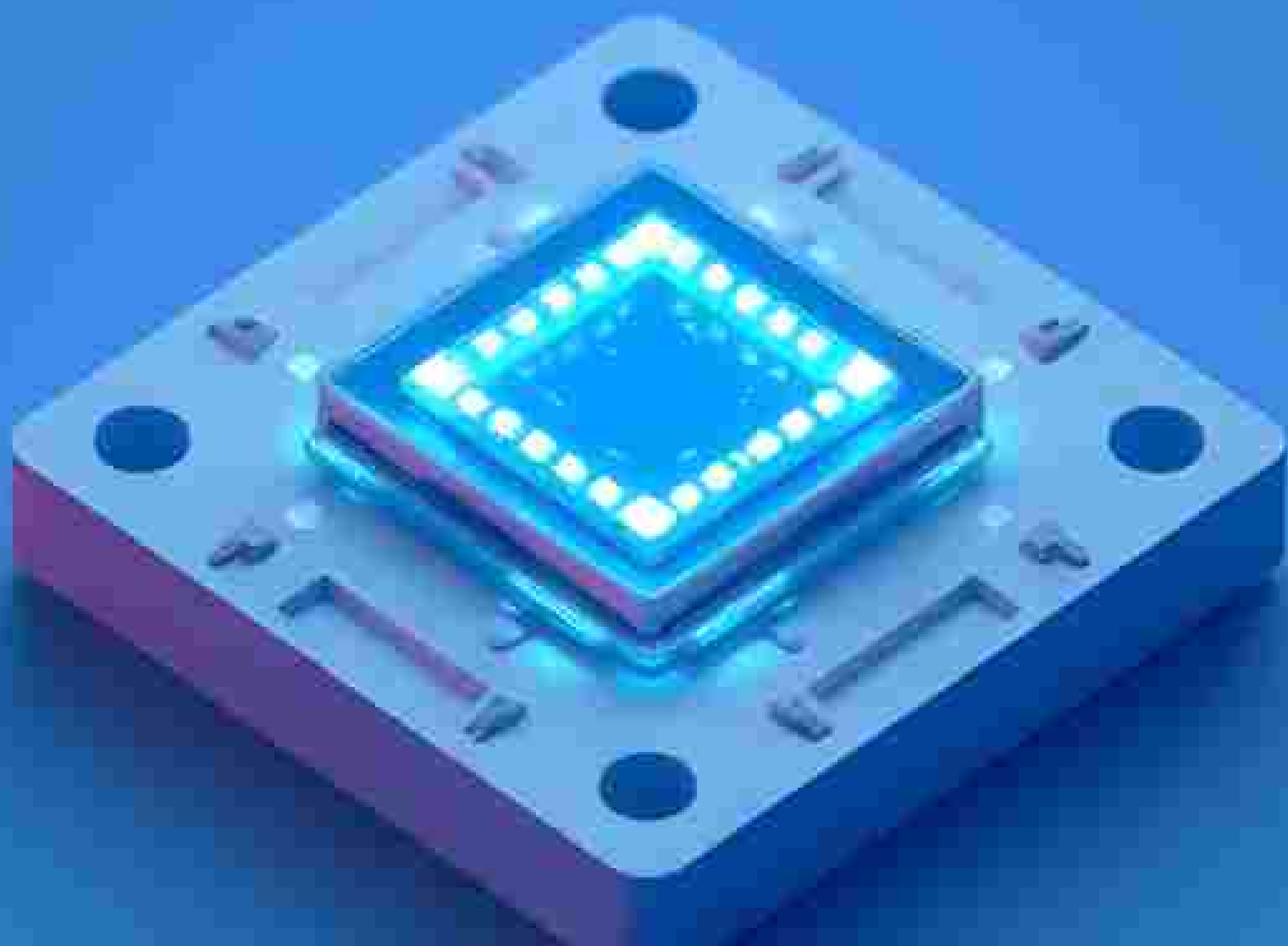


“The Semiconductor People”
P.O. Box 503, 201505, New Delhi, India

The Semiconductor People



2015-16 Annual Report

POGAMATECH ELECTRONICS LIMITED

POLYMATECH ELECTRONICS LIMITED

CIN : U32107TN2007PLC063706

Company Information

Board of Directors	Mr. Eswara Rao Nandam - Managing Director Ms. Uma Nandam - Director Mr. Vishaal Nandam - Director Mrs. Rapala Virtanen Tarja - Independent Director Mr. Ryan Alexander Young - Independent Director Ms. Janani S - Non-Executive Director
Key Managerial Personnel	Mr. Eswara Rao Nandam - Managing Director Mr. Manoj Bajaj - Chief Financial Officer Mr. Badri Prasad Mahapatro - Company Secretary
Statutory Auditor	JDS Associates Chartered Accountants, Coimbatore
Secretarial Auditor	M/s. VJN & Associates Practicing Company Secretary, Chennai
Registrar & Share Transfer Agent	Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra -400 083
Registered Office	Plot OZ-13, SIPCOT Hi-Tech SEZ, Kancheepuram, Oragadam, Tamil Nadu, India, 602105
Bankers	Bank of Baroda, ICICI Bank and Standard Chartered Bank

Managing Director Message

"Aiming to ensure stable product supply as risks emerge around the world"

I would like to express our sincerest gratitude to all our customers, business partners, shareholders, and all stake holders for their support and cooperation.

After the pandemic that has effect on our business for the last couple of years, new international tensions have arisen, and a variety of risks have asserted themselves. This has led to the destabilization of supply chains for various raw materials and products. Of particular importance in this environment is the stable supply of products. We aim to achieve stable growth together with our customers and society by continuing to provide products of stable quality and quantity. Our group delivers a wide variety of products worldwide, Sapphire used as substrates for semiconductors incorporated into products in a wide range of fields and HTCC and LTCC packaged chips used in everything ranging from industrial products, medical, horticulture to consumer products. In addition to ensuring the stable supply of these products, we are constantly refining their quality and performance. Your Company is working towards forward and backward integration so that Company will become self-sufficient by 2030.

Polymatech has begun the next phase of construction, and the entire Group is committed to enhance production capacity to achieve stable growth, it is essential to increase production and sales capabilities. As demand for semiconductors continues to increase worldwide, your Company is focusing further on supplying high-quality products while closely paying close attention to demand trends. In addition, in the wafer business, after development of product, we are investing to increase production capacity in response to growing demand with a focus on advanced functional products.

