, 2023.

22.2 Shareholding of Promoters

Name of Promoter	As at 31 <sup>st</sup> March, 2025		% Change During the Year
	Nos.	%	
Mr. Ram Agarwal	12,362,378	28.83%	(1.17%)
Mrs. Sonu Ram Agarwal	8,574,938	20.00%	Nil
Mr. Vikas Agarwal	14,147,029	33.00%	Nil
Total	35,084,345	81.83%	

Name of Promoter	As at 31 <sup>st</sup> March, 2024		% Change During the Year
	Nos.	%	
Mr. Ram Agarwal	12,862,378	30.00%	Nil
Mrs. Sonu Ram Agarwal	8,574,938	20.00%	Nil
Mr. Vikas Agarwal	14,147,029	33.00%	Nil
Total	35,584,345	83.00%	

Note:

Pursuant to board meeting held on 28<sup>th</sup> Sept, 2020, the Company has revised the list of promoters resulting into decrease in number of promoters from 7 to 2. Further, pursuant to board meeting held on 18.07.2023, the Company has revised the list of promoters again resulting into increase in number of promoters from 2 to 3.

22.3 Rights, preference and restrictions attached to Equity Shares

- (i) The Parent Company has one class of equity shares having a par value of ₹ 10 per share. All equity shares, in present and in future, rank pari passu with the existing equity shares of the company and each shareholder is entitled to one vote per share.
- (ii) The Parent Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.
- (iii) In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive remaining assets of the Parent Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (iv) The Parent Company did not have outstanding calls unpaid by the directors and officers of the Parent Company (Previous Year NIL) and also did not have any amount of forfeited shares (Previous Year NIL).
- (v) The Parent Company has not allotted any fully paid up equity shares without payment being received in cash except bonus shares and nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

- (vi) During the period of last five years, the Parent Company has issued following Bonus Shares to its Shareholders by capitalisation of reserves:

No. of Shares Issued In Bonus	Face Value per Share	Ratio	Amount (In Lakhs)	Date of Allotment
6812700	10.00	03:01	681.27	29-08-2020
33790992	10.00	372:100	3379.10	11-03-2023

- vii) In accordance with Employee Stock Option Plan scheme, the Company has granted 16.44 Lakh equity options to its employees (including the employees of its subsidiary) at an exercise price of ₹ 10 per equity share during the current year. Accordingly, the same has been accounted as per 'Ind AS 102 - Share Based Payment' (Refer Note 56).

22.4 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Equity Shares at the beginning of the Year	42,874,592	42,874,592
Add: Issued Bonus Shares during the year	-	-
Less: Shares Cancelled on buy back during the year	-	-
Equity Shares at the end of the Year	42,874,592	42,874,592

23. Other equity

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Retained Earnings		
As per Last Balance Sheet	4118.39	1784.44
Adjustments:		
Add: Profit For the Year	2968.42	2333.95
Appropriations		
Less: Adjustment for acquisition of non-controlling interest in Subsidiary	1078.40	-
Less: Capitalisation by Issue of Bonus Shares	-	-
Total of Retained Earnings	6008.40	4118.39
Other Comprehensive Income Reserve		
As per last balance sheet	27.15	28.77
Add: Other Comprehensive Income for the Year	2.52	-1.62
Total of Other Comprehensive Reserves	29.67	27.15
Share based payment reserve (refer note 56)		
As per last balance sheet	-	-
Issue of employee stock options plan	60.06	-
Closing Balance	60.06	-
Total of Other Equity	6098.13	4145.53

Nature of Reserves

- a) Retained Earnings represent the undistributed profits of the Group.
- b) Other Comprehensive Income Reserve represent the balance in equity for items to be accounted in Other Comprehensive Income(OCI). OCI is classified into
- i) Items that will not be reclassified to profit and loss
- ii) Items that will be reclassified to profit and loss.
- c) Share based payment reserve - The fair value of the equity-settled share based payment transactions is recognised on straight line basis over vesting period in the standalone Statement of Profit and Loss with corresponding credit to Share Based Payment Reserve. This reserve would be appropriately dealt with in accordance with Ind AS 32 upon either exercise or lapse of the options.



24. Financial liabilities – non current borrowings

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Secured Loans (against hypothecation of assets)</b>		
Vehicle & Business Loans	465.56	629.90
Less: Current maturities of Long Term Debt	126.96	168.47
<b>Term Loans from Banks<sup>1</sup></b>	<b>338.60</b>	<b>461.44</b>
<b>Unsecured Loans</b>		
From Directors and others	-	-
<b>Total</b>	<b>338.60</b>	<b>461.44</b>

Details & Principals terms of Secured Loans:

Security	Amount of EMI	Rate of Interest (p.a.)	Purpose/ Sanction Amount	Banker
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.35	7.25%	Vehicle Loan – ₹ 14.61 Lakh	Axis Bank Ltd
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	1.02	7.75%	Vehicle Loan – ₹ 50.75 Lakh	BMW India Financial Services P Ltd
First <i>Pari Pasu</i> Charge over the stock and book debts of the Parent Company. Refer Note <sup>3</sup>	6.38 + Interest	Repo + 2.70%	Business Loan – ₹ 200 Lakh	ICICI Bank Limited <sup>3***</sup>
First <i>Pari Pasu</i> Charge over the stock and book debts of the Parent Company – Refer Note <sup>3</sup>	7.60 + Interest	Repo + 2.70%	Term Loan – ₹ 457 Lakh	ICICI Bank Limited <sup>3</sup>
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.20	7.60%	Vehicle Loan – ₹ 8.20 Lakhs	ICICI Bank Ltd <sup>1</sup>
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.21	7.60%	Vehicle Loan – ₹ 8.45 Lakhs	ICICI Bank Ltd <sup>1</sup>
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.20	7.60%	Vehicle Loan – ₹ 8.20 Lakhs	ICICI Bank Ltd <sup>1</sup>
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.21	7.60%	Vehicle Loan – ₹ 8.45 Lakhs	ICICI Bank Ltd <sup>1</sup>
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.36	8.20%	Vehicle Loan – ₹ 17.40 Lakhs	ICICI Bank Ltd <sup>1</sup>
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.41	8.40%	Vehicle Loan – ₹ 19.99 Lakhs	ICICI Bank Ltd <sup>1</sup>
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.31	8.75%	Vehicle Loan – ₹ 15 Lakhs	HDFC Bank Ltd <sup>2</sup>
Hypothecation of Vehicle itself to the extent of 100% of loan outstanding.	0.30	9.49%	Vehicle Loan – ₹ 7.70 Lakhs	ICICI Bank Ltd <sup>2A</sup>

\*\*\*Account closed during the FY 2024-25

Notes:

1. During the year 2022-23, Parent Company has availed Vehicle loans from ICICI Bank
2. During the year 2023-24, Parent Company has availed Vehicle loans from HDFC Bank

A During the year 2024-25, company has availed Vehicle loans from ICICI Bank
3. Collateral Securities Offered to ICICI Bank Limited against Term Loan are as under:

a) First Paripasu Charge over Current Assets

b) Cash margin in form of FD of ₹ 7.75 million

c) Exclusive charge on industrial property Plot no. EL-79, TTC Industries area, Mahape, MIDC Navi Mumbai, 400710

d) Exclusive charge on residential property by Equitable Mortgage stipulated at Flat A3/12/F1/103, 1<sup>st</sup> Floor, Seawoods Estate Ltd, NRI Complex, Palm Beach Marg, Sec. 54, 55, 58, Nerul, Navi Mumbai. ad-measuring 129.50 sq mtr in name of Parent Company.

e) Personal Guarantee of i) Mr. Ram Agarwal ii) Mr. Vikas Agarwal has been offered:
4. The Group does not have any continuing default in repayment of loans and interest as on the reporting date.
5. Borrowings from banks and financial institutions have been used for the purpose for which they were obtained.

25. Provisions – non current

(₹ in Lakhs)			
Particulars	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024
	Non-Current	Current	Non-Current Current
Provision for Defined Benefits/Gratuity	127.72	20.36	100.5819.20
Provision for Warranties	18.94	28.42	23.1034.65
Other Provisions	-	9.70	-8.63
<b>Total</b>	<b>146.67</b>	<b>58.48</b>	<b>123.6862.48</b>

Movement in Provisions

Particulars	As at 1 <sup>st</sup> April 2024	Additions/ Creations during the Reporting Period	Amount Paid / Adj. / Utilised During the Period	As at 31 <sup>st</sup> March, 2025
Provision for Defined Benefits/Gratuity	119.78	35.17	(6.87)	148.08
Other Provisions	8.63	14.70	(13.63)	9.70
Provision for Warranty	57.74	43.84	(54.22)	47.36
<b>Movement in Provisions</b>				

Particulars	As at 1 <sup>st</sup> April 2023	Additions/ Creations during the Reporting Period	Amount Paid / Adj. / Utilised During the Year	As at 31 <sup>st</sup> March, 2024
Provision for Defined Benefits/Gratuity	90.18	29.40	0.20	119.78
Other Provisions	7.80	8.63	(7.80)	8.63
Provision for Warranty	42.77	44.13	(29.16)	57.74

Notes:

- i) Warranty costs are provided based on managements’ best estimates of the cost required to be incurred for repairs,replacement,material cost,servicing,and past experience in respect of warranty costs based on previous experience.
- ii) The provision of warranty as required to be disclosed in compliance with Ind AS 37, Provisions, Contingent liabilities and Contingent Assets as above.

