

## NOTICE OF ANNUAL GENERAL MEETING

**WEBTEL ELECTROSOFT LIMITED**  
**(ERSTWHILE WEBTEL ELECTROSOFT PRIVATE LIMITED)**  
**CIN: U72900DL2000PLC104917**  
**REGISTER OFFICE: 110-114, FIRST FLOOR 18 RATTAN**  
**JYOTI BUILDING, RAJENDRA PLACE, NEW DELHI, DELHI - 110008**

### NOTICE

**NOTICE** is hereby given that the **25<sup>th</sup> ANNUAL GENERAL MEETING** of the members of Webtel Electrosoft Limited (*Erstwhile Webtel Electrosoft Private Limited*) will be held on Friday, 19<sup>th</sup> of September, 2025 at 11.00 A.M. at the registered office of the company at 110-114, 1st Floor, 18 Rattan Jyoti Building, 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 31<sup>st</sup> March, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To consider and if thought fit, to pass the following resolution as Ordinary Resolution for approving appointment of Mr. Vijay Sahni (DIN: 00001958), Whole Time Director who retires by rotation and being eligible offers himself for re-appointment.:

**“RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. Vijay Sahni (DIN: 00001958) who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a Whole Time Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director, Company Secretary be and are hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs (MCA) and do all other acts, deeds and things as may be required in this regard.”

### SPECIAL BUSINESS

3. To consider and approve alteration of Articles of Association of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules thereunder (including any statutory modifications or re-enactment thereof from time to time) and approval of Board of Directors, the consent of the members of the Company be and is hereby accorded to alter the existing Articles of

Association ("AOA") of the Company on account of modification in Clause 46 and Clause 68 relating to Proceeding at General Meeting and Proceeding of the Board mentioned as under:

**46. The Chairperson of the Board of Directors as decided by the Board shall be entitled to take the chair at every General Meeting whether annual or extraordinary. If there is no such Chairperson of the Board of Directors or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair then the Members present shall elect another Director as Chairperson and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairperson of the meeting.**

**68. (a) The Board of Director will decide in each meeting or in the beginning of the year to appoint any of the Director in the meeting to act as the Chairperson throughout the year. If at any meeting of the Board the Chairperson is not present within five minutes after the time appointed for holding the same the Director present may choose one of the Director present to preside at the meeting.**

**(b) Subject to Section 203 of the Act and rules made there under one person can act as the Chairperson as well as the Managing Director or Chief Executive Officer at the same time.**

**RESOLVED FURTHER THAT** Mr. Vijay Sahni (DIN: 00001958) Whole time Director of the company be and are hereby authorized to file necessary e-forms with the Ministry of Corporate Affairs (MCA) and do all other acts, deeds and things as may be required in this regard."

**By the Order of the Board,**

For Webtel Electrosoft Limited



Company Secretary

Neetu Verma

Company Secretary

Date: 20<sup>th</sup> August 2025

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 : U72900DL2000PLC104917

Name of the Company : **Webtel Electrosoft 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 25<sup>th</sup> Annual general meeting of the company, to be held on Friday, 19<sup>th</sup> Day of September, 2025 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 \_\_\_\_\_ 2025

Affix  
Revenue  
Stamp

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.**

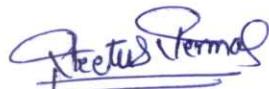
**NOTES:-**

- 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.

**By the Order of the Board,**



Neetu Verma  
Company Secretary

**Date: 20<sup>th</sup> August 2025**

**Place: New Delhi**

# BOARD REPORT

FINANCIAL YEAR  
2024-2025

WEBTEL ELECTROSOFT LIMITED

**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile Webtel Electrosoft Private Limited)*

**BOARD REPORT**

**Dear Members,**

The Board of Directors of the Company (“Board”) hereby submits the 25<sup>th</sup> board report for the financial year ended on 31<sup>st</sup> March 2025 (“Board Report”) on the business, operations and performance of Webtel Electrosoft Limited (“the Company”/ “Webtel”) along with audited financial statements of the Company. 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 on 31<sup>st</sup> March, 2025 and for the previous year ended on 31<sup>st</sup> March, 2024 are summarized as follows:

Particulars	(Amount in thousands)			
	Standalone		Consolidated	
	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2024-25	F.Y. 2023-24
<u>Revenue from Operations</u>	<u>4,87,113.60</u>	<u>3,86,212.21</u>	<u>4,88,809.41</u>	<u>3,97,970.58</u>
<u>Other Income</u>	<u>12,799.17</u>	<u>20,309.21</u>	<u>12,851.02</u>	<u>20,343.02</u>
<u>Profit before Cost of materials consumed, Interest, Employees Benefit Expenses, Depreciation, Other expenses &amp; Tax</u>	<u>4,99,912.77</u>	<u>4,06,521.42</u>	<u>5,01,660.43</u>	<u>4,18,313.60</u>
<u>Cost of materials consumed</u>	<u>1,896.39</u>	<u>3,757.06</u>	<u>1,896.39</u>	<u>3757.06</u>
<u>Finance Cost</u>	<u>1,376.40</u>	<u>695.92</u>	<u>1,376.61</u>	<u>696.21</u>
<u>Employee Benefit Expenses</u>	<u>2,79,223.94</u>	<u>2,31,738.77</u>	<u>2,79,737.62</u>	<u>2,46,787.27</u>
<u>Depreciation and amortization expenses</u>	<u>12,651.98</u>	<u>11,217.33</u>	<u>12,862.36</u>	<u>11,283.30</u>
<u>Other expenses</u>	<u>1,25,511.28</u>	<u>95,391.57</u>	<u>1,26,599.28</u>	<u>96,412.74</u>
<b><u>Net Profit Before Tax</u></b>	<b><u>79,252.80</u></b>	<b><u>63,720.77</u></b>	<b><u>79,188.16</u></b>	<b><u>59,377.01</u></b>
<u>Tax Expense</u>	<u>21,797.99</u>	<u>20266.10</u>	<u>21797.98</u>	<u>20266.10</u>
<u>Deferred Tax</u>	<u>220.63</u>	<u>541.37</u>	<u>182.04</u>	<u>535.01</u>
<b><u>Net Profit after Tax</u></b>	<b><u>57,234.18</u></b>	<b><u>42,913.30</u></b>	<b><u>57,208.14</u></b>	<b><u>38,575.90</u></b>

**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.

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

The Company has achieved a total income of **Rs. 4,99,912.77** for the year ended on 31<sup>st</sup> March, 2025. Net Profit of the Company for the year ended on 31<sup>st</sup> March, 2025, stood at **Rs. 57,234.18**

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.

**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile Webtel Electrosoft Private Limited)*

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 not transferred any 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. The Policy is disclosed on the website of the Company at <https://webtel.in/>

**6. Bonus Shares**

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

On 22<sup>nd</sup> November 2024 with the approval of the shareholders, the Board issued 42,67,690 bonus shares on the ratio of 1:2 [i.e. 1 (One) new fully paid up equity shares for every 2 (Two) equity shares held.] to the shareholders as on the date 19th November 2024 by utilizing out its free reserves and the allotment of the shares were made on 22<sup>nd</sup> November 2024.

**7. Capital Structure**

**i. Authorised Share Capital**

During the year under review, the Authorised Share Capital of the Company had increased from Rs. 2,10,00,000/- (Rupees Two Crore Ten Lakh) to Rs.18,00,00,000 (Rupees Eighteen Crore only) details of which is given as under:

S no.	Date	No. of authorized shares Increased	Nominal value (per share)
1	06/08/2024	60,00,000	10/-
2	09/08/2024	6,00,000	10/-
3	04/11/2024	93,00,000	10/-

**ii. Issued, Subscribed and Paid Up Share Capital**

The issued, subscribed and paid up share capital of the Company as on 31<sup>st</sup> March, 2025 is INR 12,80,30,710/- (Indian Rupees Twelve Crore Eighty Lakh Thirty Thousand Seven Hundred Ten Only), divided into 1,28,03,071 (One Crore Twenty Eight Lakh Three Thousand Seventy One) equity shares of INR 10/- each. Details of issuance of equity shares done by the Company during the financial year under review are given here under:

S. No.	Date of Issuance of equity shares	Brief Details	No. of equity shares
1.	23 <sup>rd</sup> August 2024	Bonus issue in the ratio of 1:3 i.e. 3 bonus equity shares for every one equity share held in the Company to the existing equity shareholders of the Company	60,01,440
2.	9 <sup>th</sup> September, 2024	Private placement*	5,33,461
3.	22 <sup>nd</sup> November 2024	Bonus issue in the ratio of 1:2 i.e. 1 bonus equity shares for every two equity share held in the Company to the existing equity shareholders of the Company	42,67,690

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\*On 29<sup>th</sup> August 2024 with the approval of shareholder through a special resolution, an approval of Private placement offer letter was 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.

**8. Annual Return**

The Annual Return for F.Y 2024-25 as required under Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available at <https://webtel.in/>

**9. 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).

**10. 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.

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

**i. Change of Name and Conversion into a Public Limited Company**

During the year under review, the shareholders of the Company, at their Extra-Ordinary General Meeting held on 10<sup>th</sup> June 2024, approved a Special Resolution for the alteration of the Name Clause of the Memorandum of Association. Pursuant to this, the name of the Company was corrected and substituted from "Webtel Electro Soft Private Limited" to "Webtel Electrosoft Private Limited". The Registrar of Companies, Delhi, issued a Fresh Certificate of Incorporation reflecting the corrected name on 23<sup>rd</sup> July 2024.

Further, the Company has been converted from a Private Limited Company to a Public Limited Company, in accordance with the applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder. The members of the Company passed a Special Resolution at the Extra-Ordinary General Meeting held on 30<sup>th</sup> July 2024, approving the conversion and the consequent alteration of the Memorandum and Articles of Association.

The Company received the Fresh Certificate of Incorporation upon conversion to a Public Limited Company from the Registrar of Companies, Delhi, on 24<sup>th</sup> October 2024. Accordingly, the name of the Company was changed from "Webtel Electrosoft Private Limited" to "Webtel Electrosoft Limited."

**ii. Proposal and Subsequent Withdrawal of Initial Public Offering (IPO)**

On 10<sup>th</sup> December 2024, with the approval of the shareholders through a Special Resolution, the Company adopted a new set of Articles of Association to align with its proposed corporate restructuring and future strategic goals.

On the same date, the shareholders also approved a Special Resolution authorizing the Company to undertake an Initial Public Offering (IPO) comprising a fresh issue of 46,16,400 equity shares, in accordance with the provisions of the Companies Act, 2013 and SEBI regulations.

However, following a detailed assessment of the prevailing market conditions and economic outlook, the Board of Directors, in the interest of long-term value creation, decided not to proceed with the IPO. Accordingly, a Resolution was passed on 5th May 2025, formally withdrawing the earlier resolution related to the proposed IPO.

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The Board remains committed to monitoring market developments and may revisit the IPO proposal in the future, should a more favorable opportunity arise.

**iii. Incorporation of a Wholly Owned Foreign Subsidiary Company**

On 5<sup>th</sup> May 2025, the Board had decided to incorporate a Wholly owned foreign Subsidiary in the Free zone company area in Dubai Silicone Oasis, Dubai in United Arab Emirates under the operating name **Webtel Technologies Solution FZCO “Free Zone Company”** or any other name approved by the respective issuing Free Zone Authority.

**12. 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.

**13. Details of Subsidiary/Joint Ventures/Associate Companies**

The statement in Form AOC-1 containing the salient features of the financial statements of **WEBTEL ENTERPRISE SOLUTIONS PRIVATE LIMITED**, subsidiary Company is annexed as **ANNEXURE-I**.

The Board has approved a “Policy for determining Material Subsidiary” of the Company viz. Webtel Electrosoft Limited and the same is available on the website of the Company which can be accessed at <https://webtel.in>

**14. 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.

**15. Auditors:**

**• 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 29<sup>th</sup> 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.

**16. Internal Financial Control Systems and their Adequacy**

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

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**17. 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.

**18. Directors & Key Managerial Personnel**

The composition of the board of directors as on 31<sup>st</sup> March, 2025 is as follows:

Name of Director	Designation	DIN	Date of Appointment
Mr. Vijay Sahni	Whole Time Director	00001958	22/07/2002
Mr. Rajender Kapoor	Whole Time Director	00001972	01/10/2004
Mrs. Sangeeta Sahni	Director	00006998	27/09/2004
Mr. Rajeev Khandelwal	Whole Time Director	03523804	01/04/2011
Ms. Rohini Aggarawal	Independent Director	01596906	25/10/2024
Mr. Manish Gupta	Independent Director	00764043	25/10/2024
Mr. Darshan Chhajer	Independent Director	01170266	07/12/2024

Appointments and Changes in Key Managerial Personnel and Directors

On 19<sup>th</sup> June 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.

Subsequently, on **7th December 2024**, the Board further designated **Ms. Neetu Verma**, Company Secretary, as the **Compliance Officer** of the Company. On **4th November 2024**, with the approval of the shareholders, the following Directors were appointed as Whole-Time Directors of the Company:

- **Mr. Vijay Sahni (DIN: 00001958)**
- **Mr. Rajender Kapoor (DIN: 00001972)**
- **Mr. Rajeev Khandelwal (DIN: 03523804)**

On the same date, with shareholder approval, the **payment of remuneration to Mr. Vijay Sahni and Mr. Rajender Kapoor**, in their capacity as Whole-Time Directors, exceeding the limits specified under **Section 197 read with Section 198** of the Companies Act, 2013.

Additionally, the following appointments of **Non-Executive Independent Directors** were made in accordance with the provisions of the Companies Act, 2013:

- **Ms. Rohini Aggarwal (DIN: 01596906)** and **Mr. Manish Gupta (DIN: 00764043)**, appointed as Non-Executive Independent Directors with effect from **4th November 2024**.
- **Mr. Darshan Chhajer (DIN: 01170266)**, appointed as Non-Executive Independent Director with effect from **10th December 2024**.