Your Company takes utmost care of geopolitical risks when making capital investments. It is clear from the current international situation that once a country risk becomes apparent, it exceeds the scope that a single company can deal with. For this reason, your Company is investing in the United States and other regions with low country risks. Polymatech, firming roots globally.

Contributing to the global environment by promoting carbon neutrality in our production processes and supply chain in order to achieve sustainable growth over the medium

to long-term, we are committed to contributing to the global environment in parallel with the international community. Your Company produces several products that contribute to carbon neutrality. For example, LEDs contributes to energy savings in homes, hospitals and offices by providing surgical, other medical applications. Sapphire and Silicon wafers, on the other hand, are an indispensable material for realizing high energy efficiency in all fields through IoT and so on. In addition, your Company is responding to the needs of the times and society by innovating existing products and developing new ones.

Based on the policies outlined above, your Company will continue to provide products that meet the expectations of customers, shareholders, and society in order to maximize corporate value whatever the business environment may be. We would like to thank all of you for your continued understanding and cooperation.

NOTICE

Notice is hereby given that the seventeenth annual general meeting of the members of Polymatech Electronics Limited will be held on Saturday the 30th of November 2024 at 3.00 P.M.(IST) through video conferencing ("VC") / other audio-visual means ("OAVM") facility to transact the following business:

Ordinary Business

1. Adoption of Financial Statements, Board Report and Auditor Report

To receive, consider and adopt the Profit & Loss Account and Cash Flow Statement for the year ended 31st March 2024 and Balance Sheet as on that date together with the Report of the Board of Directors and Auditor thereon.

2. Retire by Rotation

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

"RESOLVED THAT Mrs. Uma Nandam (DIN: 02229048), Director, who retires by rotation and being eligible, offers herself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. Appointment of JDS Associates, Chartered Accountants (FRN:008735S) as Statutory Auditor of the company

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

"RESOLVED THAT pursuant to provisions of sections 139,142 and other applicable provisions if any of the Companies Act,2013 read with Companies (Audit and Auditors) Rules, 2014 and on recommendation of Audit Committee and the Board of Directors, JDS Associates, Chartered Accountants (FRN:008735S), Coimbatore be and is

hereby appointed as Statutory Auditor of the Company w.e.f 29th October 2024 to fill the casual vacancy arising out of resignation of SS Kothari Mehta & Company, Chartered Accountants (Firm Registration No.:000758N), Kolkata, and to hold office till the conclusion of this Annual General Meeting on such remuneration as may be fixed by the Board of Directors."

