

NOTICE OF ANNUAL GENERAL MEETING

WEBTEL ELECTROSOFT PRIVATE LIMITED

CIN: U72900DL2000PTC104917

**REGISTER OFFICE: 110-114, FIRST FLOOR 18 RATTAN
JYOTI BUILDING, RAJENDRA PLACE, NEW DELHI, DELHI - 110008**

NOTICE

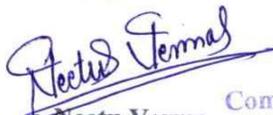
NOTICE is hereby given that the **24th ANNUAL GENERAL MEETING** of the members of Webtel Electrosoft Private Limited will be held on Monday, 30th of September, 2024 at 11.00 A.M. at the registered office of the company at 110-114, 1st Floor, Rattan Jyoti Building, 18 Rajendra Place, New Delhi 110008 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt of the Audited Financial Statements of the Corporation for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon
2. To re-appoint M/s Harvinder Arora & Associates, Chartered Accountants, New Delhi as the Statutory Auditors of the Company to hold office from the conclusion of 24th Annual General Meeting of the company till the conclusion 29th Annual General Meeting of the Company and therefore, To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), M/s. Harvinder Arora & Associates, Chartered Accountants, (Firm Registration No. 094031) be and are hereby re-appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the 29th Annual General Meeting of the Company.”

By the Order of the Board, Ltd.


Neetu Verma
Company Secretary
Company Secretary

Date: 29th August, 2024

Place: New Delhi

NOTES:-

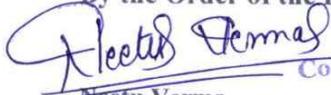
- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS/HER PLACE AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the AGM.

- 2) Proxies in order to be effective must reach the registered office of the company at least 48 hours before the meeting.
- 3) Members are requested to intimate change in their address, if any, to the company at its Registered Office.
- 4) Members are requested to quote Folio Numbers in all correspondence with the Company.
- 5) Corporate members intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of the Board Resolution / Power of attorney authorizing their representatives to attend and vote on their behalf at the meeting.
- 6) Members desiring any information on the accounts of the Company and its operations may write to the Company at its Registered Office at least 15 days before the meeting so that the desired information may be conveniently provided at the meeting.
- 7) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days (Monday to Saturday) between 11 a.m. to 1 p.m. up to the date of this Annual General Meeting.
- 8) In case members intend to raise any queries in the forthcoming Annual General Meeting, they are requested to please forward the same at least 7 days before the date of the Meeting to the company, so that the same may be attended appropriately to their entire satisfaction.

For Webtel Electrosoft Pvt. Ltd.

By the Order of the Board,


Neetu Verma
Company Secretary

Company Secretary

Date: 29th August, 2024

Place: New Delhi

FORM NO.MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U72900DL2000PTC104917
Name of the Company : **Webtel Electrosoft Private Limited**
Registered office : 110-114, First Floor, 18 Rattan Jyoti Building, Rajendra Place, New Delhi-110008

Name of the member(s):	:
Registered address	:
E-mail Id	:
Folio No./Client Id	:
DP ID	:

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

1. Name : _____
Address : _____

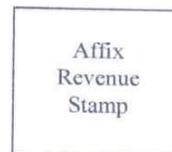
E-mail Id : _____
Signature : _____
2. Name : _____
Address : _____

E-mail Id : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual general meeting of the company, to be held on Monday, the 30th of September, 2024 at 11.00 A.M. at 110-114, First Floor, 18 Rattan Jyoti Building, Rajendra Place, New Delhi-110008 and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.
1. _____
 2. _____
 3. _____
 4. _____

Signed this _____ day of _____ 2024



Signature of shareholder

Signature of Proxy holder(s)

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

BOARD REPORT

WEBTEL ELECTROSOFT PRIVATE LIMITED

FINANCIAL YEAR
2023-2024

WEBTEL ELECTROSOFT PRIVATE LIMITED

BOARD REPORT

To
The Members of
Webtel Electrosoft Private Limited

Your Directors have the pleasure of presenting the **24th Annual Report** of the Company along with the audited financial statements (standalone and consolidated) for the financial year ended **31st March, 2024**. The consolidated performance of the Company and its subsidiary has been referred to wherever required.

1. Financial Highlights:

The financial performance of the Company for the year ended March 31, 2024 and for the previous year ended March 31, 2023 are summarized as follows:

(Amount in thousands)

Particulars	Standalone		Consolidated	
	F.Y. 2023-24	F.Y. 2022-23	F.Y. 2023-24	F.Y. 2022-23
Revenue from Operations	3,86,212.21	2,83,332.69	3,97,970.58	2,93,150.25
Other Income	20,309.21	3,511.68	20,343.02	3,511.68
Profit before Cost of materials consumed, Interest, Employees Benefit Expenses, Depreciation, Other expenses & Tax	4,06,521.42	2,86,844.37	4,18,313.60	2,96,661.94
Cost of materials consumed	3,757.06	907.44	3757.06	907.44
Finance Cost	695.92	263.45	696.21	264.92
Employee Benefit Expenses	2,31,738.77	1,94,307.47	2,46,787.27	2,05,075.75
Depreciation and amortization expenses	11,217.33	10,453.82	11,283.30	10,540.14
Other expenses	95,391.57	71,217.49	96,412.74	72,031.12
Net Profit Before Tax	63,720.77	9,694.70	59,377.01	7,842.56
Tax Expense	20266.10	4804.45	20266.10	4859
Deferred Tax	541.37	878.20	535.01	873.11
Net Profit after Tax	42,913.30	4,012.05	38,575.90	2,110.45

2. State of company's affairs and future outlook:

The outlook of the Company remains encouraging and it is expected that a positive trend will continue in furthering the growth of the Company. The Company is focused on growth with a renewed commitment to enhance quality and customer service.

For Webtel Electrosoft Pvt. Ltd.


Director

For Webtel Electrosoft Pvt. Ltd.


Director

WEBTEL ELECTROSOFT PRIVATE LIMITED

3. The highlights of the Company's performance are as follows (Amount in thousands) :

The Company has achieved a total income of Rs. **4,06,521.42** for the year ended March 31, 2024. Net Profit of the Company for the year ended March 31, 2024, stood at **Rs. 42,913.30**

The Directors of the company are working to improve performance and increase revenue next year. There was no change in the nature of the business of the company.

The Company continues to provide software solutions to its clients.

4. Transfer to reserves in terms of section 134 (3) (j) of the Companies Act, 2013- (Amount in thousands)

The Board of Directors of the company has decided to transfer Rs.**42,913.30** amount to the General Reserves for the year under review in terms of Section 134(3) (J) of the Companies Act, 2013.

5. Dividend

The Directors of the Company do not recommend any Dividend for the year under review.

6. Bonus Shares

No Bonus Shares issued during the year under review.

7. Capital and Debt Structure

During the period under review, there is no change in the authorized share capital. The Issued, Subscribed and Paid up Capital stood at Rs.2,00,04,800/- as on March 31, 2024 consisting of 20,00,480 Equity shares of Rs.10/- each.

On 6th August 2024 with the approval of shareholder by ordinary resolution the Board has made an alteration in the Article of association and an increase in the authorized share capital was made and it stood at Rs.8,10,00,000/- (Rupees Eight Crore Ten Lakh) from Rs. 2,10,00,000/- (Rupees Two Crore Ten Lakh).

On 9th August 2024 with the approval of shareholder by ordinary resolution the Board has made another alteration in the Article of association and an increase in the authorized share capital is made and it stood at Rs.8,70,00,000/- (Rupees Eight Crore Seventy Lakh) from Rs. 8,10,00,000/- (Rupees Eight Crore Ten Lakh).

On 9th August 2024 with the approval of the shareholder, Board decided to issue 60,01,440 Bonus Shares on the ratio of 1:3 [i.e. 3 (Three) fully paid up equity shares for every 1 (One) equity shares held] to the shareholders as on the date 7th August 2024 by utilizing out its free reserves and the allotment of the shares were made on 23rd August 2024.