25A. Other non – current liabilities

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Deposit Payable	2.00	2.00
<b>Total</b>	<b>2.00</b>	<b>2.00</b>

26. Financial liabilities – current borrowings

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Secured</b>		
<b>From Banks</b>		
Overdraft / Cash Credit Facility from Banks <sup>1 &amp; 2</sup>	6257.42	3711.23
<b>From Others</b>	-	-
<b>Unsecured</b>		
<b>From Banks</b>		
<b>Current maturities of Long Term Debts (Note 24)</b>	<b>126.96</b>	<b>168.47</b>
<b>Total</b>	<b>6384.38</b>	<b>3879.70</b>

Note:

1. Summary of Overdraft / Cash Credit facilities from banks are as under:

Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

(A) Cash Credit Facilities – Axis Bank – ₹ 3500 Lakhs

Banker	Axis Bank
Sanction Limit (₹ in Lakhs)	3500.00
Outstanding Limit (₹ in Lakhs)	1763.76 (Including Accrued Interest)
Interest Rate	Repo Rate + 2.70%
Purpose	Working Capital Purpose
Security	a) Hypothecation on current assets of the company present and future.  b) 30% in the form of Liquid with banks lien noted on thereon including cash Margin of BG/LC.
Personal Guarantees	Further, secured by personal guarantee of Mr. Ram Agarwal & Mr Vikas Agarwal

(B) Cash Credit Facility – ICICI Bank – ₹ 3000 Lakhs

Banker	ICICI Bank
Sanction Limit (₹ in Lakhs)	3000.00
Outstanding Limit (₹ in Lakhs)	2373.12
Interest Rate (Bill Discounting)	Repo + 2.7%
Security	It is same as mentioned for business loan taken from ICICI Bank. See Note No. 24.
Personal Guarantees	Personal Guarantees of Mr Ram Agarwal & Vikas Agarwal

(C) Working Capital Demand Loan – Bajaj Finance Limited – ₹ 1500 Lakhs

Banker	Bajaj Finance Limited
Sanction Limit (₹ in Lakhs)	1500.00
Outstanding Limit (₹ in Lakhs)	1399.99
Interest Rate	9.65%
Security	First Ranking Pari Passu on Current Assets of the Company, Lein of Corporate Deposit / Fixed Deposit or exclusive charge on properties in favour of Lender to the extent of 25% of sanctioned amount.
Personal Guarantees	Personal Guarantees of Mr Ram Agarwal & Mr. Vikas Agarwal

Notes:

2. The Group does not have any continuing default in repayment of loans and interest as on the reporting date.
3. Borrowings from banks and financial institutions have been used for the purpose for which they were obtained.
4. Disclosure of Quarterly Returns or Statement submitted to Banks pursuant to working capital facilities provided, is given at Note No. 49.
5. Balance in overdraft accounts at the end of the year are subject to reconciliation.

27. Financial liabilities – current – trade payables<sup>1</sup>

	(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
(a) total outstanding dues of micro enterprises and small enterprises;	604.16	448.54
(b) total outstanding dues of creditors other than micro enterprises and small enterprises.	5168.67	5981.10
Total	5772.83	6429.63

Note:

1. Detailed ageing schedule is given at Note No. 46.

28. Financial liabilities – current – other

	(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Interest accrued but not due on borrowings	0.33	10.64
Salary Payables including bonus	154.68	179.36
Directors Remuneration payable	6.83	5.35
Sitting Fees Payable to Directors	0.00	0.16
Other Outstanding Expenses	15.61	11.17
Credit Card Dues	2.56	1.42
Deposit Payable	-	24.43
Total	180.01	232.54

29. Other current liabilities

	(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Statutory Liabilities	235.88	170.52
Advances from Customers	27.27	91.00
Total	263.15	261.51

30A. Current tax liabilities

	(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Provision for Tax	1089.18	851.93
Less: TDS / Advance Tax Paid	868.80	603.05
Total	220.38	248.88

30B. Current tax assets

	(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
TDS / Advance Tax Paid	8.07	1.77
Less: Provision for Tax	-	-
Total	8.07	1.77

31. Leases

Company as a Lessee

The Group has taken on some properties on long-term leases and short-term leases. Most of the property leases include renewal and escalation clauses. The Group has adopted Ind AS 116 ‘Leases’ with the date of initial application being April 1, 2019. Ind AS 116 replaces Ind AS 17 and related interpretation and guidance. The Group has applied Ind AS 116 using the modified retrospective approach.

In respect of Leased Properties taken on Long-term:

Impact of Adoption of Ind AS 116 on the Statement of Profit and Loss (excluding corresponding deferred tax):

	(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Interest on Lease Liabilities	0.17	0.87
Depreciation of Right-of-Use Assets	6.21	9.62
Actual Lease Rental Paid	5.99	6.58
Impact on Statement of Profit or Loss	0.39	3.91



# Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

## Lease Liabilities Reconciliation

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Opening Lease Liabilities Recognised	5.82	11.53
Lease Liabilities Recognised during the Year	-	-
Interest on Lease Liabilities	0.17	0.87
Repayment / Actual Rent Paid	5.99	6.58
Closing Lease Liabilities	-	5.82

## Classification of Lease Liabilities

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Current Lease Liabilities	-	5.82
Non-Current Lease Liabilities	-	-

### Note:

The Company has inadvertently shown the Leasehold Land under Investment Property, which is now been regrouped under ROU Asset. Refer Note - 52 for adjustments done in prior period against the rectification of error.

## In respect of Leased Properties:

The Group has taken certain offices and residential premises under operating lease agreements for short period. Aggregate rental of ₹ 223.70 Lakhs and ₹ 262.88 Lakh for the Year Ended on 31<sup>st</sup> March, 2025 and 31<sup>st</sup> March, 2024 respectively, on such leases has been charged to Statement of Profit and Loss.

## 32. Revenue from operations

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Sale of Products <sup>1</sup>	32662.33	22254.80
Sale of Services <sup>2</sup>	503.00	1170.49
Sale of EPC Contracts (Solar)	1939.71	2368.46
Other Operating Revenues	6.63	18.45
Financing Component - Retention [Ind AS]	(47.00)	(25.17)
<b>Total Revenue from Operations</b>	<b>35064.67</b>	<b>25787.04</b>

### Notes:

1. It includes revenue from sale of UPS System, Lift Inverter System/Inverter System, Solar Hybrid Inverter System, Lithium-ion Battery Pack, Servo Controlled Voltage Stabilizer (SCVS), Isolation Transformers, other power solution products, batteries, reverse logistics / end-of-life products and other ancillary products such as solar panel, IT related products etc
2. It includes revenue from sale of related services such as Rental services and after sales service, etc

(₹ in Lakhs)		
Reconciliation of Sale of Services	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Service Charges Billed During the Year	473.54	1115.10
Opening Unbilled Reveneus from Services	(107.66)	(52.27)
Closing Unbilled Revenues from Services	137.11	107.66
<b>Net Revenue from Sale of Services</b>	<b>503.00</b>	<b>1170.49</b>

(₹ in Lakhs)		
Geographical disaggregation	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Sales in India	35061.89	25781.15
Sales Outside India	13.71	5.89
<b>Total</b>	<b>35075.60</b>	<b>25787.04</b>

(₹ in Lakhs)

Reconciliation of Revenue from Sale of Products	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Sales from Product Billed	37110.67	34844.57
Less: Interbranch Transfers	4448.34	12589.77
<b>Net Sales from Products</b>	<b>32662.33</b>	<b>22254.80</b>

## 33. Other incomes

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>Interest Incomes:</b>		
Interest Income on bank deposits	97.36	75.47
Finance Income - Ind AS	28.42	40.74
<b>Other Non-Operating Incomes:</b>		
Rent / Lease Income (Refer Note 7)	11.77	7.95
Foreign Exchange Gain (Net)	25.01	6.69
Net Gain (Loss) on disposal of PPE/Investment Property	-	2.01
Other Incomes	27.70	3.35
<b>Total</b>	<b>190.26</b>	<b>136.21</b>

## 34. Cost of material consumed

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Inventory at the Commencement of the Year	900.79	585.66
Add: Purchases made during the year	7249.02	9744.33
Less: Inventory at the End of the Year	1070.58	900.79
<b>Net Cost of Material Consumed</b>	<b>7079.23</b>	<b>9429.20</b>

### Note:

- 1 During the current reporting period, previous year figures have been reclassified to correspond with the current year's classification. In previous year(s), purchase of goods / components sold as a part of Complete Power Solution Product were classified as "purchase of stock-in-trade" on basis of its component under Schedule - 35 whereas in current year, such goods are classified as "cost of material consumed" being used as part /component of a Complete Power Solution Product under this Schedule.

## 35. Purchase of stock-in-trade

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Purchases made during the Year	22319.07	22589.99
Inter-Branch Purchases	(4448.34)	(12589.77)
<b>Net Purchases of Stock-In-Trade</b>	<b>17870.73</b>	<b>10000.22</b>

### Note:

- 1 It includes goods manufactured through Contract Manufacturing, Trading, etc
- 2 During the current reporting period, previous year figures have been reclassified to correspond with the current year's classification. In previous year(s), purchase of goods / components sold as a part of Complete Power Solution Product were classified as "purchase of stock-in-trade" on basis of its component under this Schedule whereas in current year, such goods are classified as "cost of material consumed" being used as part /component of a Complete Power Solution Product under Schedule - 34.

# Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

## 36. Change-in-inventories of finished goods, work-in-progress & stock-in-trade

(₹ in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>Inventory at the Beginning of the Year</b>	<b>4953.12</b>	<b>3583.06</b>
Traded Goods	4440.01	2947.00
Finished Goods	507.29	396.51
Work-in-Progress	5.82	236.37
<b>Inventory at the End of the Year</b>	<b>4802.48</b>	<b>4953.12</b>
Traded Goods	3869.56	4440.01
Finished Goods	724.61	507.29
Work-in-Progress	208.31	5.82
<b>Change-in-Inventory During the Year</b>	<b>150.64</b>	<b>(1370.06)</b>

## 37. Employee benefit expenses

(₹ in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Salary and Wages (Including Bonus)	1836.68	1746.03
Directors' Remuneration	107.70	147.25
Share Based payments to employee	60.06	-
Staff Welfare Expenses	125.60	96.76
Contribution to provident and other funds	70.34	57.83
Gratuity Expense [Refer Note - 55]	35.17	28.36
<b>Total</b>	<b>2235.55</b>	<b>2076.23</b>

## 38. Finance costs

(₹ in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Interest Expense	487.44	325.26
Other Borrowing Cost (upfont fees, renewal fees, etc)	22.35	28.24
Interest / Penalty on Income-tax	27.76	19.76
Interest on TDS/TCS	0.12	-
Interest on Other Statutory Dues	3.19	0.01
Interest on Leased Liability	0.17	0.87
<b>Total</b>	<b>541.04</b>	<b>374.14</b>

## 39. Depreciation & amortization exp

(₹ in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Depreciation on PPE (Refer Note-5)	255.75	140.78
Depreciation on Investment Properties (Refer Note-7)	5.60	5.89
Amortization on Intangible Assets (Refer Note-8)	34.71	36.63
Amortization of Right-of-Use Assets (Refer Note-9)	6.21	9.62
<b>Total</b>	<b>302.27</b>	<b>192.92</b>

## 40. Other expenses

(₹ in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>Operating &amp; Manufacturing Overheads</b>		
Freight & Transportation Charges	312.06	408.49
Labour Charges	17.65	25.38
Custom Clearing & Forwarding Charges	138.77	126.89
Service Charges	313.83	12.46
Installation Charges	1056.34	157.19
Packing & Forwarding Charges	0.63	0.52
Factory Expenses	0.09	0.19
Other Consumables	4.48	1.91
Power and Fuel Expenses	30.36	22.39
Loading & Unloading Charges	51.93	56.79
<b>Total (A)</b>	<b>1926.14</b>	<b>812.20</b>
<b>Establishment Expenses</b>		
Corporate Social Responsibility Expenses	51.20	37.25
Business Promotion Expenses	65.20	48.07
Other Bank Charges	31.87	14.02
Misc Expenses	14.44	6.04
Development Charges	-	0.62
Lodging and Boarding	-	0.18
Electricity & Water Charges	6.41	8.22
Insurance Charges	16.66	14.22
Tax and Other Payments	1.94	7.06
Repair & Maintenance Charges	44.16	22.25
Tender Fee	16.62	8.69
Office & Misc Expenses	32.09	53.86
Postage & Courier Charges	11.66	11.26
Printing & Stationery	16.67	8.32
Professional & Consultancy Charges	151.44	155.64
Rent, Rates & Taxes	228.40	266.23
Telephone & Internet Expenses	9.31	6.82
Travelling & Conveyance Expenses	295.36	353.52
Brokerage & Commission	99.96	53.33
Government Fee	0.10	0.11
ROC Fees	8.78	6.57
Audit Fees	14.70	8.93
Sitting Fees to Directors	6.83	2.98
Consumables	8.88	9.45
Security Service Charges	5.77	8.99
Fee & Subscription Charges	33.97	23.23
Loss on sale of vehicle	1.96	0.00
Labour Welfare Charges	-	39.30
Warranty Expenses	65.27	44.13
Allowance for Expected Credit Loss	10.61	34.35
SD Deferement [Ind AS Adj]	0.99	0.89
Sundry Balance Written Off	-	58.60
Foreign Exchange Loss (Net)	0.25	-
<b>Total (B)</b>	<b>1251.50</b>	<b>1313.11</b>
<b>Total (A+B)</b>	<b>3177.64</b>	<b>2125.32</b>



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

41. Income tax expense

The major components of income tax expense for the reporting periods are indicated below:

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>a) Statement of Profit or Loss for the Year ended</b>		
<b>Current Tax :</b>		
Current tax on profit for the year	1089.18	851.93
Charge/Credit in respect of current tax for earlier year	3.41	-
<b>Total Current Tax</b>	<b>1092.58</b>	<b>851.93</b>
<b>Deferred Tax :</b>		
Origination and reversal of temporary differences	(79.94)	(39.18)
Charge in respect of deferred tax for earlier year	-	-
Charge in respect of increase/(decrease) in tax rate	-	-
<b>Total Deferred Tax :</b>	<b>(79.94)</b>	<b>(39.18)</b>
<b>Total Tax Expense / (Credit) for the Year</b>	<b>1012.64</b>	<b>812.75</b>
<b>b) Statement of Comprehensive income for the Year ended</b>		
<b>Deferred tax (Credit) / charge on :</b>		
Re-measurement of defined benefit obligations	0.88	(0.84)
Charge in respect of deferred tax for earlier year	-	-
Charge in respect of increase/(decrease) in tax rate	-	-
<b>Total</b>	<b>0.88</b>	<b>(0.84)</b>

(A) A reconciliation of income tax expense applicable to accounting profits / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Accounting Profits / (loss) before tax	3897.82	3095.29
Statutory income tax rate (%)	25.12%	25.13%
<b>Tax at Indian statutory income tax rate</b>	<b>979.04</b>	<b>777.84</b>
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income	109.70	67.13
Permanent Disallowances	(3.78)	6.96
Changes in deferred tax balances due to the change in income tax rate for the year	-	-
<b>Total Income-tax Expense / (Credit)</b>	<b>1084.97</b>	<b>851.93</b>
Effective income tax rate (%)	27.84%	27.52%

(B) The movement in deferred tax assets and liabilities during the period Ended 31<sup>st</sup> March, 2025 & 31<sup>st</sup> March, 2024 are as under:

(₹ in Lakhs)				
Particulars	As at 31 <sup>st</sup> March, 2024	Charged / (Credited) to P&L	Charged / (Credited) to OCI	As at 31 <sup>st</sup> March, 2025
<b>Deferred Tax Assets :</b>				
Provision of doubtful debts and advances	2.67	11.05	-	13.72
Provision for Warranty Expense	14.53	(2.61)	-	11.92
Provision of Gratuity (Employee Benefits)	30.74	8.02	(0.88)	37.88
Carry forward of Capital Losses	137.08	59.26	-	196.34
Temporary Disallowances under IT Act	0.53	0.15	-	0.68
Property, Plant & Equipment	(0.71)	4.08	-	3.36
<b>Deferred Tax Liabilities</b>				
Property, Plant & Equipment	-	-	-	-
Fair Valuation of Investments	-	-	-	-
<b>Total</b>	<b>184.84</b>	<b>79.94</b>	<b>(0.88)</b>	<b>263.90</b>



(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	Charged / (Credited) to P&L	Charged / (Credited) to OCI	As at 31 <sup>st</sup> March, 2024
<b>Deferred Tax Assets :</b>				
Provision of doubtful debts and advances	2.41	0.26	-	2.67
Provision for Warranty Expense	10.76	3.77	-	14.53
Provision of Gratuity (Employee Benefits)	22.72	7.18	0.84	30.74
Carry forward of Capital Losses	101.00	36.08	-	137.08
Temporary Disallowances under IT Act	1.51	(0.98)	-	0.53
Property, Plant & Equipment	6.42	(7.13)	-	(0.71)
<b>Deferred Tax Liabilities</b>				
Property, Plant & Equipment	-	-	-	-
Fair Valuation of Investments	-	-	-	-
<b>Total</b>	<b>144.82</b>	<b>39.18</b>	<b>0.84</b>	<b>184.84</b>

42. Related party transactions

In accordance with the requirements of IND AS 24, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are reported as under:

A. Name of related parties and description of relation:

(i) Other Related Parties

Name of Company / Entity	Nature of Relationship
Mr. Shyam Sundar Agarwal	Relative of Director
Mr. Santosh Agarwal	Relative of Director
Mrs. Parvati Agarwal	Relative of Director
Mrs. Jayanti Ghose	Relative of Director
Mrs. Kavita Jain	Relative of KMP (CFO)
M/s S K Enterprises (Prop. Kavita Jain)	Proprietorship Firm of Relative of KMP (CFO)
M/s Aarcchor Innovations Private Limited	Significant Influenced Entity (Common Directorship) <sup>5</sup>

(ii) Key Managerial Personnel (KMP)

Designation	Name
Chairman & Managing Director	Mr. Tapan Ghose
Whole Time Director & Chief Executive Officer	Mr. Ram Agarwal
Whole Time Director	Mrs. Sonu Ram Agarwal <sup>2</sup>
Whole Time Director	Mr. Vikas Shyamsunder Agarwal
Whole Time Director	Mr. Raghu Ramesh Thammannashastri
Independent Director	Mr. Goutam Paul
Independent Director	Mr. Bhargav Chatterjee <sup>4</sup>
Independent Director	Mr. Ganesh Basant Kumar Pansari
Independent Director	Mr. Shivkumar Baser
Chief Financial Officer	Ms. Mitali Chatterjee
Company Secretary	Mr. Abhishek Jain
Company Secretary	Mr. Prashant Sharad Patankar <sup>1</sup>
Company Secretary	Mr. Kiran Subhash Mukadam <sup>3</sup>
Company Secretary	Mr. Sachin Gupta <sup>4</sup>
Director of Subsidiary	Mr. Radhakrishnan Nair <sup>5</sup>
Director of Subsidiary	Mr. Abhishek Jain

Note:

Related party relationship is as identified by the Company and relied upon by the auditors.

B. Related Party Transactions

Transactions with related parties are made on terms equivalent to those that prevail in arm’s length transactions. Outstanding balances at the period-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. The Group has not recorded any impairment of receivables relating to amounts owed by related parties as at reporting dates. This assessment is undertaken each financial period through examining the financial position of the related party and the market in which the related party operates. There are no commitments with related parties.