"RESOLVED FURTHER THAT pursuant to provisions of sections 139,142 and other applicable provisions if any of the Companies Act,2013 read with Companies (Audit and Auditors) Rules, 20214, JDS Associates, Chartered Accountants (FRN:008735S), Coimbatore be and are hereby appointed as Statutory Auditor of the company for a period of five years from the conclusion of Seventeenth Annual General Meeting until the conclusion of Twenty Second Annual General Meeting to be held in calendar year 2029, on such remuneration as may be decided by the Board of Directors in consultation with them."

"RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing resolutions, the Board of Directors (which term shall be deemed to include any committee of the Board authorities in the said behalf) be and is hereby authorised to do such acts, deeds, and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the company otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

SPECIAL BUSINESS

4. Appointment Mr. Ryan Alexander Young as an Independent Director of the Company

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

"RESOLVED THAT In accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force). Mr. Ryan Alexander Young (DIN: 10295603), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and whose term of office expires in this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 9th September, 2023 to 8th September, 2028."

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings and registrations as may be required in relation to the aforesaid appointment and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and to authorize any of the directors, and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

4. Appointment of Mr. Vishaal Nandam as an Executive Director of the Company

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

RESOLVED THAT, pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vishaal Nandam (DIN: 07316680), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and Articles of Association of the Company, whose term of office expires in this General Meeting and who qualifies for being appointed as an Executive Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his

candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings and registrations as may be required in relation to the aforesaid appointment and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

5. Appointment of Ms. S Janani as a Non- Executive Director of the Company

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

RESOLVED THAT, pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Selvamani Shri Janani (DIN: 10325105), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and Articles of Association of the Company, whose term of office expires in this General Meeting and who qualifies for being appointed as a Non-Executive Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings

and registrations as may be required in relation to the aforesaid appointment and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

6. To enhance the limit up to 500 crores under section 186 of the Companies Act, 2013

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

RESOLVED THAT pursuant to provision of Section 186 and other applicable provision of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to investment activity of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘ The Board ’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to

- a. Make permissible loans from time to time on such term and conditions as it may deem expedient to any person or other bodies corporate;
- b. Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or any other person by anybody corporate; and
- c. Acquire by way of subscription, purchase or otherwise the securities of any other body corporate.

In excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 500 Crore (Rupees Five Hundred Crore only).”

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings and registrations as may be required in relation to the aforesaid approval and further

do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the aforesaid resolution and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard.”

7. Approval for Sub-Division/Split of Equity Shares of the Company:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), Consent of the Members of the Company be and is hereby accorded for sub-dividing / splitting the equity shares of the Company, such that each fully paid-up equity share having face value of Rs. 10/- (Rupees Ten Only) each be sub-divided into 5 (Five) Equity Shares having face value of Rs. 2/- (Two) each ranking par-passu with each other in all respects, with effect from the record date to be determined by the Board for this Purpose.”

RESOLVED FURTHER THAT pursuant to the sub-division /split of equity shares of the Company, all the equity shares having face value of Rs. 10/- (Rupees Ten Only) each existing on the Record Date, shall stand subdivided as follows:

Type of Capital	Pre Sub - Division			Post Sub-Division		
	No. of Equity Shares	Face Value Per Share (INR)	Total Share Capital (INR)	No. of Equity Shares	Face Value Per Share	Total Share Capital (INR)
Authorised Share Capital						
Authorised Share Capital	13,50,00,000	10	135,00,00,000	67,50,00,000	2	135,00,00,000
Issued, Subscribed and Paid-up Share Capital						
Type of Share	No. of Equity Shares	Face Value Per Share (INR)	Total Share Capital (INR)	No. of Equity Shares	Face Value Per Share	Total Share Capital (INR)
Fully Paid Up	7,96,87,775	10	79,68,77,750	39,84,38,875	2	79,68,77,750

RESOLVED FURTHER THAT upon sub-division/ split of equity shares as aforesaid, with effect from the Record Date in the following manner:

a) for the equity shares held in physical form, the existing Share Certificate(s) in relation to the said shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s) of the Company; and

b) for the equity Shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.”