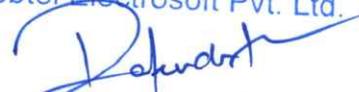
On 29th August 2024 with the approval of shareholder through a special resolution, an approval of Private placement offer letter is made.

For the Private placement, the Board has appoint Ms. Priyanka Singh ("Registered Valuer") bearing IBBI registration number (IBBI/RV/05/2021/14362) as the valuer for recommending the pricing of securities.

For Webtel Electrosoft Pvt. Ltd.


Director

For Webtel Electrosoft Pvt. Ltd.


Director

WEBTEL ELECTROSOFT PRIVATE LIMITED

8. Transfer of unclaimed dividend to Investor Education and Protection Fund.

There was no unclaimed/unpaid dividend, application money, debenture interest, and interest on deposits as well as the principal amount of debentures and deposits, remaining unclaimed/ unpaid in relation to the Company hence the Company is not required to transfer any amount to the Investor Education and Protection Fund (IEPF).

9. Change in the Nature of Business, if any

During the period under review, the Company has not changed its line of business in such a way that amounts to the commencement of any new business or discontinuance, sale, or disposal of any of its existing businesses or any segment or division.

10. Material Changes and Commitments, if any, affecting the financial position of the company

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

On 10th June 2024 with the approval of the shareholder through a special resolution an alteration is made in the memorandum of association in its name clause and the name is substituted from "**WEBTEL ELECTRO SOFT PRIVATE LIMITED**" to "**WEBTEL ELCTROSOFT PRIVATE LIMITED**".

On 30th July 2024, with the approval of the shareholders through a special resolution, the company initiated its conversion to a Public Limited Company. Subsequently, an application for conversion was submitted to the Registrar of Companies (ROC) for approval. Upon receiving the approval, the company's name will change from "**WEBTEL ELECTROSOFT PRIVATE LIMITED**" to "**WEBTEL ELECTROSOFT LIMITED**".

The changes on the points mentioned above did not give any affect on the financial position of the company.

11. Significant and material orders passed by regulators or courts

During the year, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operation in future.

12. Details of Subsidiary/Joint Ventures/Associate Companies

The statement in Form AOC-1 containing the salient features of the financial statements of **M/S WEBTEL ENTERPRISE SOLUTIONS PRIVATE LIMITED**, subsidiary Company is attached to the Financial Statements of the Company.

13. Deposits

The company has not accepted / invited any public deposits during the period under review and hence provisions of Section 73 and 74 of the Companies Act, 2013, read together with the Companies (Acceptance of Deposits) Rules, 2014, are not applicable to the Company.

14. Auditors:

For Webtel Electrosoft Pvt. Ltd.


Director

For Webtel Electrosoft Pvt. Ltd.


Director

WEBTEL ELECTROSOFT PRIVATE LIMITED

• **Statutory Auditors & their Report**

M/s. Harvinder Arora & Associates, Chartered Accountants (ICAI Firm registration number 014556N) who have furnished the certificate of their eligibility for such appointment under section 141 of the Companies Act, 2013 and offer themselves for the appointment for 5 year until the conclusion of the 29th Annual General Meeting (“AGM”) of the Company to be held in the year 2029.

The observations in the Auditors’ Report are self-explanatory and therefore do not call for any further comments

• **Cost Auditor**

The Cost Audit according to section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 does not apply to the Company.

• **Secretarial Auditor**

The Secretarial Audit does not apply to the company as it is not covered under the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

15. Internal Financial Control Systems and their Adequacy

The Company has adequate internal financial control procedures commensurate with its size and nature of business.

16. Particulars of Employees

There was no employee in receipt of remuneration during the year in excess of limits prescribed u/s 197 of Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

17. Directors & Key Managerial Personnel

The composition of the board of directors as of March 31, 2024 is as follows:

Name of Director	Designation	DIN	Date of Appointment
Mr. Vijay Sahni	Director	00001958	22/07/2002
Mr. Rajender Kapoor	Director	00001972	01/10/2004
Mrs. Sangeeta Sahni	Director	00006998	27/09/2004
Mr. Rajeev Khandelwal	Director	03523804	01/04/2011

There has been no change in the constitution of Board during the year under review.

On 31st March, 2024 the company has considered the need to appoint the Chief Financial Officer of the company and with the consent of Mr. Virender Kumar Bhasin, he was appointed as the chief financial officer of the company w.e.f. 01.04.2024.

On June 19th 2024 Board has considered the need to appoint the Company Secretary of the company and with the consent of the Ms. Neetu Verma having Membership No. A61849, she was appointed as the company secretary of the company.

For Webtel Electrosoft Pvt. Ltd.


Director

For Webtel Electrosoft Pvt. Ltd.


Director

WEBTEL ELECTROSOFT PRIVATE LIMITED

18. Declaration by the Independent Directors

The Company is not required to appoint Independent Directors; hence the same clause is not applicable.

19. Number of Meetings of the Board of Directors

During the Financial Year, the Company held 9 Board Meetings of the Board of Directors as per Section 173 of the Companies Act, 2013 which is summarized below. The provisions of the Companies Act, 2013 were adhered to while considering the time gap between the two Board Meetings.

S. No.	Date of Meeting	Board Strength	No. of Directors Present
1	11 th April, 2023	4	4
2	16 th May, 2023	4	4
3	5 th June, 2023	4	4
4	1 st August, 2023	4	4
5	5 th September, 2023	4	4
6	05 th December, 2023	4	4
7	02 nd January, 2024	4	4
8	14 th February, 2024	4	4
9	31 st March, 2024	4	4

20. Composition of Audit Committee

As per the provision of Section 177 along with rules prescribed under the Companies Act, 2013, the Company is not required to constitute Audit Committee.

21. Board Evaluation

The provision of section 134(3) (P) relating to board evaluation does not apply to the company.

22. Fraud Reporting

There were no frauds reported by the auditor during the year under sub-section (12) of section 143 other than those which are reportable to the Central Government.

23. Corporate Social Responsibilities (CSR)

The company does not meet the criteria of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no for the constitution of the Corporate Social Responsibility Committee.

24. Energy conservation, technology absorption & Foreign Exchange Earnings and Outgo

(A) Conservation of energy:

For Webtel Electrosoft Pvt. Ltd. For Webtel Electrosoft Pvt. Ltd.


Director


Director

WEBTEL ELECTROSOFT PRIVATE LIMITED

Steps taken / impact on conservation of energy, with special reference to the following:

- I. Steps taken or impact on conservation of energy: N.A.
- II. Steps taken by the company for utilizing alternate sources of energy including waste generated: N.A.
- (iii) Capital investment on energy conservation equipment: N.A

(B) Technology absorption:

- I. Efforts, in brief, made towards technology absorption: N.A.
- II. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.: N.A.
- III. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished: N.A.
 - a) Details of technology imported: N.A.
 - b) 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 therefore: N.A.
- IV. The expenditure incurred on Research and Development: N.A.

(C) Foreign exchange earnings and Outgo (Amount in Actual):

Particulars	Current Year	Previous Year
Earning	Rs. 5,85,88,416.25	Rs. 98,81,169.24
Expenditure	Rs. 26,41,378.92	Rs. 7,93,340.86

25. Business Risk Management

The Company works closely with its clients to track, communicate, and mitigate project risks. Any risks threatening the Company's existence are minimal and considered inconsequential in nature.

26. Company's Policy on Directors' Appointment and Remuneration Including Criteria For Determining Qualifications, Positive Attributes, Independence of a Director and Other Matters Provided Under Sub-Section (3) of Section 178

The Company was not required to constitute a Nomination and Remuneration Committee under section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Stakeholders Relationship Committee under section 178(5) of the Companies Act, 2013.

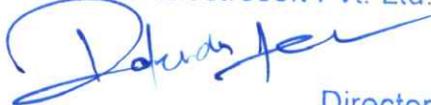
27. Directors' Responsibility Statement

As required under the provisions contained in Section 134 (3) (c) of the Companies Act, 2013, the Directors hereby confirm that:

For Webtel Electrosoft Pvt. Ltd.