The following table provides the total amount of transactions that have been entered into with related parties for the relevant period:

Transaction Type / Party	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>Short term employee benefits**</b>		
Mr. Tapan Ghose	18.23	18.23
Mr. Ram Agarwal	54.23	54.23
Mrs. Sonu Ram Agarwal	26.23	26.23
Mr. Raghu Shastri	24.23	24.23
Mrs. Parvati Agarwal	6.23	6.23
Mr. Santosh Agarwal	6.23	6.33
Mr. Vikas Agarwal	6.00	6.00
Mr. Abhishek Jain	20.87	20.87
Mr. Kiran Subhash Mukadam	2.21	-
Mr. Prashant Sharad Patankar	-	3.91
Mr. Sachin Gupta	9.73	-
Mrs. Kavita Jain	7.17	7.67
Mr. Radhakrishnan Nair	5.00	37.50
<b>Sales Commission Paid/ Payable</b>		
Mr. Ram Agarwal	23.76	28.34
Mr. Tapan Ghose	42.24	-
Mr. Raghu Ramesh Thammannashastry	10.61	-
<b>Sitting Fees Paid /Payable</b>		
Mr. Goutam Paul	1.05	0.73
Mr. Bhargav Chatterjee	2.18	0.88
Mr. Ganesh Pansari	1.33	0.40
Mr. Shivkumar Baser	1.40	0.58
Ms. Mitali Chatterjee	0.88	0.40
<b>Rent Received / Receivable</b>		
Mr. Santosh Agarwal	2.70	2.40
<b>Salary Advances</b>		
Mr. Abhishek Jain	5.35	7.50
Mrs. Kavita Jain	-	8.60
<b>Sale of Products</b>		
Aarcchor Innovations Pvt Ltd	71.12	118.56
S K Enterprises (Prop. Kavita Jain)	-	30.79
<b>Reimbursement of Expenses</b>		
Mr. Raghu Ramesh Thammannashastry	3.97	0.75
Mr. Abhishek Jain	1.60	3.71
Ms. Kavita Jain	2.00	1.90
Mr. Prashant Sharad Patankar	-	0.58
Mr. Tapan Ghose	2.10	-
Mr. Ram Agarwal	4.28	-
Mr. Radhakrishnan Nair	0.67	12.22
<b>Advances Given for Puchase of Goods</b>		
S K Enterprises (Prop. Kavita Jain)	-	7.00

\*\*The remuneration to the Key Management Personnel does not include provision made for gratuity as they are determined on an actuarial basis for the each company of the Group as a whole.

The receivables from and payables to related parties as at 31<sup>st</sup> March, 2025 & 31<sup>st</sup> March, 2024 are set out below:

Related Party	(₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Payable To</b>		
Mr. Ram Agarwal (Remuneration)	0.07	-
Mrs. Sonu Ram Agarwal (Remuneration)	1.59	0.03
Mr. Raghu Ramesh Thammannshastry (Remuneration)	0.96	0.59
Mr. Vikas Agarwal (Remuneration)	3.50	4.50
Mrs. Parvati Agarwal (Salary)	0.48	0.96
Mr. Goutam Paul (Sitting Fees)	-	0.07
Mr. Bhargav Chatterjee (Sitting Fees)	-	0.09
Mr. Abhishek Jain (Remuneration)	1.42	1.61
Mrs. Kavita Jain (Remuneration)	0.60	0.35
Mr. Tapan Ghose (Remuneration)	0.71	0.26
Mr. Sachin Gupta (Remuneration)	1.11	-
M/s Aarcchor Innovations Pvt Ltd	-	119.85
Mr. Radhakrishnan Nair (Remuneration & Incentive)	-	62.71
<b>Receivable From</b>		
Mr. Santosh Agarwal (Salary Advance)	-	0.39
Mr. Santosh Agarwal (Rent Receivable)	1.75	-
Mr. Abhishek Jain (Salary Advance)	3.63	-
Mr. Ram Agarwal (Salary Advance)	-	0.28
M/s SK Enterprise Proprietor Ms Kavita Jain (Sales)	0.78	0.93
M/s SK Enterprise Proprietor Ms Kavita Jain (Purchase Advance)	1.00	7.00
M/s Aarcchor Innovations Pvt Ltd (Sales)	-	1.06

- Notes:
- Mr. Abhishek Jain has been appointed as Chief Financial Officer of the Company with effect from 24<sup>th</sup> Jan, 2023.
  - Mr. Prashant Patankar has been appointed as Company Secretary of the Company with effect from 24<sup>th</sup> Jan, 2023 and has resigned with effect from 30<sup>th</sup> Nov, 2023.
  - Mrs. Sonu Agarwal resigned from the post of Whole Time Director with effect from July 07, 2023. However, she continues to work in the capacity of as an employee.
  - Mr. Kiran Subhash Mukadam has been appointed as Company Secretary of the Company with effect from 29<sup>th</sup> May, 2024 and has resigned with effect from 26<sup>th</sup> Aug, 2024.
  - Mr. Sachin Gupta has been appointed as Company Secretary of the Company with effect from 27<sup>th</sup> Aug, 2024.
  - Mr. Radhakrishnan Nair has resigned from the post of director w.e.f. 30<sup>th</sup> April, 2024. Accordingly, M/s Aarcchor Innovations Private Limited is also no longer under common directorship w.e.f. 30<sup>th</sup> April, 2024.

Terms & Conditions:

Sales:

The sales to related parties are made on terms equivalent to those that prevail in arm’s length transactions and in the ordinary course of business. Sales transactions are based on prevailing price lists. For the reporting periods, the Group has not recorded any impairment of receivables relating to amounts owed by related parties.

Purchases:

The purchases from related parties are made on terms equivalent to those that prevail in arm’s length transactions and in the ordinary course of business. Purchase transactions are based on made on normal commercial terms and conditions and market rates.

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The following are the details of the transactions eliminated during the year ended March 31<sup>st</sup>, 2025 & March 31<sup>st</sup>, 2024 :

		(₹ in Lakhs)	
Related Party	Nature of Transaction	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>(a) Prostarm Info Systems Limited</b>			
Prostarm Energy Systems Private Limited	Payable Towards Purchase of Materials	-	9.94
<b>(b) Prostarm Energy Systems Private Limited</b>			
Prostarm Info Systems Limited	Receivable Towards Sale of Materials	-	9.94
<b>(c) Prostarm Info Systems Limited</b>			
Prostarm Energy Systems Private Limited	Receivable Towards Sale of Materials	430.35	-
<b>(d) Prostarm Energy Systems Private Limited</b>			
Prostarm Info Systems Limited	Payable Towards Purchase of Materials	430.35	-
<b>(e) Prostarm Info Systems Limited</b>			
Prostarm Energy Systems Private Limited	Receivable Towards Advance Against Purchase of Materials	479.07	-
<b>(f) Prostarm Energy Systems Private Limited</b>			
Prostarm Info Systems Limited	Payables Towards Advances Received against Sale	479.07	-
<b>(g) Prostarm Info Systems Limited</b>			
Prostarm Energy Systems Private Limited	Investment In Shares Made	345.78	345.78
<b>(h) Prostarm Energy Systems Private Limited</b>			
Prostarm Info Systems Limited	Investment in Shares Received	345.78	345.78
<b>(i) Prostarm Info Systems Limited</b>			
Prostarm Energy Systems Private Limited	Purchase of Materials	393.23	1626.25
<b>(j) Prostarm Energy Systems Private Limited</b>			
Prostarm Info Systems Limited	Sale of Materials	393.23	1626.25
<b>(k) Prostarm Info Systems Limited</b>			
Prostarm Energy Systems Private Limited	Sale of Materials	365.18	118.56
<b>(l) Prostarm Energy Systems Private Limited</b>			
Prostarm Info Systems Limited	Purchase of Materials	365.18	118.56
<b>(m) Prostarm Energy Systems Private Limited</b>			
Prostarm Info Systems Limited	Sale of Services	113.87	1.14
<b>(n) Prostarm Info Systems Limited</b>			
Prostarm Energy Systems Private Limited	Purchase of Services	113.87	1.14
<b>(o) Prostarm Info Systems Limited</b>			
Prostarm Energy Systems Private Limited	Recovery against Share based payments	4.02	-
<b>(p) Prostarm Energy Systems Private Limited</b>			
Prostarm Info Systems Limited	Payable agains share based payments	4.02	-

43. Earning per share

Basic Earnings per share (‘EPS’) amounts are calculated by dividing the Profit/(loss) for the year attributable to equity holders of the Parent Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the Profit/(loss) attributable to equity holders of the Parent Company 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 is a reconciliation of equity shares used in the computation of basic & diluted earnings per equity share:

Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>A. Nos. of Equity Shares outstanding at end of year</b>	<b>42874592</b>	<b>42874592</b>
<b>B. Weighted Average number of Equity Shares for Basic EPS</b>	<b>42874592</b>	<b>42874592</b>
<b>C. Weighted Average number of Equity Shares for Diluted EPS<sup>1</sup></b>	<b>44042526</b>	<b>42874592</b>
<b>D. Profit attributable to owners of the Parent Company (₹ In Lakhs)</b>	<b>2968.42</b>	<b>2333.95</b>
<b>E. Earning per Share</b>		
Basic Earning Per Share (In ₹)	6.92	5.44
Diluted Earning Per Share (In ₹)	6.74	5.44
<b>F. Nominal Value of Shares (In ₹)</b>	<b>10.00</b>	<b>10.00</b>

Note:

1 Reason for dilution in Weighted Average Number of Equity Shares:

The dilution in the weighted average number of equity shares for the period ended 31<sup>st</sup> March, 2025, resulting in a total of 4,40,42,526 shares, is attributable to the potential equity shares arising from the implementation of the Employee Stock Option Plan (ESOP) by Parent Company.

The Company has granted stock options to eligible employees, which have been considered for calculation of diluted EPS in accordance with Ind AS 33 – Earnings per Share.

44. Contingent liabilities & commitments (to the extent not provided for)

		(₹ in Lakhs)	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024	
<b>Contingent Liabilities</b>			
Claims against the Group not acknowledged as debt <sup>1</sup>	11.30	11.30	
Guarantees & LC excluding financial guarantees <sup>2</sup>	3005.04	1792.07	
Other money for which the Group is contingently liable <sup>3</sup>	56.96	32.03	
<b>Commitments</b>			
Estimated amount of contracts remaining to be executed on capital account & not provided for	97.01	135.04	
Uncalled liability on shares and other investments partly paid	-	-	
Other commitments	-	-	

Notes:

- The Group has certain disputes, lawsuits and claims, which arise in from time to time in the ordinary course of business. The Group believes these matters are not expected to have material impact on the Financial Statements.
- Includes Bank Guarantees issued in favour of various customers for supply of materials, tendering, etc
- Represents demands raised by Income tax and service tax authorities pending before appellate authorities or appeal to be filed within due course.

45. Financial risk management

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

The audit committee oversees how management monitors compliance with the Company’s risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.