**Retirement by rotation and subsequent re-appointment**

Pursuant to the provisions of **Section 152** of the Companies Act, 2013, **Mr. Vijay Sahni (DIN: 00001958)**, Whole-Time Director, is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment. The Board of Directors recommends his re-appointment.

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**19. Declaration by the Independent Directors**

As on 31<sup>st</sup> March, 2025, Independent Directors have confirmed that:

- they meet the criteria of independence laid down under the Companies Act.
- they have complied with the code for Independent Directors prescribed under Schedule IV to the Act;
- they have registered themselves with the independent director's databank maintained by the Indian Institute of Corporate Affairs; and
- they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective
- Independent judgment and without any external influence.

**20. Board of Directors, Meetings and its Committees**

**Details of Board Meetings:**

During the Financial Year, the Company held 19 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	16.04.2024	4	4
2	28.05.2024	4	4
3	03.06.2024	4	4
4	19.06.2024	4	4
5	26.07.2024	4	4
6	03.08.2024	4	4
7	07.08.2024	4	4
8	23.08.2024	4	4
9	26.08.2024	4	4
10	28.08.2024	4	4
11	29.08.2024	4	4
12	09.09.2024	4	4
13	25.10.2024	4	4
14	19.11.2024	6	6
15	22.11.2024	6	6
16	07.12.2024	6	6
17	23.12.2024	7	6
18	16.01.2025	7	5
19	11.02.2025	7	4

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**Details of Extra Ordinary General Meeting**

During the Financial Year, the Company held 10 Extra-Ordinary General meetings of the shareholders as per Section 100 of the Companies Act, 2013 which is summarized below:

S. No.	Date of Meeting
1	10.06.2024
2	30.07.2024
3	06.08.2024
4	09.08.2024
5	28.08.2024
6	29.08.2024
7	04.11.2024
8	22.11.2024
9	10.12.2024
10	16.01.2025

**Composition of Audit Committee**

The **Audit Committee** of the Company has been duly constituted in accordance with the provisions of the Companies Act, 2013. The details relating to its **composition, terms of reference, meetings held during the financial year under review**, and other relevant information, as required under the Act, are provided below:

1.	Manish Gupta	Independent Director (Non-Executive)	Chairperson
2.	Rohini Aggarawal	Independent Director (Non-Executive)	Member
3.	Rajender Kapoor	Whole Time Director (Executive)	Member

The details on committees can be accessed at <https://webtel.in/images/Policies/Committee-of-Board-of-Directors.pdf>

**Nomination and Remuneration Committee (“NRC”)**

The nomination and remuneration policy (“NRC Policy”) has been formulated in compliance with Section 178 of the Act to set out a framework for the nomination, evaluation, and remuneration of directors and senior management personnel of the Company. The primary objective of the NRC Policy is to attract, recruit, retain, and incentivize the most qualified and skilled individuals available in the talent pool who can contribute to the long-term success of the Company. It also aims to ensure the Board is diversified and has an appropriate mix of executive, non-executive and independent directors with diverse backgrounds to maintain the independence of the Board and to separate its functions of governance and management.

The NRC Policy can be accessed at <https://webtel.in/images/Policies/Payment-to-NON-Executive-Directors.pdf>

**21. Board Evaluation**

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

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**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 CSR policy outlines the Company's philosophy, responsibility and lays down the guidelines and mechanism for undertaking socially impactful programs towards welfare and sustainable development of the community around the area of its operations. The brief outline of the CSR policy of the Company along with other mandatory details is annexed in **Annexure – III**.

The Policy is disclosed on the website of the Company at <https://webtel.in/>

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

**(A) Conservation of energy:**

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. 8,52,04,936.68	Rs. 5,85,88,416.25
Expenditure	Rs. 27,90,291.56	Rs. 26,41,378.92

**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.

The Risk Management Policy of the Company is available on the Company's website at <https://webtel.in/>

**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile Webtel Electrosoft Private Limited)*

**26. Directors' Responsibility Statement**

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

- a. In the preparation of the annual accounts for the year ended March 31, 2025 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 31<sup>st</sup> March, 2025 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.

**27. 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 31<sup>st</sup> March, 2025. 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 II**.

The Company's Policy on dealing with and materiality of related party transactions is available on its website at <https://webtel.in/images/Policies/Related-Party-Policy.pdf>

**28. 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).

**29. 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

**30. 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 had granted a loan of Rs.26,00,000/- for the financial year 2024-25 and Rs. 54,75,000/- up to financial year 2023-24 to its subsidiary M/s Webtel Enterprise Solutions Private Limited which has not been paid yet.

**31. 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.

**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile Webtel Electrosoft Private Limited)*

**32. 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

**33. Statement by the company with respect to the compliance of the provisions relating to the Maternity Benefit Act 1961.**

The Company has complied with the required compliance of the provisions relating to the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

**34. Vigil Mechanism / Whistle Blower Policy**

The Company has established the necessary vigil mechanism for Directors and employees in compliance with Section 177(9) of the Act, to report their genuine concerns or grievances regarding any unethical behavior at the workplace.

The Whistle Blower Policy has been appropriately communicated within the Company is also available on the Company's website at <https://webtel.in/>

**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. Audit Trail Applicability (Audit And Auditors) Rules 2014 - Rule 11 Of The Companies Act 2013.**

The Company has used accounting software for maintaining its books of account for the financial year ended March 31<sup>st</sup>, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1<sup>st</sup>, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31<sup>st</sup>, 2024.

**37. Appointment of Designated Person (Management And Administration) Rules 2014 - Rule 9 of The Companies Act 2013.**

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

The company has proposed and appointed a Mr. Vijay Sahni and Mr. Rajender Kapoor as the Designated person in a Board meeting and the same has been reported in Annual Return of the company.

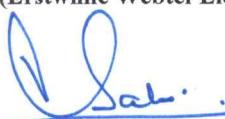
**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile Webtel Electrosoft Private Limited)*

**38. 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

**For Webtel Electrosoft Limited**  
Webtel Electrosoft Limited  
(Erstwhile Webtel Electrosoft Private Limited)

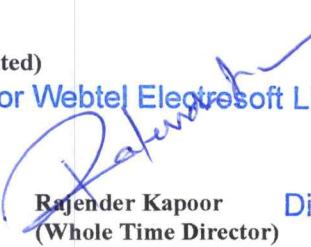


Director

Vijay Sahni  
(Whole Time Director)  
DIN:- 00001958

Add:- L-53, 1<sup>st</sup> Floor,  
Kirti Nagar, New Delhi, Delhi - 110015

**For Webtel Electrosoft Limited**



Rajender Kapoor  
(Whole Time Director)  
DIN:- 00001972

Add: A-121, 2nd Floor, Lok Vihar, Pitam Pura, New  
Delhi, Delhi - 110034

Place: New Delhi

Date: 20<sup>th</sup> August 2025

**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile Webtel Electrosoft Private Limited)*

**ANNEXURE-I**  
**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.	2024-25
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	(74,34,744.27)
7. Total assets	34,53,411.13
8. Total Liabilities	83,88,155.40
9. Investments	-
10. Turnover	21,06,467.00
11. Profit before taxation	(64,632.45)
12. Provision for taxation	-
13. Profit after taxation	(26,038.85)
14. Proposed Dividend	-
15. % of shareholding	76%

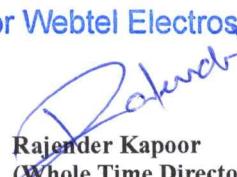
- Names of subsidiaries which are yet to commence operations: N.A
- Names of subsidiaries which have been liquidated or sold during the year: N.A

For Webtel Electrosoft Limited

  
 Vijay Sahni  
 (Whole Time Director)  
 DIN:- 00001958  
 Add:- L-53, 1<sup>st</sup> Floor,  
 Kirti Nagar, New Delhi, Delhi - 110015
   
 Director

Place: New Delhi  
 Date: 20<sup>th</sup> August 2025

For Webtel Electrosoft Limited

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

**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile Webtel Electrosoft Private Limited)*

**ANNEXURE-II**  
**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 (In Actuals)

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:	15,06,222.00

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 / 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:	22,53,612.70

**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile Webtel Electrosoft Private Limited)*

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:	2,97,255.00

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:	4,68,561

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:	4,68,834.00

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	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:	3,39,660.00

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

**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile 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:	10,78,175.00

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Ms. Sanya Kapoor, Director's Daughter
(b)	Nature of contracts/arrangements/transactions	Security Deposit 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:	5,67,664

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Ms. Aashna Sahni, Director's Daughter
(b)	Nature of contracts/arrangements/transactions	Security Deposit 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:	8,14,737

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	M/s Vijay Sahni 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:	70,200.00

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	M/s Rajender Kapoor 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:	70,200.00

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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
(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	Scan Computer Services
(b)	Nature of contracts/arrangements/transactions	Purchases of Computer, laptop and other equipments
(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:	-

For Webtel Electrosoft Limited

Vijay Sahni  
 (Whole Time Director) *Director*  
 DIN:- 00001958  
 Add:- L-53, 1<sup>st</sup> Floor,  
 Kirti Nagar, New Delhi, Delhi - 110015

Place: New Delhi  
 Date: 20<sup>th</sup> August 2025

For Webtel Electrosoft Limited

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

**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile Webtel Electrosoft Private Limited)*

**ANNEXURE-III**

**REPORT ON CSR ACTIVITIES**

**1. Brief outline on CSR policy of the Company**

The CSR policy outlines the Company's philosophy and responsibility and lays down the guidelines and mechanism for undertaking socially impactful programs towards welfare and sustainable development of the community around the area of its operations.

The CSR policy of the Company was approved by the Board in its meeting held on 28<sup>th</sup> May, 2024. There has been no change in the CSR policy during the financial year ended on 31<sup>st</sup> March, 2025 only the name of the company has been changed in the policy from Webtel Electrosoft Private Limited to Webtel Electrosoft Limited with effect from 24<sup>th</sup> October 2024 due to the conversion of the company from Private to Public company.

- 2. Composition of CSR Committee: Not Applicable (Due to Section 135(9) of the Companies Act 2013)**
- 3. Provide the executive summary along with web-link(s) of impact assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not applicable.**
- 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.: Not Applicable**
- 5. (a) Average net profit of the Company as per sub-section (5) of section 135: Rs. 3,14,73,650**  
**(b) Two percent of average net profit of the Company as per sub-section (5) of section 135: Rs.6,29,473**  
**(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: No surplus.**  
**(d) Amount required to be set off for the financial year, if any: Not applicable.**  
**(e) Total CSR obligation for the financial year ((6b)+(6c)-(6d)): Rs.6,29,473.**

**6. (a) Amount spent on CSR Projects (Other than Ongoing Project):**

(1) S. No	(2) Name of the Project	(3) Item from the list of activitie s in Schedul e VII to the Act	(4) Local area (Yes / No)	(5) Location of the project		(6) Project duratio n	(7) Amm ount allocate d for the project (in Rs.)	(8) Amount spent in the current financial Year (in Rs.)	
				State	Distr ict			Name	CSR Registration number
1	Enviro nment Project- Tree Plantin g	Clause (iv): Ensuri ng environ mental sustaina bility	Yes	New Delhi	New Delhi	6,29,47 3	No	Akashigang a Foundation	CSR0001188 2

For Webtel Electrosoft Limited



Director

For Webtel Electrosoft Limited

Director

**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile Webtel Electrosoft Private Limited)*

- (b) Amount spent in Administrative Overheads: INR 0
- (c) Amount spent on Impact Assessment, if applicable: Not Applicable
- (d) Total amount spent for the Financial Year [(a) + (b) + (c)]: INR 6,29,473
- (e) CSR amount spent or unspent for the Financial Year: INR 6,29,473

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
6,29,473.	0	NA	NA	0	NA

- (f) Excess amount for set-off, if any: Not applicable

S. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

7. **Details of unspent CSR amount for the preceding three financial years:** Not applicable
8. **Whether any capital assets have been created or acquired through CSR amount spent in the financial year:**  Yes  No

If yes, enter the number of Capital assets created/acquired:

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

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

Not Applicable

*[Signature]*

*[Signature]*  
 Director

**WEBTEL ELECTROSOFT LIMITED**  
*(Erstwhile Webtel Electrosoft Private Limited)*

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

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

For Webtel Electrosoft Limited  
  
Vijay Sahni   
(Whole Time Director)   
DIN:- 00001958  
Add:- L-53, 1<sup>st</sup> Floor,  
Kirti Nagar, New Delhi, Delhi - 110015

Place: New Delhi  
Date: 20.08.2025

For Webtel Electrosoft Limited  
  
Rajender Kapoor   
(Whole Time Director)   
DIN:- 00001972  
Add: A-121, 2nd Floor, Lok Vihar, Pitam Pura,  
New Delhi, Delhi - 110034



## INDEPENDENT AUDITOR'S REPORT

To the Members of WEBTEL ELECTROSOFT LTD.

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **WEBTEL ELECTROSOFT LTD.** ("the Company"), which comprise the Balance Sheet as at 31st March, 2025 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 31<sup>st</sup> 2025, 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 auditor 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.



UDIN:- 25094031BMYDX3574

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 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

UDIN:- 25094031BMYDX3574



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 skepticism throughout the audit. We also:

- 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.



UDIN:- 25094031BMIYDX3574

- 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.

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. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure – A" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.



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2. (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 purposes of our audit;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the Balance Sheet ,the Statement of Profit and Loss 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;
- e) on the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure – B". Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the Company's internal financial controls over financial reporting.
- g) Based on our examination which included test checks, the company has used accounting softwares for maintaining its books of accounts for the financial year ended on March 31<sup>st</sup>, 2025. 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.

(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:-



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- i. The Company has disclosed the impact, wherever applicable, of pending litigations as at March 31, 2025 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, 2025, 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, 2025.
- iv. 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.
- v. (i) 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 advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (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



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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.

vi. Based on information and explanation given to us and also based on our examination which included test checks, although the company not has used accounting software for maintaining its books of accounts for the financial year ended on March 31<sup>st</sup>, 2025 which has the feature of recording audit trail (edit lock facility) but the ERP accounting system adopted by the Company did not allow to alter vouchers in books of accounts.