Director

For Webtel Electrosoft Pvt. Ltd.


Director

WEBTEL ELECTROSOFT PRIVATE LIMITED

- a. In the preparation of the annual accounts for the year ended March 31, 2024 the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b. The Directors had 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, 2024 and of the profit of the Company for the year ended on that date;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company
- d. And for preventing and detecting fraud and other irregularities;
- e. The Directors had prepared the annual accounts on a 'going concern' basis;
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

28. Related Party Transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are related party transactions as per Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 for the year ending on March 31, 2024. Further, the related party transactions as per Accounting Standard -18 can be traced from the Financial Statements in the Notes to accounts point no. 3 as well as **Annexure B**.

29. Details of Corporate Insolvency Resolution Process Initiated Under the Insolvency and Bankruptcy Code, 2016 (IBC)

No corporate insolvency resolution process is initiated against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC).

30. Details of difference between amount of valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks and financial Institution along with the reasons thereof

Not applicable

31. Loans, Guarantees and Investments

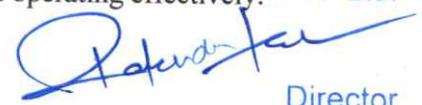
Particulars of loans given, investments made, guarantees given and securities provided u/s 186 of the Companies Act, 2013, if any, along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement.

The company has granted a loan of Rs.10,00,000/- for the financial year 2022-23 and Rs. 44,75,000/- for financial year 2023-24 to its subsidiary M/s Webtel Enterprise Solutions Private Limited which has not yet been paid.

32. Statement regarding compliance with applicable Secretarial Standards

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.


Director


Director

WEBTEL ELECTROSOFT PRIVATE LIMITED

33. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Webtel has constituted an Internal Committee (IC) in the registered office to consider and resolve all sexual harassment complaints reported by women. The IC has been constituted as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the committee includes external members from NGOs or with relevant experience a senior woman employee is the presiding officer over any cases. Half of the total members of the IC are women. The role of the IC is not restricted to mere redressal of complaints but also encompasses prevention and prohibition of sexual harassment.

Complaints	0
Pending	0
Disposal	0

34. Vigil Mechanism / Whistle Blower Policy

The Provisions of Vigil Mechanism under Section 177(9) and (10) of the Companies Act, 2013 do not apply to the Company.

35. Human Resources Development

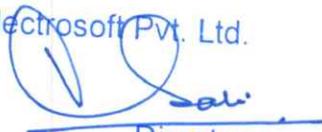
The management team and the employees have maintained harmonious and cordial relations during the year. The Company has implemented various HR initiatives such as providing on the job training to its employees with a view to upgrade and improves competency and versatility of our human capital.

36. Acknowledgement

The Directors acknowledge the cooperation and assistance received by the company from its stakeholder, customers, members, vendors, bankers and regulatory authorities during the year. The Director also wish to thank the Government of India, the state government in the jurisdiction it operates and the various agencies and departments. The Directors place on record their appreciation for the excellence contributions made by the employees of the company through their commitment, cooperation and diligence.

**For and on behalf of the Board
Webtel Electrosoft Private Limited**

For Webtel Electrosoft Pvt. Ltd.


Director

**Vijay Sahni
(Director)
DIN:- 00001958
Add:- L-53, 1st Floor,
Kirti Nagar, New Delhi, Delhi - 110015**

For Webtel Electrosoft Pvt. Ltd.


Director

**Rajender Kapoor
(Director)
DIN:- 00001972
Add: A-121, 2nd Floor, Lok Vihar, Pitam
Pura, New Delhi, Delhi - 110034**

**Place: New Delhi
Date: 29th August, 2024**

WEBTEL ELECTROSOFT PRIVATE LIMITED

**ANNEXURE-A
FORM NO. AOC-1**

**Statement containing salient features of the financial statement of
Subsidiaries/associate companies/joint ventures
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of
Companies (Accounts) Rules, 2014)**

Part "A": Subsidiaries

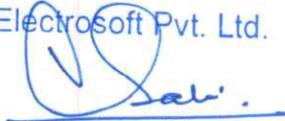
(Information in respect of each subsidiary to be presented with amounts in Rs.)

1. Sl. No.	01
2. Name of the subsidiary	Webtel Enterprise Solutions Private Limited
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	2023-24
4. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	N.A
5. Share capital	25,00,000/-
6. Reserves & surplus	(74,08,705.42)
7. Total assets	34,08,787.58
8. Total Liabilities	83,17,493
9. Investments	-
10. Turnover	1,17,58,364
11. Profit before taxation	(43,43,761.93)
12. Provision for taxation	-
13. Profit after taxation	(43,37,399.31)
14. Proposed Dividend	-
15. % of shareholding	76%

1. Names of subsidiaries which are yet to commence operations: N.A

2. Names of subsidiaries which have been liquidated or sold during the year: N.A

For Webtel Electrosoft Pvt. Ltd.


Director

Vijay Sahni
(Director)
DIN:- 00001958
Add:- L-53, 1st Floor,
Kirti Nagar, New Delhi, Delhi - 110015

For Webtel Electrosoft Pvt. Ltd.


Director

Rajender Kapoor
(Director)
DIN:- 00001972
Add: A-121, 2nd Floor, Lok Vihar, Pitam
Pura, New Delhi, Delhi - 110034

Place: New Delhi
Date: 29th August, 2024

WEBTEL ELECTROSOFT PRIVATE LIMITED

**ANNEXURE-B
FORM NO. AOC-2**

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	NA
(b)	Nature of contracts/arrangements/transactions	NA
(c)	Duration of the contracts / arrangements / transactions	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
(e)	Justification for entering into such contracts or arrangements or transactions	NA
(f)	Date of approval by the Board	NA
(g)	Amount paid as advances, if any:	NA
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at arm's length basis

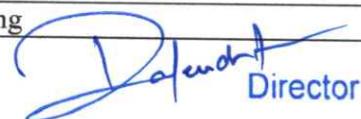
Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Mr. Rajender Kapoor, Director
(b)	Nature of contracts/arrangements/transactions	Security Deposit for Rent and Rent
(c)	Duration of the contracts / arrangements / transactions	On going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On going
(e)	Date of approval by the Board	-
(f)	Amount paid as advance, if any:	2,21,130

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Mr. Vijay Sahni, Director
(b)	Nature of contracts/arrangements/transactions	Security Deposit for Rent and Rent
(c)	Duration of the contracts / arrangements /	On going

For Webtel Electrosoft Private Ltd.

For Webtel Electrosoft Pvt. Ltd.


Director


Director

WEBTEL ELECTROSOFT PRIVATE LIMITED

	transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On going
(e)	Date of approval by the Board	-
(f)	Amount paid as advance, if any:	4,05,000

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Mrs. Sangeeta Sahni, Director
(b)	Nature of contracts/arrangements/transactions	Rent
(c)	Duration of the contracts / arrangements / transactions	On going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On going
(e)	Date of approval by the Board	-
(f)	Amount paid as advance, if any:	-

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Mr. Ansh Sahni, Son of Director
(b)	Nature of contracts/arrangements/transactions	Rent
(c)	Duration of the contracts / arrangements / transactions	On going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On going
(e)	Date of approval by the Board	-
(f)	Amount paid as advance, if any:	-

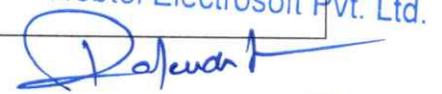
Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Mr. Shivansh Kapoor, Son of Director
(b)	Nature of contracts/arrangements/transactions	Rent
(c)	Duration of the contracts / arrangements / transactions	On going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On going
(e)	Date of approval by the Board	-
(f)	Amount paid as advance, if any:	-

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Ms. Suruchi Kapoor, Director's Wife
(b)	Nature of contracts/arrangements/transactions	Security Deposit for Rent and Rent
(c)	Duration of the contracts / arrangements / transactions	On going

For Webtel Electrosoft Pvt. Ltd.