Financial Risk Factors

The Company’s activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables and other financial assets measured at amortised cost	Ageing analysis, Credit ratings	The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers and related party. The Company operates majorly with AMCs with high credit ratings resulting in limited credit risk on trade receivables.
Liquidity risk	Liabilities	Rolling cash flow forecasts	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 believes that the working capital and its cash and cash equivalent are sufficient to meet its short and medium term requirements.
Market risk	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting	The Company has very limited exposure to the financial risk of changes in foreign currency exchange rates.

A. Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company’s exposure to credit risk is influenced mainly by loans, cash and cash equivalents, trade receivables and other financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk control.

a. Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in Statement of Profit and Loss.

Basis of categorisation	Asset class exposed to credit risk	Provision for expected credit loss
Low credit risk	Loans, trade receivables, cash and cash equivalents, financial assets measured at amortised cost	12 month expected credit loss or
High credit risk	Trade receivables	Life time expected credit loss or specific provision, as required

(₹ in Lakhs)				
Particulars	Note	Note No.	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Low credit risk				
Security deposits	Other Current Assets – Non Current	12 & 20	230.24	192.93
Trade receivables	Current & Non-Current Trade Receivables	10 & 16	10689.20	8968.13
Cash and cash equivalents	Cash and cash equivalents	17	62.77	53.30
Bank balances other than Cash and cash equivalents	Current Financial Assets – Other Bank Balances	18	197.98	21.33
Other financial assets	Other Financial Assets – Current & Non Currrent	11,12,15,19 & 20	2142.28	1929.40
High credit risk				
Trade receivables	Current & Non-Current Trade Receivables	10 & 16	106.08	62.17
Loans				
Total			13428.54	11227.25

\* These represent carrying values of financial assets, without deduction for expected credit losses

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

Trade receivables are generally unsecured and non-interest bearing. There is no significant concentration of credit risk. The Company’s credit risk management policy in relation to trade receivables involves periodically assessing the financial reliability of customers, taking into account their financial position, past experience and other factors. The utilization of credit limit is regularly monitored. The Company’s credit risk is mainly confined to the risk of customers defaulting against credit sales made. Outstanding trade receivables are regularly monitored by credit monitoring Company. The Company has also taken advances from its customers, which mitigate the credit risk to an extent. In respect of trade receivables, the Company recognises a impairment for lifetime expected credit losses after evaluating the individual probabilities of default of its customers which are duly based on the inputs received from the marketing teams of the Company.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans to related parties, loans to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system are in place ensure the amounts are within defined limits.

Notes to the Consolidated Financial Statements

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b. Expected credit losses for financial assets

i. Financial assets (other than trade receivables)

Company provides for expected credit losses on financial assets other than trade receivables by assessing individual financial instruments for expectation of any credit losses.

- For cash & cash equivalents and other bank balances – Since the Company deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low.
- For security deposits paid – Credit risk is considered low because the Company is in possession of the underlying asset.
- For other financial assets – Credit risk is evaluated based on Company knowledge of the credit worthiness of those parties and loss allowance is measured. For such financial assets, the Company policy is to provide for 12 month expected credit losses upon initial recognition and provide for lifetime expected credit losses upon significant increase in credit risk.

(₹ in Lakhs)					
Particulars	Notes	Gross carrying amount	Expected probability of Default	Expected credit losses	Carrying amount net of impairment provision
<b>31<sup>st</sup> March, 2025</b>					
Cash and cash equivalents	17	62.77	0%	-	62.77
Other bank balances	18	197.98	0%	-	197.98
Other financial assets	11,12,15,19 & 20	2372.52	0%	-	2372.52
<b>31<sup>st</sup> March, 2024</b>					
Cash and cash equivalents	17	53.30	0%	-	53.30
Other bank balances	18	21.33	0%	-	21.33
Other financial assets	11,12,15,19 & 20	2122.33	0%	-	2122.33

ii) Expected credit loss for trade receivables under simplified approach

As at reporting dates, the Company considered the individual probabilities of default of its financial assets (other than trade receivables) and determined that in respect of counterparties with low credit risk, no default events are considered to be possible within the 6 months after the reporting date. In respect of trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses using a simplified approach.

(₹ in Lakhs)				
Particulars	Carrying Amount Net of Impairment Provision	Gross carrying amount	% of expected credit losses	Allowance for expected credit losses
<b>31<sup>st</sup> March, 2025</b>				
Amount not yet due	-	-	0.00%	-
Between one to six month overdue	-	-	0.00%	-
Greater than six month overdue	51.56	106.08	51.40%	54.52
<b>Total</b>	<b>51.56</b>	<b>106.08</b>		<b>54.52</b>
<b>31<sup>st</sup> March, 2024</b>				
Amount not yet due	-	-	0.00%	-
Between one to six month overdue	-	-	0.00%	-
Greater than six month overdue	62.17	106.08	41.40%	43.92
<b>Total</b>	<b>62.17</b>	<b>106.08</b>	-	<b>43.92</b>

Reconciliation of loss allowance provision for Trade receivables from beginning to end of reporting period:

(₹ in Lakhs)	
Particulars	Trade receivables
<b>Loss allowance as at 31<sup>st</sup> March, 2022</b>	<b>-</b>
Changes in loss allowance	9.57
<b>Loss allowance as at 31<sup>st</sup> March, 2023</b>	<b>9.57</b>
Changes in loss allowance	34.35
<b>Loss allowance as at 31<sup>st</sup> March, 2024</b>	<b>43.92</b>
Changes in loss allowance	10.61
<b>Loss allowance as at 31<sup>st</sup> March, 2025</b>	<b>54.52</b>

B. Market Risk

a) Foreign Currency Risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to currency risk relates primarily to the Company's operating activities when transactions are denominated in a different currency from the Company's functional currency.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities that are not hedged by a derivative at the end of the reporting period are as follows.

(₹ in Lakhs)				
Particulars	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	Foreign Currency*	₹	Foreign Currency*	₹
<b>Trade Payables</b>				
USD**	1,075,164	918.81	3,448,324	2887.97
€***	-	-	-	-
<b>Trade Advances (Receivables)</b>				
USD**	766,477	655.02	-	-
€***	-	-	-	-
<b>Other Payables</b>				
USD**	-	-	-	-
€***	-	-	-	-
<b>Other Receivables</b>				
USD**	18	0.02	-	-
€***	-	-	-	-
<b>Total</b>		<b>263.78</b>		<b>2887.97</b>

Foreign exchange risk sensitivity analysis has been performed on the foreign currency exposures in the Company's financial assets and financial liabilities at the reporting date. Reasonably possible changes are based on an analysis of historic currency volatility, together with any relevant assumptions regarding near-term future volatility.

Sensitivity analysis of 5% change in exchange rate at the end of reporting period.

(₹ in Lakhs)				
Particulars	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	USD**	€***	USD**	€***
Foreign Currency Sensitivity				
Impact on Profit & Loss				
5% Appreciation in (₹)	13.19	-	144.40	-
5% Depreciation in (₹)	(13.19)	-	(144.40)	-

\*foreign currency is presented in absolute numbers.

\*\*USD represents for United States Dollar

\*\*\*€ represents for Euro

Price Risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company's activities expose it primarily to the financial risk of changes in foreign currency exchange rates on account of procurement of goods/materials from outside India.

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b) Interest rate risk

The Company is exposed to interest rate risk on short-term and long-term borrowings. The Company’s policy is to maintain a balance of fixed and floating interest rate borrowings and proportion of fixed and floating rate debt is determined by current market interest rates. However, the borrowings of the Company are principally denominated in Indian Rupees and accordingly, there is no currency exchange risk on interest rate. The details of the interest-bearing liabilities are given at Note No. 20 & 23.

Interest Rate Sensitivity Analysis

The business loans and cash credits / ODs / WDDLs is linked to the Repo rate and is subject to fluctuations in interest rates. The Company has assessed its interest rate risk by considering a 100 basis points (1%) increase or decrease in interest rates as a reasonably possible change based on historical trends.

The sensitivity analysis estimates the impact of such a change on the profit before tax (PBT) and equity as follows:

Table with 5 columns: Impact on, As at 31st March 2025 (Increase/Decrease by 100 bps), As at 31st March 2024 (Increase/Decrease by 100 bps). Rows include Interest Expense on Business Loans, Interest Expense on Cash Credits / ODs, Profit Before Tax, and Equity (Net of Tax).

C. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Company’s exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. 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 believes that the working capital and its cash and cash equivalent are sufficient to meet its short and medium term requirements.

The table below summarizes the maturity profile of the company’s financial liabilities based on contractual undiscounted payments:

As at 31st March, 2025

Table with 5 columns: Particulars, Carrying Amount, Contractual Cash Flow, Upto 12 Months, 1 to 5 Years. Rows include Overdraft Facility from Banks, Long-term Borrowings, Lease Liability, Trade Payables, and Other Financial Liabilities.

As at 31st March, 2024

Table with 5 columns: Particulars, Carrying Amount, Contractual Cash Flow, Upto 12 Months, 1 to 5 Years. Rows include Overdraft Facility from Banks, Long-term Borrowings, Lease Liability, Trade Payables, and Other Financial Liabilities.

46. Trade payables – disclosures

46.1 Ageing for trade payables from the due date of payment for each of the category as at 31st March, 2025

Table with 8 columns: Particulars, Not Due, Unbilled, Less than 1 Year, 1-2 Years, 2-3 Years, More than 3 Years, Total. Rows include MSME, Others, Disputed Dues - MSME, Disputed Dues - Others, and Total.

46.2 Ageing for trade payables from the due date of payment for each of the category as at 31st March, 2024

Table with 8 columns: Particulars, Not Due, Unbilled, Less than 1 Year, 1-2 Years, 2-3 Years, More than 3 Years, Total. Rows include MSME, Others, Disputed Dues - MSME, Disputed Dues - Others, and Total.