‘RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments including treatment of fractional entitlements, if any, on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division / split of equity shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorized Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division/ split of equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of

the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. Approval for Alteration of the Capital Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to Section 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) ('the Act') and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as may be required and on the recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), Consent of the Members of the Company be and is hereby accorded to alter, modify and/or substitute the existing Clause V of the Memorandum of Association of the Company to the extent applicable in the following manner:

- V. The Authorised Share capital of the company is 135,00,00,000 (Rupees One Hundred and Thirty Five Crore Only) divided into 67,50,00,000(Sixty Seven Crore and Fifty Lakh Only) Equity Share of Rs 2/- (Rupees Two Only) each, with the rights, Privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the company and divide the shares in the capital for the time being into several class(being those specified in

the Companies Act) and attach thereto respectively such preferential, qualified or special rights, privileges or condition in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof and/or the Key Managerial Personnel of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such applications, filings and registrations as may be required in relation to the aforesaid change and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the aforesaid resolution and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

By Order of Board

For Polymatech Electronics Limited

Sd/-

Eswara Rao Nandam
Managing Director
(DIN: 02220039)

Place: Chennai
Date: 05th November 2024

Registered Office:

Plot No.13,Sipcot Hi-Tech SEZ,
Oragadam, Kancheepuram, Tamil Nadu
India-602105

NOTES:

1. The meeting shall be deemed to be conducted at the registered office of the Company situated at Plot No. Oz 13, SIPCOT Hi-Tech Sez, Oragadam, Greater Chennai, Kancheepuram, Tamil Nadu - 602 105. In accordance with the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with clarification / guidance on applicability of secretarial standards 1 and 2 dated April 15, 2020, and further amendments from time to time issued by the ICSI, The Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 39/2020 dated December 31, 2020 (in continuation of Circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020) issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), allowing, inter-alia, conduct of AGMs through Video Conferencing/Other Audio-Visual Means (VC/OAVM) facility on or before September 30, 2024. In compliance with the MCA Circulars, the 17th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 17th AGM shall be the Registered Office of the Company. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI, read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-Voting system during the AGM.

2. The M/s. Accurate Securities and Registry Private Limited (RTA) shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No.16 below. Since the AGM will be

held through VC/OAVM, the Route Map is not annexed to this Notice. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cos@polymatech.in.

3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to cos@polymatech.in.

4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

5. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to cscautavbadhani@gmail.com with a copy to the Company at cos@polymatech.in. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM.

through VC/OAVM and vote thereat. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Company's Registrar and Transfer Agents for its Share Registry Work (Electronic) is Link Intime India Private Limited having their office at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400083.

7. In line with the MCA General Circular dated May 05, 2020, the Notice of the AGM along with the Annual Report for the FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories.

8. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled at: info@accuratesecurities.com. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. If a member desires to cancel the earlier nomination and record fresh nomination, he / she may submit the same in Form No. SH-14.

9. Members are requested to:

- i) intimate to the respective Depository Participant, changes, if any, in their registered addresses/ bank mandates at an early date, in case of shares held in electronic / dematerialized form; quote their folio numbers / Client ID and DP ID in all correspondence;
- ii) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names; and

iii) register their Permanent Account Number (PAN) with their Depository Participants in case of Shares held in dematerialised form.

10. Updation of Members' Details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ RTA to record additional details of Members, including their PAN details, e-mail address, etc. Members holding shares in physical form are requested to submit the form duly completed to the Company at cos@polymatech.in or its Registrar and Transfer Agents in physical mode or in electronic mode at mt.helpdesk@linkintime.co.in as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

11. Updation of PAN / Bank Account Details of Members: Members holding shares in physical form are therefore requested to submit their PAN and Bank Account details to the RTA along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant(s).

12. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 18th November 2024 through e-mail to cos@polymatech.in. The same will be replied by the Company suitably.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice

will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 30th November 2024. Members seeking to inspect such documents can send an email to Company's email id cos@polymatech.in.

14. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with the RTA (in case of Shares held in physical form).

15. Members desirous of obtaining any information on the financials and operations of the Company, are requested to send an email to the Company at least seven working days prior to the date of the AGM, so that the information can be kept ready during the meeting.

16. Procedure for Remote e-voting: In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Accurate Securities and Registry Private Limited, on all Resolutions set forth in this Notice, through remote e-voting. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 23rd November 2024 may cast their vote electronically. The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	Wednesday, 27 th November 2024 09:00 A.M. (IST)
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	Friday, 29 th November 2024 05:00 P.M. (IST)

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Accurate Securities and Registry Private Limited upon expiry of the aforesaid period. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of section 108 of the Companies Act, 2013 on e-Voting facility provided by P Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and

	<p>Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e- Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p>

	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (Holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

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

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open

the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) if your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

7. Now, you will have to click on "Login" button.

8. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csgauravbachani@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cos@polymatech.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cos@software13.in. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

17. Voting during the AGM:

(i) The procedure for remote e-voting during the AGM is same as the instructions mentioned for remote e-voting since the Meeting is being held through VC/QAVM.