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



(HARVINDER SINGH)  
Proprietor  
Membership No.094031

Place: New Delhi

Date: 20/08/2025

UDIN:- **25094031BMIYDX3574**

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1 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 LTD. on the financial statements as of and for the year ended March 31, 2025)**

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;



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(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 favor of the lessee) disclosed in the financial statements are held in the name of the company. (Refer Note 32)

(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. As per the information and explanation given to us, the 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. (Refer Note no. 38)

(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



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companies, firms, Limited Liability Partnerships or any other parties during the year. Hence, details required under clause 3(a) to (f) of CARO, 2020 is not applicable.

(A) The company has provided a loan of Rs. 2600000 during the year to its subsidiary company, and balance outstanding is Rs 8075000 at the balance sheet date.

(B) the aggregate amount of Rs. 1943042 has been provided during the year, and balance outstanding is Rs. 6062861 at the balance sheet date 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. 2413778.25 decreased during the year, and balance outstanding is Rs. 3290605.86 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.

(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. However, no interest is charged on the amount given as advance as mentioned in note 15 of the balance sheet.

(v) In our opinion and according to 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.



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(vi) According to the information and explanations given to us, the maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act and records are maintained by Company and audited by Cost Auditor.

(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, 2025 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) due on account of any dispute as on the balance sheet date:-

(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.



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(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. Hence,

(c) In our opinion and according to the information and explanations given to us, the company has raised any unsecured term loan during the year. On the basis of explanation provided to us, the term loan has been applied for the purpose for which loan was taken.

(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.

(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.



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(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable;

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, 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.

(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.



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(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 451 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.

(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

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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.

(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  
Firm Registration No. 014556N*



(HARVINDER SINGH)

Proprietor  
Membership No.094031

Place: New Delhi

Date: 20/08/2025

UDIN:- 25094031BMYDX3574

## **ANNEXURE "B" 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 143 of the Companies Act, 2013 ("the Act").**

We have audited the internal financial controls over financial reporting of M/s. WEBTEL ELECTROSOFT LTD. ("the Company") as of March 31, 2025 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.



UDIN:- **25094031BMIYDX3574**

## **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 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.



UDIN:- **25094031BMIYDX3574**

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.



UDIN:- **25094031BMIYDX3574**

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

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

**For HARVINDER ARORA & ASSOCIATES  
Chartered Accountants**

**Firm Registration No. 014556N**



**(HARVINDER SINGH)**

**Proprietor**

**Membership No.094031**

**Place: NEW DELHI**

**Date: 20/08/2025**

**UDIN:- 25094031BMIYDX3574**

**WEBTEL ELECTROSOFT LIMITED**  
 (Formerly Known as "Webtel Electrosoft Private Limited")  
 110-114, RATTAN JYOTI BUILDING - 18, RAJENDRA PLACE, NEW DELHI-110008  
 CIN : U72900DL2000PLC104917

**BALANCE SHEET AS ON 31st MARCH, 2025**

(Rs. in Thousands)

Particulars	Note No.	March 31, 2025	March 31, 2024
		Rs.	Rs.
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	1,28,030.71	20,004.80
(b) Reserves and surplus	2	1,04,458.63	1,05,259.45
<b>2 Share application money pending allotments</b>			
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	3	2,990.31	2,288.87
(b) Deferred tax liabilities (net)	25	333.17	112.54
(c) Other Long Term Liabilities		-	-
(d) Long term provision	4	45,680.95	37,898.37
<b>4 Current liabilities</b>			
(a) Short Term Borrowings	5	2,229.64	1,013.58
(b) Trade payables	6	-	-
(A) total outstanding dues of MSMEs		-	-
(B) total outstanding dues of Others		3,766.71	2,691.10
(c) Other current liabilities	7	38,693.57	44,800.73
(d) Short-term provisions	8	28,862.29	20,899.55
	<b>TOTAL</b>	<b>3,55,045.99</b>	<b>2,34,968.98</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) (i)Property, Plant and Equipment	9	32,870.42	27,610.74
(ii) Intangible Assets under Development	9	19,457.82	-
(b) Non-current investments	10	1,08,800.31	25,713.37
(c) Deferred Tax Assets	11	-	-
(d) Long term loans and Advances	12	6,062.86	4,640.46
<b>2 Current assets</b>			
(a) Current Investments	13	30,913.33	27,124.36
(b) Inventories	14	170.96	1,140.40
(c) Trade receivables	15	1,08,945.45	49,300.97
(d) Cash and cash equivalents	16	8,538.31	65,250.82
(e) Short-term loans and advances	17	37,528.20	31,592.12
(f) Other Current Assets	18	1,758.33	2,595.74
	<b>TOTAL</b>	<b>3,55,045.99</b>	<b>2,34,968.98</b>

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)

  
 (CA) Harvinder Singh  
 FCA, Proprietor  
 M. No. : 094031

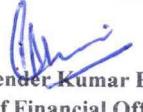
UDIN : 25094031BMYDX3574  
 Place : New Delhi  
 Date : August 20th, 2025

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

  
 (Vijay Sahni)  
 Whole-time Director  
 DIN: 00001958

  
 (Rajender Kapoor)  
 Whole-time Director  
 DIN: 00001972

For Webtel Electrosoft Limited  
  
 (Neetu Verma)  
 Company Secretary  
 M. No. 61849

  
 (Virender Kumar Bhasin)  
 Chief Financial Officer  
 AADPB7030Q

## WEBTEL ELECTROSOFT LIMITED

(Formerly Known as "Webtel Electrosoft Private Limited")

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

CIN : U72900DL2000PLC104917

## STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2025

(Rs. in Thousands)

Particulars	Note No.	March 31, 2025	March 31, 2024
		Rs.	Rs.
<b>I Revenue from operations (gross)</b>	19	4,87,113.60	3,86,212.21
Revenue from operations (net)		<b>4,87,113.60</b>	<b>3,86,212.21</b>
<b>II Other Income</b>	20	12,799.17	20,309.21
<b>III Total Income (I+II)</b>		<b>4,99,912.77</b>	<b>4,06,521.42</b>
<b>IV Expenses</b>			
(a) Cost of materials consumed	21	1,896.39	3,757.06
(d) Employee benefits expenses	22	2,79,223.94	2,31,738.77
(e) Finance costs	23	1,376.40	695.92
(f) Depreciation and amortisation expenses	9	12,651.98	11,217.33
(g) Other expenses	24	1,25,511.28	95,391.57
<b>Total Expenses</b>		<b>4,20,659.98</b>	<b>3,42,800.65</b>
<b>V Profit before exceptional and extraordinary items and tax</b>		<b>79,252.80</b>	<b>63,720.77</b>
<b>VI Exceptional Items</b>		0.00	0.00
<b>VII Profit before extraordinary items and tax</b>		79,252.80	63,720.77
<b>VIII Extraordinary Items</b>		0.00	0.00
<b>IX Profit before Tax</b>		79,252.80	63,720.77
<b>X Tax Expense:</b>			
(a) Current tax expense		25,497.86	19,943.56
(b) Deferred tax		220.63	541.37
(c) For Income Tax for earlier Years		-3699.87	322.54
<b>XI Profit / (Loss) for the period from continuing operations</b>		<b>57,234.18</b>	<b>42,913.30</b>
<b>XII Profit / (Loss) from discontinuing operations</b>		0.00	0.00
<b>XIII Tax from discontinuing operations</b>		0.00	0.00
<b>XIV Profit/ (Loss) from discontinuing operations</b>		0.00	0.00
<b>XV (Profit) for the Period</b>		<b>57,234.18</b>	<b>42,913.30</b>
<b>XVI Earning per equity share:</b>			
(1) Basic		4.47	21.45
(2) Diluted		4.47	21.45

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 : 25094031BMYDX3574

Place : New Delhi

Date : August 20th, 2025

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

(Vijay Sahni)

Whole-time Director

DIN: 00001958

For Webtel Electrosoft Limited

(Neetu Verma)

Company Secretary

M. No. 61849

(Rajender Kapoor)

Whole-time Director

DIN: 00001972

(Virender Kumar Bhasin)

Chief Financial Officer

AADPB7030Q

**WEBTEL ELECTROSOFT LIMITED**  
**(Formerly Known as "Webtel Electrosoft Private Limited")**  
**Statement of Cash Flows**  
**For the Years Ending March 31, 2025 and March 31, 2024**

(Rs. in Thousands)

	March 31, 2025	March 31, 2024
<b>Cash Flows from Operating Activities</b>		
Net Income	79,252.80	63,720.77
<b>Adjustments</b>		
Depreciation	12,651.98	11,217.33
Profit on sale of investments	-6861.95	-15537.87
Profit on Sale of fixed assets	0.00	-616.29
Interest income on deposits	-4575.24	-3669.12
Interest on income tax refund	0.00	-429.41
Dividend income	-160.00	-1.82
Provision for Gratuity	6,339.32	3,524.05
Provision for Leave Encashment	3,851.71	820.29
Other		-22.29
<b>Operating profit before working capital changes</b>	<u>11,245.82</u>	<u>-4715.14</u>
Adjustments for:		
Increase / (decrease) in Inventories	969.44	-422.28
(Increase) / decrease in Loans and Advances	-7358.48	-14769.26
(Increase) / decrease in Trade Receivables	-59644.48	-20823.82
Increase / (decrease) in Other Current Assets	837.41	-617.77
(Increase) / decrease in Short Term Borrowings	1,216.06	21.25
(Increase) / decrease in Trade payables	1,075.61	-1914.32
Increase / (decrease) in Other Current Liabilities	-6107.16	5,480.13
Net cash flow (Used in) operations	<u>-69011.59</u>	<u>-33046.07</u>
Net cash flow (Used in) operations	<u>21,487.02</u>	<u>25,959.56</u>
Less : Direct taxes paid	<u>-19943.56</u>	<u>-4500.00</u>
Less : Previous Year Tax	<u>3,699.87</u>	<u>-322.54</u>
<b>Net Cash from Operating Activities</b>	<b><u>5,243.33</u></b>	<b><u>21,137.02</u></b>
<b>Cash Flows from Investing Activities</b>		
Sale of Fixed Assets	-	27.14
Purchase of New Equipment	-17916.71	-17149.74
Investments Decreased	-86875.91	19,187.47
Investments Increased	0.00	-26220.71
Profit on sale of investments	6,861.95	15,537.87
Profit on Sale of fixed assets	0.00	616.29
Interest income on deposits	4,575.24	3,669.12
Interest on income tax refund	-	429.41
Dividend income	160.00	1.82
Intangible Assets under Development	-19457.82	0.00
Other	-	40.58
<b>Net Cash Used for Investing Activities</b>	<b>-112653</b>	<b>-3861</b>
<b>Cash Flows from Financing Activities</b>		
Share Capital	5,334.61	-
Security Premium	44,661.35	-
Long-term borrowings	701.45	583.85
<b>Net Cash from Financing Activities</b>	<b>50,697.41</b>	<b>583.85</b>
NET INCREASE/(DECREASE) IN CASH	<b>-56712.50</b>	<b>17,860.13</b>
CASH, & CASH EQUIVALENT AT THE BEGINNING OF YEAR	<b>65,250.82</b>	<b>47,390.69</b>
CASH, & CASH EQUIVALENT AT THE END OF YEAR	<b>8,538.31</b>	<b>65,250.82</b>
<b>For Harvinder Arora &amp; Associates Chartered Accountants (Firm's Registration No. 014556N)</b>		
(C. Harvinder Singh)		
FCA, Proprietor		
M. No. : 094031		
UDIN : 25094031BMYDX3574		
Place : New Delhi		
Date : August 20th, 2025		
<b>For &amp; on Behalf of the Board of Directors WEBTEL ELECTROSOFT LIMITED</b>		
(Vijay Sahai)		
Whole-time Director		
DIN: 00001958		
(Rajender Kapoor)		
Whole-time Director		
DIN: 00001972		
(Virender Kumar Bhasin)		
Chief Financial Officer		
AADPB7030Q		

  
M. No. 094031

(C. Harvinder Singh)

FCA, Proprietor

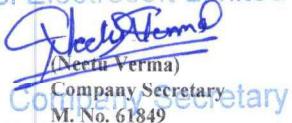
M. No. : 094031

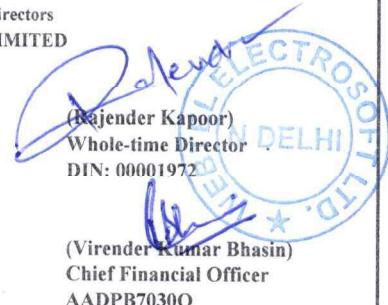
UDIN : 25094031BMYDX3574

Place : New Delhi

Date : August 20th, 2025

For Webtel Electrosoft Limited

  
(Neetu Verma)  
Company Secretary  
M. No. 61849

  
(Rajender Kapoor)  
Whole-time Director  
DIN: 00001972  
  
  
(Virender Kumar Bhasin)  
Chief Financial Officer  
AADPB7030Q

**WEBTEL ELECTROSOFT LIMITED**  
(Formerly Known as "Webtel Electrosoft Private Limited")  
**110-114, RATTAN JYOTI BUILDING - 18, RAJENDRA PLACE, NEW DELHI-110008**  
**NOTES TO ACCOUNTS FOR THE YEAR ENDED SEPTEMBER 30TH, 2024**

**NOTE 1 :- ACCOUNTING POLICIES & NOTES TO ACCOUNTS**

**I Statement of significant Accounting Policies**

**(a). 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.

**(b). Fixed Assets**

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

**(c). Depreciation**

Fixed assets are depreciated / amortised over their estimated useful lives with WDV method, after taking into account estimated residual value. Rate of Depreciation and Estimated useful lives of assets are as follows :

<b>Type of Assets</b>	<b>Estimated Useful Life</b>
Office Equipments	15 Years
Plant & Machinery	3 Years
Motor Cars	8 Years
Building	30 Years
Furniture & Fittings	10 Years

In case of fixed assets where the useful life of assets was NIL as at 01.04.2024, the Company has adjusted the net residual value aggregating to Rs. 5054.86 from Reserves & Surplus.