47. Disclosure of loans & advances to promoters, directors, kmpts & the related parties

Table with 5 columns: Type of Borrower, As at 31st March 2025 (Amount/Percentage), As at 31st March 2024 (Amount/Percentage). Rows include Promoter, Directors, KMPs, and Related Parties.

Note:

During the current and previous reporting period, company has not granted any loan or advances to promotores, directors, KMPs and their relatives except small advances against remuneration and salaries as above.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

48. Trade receivables – disclosures

48.1 Ageing for current trade receivables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2025

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	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	137.11	8211.72	935.05	729.67	100.57	575.07	10689.20
(ii) Undisputed Trade Rece, which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	7.81	6.99	91.29	106.08
(v) Disputed Trade Receivable, which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(vii) Allowance for Credit Impaired Trade Receivables	-	-	-	(1.56)	(1.40)	(51.57)	(54.52)
Total	137.11	8211.72	935.05	735.91	106.16	614.79	10740.75

Note:

There are not any trade receivables which are not due on reporting date.

48.2 Ageing for current trade receivables from the due date of payment for each of the category as at 31<sup>st</sup> March, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	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	107.66	7627.62	978.47	166.19	4.18	84.00	8968.13
(ii) Undisputed Trade Rece, which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	7.02	6.29	7.23	41.62	62.17
(v) Disputed Trade Receivable, which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	107.66	7627.62	985.50	172.48	11.41	125.62	9030.29

Note:

There are not any trade receivables which are not due on reporting date.

49. The quarterly returns or statement submitted to banks pursuant to working capital facilities provided, are materially in agreement with Books of accounts except the following figures of as of 31<sup>st</sup> March, 2025:

(₹ in Lakhs)

Name of Bank	Year	Quarter	Particulars	Amount as per Books of Account	Amount Reported in Stock Statement	Amounts of Difference	Reason for Discrepancies
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	1 <sup>st</sup>	Inventory	5340.26	5426.80	(86.55)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	9502.42	9769.68	(267.26)	
			Trade Payables	5069.12	4098.96	970.16	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	2 <sup>nd</sup>	Inventory	5866.01	5822.06	43.94	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	14325.48	13812.84	512.64	
			Trade Payables	9107.14	8197.08	910.05	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	3 <sup>rd</sup>	Inventory	5221.36	5586.60	(365.24)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	10019.62	9617.28	402.35	
			Trade Payables	4963.61	3531.58	1432.04	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2024-25	4 <sup>th</sup>	Inventory	5178.33	5212.59	(34.26)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	10719.73	11496.74	(777.01)	
			Trade Payables	5172.58	3996.78	11750.80	
Axis Bank, ICICI Bank	2023-24	1 <sup>st</sup>	Inventory	6763.15	7623.44	(860.29)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	4861.86	4902.49	(40.63)	
			Trade Payables	6870.36	6717.39	152.97	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2023-24	2 <sup>nd</sup>	Inventory	4731.92	5798.81	(1066.89)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	9113.27	9547.74	(434.47)	
			Trade Payables	6775.50	6452.59	322.91	
Axis Bank, ICICI Bank, Bajaj Finance Limited	2023-24	3 <sup>rd</sup>	Inventory	6703.92	7598.67	(894.76)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	7316.33	7364.02	(47.69)	
			Trade Payables	7039.34	6454.89	584.45	

(₹ in Lakhs)

Name of Bank	Year	Quarter	Particulars	Amount as per Books of Account	Amount Reported in Stock Statement	Amounts of Difference	Reason for Discrepancies
Axis Bank, ICICI Bank, Bajaj Finance Limited	2023-24	4 <sup>th</sup>	Inventory	5782.70	6171.60	(388.91)	Due to pending finalisation of Quarterly Accounts, Clearing of un-identified receipts, advances, TDS as per customer / vendor advice
			Trade Receivables	9015.51	8979.32	36.19	
			Trade Payables	6286.58	6035.00	251.59	

50. Segment information

- A) The principal business of the Group is sale of “Customized Power Electronic Solutions’ products. All other activities of the Company revolve around its principal business. The Executive Committee of the Parent Company, has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the Group’s performance, allocates resources based on analysis of the various performance indicators of the Company as a single unit. CODM have concluded that there is only one operating reportable segment as defined under IND AS 108 “Operating Segments”, i.e. Customized Power Electronic Solutions.
- B) Disaggregation of Revenue from Operations by Geographical Area has been provided at Note No. 32.
- C) All Non-Current Assets of the Group are located within India only.

D) Information about Major Customers

Following are the details of single customer who contributes 10% or more to the Company’s revenue during the year ended 31<sup>st</sup> March, 2025 and 31<sup>st</sup> March 2024:

(₹ in Lakhs)

Name of Customer	For the Year Ended 31 <sup>st</sup> March, 2025		For the Year Ended 31 <sup>st</sup> March, 2024	
	Revenue	% to total Group's Revenue	Revenue	% to total Group's Revenue
Customer-1	9405.84	26.82%		
Customer-2	4453.18	12.70%	2798.66	10.85%
Customer-3	-	-	3048.61	11.82%

51. Prior period items along with impact analysis

As per IND AS 8 an entity is required to correct prior period error retrospectively by restating the comparative amounts for the prior period presented in which the error occurred. If the error occurred before the earliest prior period presented, it will restate the opening balance of assets, liabilities and equity for the earlier prior period presented. Therefore, in terms of provisions of IND AS 8, the impact of the prior period items identified in the current year and relating to the previous year have been restated and for the period before the last comparative period shown have been adjusted in the opening balance of retained earnings. However, in current year no such items identified which require such restatement.

(₹ in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2024
Expenses	-
Incomes	-
Total Impact on profit/reserve	-
Increase/(Decrease) in EPS (in ₹)	-

52. Capital management

The Company’s objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximise the shareholders value . The Company’s overall strategy remains unchanged from previous year. The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments. The funding requirements are met through a mixture of equity, internal fund generation and borrowed funds. The Company’s policy is to use short term and longterm borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the net debt to equity ratio. The Group is not subject to any externally imposed capital requirements. Net debt are long term and short term debts as reduced by cash and cash equivalents (including restricted cash and cash equivalents) and short-term investments. Equity comprises share capital and free reserves. The following table summarizes the capital of the Company:

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Share Capital	4287.46	4287.46
Free Reserves	6098.13	4145.53
Share based payment (equity)		
<b>Equity (A)</b>	<b>10385.59</b>	<b>8432.99</b>
Cash & Cash Equivalents	62.77	53.30
Short Term Investments	-	-
<b>Total Cash (B)</b>	<b>62.77</b>	<b>53.30</b>
Short-term Borrowings	6384.38	3879.70
Long-Term Borrowings	338.60	461.44
<b>Total Debt (C)</b>	<b>6722.98</b>	<b>4341.14</b>
<b>Net Debt (D=(C-B))</b>	<b>6660.21</b>	<b>4287.83</b>
<b>Net Debt to Equity Ratio (E=D/A)</b>	<b>0.64</b>	<b>0.51</b>

In order to achieve this overall objective, the group’s capital management, amongst other things, aims to ensure that it meets terms and conditions attached to the interest-bearing loans and borrowings that define capital structure requirements

53. Earning and expenditure on foreign currency (in accrual basis):

(₹ in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
<b>Income</b>		
Export of Goods / Services	-	4.39
<b>Expenditure</b>		
Purchase of Goods / Services	2088.16	5358.87
Purchase of Capital Goods	-	249.46
Component & Sapares	-	-
<b>Advance for Imports (Balance)</b>	<b>655.02</b>	<b>-</b>

54. Revenue from contracts with customer’s

a) The disaggregation of the Group Revenue from Customers are given below :

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ended 31st March, 2024. Rows include Sale of Products, Sale of Services, Sale of EPC Contracts (Solar), Other Operating Revenues, Financing Component - Retention [Ind AS], and Total Revenue from Contracts with Customers.

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ended 31st March, 2024. Rows include Timing of Revenue Recognition: Goods/Services Transferred at a Point of Time, Goods/Services Transferred Over Time, and Total Revenue from Contracts with Customers.

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ended 31st March, 2024. Rows include Geographical disaggregation: Sales in India, Sales Outside India, and Total.

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ended 31st March, 2024. Rows include Revenue Disaggregation by Contract Type: Fixed Price Contracts, Cost Plus Contracts, and Total.

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ended 31st March, 2024. Rows include Revenue Disaggregation by CustomerType: Government, Non-Government, Others, and Total.

b) Contract Balances

Table with 3 columns: Particulars, As at 31st March, 2025, As at 31st March 2024. Rows include Trade Receivables, Contract Assets, and Contract Liabilities.

Trade Receivables are non-interest bearing and are generally due within 90 days except retention and other money held by the customers as per the governing terms and conditions of the contracts. Contract assets includes Unbilled Revenue as receipt of customer's acceptance is conditional upon successful completion of milestone and certification of installation. Contract Liabilities include advance revenues received from customers i.e. excess of Billing over the Revenue.

c) Reconciliation of the amount of Revenue from Operations Recognised in the Statement of Profit and Loss with the Contract Prices:

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ended 31st March, 2024. Rows include Revenue As per Contract Price, Adjustments: Less: Opening Balance of Contract Assets, Add: Closing Balance of Contract Assets, Add: Opening Balance of Contract Liabilities, Less: Closing Balance of Contract Liabilities, Less: Financing Component (Ind AS), and Revenue as per Statement of Profit & Loss.

55. Employee benefits

As per Indian Accounting Standard (Ind AS 19) “Employee benefits”, the disclosures as defined are given below:

A. Defined Contribution Plans:

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ended 31st March, 2024. Rows include Employer’s Contribution to Provident Fund and Employer's Contribution to Employee State Insurance Fund.

B. Defined Benefit Plans

(i) Gratuity Benefits

1.1 (a) Change in Present Value of Obligation during the Period

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ended 31st March, 2024. Rows include Defined Benefit Obligation, Beginning of Period, Interest Cost, Current Service Cost, Past Service Cost, Actual Benefits Paid, Actuarial (Gains)/Losses, and Defined Benefit Obligation, End of Period.