(ii) The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.

(iii) E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.

(iv) Only those Members/Shareholders, who will be present in the AGM through VC/QAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

(v) Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

18. Scrutinizer for e-voting and Declaration of Results:

Mr. Gaurav Bachani (Membership No: A61110, COP No: 22830), Ahmedabad,

Practising Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared not later than two working days from conclusion of the Meeting. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th November 2024, subject to receipt of the requisite number of votes in favour of the Resolutions.

19. Speaker Registration before AGM

Members of the Company, holding shares as on the cutoff date i.e., 13th November, 2024 and who would like to speak or express their views or ask questions during the AGM may register as speakers by sending their request from their registered e-mail address mentioning their Name, DP ID and Client ID/folio number, PAN, Mobile

number at cos@polymatech.in from 09.00 A.M. (IST) on . 9th November 2024 (Saturday) till 05.00 P.M. (IST) on 13th November 2024 (Wednesday). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

20. Company has applied for extension of AGM vide SRN F98014509 on 02nd September and obtained two months extension for conducting AGM till 30th November 2024 vide Registrar of Companies, Chennai order dated 25th September 2024.

By Order of Board

For Polymatech Electronics Limited

Sd/-

Eswara Rao Nandam

Managing Director

(DIN: 02220039)

Place: Chennai

Date: 05th November 2024

**Registered Office: Plot No.13,Sipcot Hi-Tech SEZ,
Oragadam, Kancheepuram, Tamil Nadu
India-602105**

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO.3:

The Board of Director on recommendation of Audit Committee and subject to approval of members appointed JDS Associates Chartered Accountants (FRN:008735S), Coimbatore as Statutory Auditor of the Company w.e.f 29th October 2024 to fill the casual vacancy arising out of resignation of SS Kothari Mehta & Company, Chartered Accountants (Firm Registration No. 000756N), Kolkata.

In terms of the provision of Section 139 of the Companies Act 2013 read with rules made there under, appointment of Statutory Auditor in Casual Vacancy caused due to resignation of the existing auditor shall also be approved by the company in general meeting convened within three months of appointment /recommendation of the Board, and such Auditor Shall hold office till the conclusion of the next Annual General Meeting(AGM).

Accordingly, the board has recommended for approval of the members , appointment of JDS Associates as statutory auditor of the company-

- (i) to fill the casual vacancy arising out of resignation of the existing statutory auditor w.e.f 29th October 2024 and to hold office till the conclusion of this AGM; and
- (ii) for a period of five year commencing from conclusion of Seventeenth Annual General Meeting until the conclusion of Twenty Second Annual General Meeting to be held in calendar year 2029.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested, financially or otherwise, in the said resolution.

ITEM NO.4:

Based on the recommendation of Board of Directors Mr. Ryan Alexander Young (DIN: 10295603) was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 09th September 2023. Pursuant to the provisions of Section 161(1) and Section 149 of the Companies Act, 2013 and the Articles of Association, Mr. Ryan Alexander Young is eligible for appointment as an independent director. Further the Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Ryan Alexander Young (DIN: 10295603) as a candidate for the office of a Director. Mr. Ryan Alexander Young has offered himself for appointment as an Independent Director and meets the criteria of Independence. Mr. Ryan Alexander Young has confirmed that he is not debarred from holding the office of Director. Considering Mr. Ryan Alexander Young's skills, competency, expertise and experience, the Board is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director of the Company. As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Ryan Alexander Young has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. Hence board considers it desirable and in the interest of the company to have Mr. Ryan Alexander Young on the board of the company as independent director for term up to five (5) consecutive years commencing from 09th September 2023 and sought members approval through special resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested, financially or otherwise, in the said resolution except Mr. Ryan Alexander Young.

ITEM NO.5:

Mr. Vishal Nandam (DIN: 07318680) was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 16th September 2023. Pursuant to the provisions of Section 161(1) and Section 149 of the Companies Act, 2013 and the Articles of Association, he is eligible for appointment as an executive director. Further the Company has received a notice in writing under Section 160 of the Act from a Member of the

Company proposing Mr. Vishaal Nandam (DIN: 07318680) as a candidate for the office of a Director. Mr. Vishaal Nandam has offered himself for appointment as an Executive Director. Considering Mr. Vishaal Nandam's skills, competency, expertise and experience, the Board is of the opinion that it would be in the interest of the Company to appoint him as an Executive Director of the Company. Hence board considers its desirable and in the interest of the company to have Mr. Vishaal Nandam on the board of the company as executive director on such remuneration decided by board of directors and sought members approval through special resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested, financially or otherwise, in the said resolution except Mr. Vishaal Nandam.