**(d). 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.

**(e). 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.

**(f). Transactions in foreign currencies and accounting of derivatives**

Exchange differences Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at year end exchange rates.

**(g). Inventories**

Inventories are valued at the lower of cost and net realisable value. Net realisable value is estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses.

**(h). Employee Benefit**

**(i) Gratuity**

For Webtel Electrosoft Limited

Company Secretary

*Preeti Sharma*



*S. Dahi*



The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation carried out at each Balance Sheet date using the projected unit credit method.

#### **(ii) Compensated absences**

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilised leave at each balance sheet date on the basis of an independent actuarial valuation.

#### **(i). Provident fund**

The eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' basic salary or upto Rs. 15000 per month). The contributions as specified under the law are made to the provident fund and pension to the government.

#### **(j). Liabilities and contingent liabilities**

The company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

#### **(k). 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.

#### **(l). Foreign currency transactions**

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the respective transactions. Monetary foreign currency assets and liabilities remaining unsettled at the balance sheet date are translated at the rates of exchange prevailing on that date. Gains / losses arising on account of realization / settlement of foreign exchange transactions and on translation of foreign currency assets and liabilities are recognised in the Statement of Profit and Loss.

#### **(m). Segment reporting**

The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. However the company is currently dealing in only one primary segment. However, since the company's operations are confined to development, maintenance of softwares etc, all financial information pertains to this single segment, making segment reporting inapplicable.

#### **(n).Research and Development Expenditure**



For Webber Electrosoft Limited

Company Secretary  
N. Dahiya



Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of direct software development employees costs that are directly attributable to prepare the asset for its intended use. The total research and development expenditure is capitalised as cost of direct software development employees costs amounting to Rs. 2,43,22,272/- under the estimated useful life in 5 years. The amortization expense has been included in the Standalone Statement of Profit and Loss as Research and Development expense recognized in net profit in the statement of profit and loss for the year ended March 31, 2025 is Rs. 48,64,494/-.

Cont... 3 ...



For Webtel L. *Prakash Kumar*  
Company Secretary

*U. S. Sali* *D. N. D.*

**NOTES TO ACCOUNTS:-**

**I. Balance Sheet**

Contingent Liabilities not provided for: NIL.

**II. Profit & Loss Account**

**1. Auditors' Remuneration**

	2024-25	2023-24	(Rs. in Thousands)
<b>Statutory Auditors</b>			
-Statutory Audit Fees	80.00	40.00	
-Other Audit Fees	7.50	7.50	
-Others	18.60	0.00	
<b>Total</b>	<b>106.10</b>	<b>47.50</b>	

**2. Directors' Remuneration**

	2024-25	2023-24
Amount of Directors' Remuneration	9,909.09	7,664.80

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

Related Party	Relation	Nature	Security deposit paid	2024-25	2023-24
Rajender Kapoor	Director	Remuneration, Deposit & Rent	0.00	4,802.98	3,727.57
Vijay Sahni	Director	Remuneration, Deposit & Rent	0.00	5,253.05	3,621.53
Sangeeta Sahni	Director	Remuneration, Deposit & Rent	0.00	1,858.14	1,772.74
Rajeev Khandelwal	Director	Remuneration	0.00	2,052.00	1,950.00
Sunita Khandelwal	Wife of Director	Remuneration	0.00	966.00	966.00
Sanjay Kapoor	Brother of Director	Remuneration	0.00	1,149.77	1,084.92
Aashna Sahni	Daughter of Director	Remuneration	305.53	2,207.32	598.44
Virender Bhasin	CFO	Remuneration	0.00	1,854.35	0.00
Sanya Kapoor	Daughter of Director	Remuneration, Deposit & Rent	212.87	2,154.79	0.00
Neetu Verma	Company Secretary	Remuneration	0.00	1,118.87	0.00
Ansh Sahni	Son of Director	Deposit & Rent	0.00	468.56	449.82
Shivansh Kapoor	Son of Director	Deposit & Rent	0.00	468.83	449.82
Suruchi Kapoor	Wife of Director	Deposit & Rent	0.00	339.66	241.96
Scan Computer Services	Brother of Director	Purchase of Assets	0.00	1,921.57	1,997.35
Rajeev Khandelwal HUF	Director's HUF	Deposit & Rent	0.00	1,078.18	1,040.04
Vijay Sahni HUF	Director's HUF	Deposit & Rent	0.00	70.20	117.00
Rajender Kapoor HUF	Director's HUF	Deposit & Rent	0.00	70.20	117.00
Webtel Enterprise Solutions P Ltd.	Subsidiary Company	Professional Fee	0.00	2,600.00	13,982.87
<b>Total</b>			<b>518.40</b>	<b>30,434.48</b>	<b>32,117.06</b>

**4. Expenditure incurred in foreign exchange:**

During the year the Company has incurred an amount of **Rs. 2,790,291.56** in foreign exchange on business expenditure. And we have foreign currency equivalent to **Rs. 298,331.29** in hand.

**Export of services during the year:**

During the year the Company earned **Rs. 85,204,936.68** in foreign exchange on account of Software services.

5. A Loan of Rs. 8075000 given to subsidiary company "Webtel Enterprise Solutions Private Limited".

**6 Capital Structure**

During the period, the authorised share capital has been increased from 20,004,800 to 180,000,000. The Issued, Subscribed and Paid up Capital stood at Rs. 128,030,710/- as on March 31, 2025 consisting of 12,803,071 Equity shares of Rs.10/- each.

**7 Bonus Shares**

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, 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. Later Board again decided to issue 42,67,691 Bonus Shares on the ratio 1:2 [i.e. 2 (Two) fully paid up equity shares for every 1 (One) equity shares held] to the shareholders as on the date 20th November 2024 and the allotment of the shares are made on the 22nd November 2024 by utilizing out itsfree reserves.



For Webtel Electrosoft Limited

*Reet Hemal*  
Secretary

*[Signature]*

*[Signature]*  
N. Dabriwal  
Managing Director  
Webtel Electrosoft Limited  
Delhi

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

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. After receiving the approval, the company's name has been changed from WEBTEL ELECTROSOFT PRIVATE LIMITED to WEBTEL ELECTROSOFT LIMITED.

6. 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)



(Harvinder Singh)

FCA, Proprietor  
M. No. : 094031  
UDIN : 25094031BMLYDX3574  
Place : New Delhi  
Date : August 20th, 2025

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

(Vijay Sahni)  
Whole-time Director  
DIN: 00001958

(Rakesh Kapoor)  
Whole-time Director  
DIN: 00001972



For Webtel Electrosoft Limited

(Meenu Verma)  
Company Secretary  
M. No. 61849

(Virender Kumar Bhasin)  
Chief Financial Officer  
AADPB7030Q

Company Secretary

**WEBTEL ELECTROSOFT LIMITED**  
 (Formerly Known as "Webtel Electrosoft Private Limited")  
**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET**

**Note -1. SHARE CAPITAL**

(Rs. in Thousands)

Particulars	March 31, 2025		March 31, 2024	
	Number of shares	Rs.	Number of shares	Rs.
<b>(a) Authorised</b>				
18000000 Equity shares of Rs.10/- each with voting rights	18000000	1,80,000.00	2100000	21,000.00
<b>(b) Issued, Subscribed and Paid up</b>				
2000480 Equity shares of Rs.10/- each with voting rights	2000480	20,004.80	2000480	20,004.80
Add: Bonus Shares (1:3)	6001440	60,014.40	-	-
Add: Bonus Shares (1:2)	4267690	42,676.90	-	-
Add: Private Placement to Ms. Priti Bhala	533461	5,334.61	-	-
<b>Total</b>	<b>1,28,03,071</b>	<b>1,28,030.71</b>	<b>20,00,480</b>	<b>20,004.80</b>
<b>(c) Share Premium a/c</b>	<b>533461</b>	<b>44,661.35</b>	<b>-</b>	<b>-</b>

**Note - 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, 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. Later Board again decided to issue 42,67,691 Bonus Shares on the ratio 1:2 [i.e. 2 (Two) fully paid up equity shares for every 1 (One) equity shares held] to the shareholders as on the date 20th November 2024 and the allotment of the shares are made on the 22nd November 2024 by utilizing out itsfree reserves.

**List of Shareholders holding more than 5% share capital**

Name of Shareholders	No. of Shares	%	Value/Share	Total Value
Mr. Rajender Kapoor	1845900	14.42%	10	18,459.00
Ms. Suruchi Kapoor	1258560	9.83%	10	12,585.60
Ms. Sanya Kapoor	859290	6.71%	10	8,592.90
Mr. Shivansh Kapoor	859290	6.71%	10	8,592.90
Mr. Vijay Sahni	4070880	31.80%	10	40,708.80
Ms. Sangeeta Sahni	1604640	12.53%	10	16,046.40
Ms. Priti Bhala	800191	6.25%	10	8,001.91

In terms of our report attached.

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

  
 (CA Harvinder Singh)

FCA, Proprietor

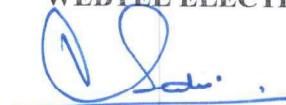
M. No. : 094031

UDIN : 25094031BMYDX3574

Place : New Delhi

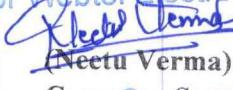
Date : August 20th, 2025

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



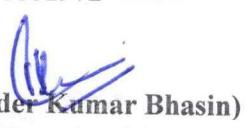
(Vijay Sahni)  
 Whole-time Director  
 DIN: 00001958

For Webtel Electrosoft Limited

  
 (Neetu Verma)

Company Secretary  
 M. No. 61849

  
 (Rajender Kapoor)  
 Whole-time Director  
 DIN: 00001972

  
 (Virender Kumar Bhasin)  
 Chief Financial Officer  
 AADPB7030Q

**WEBTEL ELECTROSOFT LIMITED**  
 (Formerly Known as "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, 2025	March 31, 2024
	Rs.	Rs.
<b>(A) Securities premium account</b>		
Opening balance	44,661.35	-
<b>Closing balance</b>	<b>44,661.35</b>	-
<b>(B) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	1,05,259.45	62,368.44
Add: Profit / (Loss) for the year	57,234.18	42,913.30
Less:- WDV of Assets with Nil Useful Life as on 1-4-2024	-5.05	-22.29
Less:- Issue of Bonus shares	-60014.40	-
Less:- Issue of Bonus shares	-42676.90	-
<b>Closing balance</b>	<b>59,797.27</b>	<b>1,05,259.45</b>
<b>Total</b>	<b>1,04,458.63</b>	<b>1,05,259.45</b>

**Note 3 LONG TERM BORROWINGS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>SECURED LOANS</b>		
Term Loans from Banks	2,990.31	2,288.87
<b>TOTAL</b>	<b>2,990.31</b>	<b>2,288.87</b>

**Note 25 DEFERRED TAX LIABILITIES (NET)**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>On account of timing difference of depreciation-</b>		
Opening Balance	112.54	-428.84
Provision for current year	220.63	541.37
<b>TOTAL</b>	<b>333.17</b>	<b>112.54</b>

**Note 4 LONG TERM PROVISION**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Provision for Leave Encashment	9,934.46	7,185.83
Provision for Gratuity	35,746.50	30,712.54
<b>TOTAL</b>	<b>45,680.95</b>	<b>37,898.37</b>

**Note 5 SHORT TERM BORROWINGS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>SECURED LOANS</b>		
Current Maturities of Long term debt	2,229.64	1,013.58
<b>TOTAL</b>	<b>2,229.64</b>	<b>1,013.58</b>



For Webtel Electrosoft Limited

*Neetu Verma*  
 Company Secretary

*[Signature]*

*Webtel Electrosoft Ltd.*  
*N DELHI*

*[Signature]*

**WEBTEL ELECTROSOFT LIMITED**  
 (Formerly Known as "Webtel Electrosoft Private Limited")  
**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET**  
 (Rs. in Thousands)

**Note 7 OTHER CURRENT LIABILITIES**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Salary Payable	23,954.61	21,950.70
Auditor Remuneration Payable	45.00	36.00
Other Expenses Payable	2,945.05	1,830.36
Duties & Taxes	11,622.90	6,972.99
 Cash Credit Limit Account	0.00	14,010.69
Gen OD Limit Account	126.01	0.00
 Total	<b>38,693.57</b>	<b>44,800.73</b>

**Note 8 SHORT TERM PROVISIONS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>(a) Provision for employee benefits</b>		
Provision for Leave Encashment	1,287.31	184.22
Provision for Gratuity	2,077.13	771.77
 <b>(b) Provision - for TAX</b>		
Provision for Income Tax(Current Year)	25,497.86	19,943.56
 Total	<b>28,862.29</b>	<b>20,899.55</b>

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 : 25094031BMYDX3574  
 Place : New Delhi  
 Date : August 20th, 2025

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

(Vijay Sahni)

Whole-time Director  
 DIN: 00001958

(Rajender Kapoor)

Whole-time Director  
 DIN: 00001972



(Neetu Verma)

Company Secretary

M. No. 61849

(Virender Kumar Bhasin)

Chief Financial Officer

AADPB7030Q

For Webtel

**WEBTEL ELECTROSOFT LIMITED**

(Formerly Known as "Webtel Electrosoft Private Limited")

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET**

**Note 10 NON CURRENT INVESTMENTS**

(Rs. in Thousands)

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Term Deposit	1,06,900.31	23,813.37
Investment in Subsidiaries	1,900.00	1,900.00
<b>Total</b>	<b>1,08,800.31</b>	<b>25,713.37</b>

**Note 11 DEFERRED TAX ASSETS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>On account of timing difference of depreciation-</b>		-
Opening Balance	-	428.84
Provision for current year	-	-
Balance transfer to Deffered Tax Liability	-	-428.84
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 12 LONG TERM LOANS AND ADVANCES**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Security Deposits	6,062.86	4,640.46
<b>Total</b>	<b>6,062.86</b>	<b>4,640.46</b>

**Note 13 CURRENT INVESTMENTS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Investment in Shares	30,913.33	27,124.36
<b>Total</b>	<b>30,913.33</b>	<b>27,124.36</b>

**Note 14 INVENTORIES**

(At lower of cost and net realisable value)

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Finished Goods	170.96	1,140.40
<b>Total</b>	<b>170.96</b>	<b>1,140.40</b>

**Note 16 CASH AND CASH EQUIVALENTS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
A) Cash In Hand	986.60	956.88
B) Foreign Currency( Cash and Card)	298.33	238.30
C) Bank Balance	7,198.73	45,216.84
D) Term Deposit	22.40	27,817.33
Add : Bank OD Gen against Term Deposit	32.25	-8978.54
<b>Total</b>	<b>8,538.31</b>	<b>65,250.82</b>

For Webtel Electrosoft Limited

*Hector Fernandes*  
Company Secretary



**WEBTEL ELECTROSOFT LIMITED**  
**(Formerly Known as "Webtel Electrosoft Private Limited")**  
**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET**

(Rs. in Thousands)

**Note 17 SHORT TERM LOANS AND ADVANCES**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Advances to Suppliers	3,290.61	5,704.38
Salary Advances to Employees	3,036.66	5,328.88
Other Advances to Employees	1,844.67	1,151.56
Loan to Subsidiary company	8,075.00	5,475.00
<b>Others</b>		
Withholding & Other Tax Receivables	21,281.27	13,932.31
<b>Total</b>	<b>37,528.20</b>	<b>31,592.12</b>

**Note 18 OTHER CURRENT ASSETS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
C) other		
Interest Accrued on Term deposits	930.13	1,651.55
Prepaid Expenses	828.20	944.19
<b>Total</b>	<b>1,758.33</b>	<b>2,595.74</b>

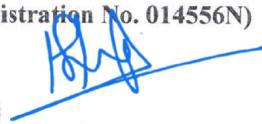
In terms of our report attached.