1.1 (b) Bifurcation of total Actuarial (gain) / loss on liabilities

Table with 3 columns: Particulars, For the Year Ended 31st March, 2025, For the Year Ends 31st March, 2024. Rows include Actuarial gain / losses from changes in Demographics assumptions (mortality), Actuarial (gain)/ losses from changes in financial assumptions, Experience Adjustment (gain)/ loss for Plan liabilities, and Total amount recognized in other comprehensive Income.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

1.2 Key results (The amount to be recognized in the Balance Sheet):

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Present Value of Obligation at the end of Period	148.08	119.78
Fair value of plan assets at end of Period		-
Net liability/(asset) recognized in Balance Sheet and related analysis	148.08	119.78
Funded Status - Surplus/ (Deficit)	(148.08)	(119.78)

1.3 (a) Expense recognised during the year in the Statement of Profit and Loss

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Interest Cost	8.68	6.76
Current Service Cost	26.49	21.59
Past Service Cost	-	-
Expected Return on Plan Assets	-	-
Total Expense/(Income) included in "Employee benefit Expense"	35.17	28.36

1.3 (b) Expense recognised during the year in the Statement of Other Comprehensive Income (OCI)

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Amount recognised in OCI, Beginning of period	(35.32)	(38.60)
Actuarial (Gains)/Losses - Obligation	(3.40)	3.28
Actuarial (Gains)/Losses - Plan Asset	-	-
Total Acturaial (Gains)/Losses	(3.40)	3.28
Cumulative total Acturial (Gains)/Losses - C/F	(38.72)	(35.32)

1.3 (c) Net Interest Costs

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Interest cost on defined benefit Obligatoin	8.68	6.76
Interest income on plan assets	-	-
Net interest cost (Income)	8.68	6.76

1.4 Experience Adjustment

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Experience Adjustment (Gain)/loss for Plan liabilities	(8.63)	1.16
Experience Adjustment Gain/(loss) for Plan assets	-	-

2.1 Summary of membership data at the date of valuation and statistics based thereon

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
	Subsidiary Company		Parent Company	
Number of Employees	73	74	352	170
Total monthly Salary (in Lakhs)	1.08	10.63	66.19	39.00
Average Past Service (Years)	2	1.6	2.7	4.8
Average Future Service (Years)	25.4	25.4	24.6	21.6
Average Age (Years)	34.6	34.6	35.4	38.4
Weighted Average Duration (based on DCFs) in years	16	13	16	16
Average Monthly Salary (in Lakhs)	0.14	0.14	0.19	0.23
Expected Future Service taking into account Decrements (Years)				15

2.2 Actuarial Assumptions

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Discount Rate (per annum)	6.75%	7.50%
Salary Escalation rate (per annum)	6.00%	6.00%
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal Rate (Per annum)	5.00%	5.00%

2.3 Benefits Valued

Particulars	For All Reporting Periods
Normal Retirement Age	60 Years
Salary	Last Drawn Qualifying Salary
Vesting Period	5 Years of Service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr).
Benefits on early exit due to death and disability	As above except that no vesting conditions apply
Limit	20.00

2.4 Current Liability (\*Expected payout in next year as per schedule III of the Companies Act, 2013)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Current Liability (Short Term)	20.36	19.20
Non Current Liability (Long Term)	127.72	100.58
Liability/(Asset) recognised in the Balance Sheet	148.08	119.78

2.5 Effect of plan on entity's future cash flows

(a): Funding arrangements and funding policy - NOT APPLICABLE

(b): Expected contribution during the next annual reporting period

Group's best estimate of Contribution during next year	37.40	14.26
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(c): Maturity profile of defined benefit obligation: Weighted Average

Weighted average duration (based on DCFs) in years (Parent Company)	16	17
Weighted average duration (based on DCFs) in years (Subsidiary)	16	13

(d): Maturity Profile of Defined Benefit Obligation: Weight Average

Particulars	As at 31 <sup>st</sup> March, 2025
1 April 2025 to 31 March 2026	20.19
1 April 2026 to 31 March 2027	2.94
1 April 2027 to 31 March 2028	2.73
1 April 2028 to 31 March 2029	9.03
1 April 2029 to 31 March 2030	2.65
1 April 2030 Onwards	109.62

2.6 Projection for next period:

Best estimate for contribution during next period	23.22
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2.7 Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Particulars (Parent Company)	As at 31 <sup>st</sup> March, 2025
Defined Benefit Obligation (Base)	₹ 138.67 Lakhs@Salary Increase Rate: 6% & discount rate: 6.75%
Liability with x% increase in Discount Rate	₹ 126.78 Lakhs;x=1.00% [Change (9)%]
Liability with x% decrease in Discount Rate	₹ 152.04 Lakhs;x=1% [Change 10%]
Liability with x% increase in Salary Growth Rate	₹ 152.01 Lakhs;x=1% [Change 10%]
Liability with x% decrease in Salary Growth Rate	₹ 126.60 Lakhs;x=1.00% [Change (9)%]
Liability with x% increase in withdrawal Rate	₹ 138.75 Lakhs;x=1.00% [Change 0%]
Liability with x% decrease in withdrawal Rate	₹ 138.49 Lakhs;x=1.00% [Change 0%]

Particulars (Subsidiary)	As at 31 <sup>st</sup> March, 2025
Defined Benefit Obligation (Base)	8.48 @ Salary Increase Rate: 5%, and discount rate: 7%
Liability with x% increase in Discount Rate	7.87; x=1.00% [Change (7)%]
Liability with x% decrease in Discount Rate	9.21; x=1.00% [Change 9%]
Liability with x% increase in Salary Growth Rate	9.22; x=1.00% [Change 9%]
Liability with x% decrease in Salary Growth Rate	7.85; x=1.00% [Change (7)%]
Liability with x% increase in withdrawal Rate	8.43; x=1.00% [Change (1)%]
Liability with x% decrease in withdrawal Rate	8.57; x=1.00% [Change 0%]

2.8 Reconcillation of amounts in Balance Sheet

Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Opening Balance Sheet (Asset)/Liability	119.78	90.18
Total Expense/(Income) recognised in P&L	35.17	28.36
OCI- Actuarial (gain)/ loss-Total current period	(3.40)	3.28
Benefits Paid (If any)	(3.47)	(2.03)
Closing gross defined benefit liability/ (asset)	148.08	119.78

3. Notes

3.1 In preparing this report we have heavily relied on the completeness and accuracy of the information, data and assumptions provided to us orally and in writing by or on behalf of the Company and its advisors. We have not completed any detailed validation checks/investigation on the information, data and assumptions provided, however preliminary broad consistency is viewed in respect of data. As compared to previous valuation assumptions, changes, if any, may be due to change in yield to government bonds/change in entity’s long term views for future.

3.2 This report is based on going concern basis and as per requirements of Accounting Standard mentioned above and its application to the Plan. These results should not be used for any other purpose. In particular this Report does not constitute a formal funding actuarial valuation of the Plan and does not present any recommendation of contributions or funding levels and hence results will not hold good incase company is closed or mass attrition. This report is provided solely for the company use and for the specific purposes indicated above. Except where I expressly agree in writing, it should not be disclosed or provided to any third whatsoever is accepted by me for any consequences arising from any third party relying on this report or any advice relating to its contents. In any case, irrespective of vendor agreement etc. liability of undersigned towards entity or anyone is strictly limited to the billed amount for this report. The Company may provide copy of this Report to its auditors along with rules of the plan, but I make no representation as to the suitability of this report for any purpose other than that for which it was originally provided and accept no responsibility or liability to the company or its auditors in this regard. The company should draw them provisions of this paragraph to the attention of its auditors.

4.1 Principal assumptions are discount rate and salary increase. The discount rate is based upon the yield on govt bonds and the salary increase should take account inflation, seniority, promotion and other relevant factors. However no explicit allowance is used for disability. As per Accounting Standard, selection of appropriate assumption is responsibility of the entity. Though entity has been advised on the suitability wherever applicable, the report is based on assumptions finalized by the entity (after considering long term view entity might have considered these assumptions prudent).

Risk Factors: Other assumptions would have produced different results e.g. a decrease in discount rate or an increase in salary inflation will lead to an increase in reported liability as per table of sensitivity analysis. Similarly change in attrition rates will also impact the liability. Funded plan carries usual investment risks including asset liability mismatch which will impact net liability/expenses and OCI if any.

4.2 Mortality is used as per Published rates under Indian Assured Lives Mortality (2012-2014) table. Rates at specimen ages are tabulated below:

Age (Years)	Rates
20	0.000924
25	0.000931
30	0.000977
35	0.001202
40	0.00168
45	0.002579
50	0.004436
55	0.007513
60	0.011162

5. Projected Unit Credit (PUC) Method: is used to assess the plan liabilities, including those related to death-inservice and incapacity benefits. Under this method a projected accrued benefit is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the plan. The projected accrued benefit is based on the plans accrual formula and service as of the beginning or end of the year, but using final compensation, projected to the age at which the employee is assumed to exit. The plan liability is actuarial present value of the projected accrued benefits as on date of valuation.

56. Share based payments

The Company has granted 16,44,250 options to its eligible employees (including the employees of its subsidiary) in Employee Stock Option Plans, details are as under:

(₹ in Lakhs)	
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025
Date of Grant	20 Sept, 2024
No. of Options Granted	1,644,250
Vesting Requirement	100% after 3 years
Vesting Ratio	100% after 3 years
Method of Settlement	Equity Settled
Exercise Price (₹)	₹ 10.00
Share Price on Grant Date (₹)	₹ 35.40
Accounting Method	Fair Value Method (Black-Scholes)
Fair Value of ESOP (₹)	₹ 27.31

The fair value of option have been done by an independent firm on the date of grant using the Black-Scholes Model in the current year. The Key assumptions in the Black-Scholes Model for calculating fair value as on the date of grant:

(₹ in Lakhs)	
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025
Grate Date	20 Sept, 2024
Option Price Model	Black Scholes Method
Exercise Price (₹)	₹ 10.00
Fair Price at the Grant Date (₹) <sup>1</sup>	₹ 35.40
Expected Volatility (%)	40.00%
Exercise Period (Years)	3 Years
Risk-Free Rate (%)	6.80%
Dividend Yield (%)	0.00%
Fair value of ESOP at Grant Date	₹ 27.31
Weighted Averagve Fair value of ESOP at Grant Date	₹ 27.31
Method used to determine expected volatility	The expected volatility is based on Index volatility of Nifty and allowing for margin for high volatility of unlisted company.