ITEM NO.6:

Ms. S Janani (DIN: 10325105) was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 16th September 2023. Pursuant to the provisions of Section 161(1) and Section 149 of the Companies Act, 2013 and the Articles of Association, she is eligible for appointment as non-executive director. Further the Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Ms. S Janani (DIN: 10325105) as a candidate for the office of a Director. Ms. S Janani has offered herself for appointment as a Non-Executive Director. Considering Ms. Ms. S Janani's skills, competency, expertise and experience, the Board is of the opinion that it would be in the interest of the Company to appoint her as Non-Executive Director of the Company. Hence board considers its desirable and in the interest of the company to have Ms. Ms. S Janani on the board of the company as non-executive director and sought members approval through special resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested, financially or otherwise, in the said resolution except Ms. Ms. S Janani

ITEM NO.7:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:

- a. making loans to any person or other bodies corporate;
- b. giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- c. acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate;

in excess of the limits of 60% of the paid-up share capital and free reserves and securities premium account or 100% of the free reserves and securities premium account whichever is higher.

Hence, considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the limit up to an aggregate sum of Rs. 500 crores (Rupees Five Hundred Crore Only).

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 8 & 9:

With a view to enhance the liquidity of the Company's equity shares and to encourage the participation of small investors by making equity shares of the Company more affordable to invest in the equity shares of the Company, the Board of Directors of the Company, in its meeting held on 05th November 2024 has considered and approved the sub-division/splitting of the existing equity shares of the Company, such that each fully paid up equity share having face value of Rs. 10/- (Rupees Ten Only) each be subdivided into 5 (Five) fully paid up Equity Shares having face value of Rs. 2/- (Rupees Two Only) each, ranking pari-passu with each other

In all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date"), subject to approval of shareholders of the Company. The Record Date for the aforesaid sub-division/ splitting of equity shares shall be fixed by the Board (including any Committee thereof) after the approval of the members is obtained for the proposed subdivision/splitting. In the opinion of the Board, the proposed sub-division/splitting of the equity shares is in the best interest of the Company and the proposed sub-division of fully paid-up equity shares will not result in any change in the amount of Authorised, Issued, Subscribed and Paid-up equity share capital of the Company.

The sub-division/ splitting of equity shares proposed under Item No. 8 of this notice shall also require consequential amendments to the existing Clause V ("Capital Clause") of the Memorandum of Association of the Company as set out in Item no. 9 of this notice to reflect change in the face value of equity shares of the Company. Additionally, such a sub-division/split shall not be construed as a reduction in share capital of the Company. Accordingly, the consent of the members is sought for passing of Ordinary Resolutions for Subdivision/ Splitting of Equity Shares as mentioned at Item No.9; and Alteration to the Capital Clause of the Memorandum of Association of the Company as mentioned at Item No. 9.

A Copy of the amended Memorandum of Association and other requisites documents are open for inspection for the shareholders at the registered office of the Company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to cos@polymatech.in till the last date of the e-voting.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 9 & 10, except to the extent of their shareholding in the Company.

By Order of Board

For Polymatech Electronics Limited

Sd/-

Eswara Rao Nandam

Managing Director

(DIN: 02220039)

Place: Chennai

Date: 05th November 2024

Registered Office: Plot No.13,Sipcot Hi-Tech SEZ,

Oregadam, Kancheepuram, Tamil Nadu

India-602105

Board's Report

Dear Members,

Your directors are pleased to present the Company's Seventeenth Annual Report and audited financial statements for the year ended March 31, 2024.

1. FINANCIAL RESULTS:

The highlights of the financial results for the financial year ended 31.03.2024 as compared with the previous year, are as follows:

Particulars	Financial year ended 31.03.2024. (Amount in lakh)	Financial year ended 31.03.2023. (Amount in lakh)
Revenue from operations	1,22,057.10	64,902.00
Other Income	1,695.75	64.49
Total Income	1,23,762.85	64,966.49
Less: Total Expenses	96,766.01	48,288.83
Profit/(Loss) before tax	26,996.84	16,677.66
Tax Expenses: (1) Current tax	0	0
(2) Deferred tax	2,987.63	0
Profit/ (Loss) for the period from continuing operations	24,009.21	16,677.66

2. OVERVIEW OF PERFORMANCE

During FY2023-24, the revenue from operations of the Company was at 123762.85 lakhs as against 64966.49 lakhs in the previous year. The Profit Before Tax was 26996.84 lakhs as against the previous year Profit Before Tax was 16677.66 lakhs.