**For Harvinder Arora & Associates**

Chartered Accountants

(Firm's Registration No. 014556N)



  
 (CA Harvinder Singh)

M. No. : 094031

UDIN : 25094031BMYDX3574

Place : New Delhi

Date : August 20th, 2025

For & on Behalf of the Board of Directors

**WEBTEL ELECTROSOFT LIMITED**

  
 (Vijay Sahni)

Whole-time Director

DIN: 00001958

  
 (Rajender Kapoor)  
 Whole-time Director  
 DIN: 00001972

  
 (Virender Kumar Bhasin)  
 Chief Financial Officer  
 AADPB7030Q

For Webtel Electrosoft Limited

  
 (Neetu Verma)

Company Secretary

C.M. No. 61849 Secretary

**WEBTEL ELECTROSOFT LIMITED**  
**(Formerly Known as "Webtel Electrosoft Private Limited")**  
**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET**

**NOTE 13 CURRENT INVESTMENTS**

(Rs.-in Thousands)

Quoted Investments	As on 31.03.2025		As on 31.03.2024	
	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)
Bombay Dyeing and Mfg Co Ltd	-	-	25,000	4,710.25
Embassy Development Limited	-	-	1,50,000	18,795.44
Jaiprakash Associates Limited	-	-	1,00,000	1,853.54
Zee Entertainment Enterprises Limited	1,60,000	25,067.88	10,000	1,765.14
Embassy Development Limited	1,31,000	18,318.31	-	-
LESS : Unrealized Loss on Equity Investment		-12472.87		-
	<b>2,91,000</b>	<b>30,913.33</b>	<b>2,85,000</b>	<b>27,124.36</b>

**Note:-**

*Market Value of Quoted Investments as on 31.03.2025*

Quoted Investments	Price as on 31.03.25	As on 31.03.2025	
		No. of Shares	Amount(Rs.)
Zee Entertainment Enterprises Limited	98.34	1,60,000	1,57,35,083.20
Embassy Development Limited	115.86	1,31,000	1,51,78,244.26
		<b>291000</b>	<b>3,09,13,327.46</b>

**NOTE 10 CURRENT INVESTMENTS**

**Non-Current Investments**

Investment in Subsidiaries	As on 31.03.2025		As on 31.03.2024	
	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)
WEBTEL ENTERPRISE SOLUTIONS PRIVATE LIMITED	190000	1,900.00	190000	1,900.00
	<b>1,90,000</b>	<b>1,900.00</b>	<b>1,90,000</b>	<b>1,900.00</b>



For Webtel Electrosoft Limited

Deeksha Fernandes

Company Secretary

W

Sar. Deeksha Fernandes

**WEBTEL ELECTROSOFT LIMITED**  
**(Formerly Known as "Webtel Electrosoft Private Limited")**  
**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET**

**Note 6 TRADE PAYABLES**

**Figures as on March 31, 2025**

(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	3,625.11	141.60	-	-	3,766.71
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>3,625.11</b>	<b>141.60</b>	<b>-</b>	<b>-</b>	<b>3,766.71</b>

**Figures as on March 31, 2024**

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	0.00	-	-	2,691.10
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>2,691.10</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>2,691.10</b>

**Note 15 TRADE RECEIVABLES**

**Figures as on March 31, 2025**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	72,969.71	20,282.96	13,949.30	679.93	1,063.54	1,08,945.45
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-

**Figures as on March 31, 2024**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months - 1 Year	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	-	-	-	-	-	-



M.No. 0031

Chartered Accountants

2024

For Webtel Electrosoft Limited

*Deeksha Kumar*  
 Company Secretary



**WEBTEL ELECTROSOFT LIMITED**

(Formerly Known as "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, 2025	March 31, 2024
	Rs.	Rs.
Income from Software & Other Services	4,87,113.60	3,86,212.21
<b>Total Income</b>	<b>4,87,113.60</b>	<b>3,86,212.21</b>

**Note 20 OTHER INCOME**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Interest Income	4,575.24	3,669.12
Other Income	8,223.92	16,640.09
<b>Total</b>	<b>12,799.17</b>	<b>20,309.21</b>

**Note 21 COST OF MATERIALS CONSUMED**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>Opening stock</b>	<b>1,140.40</b>	<b>718.13</b>
<b>Add: Purchases</b>		
Domestic	926.94	4,179.34
	926.94	4,179.34
<b>Less: Closing stock</b>	<b>170.96</b>	<b>1,140.40</b>
<b>Cost of material consumed</b>	<b>1,896.39</b>	<b>3,757.06</b>

**Note 22 EMPLOYEE BENEFIT EXPENSES**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Salaries and wages	2,61,108.34	2,16,797.72
Director Remuneration	9,909.09	7,664.80
EPF Employer Contribution	6,228.14	5,283.74
ESI Employer Contribution	307.21	360.63
Staff Welfare	1,671.16	1,631.87
<b>Total</b>	<b>2,79,223.94</b>	<b>2,31,738.77</b>

**Note 23 FINANCE COST**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Bank Charges	731.50	302.35
Interest on Taxes	198.64	14.78
Bank Interest	446.26	378.79
<b>Total</b>	<b>1,376.40</b>	<b>695.92</b>

In terms of our report attached.

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

CA  
Harvinder Singh  
Proprietor  
M. No. : 094031

UDIN : 25094031BMYDX3574

Place : New Delhi

Date : August 20th, 2025

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

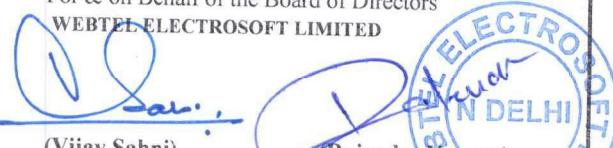
(Vijay Sahni)  
Whole-time Director  
DIN: 00001958

(Neetu Verma)  
Company Secretary  
M. No. 61849

(Rajender Kapoor)  
Whole-time Director  
DIN: 00001972

(Virender Kumar Bhasin)  
Chief Financial Officer  
AADPB7030Q

For Webtel Electrosoft Limited

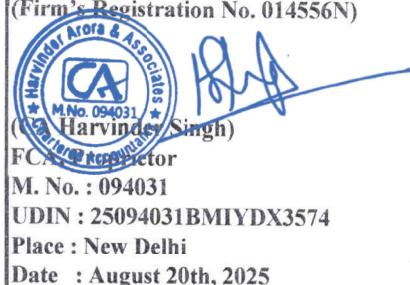


**WEBTEL ELECTROSOFT LIMITED**  
 (Formerly Known as "Webtel Electrosoft Private Limited")  
**NOTES ANNEXED TO AND FORMING PART OF THE PROFIT & LOSS ACCOUNT**

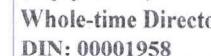
<b>Note 24 OTHER EXPENSES</b>		(Rs. in Thousands)	
<b>Particulars</b>		<b>March 31, 2025</b>	<b>March 31, 2024</b>
		Rs.	Rs.
<b>(A) DIRECT EXPENSES</b>			
Power & Fuel Expenses		3,136.81	2,654.64
Domain & Other development Expenses		38,165.46	27,516.26
Software Expenses		4,451.44	3,810.11
Connectivity Charges		572.40	572.40
Professional Fees		23,718.68	25,788.99
	<b>Total (A)</b>	<b>70,044.79</b>	<b>60,342.41</b>
<b>(B) INDIRECT EXPENSES</b>			
Rent		14,200.57	11,521.92
Repair & Maintenance (Office)		2,609.04	1,907.87
Computer Repair & Maintenance		790.50	886.47
Vehicle Running & Maintenance Expenses		487.03	387.37
Vehicle Insurance		167.24	100.52
Fee & taxes		1,654.89	176.90
Communication Exp		2,108.62	1,980.86
Travelling Expenses		3,440.15	2,878.59
Conveyance		6,747.01	6,515.47
Other Legal and Professional Fees		1,188.29	1,139.59
Advertisement Charges		2,259.79	1,267.05
Sales Promotion		1,348.22	1,207.02
Commission Paid		1,613.06	1,646.97
Auditors Remuneration		130.00	47.50
Festival Celebration & Gift Exp.		629.73	971.66
Printing & Stationery		376.73	448.74
Fluctuation in Foreign Exchange Rate		491.78	641.93
Miscellaneous Expenses		100.62	54.06
Office Expenses		244.10	223.44
CSR Expenses		629.47	11.00
Unrealized Loss on Equity Investment		12,472.87	0.00
Others		1,776.77	1,034.23
	<b>Total (B)</b>	<b>55,466.49</b>	<b>35,049.16</b>
	<b>Total (A+B)</b>	<b>1,25,511.28</b>	<b>95,391.57</b>

In terms of our report attached.

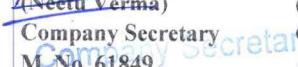
**For Harvinder Arora & Associates**  
**Chartered Accountants**  
 (Firm's Registration No. 014556N)

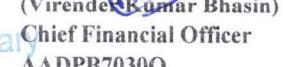
  
 (Harvinder Singh)  
 M. No. : 094031  
 UDIN : 25094031BMYDX3574  
 Place : New Delhi  
 Date : August 20th, 2025

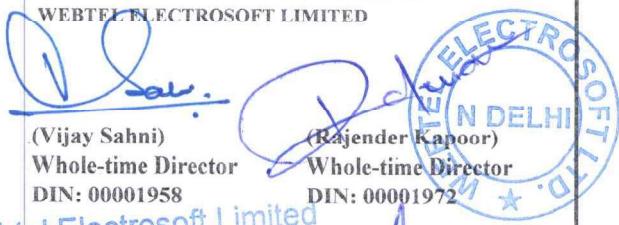
For Webtel Electrosoft Limited

  
 (Vijay Sahni)  
 Whole-time Director  
 DIN: 00001958

  
 (Rajender Kapoor)  
 Whole-time Director  
 DIN: 00001972

  
 (Neetu Verma)  
 Company Secretary  
 M. No. 61849

  
 (Virender Kumar Bhasin)  
 Chief Financial Officer  
 AADPB7030Q





**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 Promotor, director or employee of promoter(s) / 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
Promotors		
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	2-3 Years	
Projects in progress				
Projects temporarily suspended				

(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	2-3 Years	
Project 1				
Project 2				

**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	2-3 Years	
Project 1				
Project 2				

(b) Intangible assets under development completion schedule

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



*[Signature]*

*[Signature]*



*[Signature]*

## VI Details of Benami Property held

24

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.

(b) if not otherwise specified, and

VIII Wilful Default

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

## IX Relationship with Struck off Companies

Whereas 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

Compliance with number of laws of countries

**Compliance with number of layers or 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.

71 Dations

Ratio	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change
Debt Equity Ratio	Debt Capital	Shareholder's Equity	0.02	0.03	0.00
Debt Service coverage ratio	EBITDA	Debt Service (Int+Principal)	43.47	62.50	-19.03
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.44	0.61	-0.17
Inventory Turnover Ratio	COGS	Average Inventory	2.89	4.04	-1.15
Trade Receivables turnover ratio	Net Sales	Electrosoft Limited Average trade receivables	6.16	9.93	-3.77



Trade  
R

Secretary



Trade payables turnover ratio	Total Purchases (Fuel Cost + Other Expenses+Closing Inventory-Opening Inventory)	Closing Trade Payables	0.25	1.55	-1.31
Net capital turnover ratio	Sales	Working capital (C.A-CL)	4.26	3.59	0.67
Net profit ratio	Net Profit	Sales	0.16	0.16	0.00
Return on Capital employed	Earnings before interest and tax	Capital Employed	0.34	0.51	-0.17
Return on investment	Net Profit	Investment	0.34	0.51	-0.17

#### 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  
Registration No. Q14556N  
M/s. Harvinder Arora & Associates  
Chartered Accountants  
Ward No. 194031  
UDIN : 25094031BMYDX3574

Place : New Delhi  
Date : August 20th, 2025

For & on Behalf of the Board of Directors  
WEBTEL ELECTROSOFT LIMITED  
  
(Vijay Sahni)  
Whole-time Director  
DIN: 00001958

For Webtel Electrosoft Limited  
  
(Rajender Kapoor)  
Whole-time Director  
DIN: 00001972

(Virender Kumar Bhasin)  
Chief Financial Officer  
AADPB7030Q





#### INDEPENDENT AUDITOR'S REPORT

**To the Members of WEBTEL ELECTROSOFT LTD.**

#### **Report on the Audit of the Consolidated Financial Statements**

##### **Opinion**

We have audited the accompanying consolidated financial statements of **WEBTEL ELECTROSOFT LTD.** ("Company"/ "the Holding Company"), which comprise the consolidated Balance Sheet as at 31st March, 2025 and the consolidated Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the consolidated 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 consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31<sup>st</sup> 2025, 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 consolidated Financial Statements section of our report. We are independent auditor 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 consolidated Financial Statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and we have fulfilled our



UDIN:- 25094031BMLYDW7428

other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

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

### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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 consolidated Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the other information. Our opinion on the consolidated 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 consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, 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 consolidated 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 consolidated Financial Statements to give a true and fair view of

UDIN:- **25094031BMYDW7428**



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

In preparing the consolidated 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 consolidated financial reporting process.