For Webtel Electrosoft Pvt. Ltd.


Director


Director

WEBTEL ELECTROSOFT PRIVATE LIMITED

(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On going
(e)	Date of approval by the Board	-
(f)	Amount paid as advance, if any:	1,69,830

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	M/s Rajeev Khandelwal HUF, Director's HUF
(b)	Nature of contracts/arrangements/transactions	Rent
(c)	Duration of the contracts / arrangements / transactions	On going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On going
(e)	Date of approval by the Board	-
(f)	Amount paid as advance, if any:	10,40,040

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	M/s Vijay Sahni HUF, Director's HUF
(b)	Nature of contracts/arrangements/transactions	Rent
(c)	Duration of the contracts / arrangements / transactions	On going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On going
(e)	Date of approval by the Board	-
(f)	Amount paid as advance, if any:	1,17,000

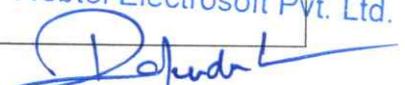
Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	M/s Rajender Kapoor HUF, Director's HUF
(b)	Nature of contracts/arrangements/transactions	Rent
(c)	Duration of the contracts / arrangements / transactions	On going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On going
(e)	Date of approval by the Board	-
(f)	Amount paid as advance, if any:	1,17,000

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	M/s Webtel Enterprise Solution Private Limited, Subsidiary Company
(b)	Nature of contracts/arrangements/transactions	Professional Fee
(c)	Duration of the contracts / arrangements / transactions	On-going

For Webtel Electrosoft Pvt. Ltd.

For Webtel Electrosoft Pvt. Ltd.

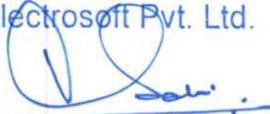

Director


Director

WEBTEL ELECTROSOFT PRIVATE LIMITED

(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	On- going
(e)	Date of approval by the Board	-
(f)	Amount paid as advance, if any:	54,75,000

For Webtel Electrosoft Pvt. Ltd.


Director

Vijay Sahni
(Director)
DIN:- 00001958
Add:- L-53, 1st Floor,
Kirti Nagar, New Delhi, Delhi - 110015

Place: New Delhi
Date: 29th August, 2024

For Webtel Electrosoft Pvt. Ltd.


Director

Rajender Kapoor
(Director)
DIN:- 00001972
Add: A-121, 2nd Floor, Lok Vihar, Pitam
Pura, New Delhi, Delhi - 110034



Independent Auditor's Report

To the Members of M/s Webtel Electrosoft Private Limited

Report on the Financial Statement

Opinion

We have audited the accompanying financial statements of **M/s Webtel Electrosoft Private Limited. ("the Company")**, which comprise the Balance Sheet as at 31st March, 2024 and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st 2024, its profit and cash flows for the year ended on that date

Basis for Opinion

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

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, we conclude based on the work we have performed, on the other information obtained prior to the date of this Auditor's Report 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 for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Financial Statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This

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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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the 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 Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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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.

Report on other legal and Regulatory Requirements

1. (A) As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the Basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.



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f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

(B) 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 from time to time, 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, wherever applicable, of pending litigations as at March 31, 2024 on its financial position in its financial statements.
- ii. The Company did not have any long-term contract including derivative contract as at March 31, 2024, which may lead to any foreseeable losses.
- iii. There has been no delay in transferring amount, required to be transferred, to the Investor Education and Protection Fund by the Company during the Year ended March 31, 2024. It is reported that company has not declared any dividend during the financial year. Hence, compliance related to section 123 of Companies Act, 2013 is not applicable.
- iv. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner

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whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The management has represented, that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on audit procedures which we 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 (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material mis-statement.

- v. Based on our examination which included test checks, the company has used accounting software for maintaining its books of accounts for the financial year ended on March 31st, 2024 which has the feature of recording audit trail (edit lock facility) and the same has been operated through the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tempered with.



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- 2 As required by 'the Companies (Auditor's Report) Order, 2020', issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to as the "order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure "B" a statement on the matters specified in paragraph 3 and 4 of the Order.

For HARVINDER ARORA & ASSOCIATES
Chartered Accountants
Firm Registration No. : - 014556N




(HARVINDER SINGH)
(PROPRIETOR)

Membership No. : 094031

Place: NEW DELHI

Date: 29/08/2024

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ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on other Legal and Regulatory Requirements’ of our report of even date)

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”).

We have audited the internal financial controls over financial reporting of **M/s Webtel Electrosoft Private Limited** (“the Company”) as of March 31, 2024 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accounts of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 have audited it in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial reporting (the ‘Guidance Note’) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable for examination 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

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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 risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a bases 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 financial statements for external purposes in accordance with generally accepted accounting principal. A company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenances of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or dispositions of the company's assets that could have a material effect on the financial statement.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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Because of inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management overrides of control, material misstatement 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 controls over financial reporting may become inadequate because of changes in condition, or that the degree of the 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, 2024, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For HARVINDER ARORA & ASSOCIATES

Chartered Accountants

Firm Registration No.: - 014556N



A blue ink handwritten signature, appearing to be 'HS', written over a horizontal line.

(HARVINDER SINGH)

(PROPRIETOR)

Membership No: 094031

Place: NEW DELHI

Date: 29/08/2024

(UDIN: - 24094031BKCOAD8689)

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of the Independent Auditors’ Report of even date to the members of M/s Webtel Electrosoft Private Limited on the financial statements as of and for the year ended March 31, 2024)

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

(i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

(B) The company is maintaining proper records showing full particulars of intangible assets;

(b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification and discrepancies which were found, the same have been properly dealt with in the books of account;

(c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.

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(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

(b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company and no material variation has been found during the audit.

(iii) The company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Accordingly, clause 3(iii)(b) to (f) of the Order is not applicable.

(A) The company has provided a loan of Rs. 4475000 during the year to its subsidiary company, and balance outstanding is Rs. 5475000 at the balance sheet.

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(B) the aggregate amount of Rs. 1131960 has been provided during the year, and balance outstanding is Rs. 4640460 at the balance sheet with respect to guarantees or security to companies, firms or any parties or any parties other than subsidiaries, joint ventures and associates during the year;

(C) the aggregate amount of Rs. 4954583.66 during the year, and balance outstanding is Rs. 5704384.11 at the balance sheet date with respect to advances to companies, firms or any parties other than subsidiaries, joint ventures and associates during the year;

(b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;

(c) No amount has been provided in respect of loans and advances in the nature of loans, where the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;

(iv) According to the information and explanations given to us, the company has not entered into any transaction in the nature of loans, investments, guarantees, and security which attracts provisions of sections 185 and 186 of the Companies Act.

(v) In our opinion and according to the information and explanations given to us, the information and explanations given to us, the Company has not accepted any deposit during the year. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company in



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respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) (a) In our opinion and according to the information and explanations given to us, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and any other statutory dues to the appropriate authorities. On the examination of books of accounts, no undisputed amounts is payable in respect of the aforesaid dues which were outstanding as at 31st March, 2024 for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us and the records of the Company examined by us, no statutory dues referred to in sub-clause (a) have not been deposited on account of any dispute as on the balance sheet date.

Sl. No.	TYPE	Year to which demand relate	Nature of demand	Pending amount (in Rs.)	Forum where dispute is pending	Date of filing the application
1	GST	2017-18	Assessment under section 73 of GST Act	Rs. 691168	CGST Commissionerate, New Delhi	16/03/2024 Appeal filed

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(viii) According to the information and explanations given to us, no transactions, which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) According to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records, the company is not declared as 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, the company has not raised any money by way of term loans during the year.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.



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(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

(x) (a) According to the information and explanations given to us, the company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made preferential allotment or private placement of shares during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with. The funds raised have been used for the purposes for which the funds were raised.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) 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 including the representation made to us by the management, there was not whistle-blower complaints received during the year by the company.

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(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, the company is in compliance with section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related party and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) Internal Audit as per section 138 of companies Act, 2013 is not applicable to the company hence reporting under clause (xiv) of CARO, 2020 is not applicable to the company.

(xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence the provisions of section 192 of Companies Act are not applicable to the company.

(xvi) The company is not required to be registered under section 45-I of The Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b),(c) and (d) of the Order are not applicable to the Company

(xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.

(UDIN: - 24094031BKCOAD8689)



(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that, any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due;

(xx) According to the information and explanations given to us, the Company does not have any unspent amount under sub-section (5) of Section 135 of the Act in respect of any ongoing or other than ongoing project as at the expiry of the financial year. Accordingly, reporting under clause 3(xx) (a) and (b) of the Order are not applicable to the Company.

(UDIN: - 24094031BKCOAD8689)



(xxi) The reporting under clause 3(xxi) of the Order 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 HARVINDER ARORA & ASSOCIATES
Chartered Accountants



FRN: - 014556N

A handwritten signature in blue ink, appearing to be 'HS', written over the circular stamp.

(HARVINDER SINGH)

(PROPRIETOR)

Membership No. : 094031

Place: NEW DELHI

Date: - 29/08/2024

(UDIN: - 24094031BKCOAD8689)

WEBTEL ELECTROSOFT PRIVATE LIMITED

110-114, RATTAN JYOTI BUILDING - 18, RAJENDRA PLACE, NEW DELHI-110008

CIN : U72900DL2000PTC104917

BALANCE SHEET AS ON 31st MARCH, 2024

(Rs. in Thousands)

Particulars	Note	March 31, 2024	March 31, 2023
	No.	Rs.	Rs.
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	20,004.80	20,004.80
(b) Reserves and surplus	2	1,05,259.45	62,368.44
2 Share application money pending allotments			-
3 Non-current liabilities			
(a) Long-term borrowings	3	2,288.87	1,705.02
(b) Deferred tax liabilities (net)	4	112.54	0.00
(c) Other Long Term Liabilities		0.00	0.00
(d) Long term provision	5	37,898.37	33,647.58
4 Current liabilities			
(a) Short Term Borrowings	6	1,013.58	992.34
(b) Trade payables	7		
(A) total outstanding dues of MSMEs		0.00	0.00
(B) total outstanding dues of Others		2,691.10	4,605.42
(c) Other current liabilities	8	44,800.73	39,320.60
(d) Short-term provisions	9	20,899.55	5,362.43
TOTAL		2,34,968.98	1,68,006.63
B ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	10	27,610.74	21,746.05
(b) Non-current investments	11	25,713.37	44,900.84
(c) Deferred Tax Assets	12	0.00	428.84
(d) Long term loans and Advances	13	4,640.46	3,902.28
2 Current assets			
(a) Current Investments	14	27,124.36	903.65
(b) Inventories	15	1,140.40	718.13
(c) Trade receivables	16	49,300.97	28,477.14
(d) Cash and cash equivalents	17	65,250.82	47,390.69
(e) Short-term loans and advances	18	31,592.12	17,561.05
(f) Other Current Assets	19	2,595.74	1,977.97
TOTAL		2,34,968.98	1,68,006.63

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Harvinder Arora & Associates
Chartered Accountants
(Firm's Registration No. 014556N)



(C) Harvinder Singh
FCA, Proprietor

M. No. : 094031

UDIN : 24094031BKCOAD8689

Place : New Delhi

Date : August 29, 2024

For & on Behalf of the Board of Directors
WEBTEL ELECTROSOFT PRIVATE LIMITED
For Webtel Electrosoft Pvt. Ltd.

(Vijay Sahni)
Director
DIN: 00001958

Director
(Rajender Kapoor)
Director
DIN: 00001972

WEBTEL ELECTROSOFT PRIVATE LIMITED
110-114, RATTAN JYOTI BUILDING - 18, RAJENDRA PLACE, NEW DELHI-110008
NOTES TO ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2024

NOTE 1 :- ACCOUNTING POLICIES & NOTES TO ACCOUNTS

I Statement of significant Accounting Policies

Basis of Preparation of Financial Statements

The Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of Companies Act, 2013.

Fixed Assets

Fixed Assets are stated at cost net of Value Added Tax, GST, rebates, less accumulated depreciation, amortisation and impairment loss, if any.

Depreciation

Fixed assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value.

In case of fixed assets where the useful life of assets was NIL as at 01.04.2023, the Company has adjusted the net residual value aggregating to **Rs. 22291.48** from Reserves & Surplus.

Revenue Recognition

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

Investments

Current & Long Term Investments are valued at cost.

Provision for diminution in the value of long-term investments is made only if in the opinion of the management such a decline is other than temporary.

Taxes on Income

Provision for Income Tax is made on the basis of estimated taxable income for the year at current rates. Tax expense comprise both current tax and deferred tax at the applicable enacted or substantively enacted rates. Current tax represents the amounts of income tax payable/recoverable in respect of the taxable income/loss for the reporting year. Deferred tax represents the effect of timing difference between taxable income and accounting income for the reporting year that originate in once year and are capable of reversal in one or more subsequent years.

Cont... 2 ...



For Webtel Electrosoft Pvt. Ltd.


Director

NOTES TO ACCOUNTS:-

I. Balance Sheet

Contingent Liabilities not provided for: NIL.

II. Profit & Loss Account

1. Auditors' Remuneration

(Rs. in Thousands)

	2023-24	2022-23
Statutory Auditors		
-Statutory Audit Fees	47.50	47.50
-Other Audit Fees	-	-
-Others	-	-
Total	47.50	47.50

2. Directors' Remuneration

	2023-24	2022-23
Amount of Directors' Remuneration	7,664.80	7,075.20

3. Related Parties as identified by the management are classified as below.

Related Party	Relation	Nature	Security Rent B/f	2023-24	2022-23
Rajender Kapoor	Director	Remuneration, Deposit & Rent	523.26	3,727.57	3,230.52
Vijay Sahni	Director	Remuneration, Deposit & Rent	519.48	3,621.53	2,760.96
Sangeeta Sahni	Director	Remuneration, Deposit & Rent	144.72	1,772.74	1,658.64
Rajeev Khandelwal	Director	Remuneration	0.00	1,950.00	1,800.00
Sunita Khandelwal	Wife of Director	Remuneration	0.00	966.00	966.00
Sanjay Kapoor	Brother of Director	Remuneration	0.00	1,084.92	1,016.47
Aashna Sahni	Daughter of Director	Remuneration	0.00	598.44	589.28
Ansh Sahni	Son of Director	Deposit & Rent	554.45	449.82	450.36
Shivansh Kapoor	Son of Director	Deposit & Rent	554.45	449.82	450.36
Suruchi Kapoor	Wife of Director	Deposit & Rent	0.00	241.96	0.00
Vinod Sahni (Scan Computer Services)	Brother of Director	Purchase of Assets	0.00	1,997.35	3,627.34
Rajeev Khandelwal HUF	Director's HUF	Deposit & Rent	520.02	1,040.04	1,040.04
Vijay Sahni HUF	Director's HUF	Deposit & Rent	0.00	117.00	0.00
Rajender Kapoor HUF	Director's HUF	Deposit & Rent	0.00	117.00	0.00
Webtel Enterprise Solutions P Ltd.	Subsidiary Company	Professional Fee	0.00	13,982.87	6,719.27
Total			2,816.37	32,117.06	24,309.24

4. Expenditure incurred in foreign exchange:

During the year the Company has incurred an amount of **Rs. 26,41,378.92** in foreign exchange on business expenditure. And we have foreign currency equivalent to **Rs. 238,303.28** in hand.

5. Export of services during the year:

During the year the Company earned **Rs. 585,88,416.25** in foreign exchange on account of Software services.