The Earnings Per Share was as against the previous year which was at 31.41 per share.

Your company expects to further improve its performance during the current financial year with the expansion of business activities.

3. SHARE CAPITAL

The Authorised Share Capital of the company was increased from ₹ 75,00,00,000/- (Rupees Seventy Five Crore only) divided into 7,50,00,000 (Seven Crore and Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each to ₹ 135,00,00,000/- (Rupees One Hundred and Thirty Five Crore Only) divided into 13,50,00,000 (Thirteen Crore and Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each vide EGM dated 06.06.2023.

The paid-up capital as of March 31, 2024, was ₹ 79,68,77,750 /- (7,96,87,775 equity shares of ₹10 each) as against ₹ 71,87,62,000/- (7,18,76,200 equity shares of ₹10 each) of March 31, 2023. The enhancement of capital was due to following preferential allotments of shares:

- I. 1,00,000 shares @ ₹125 per share on 19th April 2023;
- II. 9,57,500 shares @ ₹250 per share on 16th June 2023;
- III. 17,47,875 shares @ ₹300 per shares on 03rd August 2023;
- IV. 50,06,200 shares @ ₹300 per shares on 26th September 2023;

4. DIVIDEND:

Your directors did not recommend any dividend for the financial year ended 31.03.2024.

5. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES:

As on March 31, 2024, the Company does not have any subsidiary, Joint Venture or Associate Companies.

6. CONVERSION OF COMPANY TO PUBLIC

The company was incorporated as a Private Limited which put restrictions on the company by limiting its scope of working and growth. Hence, the Board of Directors of the company considering the alignment of expanded business activities, converted itself into a public limited company as per provision of section 13 and 14 of the Companies Act, 2013 vide Central Government order dated 06th June 2023.

7. RE-APPOINTMENT OF DIRECTORS RETIRING BY ROTATION:

In terms of Section 152 of the Companies Act, 2013, Mrs. Uma Nandam (DIN: 02220048), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

8. NUMBER OF BOARD MEETINGS HELD

The Directors of the Company meet at regular intervals at least once in a quarter with the gap between two meetings not exceeding 120 days to take a view of the Companies policies and strategies apart from the Board Matters. During the year under review, the Board of Directors met 14 (Fourteen) times:

9. DETAILS OF PRESENT BOARD OF DIRECTORS INCLUDING KEY MANAGERIAL PERSONNEL:

The Details of present Board of Directors including Key Managerial Personnel are as follows:

Sl No.	Particulars (Name of Directors/KMP)	Designation	Date of Appointment
1.	Eswara Rao Nandam	Managing Director	10/04/2023
2.	Uma Nandam	Director	14/08/2018
3.	Rapala Virtanen Tarja Hannele	Director (Independent)	21/06/2023
4.	Ryan Alexander Young	Additional Director (Independent)	09/09/2023
5.	Vishal Nandam	Additional Director (Executive)	16/09/2023
6.	S Janani	Additional Director (Non-Executive)	16/09/2023
7.	Manoj Kumar Bajaj	Chief Financial Officer	10/04/2023
8.	Badri Prasad Mahapatro	Company Secretary	01/02/2023

Note:

- Mr. Ryan Alexander Young being appointed as an Independent Director in the ensuing Annual General Meeting of the Company.

- b. Mr. Vishaal Nandam being appointed as an Executive Director in the ensuing Annual General Meeting of the Company.
- c. Ms. Selvamani Shri Janani being appointed as a Non-Executive Director in the ensuing Annual General Meeting of the Company.

10. COMMITTEES OF THE BOARD

a. Audit Committee Meeting:

Our Audit committee comprises of Two Independent Director & one Executive Director :

- ❖ Ms. Ryan Alexander Young, Independent Director
- ❖ Ms. Rapala Virtanen Tarja Hannele, independent director
- ❖ Mr. Eswara Rao Nandam, Managing Director (Executive)

The Company Secretary acts as the secretary to the committee. During the financial year ended on 31st March 2024, 02(Two) meetings of the members of the committee were held on date and all the recommendations made by the Audit Committee were accepted by the Board.

b. Nomination And Remuneration Committee Meeting:

Our Nomination and remuneration Committee comprises of two Independent Directors and one non-executive director :