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

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

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



UDIN:- 25094031BMYDW7428

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to



UDIN:- 25094031BMYDW7428

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. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we report that there are no qualifications or adverse remarks included in CARO report in respect of the standalone financial statements of the Holding Company and sole subsidiary Company which are included in these Consolidated Financial Statements.
  
2. (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 purposes of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the consolidated 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 consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act;
  - e) on the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over consolidated financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure – B". Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the Company's internal financial controls over consolidated financial reporting.
  - g) Based on our examination which included test checks, the company has used accounting softwares for maintaining its books of accounts for the financial year ended on March 31<sup>st</sup>, 2025. Which has the feature of recording audit trail (edit lock facility)



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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.

(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, 2025 on its consolidated financial position in its consolidated financial statements.
- ii. The Company did not have any long-term contract including derivative contract as at March 31, 2025, 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, 2025.
- iv. 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.
- v. (i) 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 advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



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(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.

vi. Based on information and explanation given to us and also based on our examination which included test checks, although the company not has used accounting software for maintaining its books of accounts for the financial year ended on March 31<sup>st</sup>, 2025 which has the feature of recording audit trail (edit lock facility) but the ERP accounting system adopted by the Company did not allow to alter vouchers in books of accounts.

For **HARVINDER ARORA & ASSOCIATES**

**Chartered Accountants**

**Firm Registration No. 014556N**



**(HARVINDER SINGH)**

**Proprietor**

**Membership No.094031**

**Place: New Delhi**

**Date: 20/08/2025**

**UDIN:- 25094031BMYDW7428**

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1 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 LTD. on the consolidated financial statements as of and for the year ended March 31, 2025)**

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 favor of the lessee) disclosed in the consolidated financial statements are held in the name of the company. (Refer Note 32)



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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. As per the information and explanation given to us, the 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. (Refer Note no. 38)

(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.

(A) the aggregate amount of Rs. 1422401 has been provided during the year, and balance outstanding is Rs. 6336641 at the consolidated balance sheet date with



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respect to guarantees or security to companies, firms or any parties or any parties other than subsidiaries, joint ventures and associates during the year.

(B) the aggregate amount of Rs. 2413778.25 decreased during the year, and balance outstanding is Rs. 3291033.36 at the consolidated balance sheet date with respect to advances to companies, firms or any parties other than subsidiaries, joint ventures and associates during the year.

(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. However, no interest is charged on the amount given as advance as mentioned in note 15 of the consolidated balance sheet.

(v) In our opinion and according to 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) According to the information and explanations given to us, the maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act and records are maintained by Company and audited by Cost Auditor.

(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

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examination of books of accounts, no undisputed amounts is payable in respect of the aforesaid dues which were outstanding as at 31st March, 2025 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) due on account of any dispute as on the consolidated balance sheet date:-

(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. Hence,

(c) In our opinion and according to the information and explanations given to us, the company has raised any unsecured term loan during the year. On the basis of explanation provided to us, the term loan has been applied for the purpose for which loan was taken.



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(d) According to the information and explanations given to us and on an overall examination of the consolidated 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 consolidated 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.

(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 not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable;



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(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.

(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 consolidated 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.

(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

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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 451 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.

(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 consolidated balance sheet as and when they fall due within a period of one year from the consolidated 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

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period of one year from the consolidated 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.

(xxi) The reporting under clause 3(xxii) of the Order is not applicable in respect of audit of consolidated 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  
Firm Registration No. 014556N*



**(HARVINDER SINGH)**

**Proprietor**

**Membership No.094031**

**Place: New Delhi**

**Date: 20/08/2025**

**UDIN:- 25094031BMYDW7428**

**ANNEXURE "B" 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 consolidated Financial Reporting under Clause (i) of Sub- Section 143 of the Companies Act, 2013 ("the Act").**

We have audited the internal financial controls over consolidated financial reporting of M/s. WEBTEL ELECTROSOFT LTD. ("the Company") as of March 31, 2025 in conjunction with our audit of the consolidated 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 consolidated 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 consolidated 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.



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## **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over consolidated financial reporting based on our audit. We have audited it in accordance with the Guidance Note on Audit of Internal Financial Controls Over consolidated 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 consolidated 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 consolidated financial reporting and their operating effectiveness. Our audit of internal financial controls over consolidated financial reporting included obtaining an understanding of internal financial controls over consolidated 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 consolidated financial statements, whether due to fraud or error.



UDIN:- **25094031BMYDW7428**

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 consolidated Financial Reporting**

A company's internal financial control over consolidated financial reporting is a process designed to provide reasonable assurance regarding the reliability of consolidated financial reporting and the preparation of consolidated 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 consolidated financial statement.



UDIN:- **25094031BMYDW7428**

## **Inherent Limitations of Internal Financial Controls Over consolidated Financial Reporting**

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

### **Opinion**

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

**For HARVINDER ARORA & ASSOCIATES  
Chartered Accountants**

**Firm Registration No. 014556N**



**(HARVINDER SINGH)**

**Proprietor**

**Membership No.094031**

**Place: NEW DELHI**

**Date: 20/08/2025**

**UDIN:- 25094031BMYDW7428**

## WEBTEL ELECTROSOFT LIMITED

(Formerly Known as "Webtel Electrosoft Private Limited")

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

CIN : U72900DL2000PLC104917

CONSOLIDATED BALANCE SHEET AS ON 31st MARCH, 2025

(Rs. In Thousands)

Particulars	Note No.	March 31, 2025	March 31, 2024
		Rs.	Rs.
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	1,28,030.71	20,004.80
(b) Reserves and surplus	2	1,04,773.73	1,05,495.79
(c) Minority Interest		-7149.85	-7045.04
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	3	2,990.31	2,288.87
(b) Deferred tax liabilities (net)	4	333.17	112.54
(c) Other Long Term Liabilities		-	-
(d) Long term provision	5	45,680.95	38,533.78
<b>4 Current liabilities</b>			
(a) Short Term Borrowings	6	2,229.64	1,013.58
<b>(b) Trade payables</b>			
(A) total outstanding dues of MSMEs		-	-
(B) total outstanding dues of Others		3,766.71	2,691.10
(c) Other current liabilities	8	39,006.72	46,992.68
(d) Short-term provisions	9	28,862.29	20,914.67
	<b>TOTAL</b>	<b>3,48,524.40</b>	<b>2,31,002.77</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) (i)Property, Plant and Equipment	10	33,531.83	27,637.54
(ii) Intangible Assets under Development	10	19,457.82	-
(b) Non-current investments	11	1,06,900.31	23,813.37
(c) Deferred Tax Assets	12	50.04	11.45
(d) Long term loans and Advances	13	6,336.64	4,914.24
<b>2 Current assets</b>			
(a) Current Investments	14	30,913.33	27,124.36
(b) Inventories	15	170.96	1,140.40
(c) Trade receivables	16	1,11,044.47	49,806.19
(d) Cash and cash equivalents	17	8,600.30	66,243.00
(e) Short-term loans and advances	18	29,750.55	27,696.83
(f) Other Current Assets	19	1,768.15	2,615.38
	<b>TOTAL</b>	<b>3,48,524.40</b>	<b>2,31,002.77</b>

See accompanying notes forming part of the financial statements

In terms of our report attached.

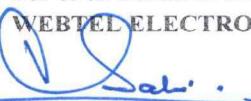
For Harvinder Arora & Associates  
Chartered Accountants  
(Firm's Registration No. 014556N)

 (Signature of Harvinder Singh)  
Harvinder Singh  
FCA, Proprietor  
M. No. : 094031

UDIN : 25094031BMYDW7428  
Place : New Delhi  
Date : 20th Aug, 2025

For &amp; on Behalf of the Board of Directors

WEBTEL ELECTROSOFT LIMITED

  
(Vijay Sahni)  
Director  
DIN: 00001958

  
(Rajender Kapoor)  
Director  
DIN: 00001972

For Webtel Electrosoft Limited  
(Neetu Verma)  
Company Secretary  
M. No. 61849  
Secretary

  
(Virender Kumar Bhasin)  
Chief Financial Officer  
AADPB7030Q

**WEBTEL ELECTROSOFT LIMITED**  
 (Formerly Known as "Webtel Electrosoft Private Limited")  
 110-114, RATTAN JYOTI BUILDING - 18, RAJENDRA PLACE, NEW DELHI-110008  
 CIN : U72900DL2000PLC104917

**STATEMENT OF CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2025**

(Rs. In Thousands)

<b>Particulars</b>	<b>Note</b>	<b>March 31, 2025</b>	<b>March 31, 2024</b>
	<b>No.</b>	<b>Rs.</b>	<b>Rs.</b>
<b>I Revenue from operations (gross)</b>	19	4,88,809.41	3,90,442.72
Revenue from operations (net)		<b>4,88,809.41</b>	<b>3,90,442.72</b>
<b>II Other Income</b>	20	12,851.02	20,343.03
<b>III Total Income (I+II)</b>		<b>5,01,660.43</b>	<b>4,10,785.75</b>
<b>IV Expenses</b>			
(a) Cost of materials consumed	21	1,896.39	3,757.06
(d) Employee benefits expenses	22	2,79,737.62	2,46,787.27
(e) Finance costs	23	1,376.61	696.21
(f) Depreciation and amortisation expenses	10	12,862.36	11,283.30
(g) Other expenses	24	1,26,599.28	88,884.89
<b>Total Expenses</b>		<b>4,22,472.27</b>	<b>3,51,408.74</b>
<b>V Profit before exceptional and extraordinary item and tax</b>		<b>79,188.16</b>	<b>59,377.01</b>
<b>VI Exceptional Items</b>			
<b>VII Profit before extraordinary item and tax</b>		<b>79,188.16</b>	<b>59,377.01</b>
<b>VIII Extraordinary Items</b>			
<b>IX Profit before Tax</b>		<b>79,188.16</b>	<b>59,377.01</b>
<b>X Tax Expense:</b>			
(a) Current tax expense		25,497.86	19,943.56
(b) Deferred tax		182.04	535.01
(c) For Income Tax for earlier Years		-3699.87	322.54
<b>XI Profit / (Loss) for the period from continuing operations</b>		<b>57,208.14</b>	<b>38,575.90</b>
<b>XII Profit / (Loss) from discontinuing operations</b>			-
<b>XIII Tax from discontinuing operations</b>			-
<b>XIV Profit/ (Loss) from discontinuing operations</b>			-
<b>XV (Profit) for the Period</b>		<b>57,208.14</b>	<b>38,575.90</b>
<b>XVI Earning per equity share:</b>			
(1) Basic		4.47	17.14
(2) Diluted		4.47	17.14

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 : 25094031BMYDW7428  
 Place : New Delhi  
 Date : 20th Aug, 2025

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

  
 (Vijay Sahni)  
 Director  
 DIN: 00001958

  
 (Rajender Kapoor)  
 Director  
 DIN: 00001972

  
 (Neetu Verma)  
 Company Secretary  
 M. No. 61849  
 Company Secretary

  
 (Virender Kumar Bhasin)  
 Chief Financial Officer  
 AADPB7030Q

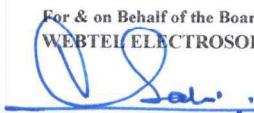
**WEBTEL ELECTROSOFT LIMITED**  
**(Formerly Known as "Webtel Electrosoft Private Limited")**  
**Consolidated Statement of Cash Flows**  
**For the Years Ending March 31, 2025 and March 31, 2024**