6 Capital Structure

During the period under review, there is no change in the authorised share capital. The Issued, Subscribed and Paid up Capital stood at Rs. 2,00,04,800/- as on March 31, 2024 consisting of 20,00,480 Equity shares of Rs.10/- each. On 6th August 2024 with the approval of shareholder by ordinary resolution the Board has made an alteration in the Article of association and an increase in the authorised share capital was made and it stood at Rs.8,10,00,000/- (Rupees Eight Crore Ten Lakh) from Rs. 2,10,00,000/- (Rupees Two Crore Ten Lakh). On 9th August 2024 with the approval of shareholder by ordinary resolution the Board has made another alteration in the Article of association and an increase in the authorised share capital made and it stood at Rs. 8,70,00,000/- (Rupees Eight Crore Seventy Lakh) from Rs. 8,10,00,000/- (Rupees Eight Crore Ten Lakh).



7 Bonus Shares

No Bonus Shares issued during the year under review. On 9th August 2024 with the approval of the shareholder, Board decided to issue 60,01,440 Bonus Shares on the ratio of 1:3 [i.e. 3 (Three) fully paid up equity shares for every 1 (One) equity shares held] to the shareholders as on the date 7th August 2024 by utilizing out its free reserves and the allotment of the shares are made on 23rd August 2024. On 29th August 2024 with the approval of shareholder through a special resolution, an approval of Private placement offer letter is made.

8 Material Changes and Commitments, if any, affecting the financial position of the company

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report. On 10th June 2024 with the approval of the shareholder through a special resolution an alteration is made in the memorandum of association in its name clause and the name is substituted from WEBTEL ELECTRO SOFT PRIVATE LIMITED to WEBTEL ELCTROSOFT PRIVATE LIMITED. On 30th July 2024, with the approval of the shareholders through a special resolution, the company initiated its conversion to a Public Limited Company. Subsequently, an application for conversion was submitted to the Registrar of Companies (ROC) for approval. Upon receiving the approval, the company's name will change from WEBTEL ELECTROSOFT PRIVATE LIMITED to WEBTEL ELECTROSOFT LIMITED.

9 Details of Subsidiary/Joint Ventures/Associate Companies

A Loan of Rs. 5475000 given to subsidiary company "Webtel Enterprise Solutions Private Limited". The statement in Form AOC-1 containing the salient features of the financial statements of M/S WEBTEL ENTERPRISE SOLUTIONS PRIVATE LIMITED, subsidiary Company and LIVE WITH TRUE VALUE DEVELOPERS PRIVATE LIMITED, associate company is attached to the Financial Statements of the Company.

10. Previous Year figures have been regrouped & reclassified as and where required.

In terms of our report attached.

For Harvinder Arora & Associates
Chartered Accountants
(Firm's Registration No. 014556N)



(CA Harvinder Singh)
FCA, Proprietor
M. No. : 094031
UDIN : 24094031BKCOAD8689
Place : New Delhi
Date : August 29, 2024

WEBTEL ELECTROSOFT PRIVATE LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Note -1. SHARE CAPITAL

(Rs. in Thousands)

Particulars	March 31, 2024		March 31, 2023	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised				
2100000 Equity shares of Rs.10/- each with voting rights	2100000	21,000.00	2100000	21,000.00
(b) Issued, Subscribed and Paid up				
2000480 Equity shares of Rs.10/- each with voting rights	2000480	20,004.80	2000480	20,004.80
Total	2000480	20,004.80	20,00,480	20,004.80

List of Shareholders holding more than 5% share capital

Name of Shareholders	No. of Shares	%	Value/Share	Total Value
Mr. Vijay Sahni	678480	33.78%	10	6,784.80
M/s Live with True Value Developers Pvt. Ltd.	416000	20.71%	10	4,160.00
Mr. Rajender Kapoor	168448	8.39%	10	1,684.48
Mrs. Sangeeta Sahni	102240	5.09%	10	1,022.40
Mr. Satish Rastogi	160000	7.97%	10	1,600.00

In terms of our report attached.

For Harvinder Arora & Associates
Chartered Accountants
 (Firm's Registration No. 014556N)

 **Harvinder Singh**
 FCA, Proprietor

M. No. : 094031
 UDIN : 24094031BKCOAD8689
 Place : New Delhi
 Date : August 29, 2024

For & on Behalf of the Board of Directors
WEBTEL ELECTROSOFT PRIVATE LIMITED


(Vijay Sahni)
 Director
 DIN: 00001958


(Rajender Kapoor)
 Director
 DIN: 00001972

WEBTEL ELECTROSOFT PRIVATE LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Note 2 RESERVES AND SURPLUS

(Rs. in Thousands)

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
(B) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	62,368.44	58,374.43
Add: Profit / (Loss) for the year	42,913.30	4,012.05
Less:- WDV of Assets with Nil Useful Life as on 1-4-2023	-22.29	-18.04
Closing balance	1,05,259.45	62,368.44
Total	1,05,259.45	62,368.44

Note 3 LONG TERM BORROWINGS

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
SECURED LOANS		
Term Loans from Banks	2,288.87	1,705.02
TOTAL	2,288.87	1,705.02

Note 4 DEFERRED TAX LIABILITIES (NET)

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
On account of timing difference of depreciation-		
Opening Balance	-428.84	-0.00
Provision for current year	541.37	0.00
TOTAL	112.54	0.00

Note 5 LONG TERM PROVISION

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Provision for Leave Encashment	7,185.83	6,389.72
Provision for Gratuity	30,712.54	27,257.86
TOTAL	37,898.37	33,647.58

Note 6 SHORT TERM BORROWINGS

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
SECURED LOANS		
Current Maturities of Long term debt	1,013.58	992.34
TOTAL	1,013.58	992.34

Note 8 OTHER CURRENT LIABILITIES

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Salary Payable	21,950.70	18,036.60
Auditor Remuneration Payable	36.00	36.00
Other Expenses Payable	1,830.36	1,918.46
Duties & Taxes	6,972.99	5,381.58
Cash Credit Limit Account	14,010.69	13,947.96
Total	44,800.73	39,320.60



For Webtel Electrosoft Pvt. Ltd.

Dafwark
[Signature]
Director

Note 9 SHORT TERM PROVISIONS

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
(a) Provision for employee benefits		
Provision for Leave Encashment	184.22	160.04
Provision for Gratuity	771.77	702.39
(b) Provision - for TAX		
Provision for Income Tax(Current Year)	19,943.56	4,500.00
Total	20,899.55	5,362.43

In terms of our report attached.

For Harvinder Arora & Associates
Chartered Accountants
(Firm's Registration No. 014556N)



(C.A. Harvinder Singh)

FCA, Proprietor

M. No. : 094031

UDIN : 24094031BKCOAD8689

Place : New Delhi

Date : August 29, 2024

For & on Behalf of the Board of Directors

WEBTEL ELECTROSOFT PRIVATE LIMITED

For Webtel Electrosoft Pvt. Ltd.

(Vijay Sahni)

Director

DIN: 00001958

Director

(Rajender Kapoor)

Director

DIN: 00001972

WEBTEL ELECTROSOFT PRIVATE LIMITED

Note 11 NON CURRENT INVESTMENTS

(Rs. in Thousands)

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Term Deposit	23,813.37	43,625.84
Investment in Subsidiaries	1,900.00	1,275.00
Total	25,713.37	44,900.84

Note 12 DEFFERED TAX ASSETS

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
On account of timing difference of depreciation-		
Opening Balance	428.84	1,307.03
Provision for current year	0.00	-878.20
Balance transfer to Deffered Tax Liability	-428.84	-0.00
Total	0.00	428.84

Note 13 LONG TERM LOANS AND ADVANCES

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Security Deposits	4,640.46	3,902.28
Total	4,640.46	3,902.28

Note 14 CURRENT INVESTMENTS

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Investment in Shares	27,124.36	903.65
Total	27,124.36	903.65

Note 15 INVENTORIES

(At lower of cost and net realisable value)

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Finished Goods	1,140.40	718.13
Total	1,140.40	718.13

Note 17 CASH AND CASH EQUIVALENTS

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
A) Cash In Hand	956.88	749.33
B) Foreign Currency(Cash and Card)	238.30	197.98
C) Bank Balance	45,216.84	39,841.26
D) Term Deposit	27,817.33	15,506.59
Less : Bank OD Gen against Term Deposit	-8978.54	-8904.48
Total	65,250.82	47,390.69



For Webtel Electrosoft Pvt. Ltd.