Note:

1 Fair value of shares is considered as ₹ 35.40 per share, as per share valuation report of 31-Mar-2024 from independent valuer.

Employee stock option movement during the year are as follows:

(₹ in Lakhs)		
Particulars	No. of Options	No. of Options
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Outstanding at the beginning of the year	-	-
Granted during the year	16.44	-
Forfeited during the year	0.17	-
Expired during the year	-	-
Exercised during the year	-	-
Outstanding at the end of the year	16.28	-
Exercisable at the end of the year	-	-

Table showing Weighted-average exercise prices of options

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Outstanding at the beginning of the year	N.A.	-
Granted during the year	10.00	-
Forfeited during the year	10.00	-
Expired during the year	N.A.	-
Exercised during the year	N.A.	-
Outstanding at the end of the year	10.00	-
Exercisable at the end of the year	N.A.	-

Table Showing Stock Options outstanding at the end of period

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Exercise Price		
Grant Date - 20-09-2024	10.00	-
Weighted average remaining contractual life (Years)		
Grant Date: 20-09-2024	6.48	-

Table Showing movement of ESOP Outstanding Reserve:

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Opening ESOP Outstanding Reserve Balance	-	-
Expense Recognised/ (Reversed) during the year	56.04	-
Expense Recognised/ (Reversed) during the year - Subsidiaries	4.02	-
ESOP Exercise - Transfer to Security Premium	-	-
Vested Options Forfeited - Transfer to General Reserve	-	-
Closing ESOP Outstanding Reserve Balance	60.06	-

Details of expenses debited to consolidated Profit & Loss account with respect the share based payment are as follows:

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Employee Benefit Expenses	60.06	-

57. Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a orderly transaction between willing parties, other than in a forced or liquidation sale.

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

- Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
- Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables.

Accordingly, fair value of such instruments is not materially different from their carrying amounts. The fair values for loans, security deposits and investment in preference shares were calculated based on cash flows discounted using a current lending rate.



Notes to the Consolidated Financial Statements

for the year ended March 31, 2025

They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

Fair value measurement 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 identical assets or liabilities that an entity can access at the measurement date.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: unobservable inputs for the asset or liability

(₹ in Lakhs)					
Particulars	Level	Carrying Values		Fair Values	
		As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Financial Assets					
At Amortised Cost					
Trade Receivables		10740.75	9030.29	10740.75	9030.29
Cash & Bank Balances		260.74	74.63	260.74	74.63
Other Financial Assets		2372.42	2122.08	2372.42	2122.08
At FVPTL					
Other Unquoted Equity Instruments	Level 3	-	-	-	-
Other Investments	Level 1	0.10	0.25	0.10	0.25
Loans	Level 3	51.82	50.44	51.82	50.44
Other Financial Assets	Level 3				-
Financial Liabilities					
At Amortised Cost					
Borrowings		6722.98	4341.14	6722.98	4341.14
Other Financial Liabilities		182.01	240.36	182.01	240.36
Trade Payables		5772.83	6429.63	5772.83	6429.63
At FVPTL					
Other Financial Liabilities	-	-	-	-	-

58. Statutory group information

Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary.

(₹ in Lakhs)								
Name of the Entity and Relationship	Net Assets i.e. total assets minus total liabilities			Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income
	As At	As % of total consolidated net assets	Amount	As % of total consolidated profits	Amount	As % of total consolidated OCI	Amount	As % of total consolidated total comprehensive income Amount
Parent Company	31 <sup>st</sup> March, 24	96.11%	8262.48	104.60%	2387.46	32.04%	(0.78)	104.67% 2386.68
	31 <sup>st</sup> March, 25	98.44%	10223.70	106.05%	3059.72	17.75%	0.45	105.97% 3060.17
Prostarm Energy Systems Private Limited, Subsidiary	31 <sup>st</sup> March, 24	3.89%	334.35	(4.60%)	(104.92)	67.96%	(1.65)	(4.67%) (106.58)
	31 <sup>st</sup> March, 25	1.56%	161.89	(6.05%)	(174.54)	82.25%	2.07	(5.97%) (172.46)

59. Material partly owned subsidiary

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by non-controlling interests:

Name	Country of incorporation and operation	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Prostarm Energy Systems Private Limited	India, Manufacturing of Customized Power Electronic Solutions	100%	49%

Information regarding non-controlling interest:

(₹ in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>Accumulated balances of material non-controlling interest:</b>		
Prostarm Energy Systems Private Limited	0.00	163.83
<b>Profit/(loss) allocated to material non-controlling interest:</b>		
Prostarm Energy Systems Private Limited	(83.24)	(51.41)

The summarised financial information of this subsidiary is provided below. This information is based on amounts before inter-company eliminations [Prostarm Energy Systems Private Limited]:

Summarised Statement of Profit and Loss:

(₹ in Lakhs)		
Particulars	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Revenue from operations	1343.88	1934.30
Other Income	0.54	0.01
<b>Total Income (i)</b>	<b>1344.42</b>	<b>1934.31</b>
Cost of Material Consumed	1231.26	1232.19
Purchase of Stock-in-Trade	-	-
Changes in inventories of Finished Goods & Work-in-Progress	(212.77)	251.40
Employee benefit expenses	373.57	402.65
Finance Costs	3.18	0.00
Depreciation and amortization expenses	55.28	62.82
Other Expenses	129.76	126.91
<b>Total Expenses (ii)</b>	<b>1580.28</b>	<b>2075.97</b>
Profit/(loss) before tax (iii=i-ii)	(235.86)	(141.65)
Total tax expenses (iv)	(61.32)	(36.73)
Profit/(loss) (v=iii-iv)	(174.54)	(104.92)
<b>Total comprehensive income/(loss)</b>	<b>(172.46)</b>	<b>(106.58)</b>
Attributable to non-controlling interests	(84.51)	(52.22)
Dividends paid to non-controlling interests	-	-

Summarised Statement of Assets and Liabilities:

Particulars	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Inventories and cash and cash equivalents (current)	715.16	87.37
Trade receivables (current)	451.37	58.03
Other assets (current)	103.46	31.46
Property, plant and equipment (non-current)	288.14	322.79
Other assets (non-current)	191.68	130.57
<b>Total (A)</b>	<b>1749.81</b>	<b>630.22</b>
Trade payables (current)	1030.60	152.99
Other liabilities (current)	549.61	137.98
Other liabilities (non-current)	7.71	4.90
<b>Total (B)</b>	<b>1587.92</b>	<b>295.87</b>
Total equity (A-B)	161.89	334.35
<b>Attributable to:</b>		
Equity holders of Parent Company	161.89	170.52
Non-controlling interest	-	163.83

Summarised Statement of Cash Flows:

Cash Flows	(₹ in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2025	For the Year Ended 31 <sup>st</sup> March, 2024
Operating	25.41	58.34
Investing	(21.13)	(14.56)
Financing	-	(55.00)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>4.28</b>	<b>(11.22)</b>

Note:

Parent Company has acquired remaining 49% shares of subsidiary on 23<sup>rd</sup> January, 2025 and thereby subsidiary became 100% subsidiary of the parent company with effect from that. Therefore, non-controlling interest has been calculated for the losses incurred during the year upto the date of said acquisition.

60. Events occurring after the balance sheet date

The Group evaluates events and transactions that occur subsequent to the balance sheet date but prior to approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements.

Events Required Adjustment in Financial Statements: Nil

Non-Adjusting Events:

Subsequent to the reporting date, the Parent Company filed its Red Herring Prospectus with the Securities and Exchange Board of India (SEBI) on and launched its Initial Public Offer (IPO) of 1,60,00,000 equity shares at an issue price of ₹105 per share, aggregating to ₹ ₹168 crore. The equity shares of the Company were listed on the National Stock Exchange (NSE) and BSE Limited (BSE) on 3<sup>rd</sup> June, 2025.

61. Other statutory information

- (i)

The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property under Benami Transactions (Prohibition) Act, 1988.
- (ii)

The Group has not traded or invested in Crypto currency or Virtual Currency
- (iii)

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) 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 Group (Ultimate Beneficiaries) or

(b)

provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iv)

The Group 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 Group 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
- (v)

The Group has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period 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).
- (vi)

The Group is in compliance with number of layers of companies, as prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (vii)

The Group has not revalued its Property, Plant and Equipment and ROU Assets during the year, hence, regulatory information disclosure is not applicable for the Group.
- (viii)

The Group has not revalued its Intangible Assets during the year, hence, regulatory information disclosure is not applicable for the Group.
- (ix)

Additional Regulatory Information pursuant to amendment in Schedule III of the Companies Act, 2013 dated 24.03.2021 has been given to the extent applicable to the Group.
- (x)

The Group does not have any relationship/transaction with Struckoff Companies and has not entered into any transactions with struckoff companies in the current and previous reporting period.
- (xi)

The Group has not entered into or implemented any Scheme of Arrangement under Sections 230 to 237 of the Companies Act, 2013 during the year ended 31<sup>st</sup> March, 2025. Accordingly, this disclosure is not applicable.
- (xii)

The Group is not declared as a wilful defaulter by any bank or financial institution or other lender during the any reporting period.

62. The Code on Social Security, 2020 (‘Code’) relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

63. Miscellaneous:

- (i)

Previous year’s figures have been regrouped/reclassified wherever necessary to correspond with the current year’s classification/disclosure and to comply with the requirements of IND AS.
- (ii)

Balance of trade payables, trade receivables and loans and advances are subject to confirmation/reconciliation and resultant adjustment(s) thereof.
- (iii)

Absolute amounts less than ₹ 500 are appearing in the Financial Statements as “0.00” due to presentation in Lakhs.



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