	March 31, 2025	March 31, 2024	(Rs. in Thousands)
<b>Cash Flows from Operating Activities</b>			
Net Income	79,188.16	59,377.01	
<b>Adjustments</b>			
Depreciation	12,862.36	11,283.30	
Profit on sale of investments	-6861.95	-15537.87	
Profit on Sale of fixed assets	0.00	-616	
Interest income on deposits	-4575.24	-3669.12	
Interest on income tax refund	51.86	-429	
Dividend income	-160.00	-1.82	
Provision for Gratuity	5,857.25	3,803.27	
Provision for Leave Encashment	3,683.24	862.90	
Other		-647.29	
<b>Operating profit before working capital changes</b>	<u>10,857.52</u>		<u>-4952.33</u>
Adjustments for:			
Increase / (decrease) in Inventories	969.44	-422.28	
(Increase) / decrease in Loans and Advances	-6076.12	-10738.94	
(Increase) / decrease in Trade Receivables	-61238.28	-20648.46	
Increase / (decrease) in Other Current Assets	847.23	-607.96	
(Increase) / decrease in Short Term Borrowings	1,216.06	21.25	
(Increase) / decrease in Trade payables	1,075.61	-1914.32	
Increase / (decrease) in Other Current Liabilities	-5385.96	5,783.19	
Net cash flow (Used in) operations	<u>-68592.01</u>		<u>-28527.53</u>
Net cash flow (Used in) operations	<u>21,453.67</u>		<u>25,897.15</u>
Less : Direct taxes paid	<u>-19943.56</u>		<u>-4500.00</u>
Less : Previous Year Tax	<u>3,699.87</u>		<u>-322.54</u>
<b>Net Cash from Operating Activities</b>	<u>5,209.98</u>		<u>21,074.61</u>
<b>Cash Flows from Investing Activities</b>			
Sale of Fixed Assets	-	27.14	
Purchase of New Equipment	-18761.71	-17163.58	
Investments Decreased	-86875.91	-26220.71	
Investments Increased	0.00	19,812.47	
Profit on sale of investments	6,861.95	15,537.87	
Profit on Sale of fixed assets	0.00	616.29	
Interest income on deposits	4,575.24	3,669.12	
Interest on income tax refund	-51.86	429.41	
Dividend income	160.00	1.82	
Intangible Assets under Development	-19457.82	0.00	
Other		40.58	
<b>Net Cash Used for Investing Activities</b>	<u>-113550</u>		<u>-3250</u>
<b>Cash Flows from Financing Activities</b>			
Share Capital	5,334.61		
Security Premium	44,661.35		
Long-term borrowings	701.45	583.85	583.85
<b>Net Cash from Financing Activities</b>	<u>50,697.41</u>		<u>583.85</u>
NET INCREASE/(DECREASE) IN CASH	<u>-57642.71</u>		<u>18,408.88</u>
CASH, & CASH EQUIVALENT AT THE BEGINNING OF YEAR	<u>66,243.00</u>		<u>47,834.13</u>
<b>CASH, &amp; CASH EQUIVALENT AT THE END OF YEAR</b>	<u>8,600.30</u>		<u>66,243.00</u>

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

  
  
(C. A. Harvinder Singh)  
FCA, Proprietor  
M. No. : 094031  
UDIN : 25094031BMYDW7428  
Place : New Delhi  
Date : 20th Aug, 2025

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

  
(Vijay Sahni)  
Whole-time Director  
DIN: 00001958

  
(Rajender Kapoor)  
Whole-time Director  
DIN: 00001972

  
(Virender Kumar Bhasin)  
Chief Financial Officer  
AADPB7030Q

For Webtel Electrosoft Limited  
(Neetu Verma)

Company Secretary  
M. No. 61849

Company Secretary

**WEBTEL ELECTROSOFT LIMITED**  
(Formerly Known as "Webtel Electrosoft Private Limited")  
**110-114, RATTAN JYOTI BUILDING - 18, RAJENDRA PLACE, NEW DELHI-110008**  
**NOTES TO ACCOUNTS FOR THE YEAR ENDED MARCH 31ST, 2025**

## **NOTE 1 :- ACCOUNTING POLICIES & NOTES TO ACCOUNTS**

## **I Statement of significant Accounting Policies**

#### **(a). 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.

**(b). Fixed Assets**

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

### (c). Depreciation

Fixed assets are depreciated / amortised over their estimated useful lives with WDV method , after taking into account estimated residual value. Rate of Depreciation and Estimated useful lives of assets are as follows :

<u>Type of Assets</u>	<u>Estimated Useful Life</u>
Office Equipments	15 Years
Plant & Machinery	3 Years
Motor Cars	8 Years
Building	30 Years
Furniture & Fittings	10 Years

In case of fixed assets where the useful life of assets was NIL as at 01.04.2024, the Company has adjusted the net residual value aggregating to Rs. 5054.86 from Reserves & Surplus.

**(d). 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.

**(e). 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.

**(f). Transactions in foreign currencies and accounting of derivatives**

**(c) Transactions in foreign currencies and accounting of derivatives**  
Exchange differences Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at year end exchange rates.

**(g). Inventories**

Inventories are valued at the lower of cost and net realisable value. Net realisable value is estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses.

**(h). Employee Benefit**

**(i) Gratuity**

P. Preethi Thomas Company Secretary



The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation carried out at each Balance Sheet date using the projected unit credit method.

#### **(ii) Compensated absences**

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilised leave at each balance sheet date on the basis of an independent actuarial valuation.

#### **(i). Provident fund**

The eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' basic salary or upto Rs. 15000 per month). The contributions as specified under the law are made to the provident fund and pension to the government.

#### **(j). Liabilities and contingent liabilities**

The company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

#### **(k). 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.

#### **(l). Foreign currency transactions**

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the respective transactions. Monetary foreign currency assets and liabilities remaining unsettled at the balance sheet date are translated at the rates of exchange prevailing on that date. Gains / losses arising on account of realization / settlement of foreign exchange transactions and on translation of foreign currency assets and liabilities are recognised in the Statement of Profit and Loss.

#### **(m). Segment reporting**

The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. However the company is currently dealing in only one primary segment. However, since the company's operations are confined to development, maintenance of softwares etc, all financial information pertains to this single segment, making segment reporting inapplicable.

#### **(n). Research and Development Expenditure**

*Sab. Dar.*

*Pradeep Kumar*  
Company Secretary

FOR Webtel Electrossoft Limited



Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of direct software development employees costs that are directly attributable to prepare the asset for its intended use. The total research and development expenditure is capitalised as cost of direct software development employees costs amounting to Rs. 2,43,22,272/- under the estimated useful life in 5 years. The amortization expense has been included in the Standalone Statement of Profit and Loss as Research and Development expense recognized in net profit in the statement of profit and loss for the year ended March 31, 2025 is Rs. 48,64,494/-.

Cont... 3 ...



For Webtel Electrosoft Limited

Neetu Kumar

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Company Secretary

Neetu



**NOTES TO ACCOUNTS:-****I. Balance Sheet**

Contingent Liabilities not provided for: NIL.

**II. Profit & Loss Account****1. Auditors' Remuneration**

	March 31, 2025	(Rs. In Thousands) March 31, 2024
<b>Statutory Auditors</b>		
-Statutory Audit Fees	80.00	40.00
-Other Audit Fees	7.50	7.50
-Others	18.60	0.00
<b>Total</b>	<b>106.10</b>	<b>47.50</b>

**2. Directors' Remuneration**

	March 31, 2025	March 31, 2024
Amount of Directors' Remuneration	10,059.09	9,464.80

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

Related Party	Relation	Nature	Security deposit paid	March 31, 2025	March 31, 2024
Rajender Kapoor	Director	Remuneration, Deposit & Rent	0.00	4,802.98	3,727.57
Vijay Sahni	Director	Remuneration, Deposit & Rent	0.00	5,253.05	3,621.53
Sangeeta Sahni	Director	Remuneration, Deposit & Rent	0.00	1,858.14	1,772.74
Rajeev Khandelwal	Director	Remuneration	0.00	2,052.00	1,950.00
Sunita Khandelwal	Wife of Director	Remuneration	0.00	966.00	966.00
Sanjay Kapoor	Brother of Director	Remuneration	0.00	1,149.77	1,084.92
Aashna Sahni	Daughter of Director	Remuneration	305.53	2,207.32	598.44
Virender Bhasin	CFO	Remuneration	0.00	1,854.35	0.00
Sanya Kapoor	Daughter of Director	Remuneration, Deposit & Rent	212.87	2,154.79	0.00
Neetu Verma	Company Secretary	Remuneration	0.00	1,118.87	0.00
Ansh Sahni	Son of Director	Deposit & Rent	0.00	468.56	449.82
Shivansh Kapoor	Son of Director	Deposit & Rent	0.00	468.83	449.82
Suruchi Kapoor	Wife of Director	Deposit & Rent	0.00	339.66	241.96
Scan Computer Services	Brother of Director	Purchase of Assets	0.00	1,921.57	1,997.35
Rajeev Khandelwal HUF	Director's HUF	Deposit & Rent	0.00	1,078.18	1,040.04
Vijay Sahni HUF	Director's HUF	Deposit & Rent	0.00	70.20	117.00
Rajender Kapoor HUF	Director's HUF	Deposit & Rent	0.00	70.20	117.00
Webtel Enterprise Solutions P Ltd.	Subsidiary Company	Professional Fee	0.00	2,600.00	13,982.87
<b>Total</b>			<b>518.40</b>	<b>30,434.48</b>	<b>32,117.06</b>

**4. Expenditure incurred in foreign exchange:**

During the year the Company has incurred an amount of **Rs. 2,790,291.56** in foreign exchange on business expenditure. And we have foreign currency equivalent to **Rs. 298,331.29** in hand.

**Export of services during the year:**

5 During the year the Company earned **Rs. 85,204,936.68** in foreign exchange on account of Software services.

**6 Capital Structure**

During the period, the authorised share capital has been increased from 20,004,800 to 180,000,000. The Issued, Subscribed and Paid up Capital stood at Rs. 128,030,710/- as on March 31, 2025 consisting of 12803071 Equity shares of Rs.10/- each.

**7 Bonus Shares**

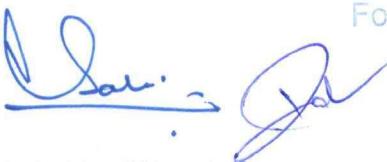
Bonus Shares issued during the year under review. On 9th August 2024 with the approval of the shareholder, Board decided to issue 60,01,440 Bonus Shares on the ratio of 1:3 [i.e. 3 (Three) fully paid up equity shares for every 1 (One) equity shares held] to the shareholders as on the date 7th August 2024, 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. Later Board again decided to issue 42,67,691 Bonus Shares on the ratio 1:2 [i.e. 2 (Two) fully paid up equity shares for every 1 (One) equity shares held] to the shareholders as on the date 20th November 2024 and the allotment of the shares are made on the 22nd November 2024 by utilizing itsfree reserves.

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

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. After receiving the approval, the company's name has been changed from WEBTEL ELECTROSOFT PRIVATE LIMITED to WEBTEL ELECTROSOFT LIMITED.



For Webtel Electrosoft Limited

  Deepak Verma  
Company Secretary



9. Details of Subsidiary/Joint Ventures/Associate Companies

A Loan of Rs. 8,075,000 given to subsidiary company "Webtel Enterprise Solutions Private Limited".

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)



FCA, Proprietor  
M. No. : 094031  
UDIN : 25094031BMYDW7428  
Place : New Delhi  
Date : 20th Aug, 2025

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

  
(Vijay Sahnii)  
Director  
DIN: 00001958  
(Neetu Verma)  
Company Secretary  
M. No. 61849  
(Rajender Kapoor)  
Director  
DIN: 00001972  
(Virender Kumar Bhasin)  
Chief Financial Officer  
AADPB7030Q

Company Secretary

**WEBTEL ELECTROSOFT LIMITED**  
**(Formerly Known as "Webtel Electrosoft Private Limited")**

**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET**

**Note -1. SHARE CAPITAL**

(Rs. In Thousands)

Particulars	March 31, 2025		March 31, 2024	
	Number of shares	Rs.	Number of shares	Rs.
<b>(a) Authorised</b> 18000000 Equity shares of Rs.10/- each with voting rights	18000000	1,80,000.00	2100000	21,000.00
<b>(b) Issued, Subscribed and Paid up</b> 2000480 Equity shares of Rs.10/- each with voting rights	2000480	20,004.80	2000480	20,004.80
Add: Bonus Shares (1:3)	6001440	60,014.40	-	-
Add: Bonus Shares (1:2)	4267690	42,676.90	-	-
Add: Private Placement to Ms. Priti Bhala	533461	5,334.61	-	-
<b>Total</b>	<b>1,28,03,071</b>	<b>1,28,030.71</b>	<b>20,00,480</b>	<b>20,004.80</b>
<b>(c) Share Premium a/c</b>	533461	44,661.35	-	-

**Note - 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, 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. Later Board again decided to issue 42,67,691 Bonus Shares on the ratio 1:2 [i.e. 2 (Two) fully paid up equity shares for every 1 (One) equity shares held] to the shareholders as on the date 20th November 2024 and the allotment of the shares are made on the 22nd November 2024 by utilizing out its free reserves.

**List of Shareholders holding more than 5% share capital**

Name of Shareholders	No. of Shares	%	Value/Share	Total Value
Mr. Rajender Kapoor	1845900	14.42%	10	18,459.00
Ms. Suruchi Kapoor	1258560	9.83%	10	12,585.60
Ms. Sanya Kapoor	859290	6.71%	10	8,592.90
Mr. Shivansh Kapoor	859290	6.71%	10	8,592.90
Mr. Vijay Sahni	4070880	31.80%	10	40,708.80
Ms. Sangeeta Sahni	1604640	12.53%	10	16,046.40
Ms. Priti Bhala	800191	6.25%	10	8,001.91

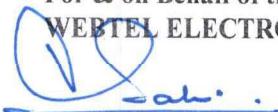
In terms of our report attached.