[Signature]
Director

Note 18 SHORT TERM LOANS AND ADVANCES

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Advances to Suppliers	5,704.38	749.80
Salary Advances to Employees	5,328.88	2,030.61
Other Advances to Employees	1,151.56	430.58
Loan to Subsidiary company	5,475.00	1,000.00
Others		
Withholding & Other Tax Receivables	13,932.31	13,350.07
Total	31,592.12	17,561.05

Note 19 OTHER CURRENT ASSETS

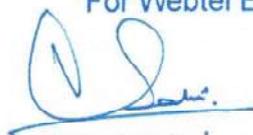
Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
C) other		
Interest Accrued on Term deposits	1,651.55	584.39
Prepaid Expenses	944.19	1,393.58
Total	2,595.74	1,977.97

In terms of our report attached.
For Harvinder Arora & Associates
Chartered Accountants
(EI No. Registration No. 014556N)

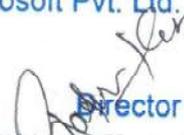


(CA Harvinder Singh)
FCA, Proprietor
M. No. : 094031
UDIN : 24094031BKCOAD8689
Place : New Delhi
Date : August 29, 2024

For & on Behalf of the Board of Directors
WEBTEL ELECTROSOFT PRIVATE LIMITED
For Webtel Electrosoft Pvt. Ltd.


(Vijay Sahni)

Director
DIN: 00001958


Director

Director
DIN: 00001972

Note 7 TRADE PAYABLES

Figures as on March 31, 2024

(Rs. in Thousands)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	2,691.10	-	-	-	2,691.10
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
Total	2,691.10	0.00	0.00	0.00	2,691.10

Figures as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	4,605.42	-	-	-	4,605.42
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
Total	4,605.42	0.00	0.00	0.00	4,605.42

Note 16 TRADE RECEIVABLES

Figures as on March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables-Considered Goods	33,940.51	11,014.44	1,695.93	1,366.47	1,283.62	49,300.97
Undisputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-

Figures as on March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables-Considered Goods	22,003.29	4,027.90	200.00	1,370.08	875.88	28,477.14
Undisputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-



For Webtel Electrossoft Pvt. Ltd.

[Signature]
Director

Note -10

**WEBTEL ELECTROSOFT PRIVATE LIMITED
STATEMENT OF FIXED ASSETS, AS ON 31ST MARCH 2024**

(Rs. in Thousands)

PARTICULARS	RATE OF DEPRECIATION	G R O S S ----- B L O C K				D E P R E C I A T I O N				N E T -- B L O C K		
		AS ON 01/04/2023	ADDITIONS Before 30.09.2023	ADDITIONS After 30.09.2023	SALE during the year	AS ON 31.3.2024	UP TO 01.04.2023	FOR THE YEAR	AS ON 31.03.2024	Adjusted from Retained Earnings	AS ON 31.03.2024	AS ON 31.03.2023
EQUIPMENT	13.91%	7,873.05	286.41	856.42	0.00	9,015.88	4,791.16	648.64	5,439.81	20.61	3,555.47	3,066.76
PLANT & MACHINERY	40.00%	31,515.37	3,342.95	9,647.40	25.88	44,479.84	24,353.11	8,160.71	32,513.82	607.08	11,358.95	6,571.99
MOTOR CARS	13.91%	8,879.14	0.00	1,965.27	1.26	10,843.14	5,982.53	1,330.87	7,313.40	48.95	3,480.79	2,865.95
BUILDING	5.00%	6,685.51	0.00	0.00	0.00	6,685.51	660.65	155.01	815.65	0.00	5,869.86	6,024.87
FURNITURE & FITTING	18.10%	9,293.08	98.66	952.63	0.00	10,344.37	6,019.86	522.10	6,941.95	56.74	3,345.67	3,216.48
TOTAL		64,246.15	3,728.03	13,421.71	27.14	81,368.75	41,807.31	11,217.33	53,024.63	733.38	27,610.74	21,746.05
PREVIOUS YEAR		54,581.21	4,687.69	4,977.26	0.00	64,246.15	31,353.48	10,453.82	41,807.31	692.80	21,746.05	

In terms of our report attached.
For Harvinder Arora & Associates
Chartered Accountants
(Firm's Registration No. 014556N)



Harvinder Singh
FCA & Proprietor

M. No. : 094031

UDIN : 24094031BKCOAD8689

Place : New Delhi

For & on Behalf of the Board of Directors
WEBTEL ELECTROSOFT PRIVATE LIMITED

For Webtel Electrosoft Pvt. Ltd.

Vijay Sahni
Director

(Vijay Sahni)
Director

DIN: 00001958

Rajender Kapoor
Director

(Rajender Kapoor)
Director

DIN: 00001972

I Title deeds of immovable Property not held in name of the Company

Relevant line items in the Balance sheets	Descriptions of item of property	Gross carrying Value	Title deeds of immovable Property not held in name of the Company	Whether title deed holder is a promoter, director or relative of Promoter' director or employee of promoters/ director	Property held since which date	Reason for not being held in the name of company

II Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017

III Where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

- (a) repayable on demand or
- (b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan and Advance in the nature of Loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters		
Directors		
KMPs		
Related Parties		

IV Capital Work In Progress (CWIP)

(a) For Capital-work-in progress, following ageing schedule shall be given

CWIP	Amount in CWIP for a period of		Total
	Less than 1 year	1-2 years	
Projects in progress			
Projects temporarily suspended			
		More than 3 years	

(b) For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following

CWIP	To be Completed in		Total
	Less than 1 year	1-2 years	
Project 1			
Project 2			
		More than 3 years	

V Intangible assets under development:

(a) For Intangible assets under development:

Intangible Assets under Development	Amount in CWIP for a period of		Total
	Less than 1 year	1-2 years	
Project 1			
Project 2			
		More than 3 years	

(b) Intangible assets under development completion schedule

Intangible Assets under Development	To be Completed in		Total
	Less than 1 year	1-2 years	
Project 1			
Project 2			
		More than 3 years	



For Webtel Electrossoft Pvt. Ltd.
Devidh

VI Details of Benami Property held

NA

VII Where the Company has borrowings from banks or financial institutions on the basis of current assets

(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.
Yes, we have been availing two Limits (i) CC Limit (ii) OD Gen Limit against FD.

(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed

VIII Wilful Defaulter

- Date of declaration as wilful defaulter.
- Details of defaults (amount and nature of defaults).

Relationship with Struck off Companies

Where the company has any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details:-

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed
NA	Investments in securities	0	NA
NA	Receivables	0	NA
NA	Payables	0	NA
NA	Shares held by struck-off Company	0	NA
NA	Other outstanding balances (to be specified)	0	NA

x Registration of charges or satisfaction with Registrar of Companies

Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed.
No, All registration of charges have been already filed with the registrar of companies.

XI Compliance with number of layers of companies

Where the company has not complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, the name and CIN of the companies beyond the specified layers and the relationship/extent of holding of the company in such downstream companies shall be disclosed.
Not Applicable

XI Ratios

Ratios	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change
Debt Equity Ratio	Debt Capital	Shareholder's Equity	0.03	0.03	-0.01
Debt Service coverage ratio	EBITDA	Debt Service (Int+Principal)	52.50	22.06	40.44
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.61	0.12	0.49
Inventory Turnover Ratio	COGS	Average Inventory	4.04	1.46	2.59
Trade Receivables turnover ratio	Net Sales	Average trade receivables	9.93	9.40	0.53



For Webtel Electrossoft Pvt. Ltd.
 [Signature]
 Director

Trade payables turnover ratio	Total Purchases (Fuel Cost + Other Expenses) - Closing Inventory - Opening Inventory)	Closing Trade Payables	1.55	0.24	1.31
Net capital turnover ratio	Sales	Working capital (CA-CL)	3.57	6.06	-2.49
Net profit ratio	Net Profit	Sales	0.16	0.03	0.13
Return on Capital employed	Earnings before interest and tax	Capital Employed	0.51	0.12	0.39
Return on investment	Net Profit	Investment	0.51	0.12	0.39

XII Compliance with approved Scheme(s) of Arrangements

Where any Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, the Company shall disclose that the effect of such Scheme of Arrangements have been accounted for in the books of account of the Company 'in accordance with the Scheme' and 'in accordance with accounting standards' and deviation in this regard shall be explained

Not Applicable

XIII Utilisation of Borrowed funds and share premium:

NIL

In terms of our report attached.