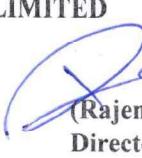
**For Harvinder Arora & Associates  
Chartered Accountants  
(Firm's Registration No. 014556N)**

 (CA) Harvinder Singh  
FCA, Proprietor  
M. No. : 094031

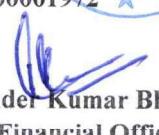
UDIN : 25094031BMYDW7428  
Place : New Delhi  
Date : 20th Aug, 2025

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

  
(Vijay Sahni)  
Director  
DIN: 00001958

  
(Rajender Kapoor)  
Director  
DIN: 00001972

  
For **Webtel Electrosoft Limited**  
(Neetu Verma)  
Company Secretary  
M. No. 61849

  
(Virender Kumar Bhasin)  
Chief Financial Officer  
AADPB7030Q

**WEBTEL ELECTROSOFT LIMITED**

(Formerly Known as "Webtel Electrosoft Private Limited")

**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET**

**Note 2 RESERVES AND SURPLUS**

(Rs. In Thousands)

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>(A) Securities premium account</b>		
Opening balance		
Addition during the year	44,661.35	0.00
Closing balance	<b>44,661.35</b>	-
<b>(B) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	90,205.70	64,094.52
Add: Profit / (Loss) for the year	57,103.33	41,423.56
Less:- WDV of Assets with Nil Useful Life as on 1-4-2024	-5.05	-22.29
Less:- Issue of Bonus shares		
Less:- Issue of Bonus shares		
Closing balance	<b>1,47,303.98</b>	<b>1,05,495.79</b>
<b>Total</b>	<b>1,91,965.33</b>	<b>1,05,495.79</b>

**Note 3 LONG TERM BORROWINGS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>SECURED LOANS</b>		
Term Loans from Banks	2,990.31	2,288.87
<b>TOTAL</b>	<b>2,990.31</b>	<b>2,288.87</b>

**Note 4 DEFERRED TAX LIABILITIES (NET)**

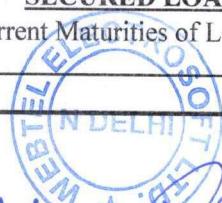
Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>On account of timing difference of depreciation-</b>		
Opening Balance	112.54	-428.84
Provision for current year	220.63	541.37
<b>TOTAL</b>	<b>333.17</b>	<b>112.54</b>

**Note 5 LONG TERM PROVISION**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Provision for Leave Encashment	9,934.46	7,348.04
Provision for Gratuity	35,746.50	31,185.74
<b>TOTAL</b>	<b>45,680.95</b>	<b>38,533.78</b>

**Note 6 SHORT TERM BORROWINGS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>SECURED LOANS</b>		
Current Maturities of Long term debt	2,229.64	1,013.58
<b>TOTAL</b>	<b>2,229.64</b>	<b>1,013.58</b>



Webtel Electrosoft Limited  
Deeksh Tewari

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**WEBTEL ELECTROSOFT LIMITED**  
 (Formerly Known as "Webtel Electrosoft Private Limited")  
**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET**

**Note 8 OTHER CURRENT LIABILITIES**

(Rs. In Thousands)

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Salary Payable	23,959.38	23,025.71
Auditor Remuneration Payable	67.00	50.50
Other Expenses Payable	3,155.57	1,840.18
Duties & Taxes	11,698.76	8,065.60
Cash Credit Limit Account	0.00	14,010.69
Gen OD Limit Account		
<b>Other Current Liabilities</b>		
Loan from Holding Company	0.00	0.00
<b>Total</b>	<b>38,880.71</b>	<b>46,992.68</b>

**Note 9 SHORT TERM PROVISIONS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>(a) Provision for employee benefits</b>		
Provision for Leave Encashment	1,287.31	190.48
Provision for Gratuity	2,077.13	780.63
<b>(b) Provision - for TAX</b>		
Provision for Income Tax(Current Year)	25,497.86	19,943.56
<b>Total</b>	<b>28,862.29</b>	<b>20,914.67</b>

In terms of our report attached.

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



(CA) Harvinder Singh

FCA, Proprietor

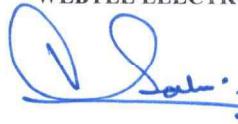
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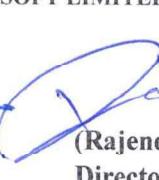
UDIN : 25094031BMYIDW7428

Place : New Delhi

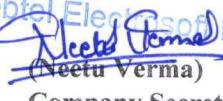
Date : 20th Aug, 2025

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

  
 (Vijay Sahni)  
 Director  
 DIN: 00001958

  
 (Rajender Kapoor)  
 Director  
 DIN: 00001972

  
 (Virender Kumar Bhasin)  
 Chief Financial Officer  
 AADPB7030Q

  
 (Neetu Verma)  
 Company Secretary  
 M. No. 61849

**WEBTEL ELECTROSOFT LIMITED**

(Formerly Known as "Webtel Electrosoft Private Limited")

**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET**

**Note 10 NON CURRENT INVESTMENTS**

(Rs. In Thousands)

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Term Deposit	1,06,900.31	23,813.37
<b>Total</b>	<b>1,06,900.31</b>	<b>23,813.37</b>

**Note 11 DEFERRED TAX ASSETS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>On account of timing difference of depreciation-</b>		
Opening Balance	11.45	433.92
Provision for current year	38.59	6.36
Balance transfer to Deferred Tax Liability	0.00	-429
<b>Total</b>	<b>50.04</b>	<b>11.45</b>

**Note 12 LONG TERM LOANS AND ADVANCES**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Security Deposits	6,336.64	4,914.24
<b>Total</b>	<b>6,336.64</b>	<b>4,914.24</b>

**Note 13 CURRENT INVESTMENTS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Investment in Shares	30,913.33	27,124.36
<b>Total</b>	<b>30,913.33</b>	<b>27,124.36</b>

**Note 14 INVENTORIES**

(At lower of cost and net realisable value)

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Finished Goods	170.96	1,140.40
<b>Total</b>	<b>170.96</b>	<b>1,140.40</b>

**Note 16 CASH AND CASH EQUIVALENTS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
A) Cash In Hand	993.76	964.04
B) Foreign Currency( Cash and Card)	298.33	238.30
C) Bank Balance	7,253.55	46,201.87
D) Term Deposit	22.40	27,817.33
Less : Bank OD Gen against Term Deposit	32.25	-8979
<b>Total</b>	<b>8,600.30</b>	<b>66,243.00</b>



For Webtel Electrosoft Limited

*Deekshith Somas*  
Company Secretary

**WEBTEL ELECTROSOFT LIMITED**  
**(Formerly Known as "Webtel Electrosoft Private Limited")**  
**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET**

**Note 17 SHORT TERM LOANS AND ADVANCES**

(Rs. In Thousands)

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Advances to Suppliers	3,291.03	5,704.81
Salary Advances to Employees	3,036.66	5,333.88
Other Advances to Employees	1,844.67	1,191.56
<b>Others</b>		
Withholding & Other Tax Receivables	21,578.19	15,466.59
<b>Total</b>	<b>29,750.55</b>	<b>27,696.83</b>

**Note 18 OTHER CURRENT ASSETS**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
C) other		
Interest Accrued on Term deposits	930.13	1,651.55
Prepaid Expenses	828.20	944.19
Preliminary Expenses	19.64	29.46
Less: Preliminary Expenses Written off	-9.82	-9.82
<b>Total</b>	<b>1,768.15</b>	<b>2,615.38</b>

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 : 25094031BMYDW7428  
 Place : New Delhi  
 Date : 20th Aug, 2025

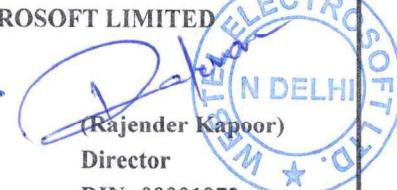


For & on Behalf of the Board of Directors

**WEBTEL ELECTROSOFT LIMITED**

  
 (Vijay Sahni)

Director  
 DIN: 00001958

  
 (Rajender Kapoor)  
 Director  
 DIN: 00001972

  
 (Neeetu Verma)  
 Company Secretary  
 M. No. 61849

  
 (Virender Kumar Bhasin)  
 Chief Financial Officer  
 AADPB7030Q

For Webtel Electrosoft Limited

**WEBTEL ELECTROSOFT LIMITED**  
**(Formerly Known as "Webtel Electrosoft Private Limited")**  
**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET**

**Note 7 TRADE PAYABLES**

**Figures as on March 31, 2025**

(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	3,625.11	141.60	-	-	3,766.71
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>3,625.11</b>	<b>1,41,600.00</b>	<b>-</b>	<b>-</b>	<b>3,766.71</b>

**Figures as on March 31, 2024**

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	-	-	-	-	-
<b>Total</b>	<b>2,691.10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,691.10</b>

**Note 16 TRADE RECEIVABLES**

**Figures as on March 31, 2025**

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	74,450.03	20,405.68	14,445.28	679.93	1,063.54	1,11,044.47
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-

**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	-	-	-	-	-	-

For Webtel Electrosoft Limited  
*Deeksha Bhamid*  
*Company Secretary*

**WEBTEL ELECTROSOFT LIMITED**  
**(Formerly Known as "Webtel Electrosoft Private Limited")**  
**NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED BALANCE SHEET**

**NOTE 10 CURRENT INVESTMENTS**

Quoted Investments	March 31, 2025		March 31, 2024	
	No. of Shares	Amount(Rs.)	No. of Shares	Amount(Rs.)
Bombay Dyeing and Mfg Co Ltd	-	-	25,000	4,710.25
Embassy Development Limited	-	-	1,50,000	18,795.44
Jaiprakash Associates Limited	-	-	1,00,000	1,853.54
Zee Entertainment Enterprises Limited	1,60,000	25,067.88	10,000	1,765.14
Embassy Development Limited	1,31,000	18,318.31	-	0.00
LESS : Unrealized Loss on Equity Investment		-12472.87	-	0.00
	<b>2,91,000</b>	<b>30,913.33</b>	<b>2,85,000</b>	<b>27,124.36</b>

**Note:-**

*Market Value of Quoted Investments as on 31.03.2025*

Quoted Investments	Price as on 31.03.25	As on 31.03.2025	
		No. of Shares	Amount(Rs.)
Zee Entertainment Enterprises Limited	98.34	1,60,000	15,735.08
Embassy Development Limited	115.86	1,31,000	15,178.24
		<b>291.00</b>	<b>30,913.33</b>



*W. Arora*

*Chartered Accountant*



*Sheetal Kumar*  
Company Secretary

*W. Arora*

**WEBTEL ELECTROSOFT LIMITED**  
**(Formerly Known as "Webtel Electrosoft Private Limited")**

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF PROFIT & LOSS  
 ACCOUNT

**Note 19 REVENUE FROM OPERATIONS** (Rs. In Thousands)

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Income from Software & Other Services	4,88,809.41	3,90,442.72
<b>Total Income</b>	<b>4,88,809.41</b>	<b>3,90,442.72</b>

**Note 20 OTHER INCOME**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Interest Income	4,575.24	3,669.12
Other Income	8,275.78	16,673.91
<b>Total</b>	<b>12,851.02</b>	<b>20,343.03</b>

**Note 21 COST OF MATERIALS CONSUMED**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>Opening stock</b>	<b>1,140.40</b>	<b>718.13</b>
<b>Add: Purchases</b>		
Domestic	926.94	4,179.34
<b>Less: Closing stock</b>	<b>170.96</b>	<b>1,140.40</b>
<b>Cost of material consumed</b>	<b>1,896.39</b>	<b>3,757.06</b>

**Note 22 EMPLOYEE BENEFIT EXPENSES**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Salaries and wages	2,61,450.97	2,29,809.46
Director Remuneration	10,059.09	9,464.80
EPF Employer Contribution	6,248.88	5,486.23
ESI Employer Contribution	307.21	364.65
Staff Welfare	1,671.47	1,662.14
<b>Total</b>	<b>2,79,737.62</b>	<b>2,46,787.27</b>

**Note 23 FINANCE COST**

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
Bank Charges	731.59	302.64
Interest on Taxes	198.76	14.78
Bank Interest	446.26	378.79
<b>Total</b>	<b>1,376.61</b>	<b>696.21</b>

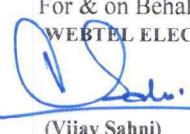
In terms of our report attached.

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

  
 (Harvinder Singh)  
 FCA, Proprietor  
 M. No. : 094031

UDIN : 25094031BMYDW7428  
 Place : New Delhi  
 Date : 20th Aug, 2025

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

  
 (Vijay Sahni)  
 Director  
 DIN: 00001958

  
 (Rajender Kapoor)  
 Director  
 DIN: 00001972

  
 (Virender Kumar Bhasin)  
 Chief Financial Officer  
 AADPB7030Q

For Webtel Electrosoft Limited

  
 (Neetu Verma)  
 Company Secretary  
 M. No. 61849

  
 Company Secretary  
 AADPB7030Q

**WEBTEL ELECTROSOFT LIMITED**  
**(Formerly Known as "Webtel Electrosoft Private Limited")**  
 NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED STATEMENT OF PROFIT & LOSS ACCOUNT

(Rs. In Thousands)

Particulars	March 31, 2025	March 31, 2024
	Rs.	Rs.
<b>(A) DIRECT EXPENSES</b>		
Power & Fuel Expenses	3,189.48	2,723.83
Domain & Other development Expenses	38,491.35	27,516.26
Software Expenses	4,451.44	3,810.11
Connectivity Charges	572.40	572.40
Professional Fees	23,718.68	18,261.14
<b>Total (A)</b>	<b>70,423.35</b>	<b>52,883.74</b>
<b>(B) INDIRECT EXPENSES</b>		
Rent	14,748.13	12,069.48
Repair & Maintenance (Office)	2,670.28	1,970.93
Computer Repair & Maintenance	790.50	907.18
Vehicle Running & Maintenance Expenses	487.03	387.37
Vehicle Insurance	167.24	100.52
Fee & taxes	1,682.93	176.90
Communication Exp	2,108.62	1,980.86
Travelling Expenses	3,445.05	2,943.03
Conveyance	6,786.38	6,645.14
Other Legal and Professional Fees	1,194.29	1,242.02
Advertisement Charges	2,259.79	1,267.05
Sales Promotion	1,348.22	1,207.02
Commission Paid	1,613.06	1,646.97
Auditors Remuneration	142.50	58.50
Festival Celebration & Gift Exp.	629.73	971.66
Printing & Stationery	376.73	448.74
Fluctuation in Foreign Exchange Rate	491.78	641.93
Miscellaneous Expenses	100.62	54.06
Office Expenses	244.10	223.44
CSR Expenses	629.47	11.00
Unrealized Loss on Equity Investment	12,472.87	0.00
Preliminary Expenses Written Off	9.82	9.82
Others	1,776.79	1,037.53
<b>Total (B)</b>	<b>56,175.94</b>	<b>36,001.14</b>
<b>Total (A+B)</b>	<b>1,26,599.28</b>	<b>88,884.89</b>

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 : 25094031BMIYDW7428  
 Place : New Delhi  
 Date : 20th Aug, 2025

*For Webtel Electrosoft Limited*  
 (Vijay Sahni) Director DIN: 00001958  
 (Neetu Verma) Company Secretary M. No. 61849 Secretary  
 (Rajender Kapoor) Director DIN: 00001972  
 (Virender Kumar Bhasin) Chief Financial Officer AADPB7030Q