For Harvinder Arora & Associates
Chartered Accountants
(Firm's Registration No. 014556N)



CA, Proprietor

M. No. : 094031

UDIN : 24094031BKCOAD8689

Place : New Delhi

Date : August 29, 2024

For & on Behalf of the Board of Directors

WEBTEL ELECTROSOFT PRIVATE LIMITED
For Webtel Electrosoft Pvt. Ltd.

(Vijay Sahni)

Director

DIN: 00001958

(Rajdeep Chatterjee)

Director

DIN: 00001972

WEBTEL ELECTROSOFT PRIVATE LIMITED
110-114, RATTAN JYOTI BUILDING - 18, RAJENDRA PLACE, NEW DELHI-110008
CIN : U72900DL2000PTC104917

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2024

(Rs. in Thousands)

Particulars	Note	March 31, 2024	March 31, 2023
	No.	Rs.	Rs.
I Revenue from operations (gross)	20	3,86,212.21	2,83,332.69
Revenue from operations (net)		3,86,212.21	2,83,332.69
II Other Income	21	20,309.21	3,511.68
III Total Income (I+II)		4,06,521.42	2,86,844.37
IV Expenses			
(a) Cost of materials consumed	22	3,757.06	907.44
(d) Employee benefits expenses	23	2,31,738.77	1,94,307.47
(e) Finance costs	24	695.92	263.45
(f) Depreciation and amortisation expenses	10	11,217.33	10,453.82
(g) Other expenses	25	95,391.57	71,217.49
Total Expenses		3,42,800.65	2,77,149.67
V Profit before exceptional and extraordinary item and tax		63,720.77	9,694.70
VI Exceptional Items		-	-
VII Profit before extraordinary items and tax		63,720.77	9,694.70
VIII Extraordinary Items		-	-
IX Profit before Tax		63,720.77	9,694.70
X Tax Expense:			
(a) Current tax expense		19,943.56	4,500.00
(b) Deferred tax		541.37	878.20
(c) For Income Tax for earlier Years		322.54	304.45
XI Profit / (Loss) for the period from continuing operations		42,913.30	4,012.05
XII Profit / (Loss) from discontinuing operations		-	-
XIII Tax from discontinuing operations		-	-
XIV Profit/ (Loss) from discontinuing operations		-	-
XV (Profit) for the Period		42,913.30	4,012.05
XVI Earning per equity share:			
(1) Basic		21.45	2.01
(2) Diluted		21.45	2.01

In terms of our report attached.

For Harvinder Arora & Associates
Chartered Accountants
(Firm's Registration No. 014556N)

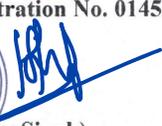
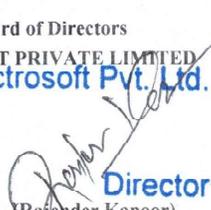


Harvinder Singh
FCA, Proprietor
M. No. : 094031.
UDIN : 24094031BKCOAD8689
Place : New Delhi
Date : August 29, 2024

For & on Behalf of the Board of Directors
WEBTEL ELECTROSOFT PRIVATE LIMITED
For Webtel Electrosoft Pvt. Ltd.


(Vijay Sahni)
Director
DIN: 00001958


Director
Director
DIN: 00001972

WEBTEL ELECTROSOFT PRIVATE LIMITED		
NOTES ANNEXED TO AND FORMING PART OF THE PROFIT & LOSS ACCOUNT		
Note 19 REVENUE FROM OPERATIONS		(Rs. in Thousands)
Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Income from Software & Other Services	3,86,212.21	2,83,332.69
Total Income	3,86,212.21	2,83,332.69
Note 20 OTHER INCOME		
Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Interest Income	3,669.12	3,090.44
Other Income	16,640.09	421.24
Total	20,309.21	3,511.68
Note 21 COST OF MATERIALS CONSUMED		
Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Opening stock	718.13	528.30
Add: Purchases		
Domestic	4,179.34	1,097.27
	4,179.34	1,097.27
Less: Closing stock		
	1,140.40	718.13
Cost of material consumed	3,757.06	907.44
Note 22 EMPLOYEE BENEFIT EXPENSES		
Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Salaries and wages	2,16,797.72	1,80,245.07
Director Remuneration	7,664.80	7,075.20
EPF Employer Contribution	5,283.74	5,063.87
ESI Employer Contribution	360.63	332.83
Staff Welfare	1,631.87	1,590.49
Total	2,31,738.77	1,94,307.47
Note 23 FINANCE COST		
Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
Bank Charges	302.35	68.86
Interest on Taxes	14.78	4.52
Bank Interest	378.79	190.07
Total	695.92	263.45
<p>In terms of our report attached. For Harvinder Arora & Associates Chartered Accountants (Firm's Registration No. 014556N)</p>		
<p>For & on Behalf of the Board of Directors WEBTEL ELECTROSOFT PRIVATE LIMITED For Webtel Electrosoft Pvt. Ltd.</p>		
 Harvinder Singh FCA, Proprietor M. No. : 094031 UDIN : 24094031BKCOAD8689 Place : New Delhi Date : August 29, 2024	 (Vijay Sahni) Director DIN: 00001958	 Director Rajender Kapoor Director DIN: 00001972

Note 24 OTHER EXPENSES

Particulars	March 31, 2024	March 31, 2023
	Rs.	Rs.
(A) DIRECT EXPENSES		
Generator Exp.	195.00	170.00
Power & Fuel Expenses	2,459.64	1,842.99
Domain & Other development Expenses	27,516.26	15,298.41
Software Expenses	3,810.11	1,967.37
Data Processing Charges	0.00	350.00
Connectivity Charges	572.40	572.40
Professional Fees	25,788.99	19,857.76
Total (A)	60,342.41	40,058.93
(B) INDIRECT EXPENSES		
Rent	11,521.92	9,224.17
Repair & Maintenance (Office)	1,907.87	1,900.08
Computer Repair & Maintenance	886.47	645.83
Vehicle Running & Maintenance Expenses	387.37	395.68
Vehicle Insurance	100.52	80.95
Fee & taxes	176.90	123.99
Communication Exp	1,980.86	1,929.04
Travelling Expenses	2,878.59	1,962.53
Conveyance	6,515.47	5,992.19
Other Legal and Professional Fees	1,139.59	2,001.63
Advertisement Charges	1,267.05	580.70
Sales Promotion	1,207.02	720.40
Commission Paid	1,646.97	3,638.78
Auditors Remuneration	47.50	51.50
Festival Celebration & Gift Exp.	971.66	909.56
Printing & Stationery	448.74	302.67
Profit/Loss on Forex	641.93	31.97
Bad Debts	0.95	97.55
Miscellaneous Expenses	54.06	56.10
Office Expenses	223.44	165.22
Donation	11.00	2.10
Others	1,033.28	345.92
Total (B)	35,049.16	31,158.55
Total (A+B)	95,391.57	71,217.49

In terms of our report attached.

**For Harvinder Arora & Associates
Chartered Accountants**

(Firm's Registration No. 014556N)



(**Harvinder Singh**)

FCA, Proprietor

M. No. : 094031

UDIN : 24094031BKCOAD8689

Place : New Delhi

Date : August 29, 2024

For & on Behalf of the Board of Directors

WEBTEL ELECTROSOFT PRIVATE LIMITED

For Webtel Electrosoft Pvt. Ltd.

(**Vijay Sahni**)

Director

DIN: 00001958

(**Rajender Kapoor**)

Director

DIN: 00001972