- ❖ Ms. Rapala Virtanen Tarja Hannele, Independent Director
- ❖ Ms. Selvamani Shri Janani, non-executive Director
- ❖ Mr. Ryan Alexander Young, Independent Director

The Company Secretary acts as the secretary to the committee. During the financial year ended on 31st March 2024, 01(one) meeting of the members of nomination and remuneration committee was held on date.

c. Stakeholder Relationship Committee Meeting:

Our Stakeholder and Relationship committee comprises of two independent director and one Executive Director:

- ❖ Ms. Rapala Virtanen Tarja Hannele, Independent Director
- ❖ Mr. Ryan Alexander Young, Independent Director
- ❖ Mr. Eswara Rao Nandam, Managing Director (Executive)

The Company Secretary acts as the secretary to the committee. During the financial year ended on 31st March 2024, 01(one) meeting of the members of Stakeholder and Relationship committee was held on that date.

d. CSR Committee Meeting:

During the year under review, the CSR Committee has two Executive Directors and one Independent Director:

- ❖ Mrs. Uma Nandam, Director
- ❖ Mr. Eswara Rao Nandam, Managing Director (Executive)
- ❖ Ms. Rapala Virtanen Tarja Hannele, Independent Director

The Company Secretary acts as the secretary to the committee. During the financial year ended on 31st March 2024, 02(Two) meetings of the members of the CSR committee were held on date.

e. IPO Committee Meeting:

During the year under review, the IPO Committee has Two Executive Director and One Non-Executive Director

- ❖ Mr. Eswara Rao Nandam, Executive Director
- ❖ Mrs. Uma Nandam, Director
- ❖ Ms. Selvamani Shri Janani, Independent Director

The Company Secretary acts as the secretary to the committee. During the financial year ended on 31st March 2024, 01(one)) meeting of the members of IPO committee were held on date.

f. Risk Management Committee:

During the year under review, the Risk Management Committee has Two Executive Director and One Independent Director

- ❖ Mr. Eswara Rao Nandam, Executive Director
- ❖ Mrs. Uma Nandam, Director
- ❖ Ms. Rapala Virtanen Tarja Hannale, Independent Director

During the financial year ended on 31st March 2024, no meeting was held of the members of Risk Management committee as board of directors addressing the development and implementation of risk management policies being an unlisted public limited company.

11. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Board of Directors of the company has been addressing various risk impacting the Company and has commensurate risk management policy with an objective to formalize the process of identification of potential risk and adopt appropriate risk mitigation measures through a risk management structure. The risk management policy is a step taken by the Company towards strengthening the existing Internal Controls and updating the same as may be required from time to time.

12. PARTICULARS OF EMPLOYEES:

Being an unlisted company disclosure under section 134(3)(g) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 is not required to be made.

13. RELATED PARTY TRANSACTIONS:

None of the transactions with any of related parties were in conflict the Company's interest. During the year under review, the contracts or arrangements with related parties referred to in section 188 of Companies Act, 2013 have been on arm's length and in ordinary course of business.

There have been no materially significant related party transactions between the Company and the Directors, the management, the subsidiaries or the relatives except for those disclosed in the financial statements, if any.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 forms part of this report as Annexure- '1'.

14. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186:

During the year under review, the Company has not advanced any loans/ given guarantees/ made investments under section 186 of the Companies Act, 2013.

15. LOAN FROM DIRECTOR:

The company has availed an unsecured loan from the director/promoter and suitable disclosures as required are forming the part of the notes to financial statement.

16. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 134(3)(C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your directors state that:

- (i) in the preparation of the annual accounts for the financial year ended 31st March 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) 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 of March 31st, 2024 and of the profit and loss of the company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- (iv) the directors had prepared the annual accounts on a going concern basis;
- (v) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. STATEMENT ON ANNUAL EVALUATION MADE BY THE BOARD OF DIRECTORS:

The Board evaluated the effectiveness of its functioning, that of individual Directors, pursuant to the provisions of the Act. The Board sought the feedback of Directors on various parameters including:

- ❖ Degree of fulfilment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.);
- ❖ Structure, composition, and role clarity of the Board;
- ❖ Extent of co-ordination and cohesiveness between the Board and directors;
- ❖ Effectiveness of the deliberations and process management;
- ❖ Board culture and dynamics; and
- ❖ Quality of relationship between Board Members and the Management.

The evaluation process endorsed the Board Members' confidence in the ethical standards of the Company, the resilience of the Board and the Management in navigating the Company during challenging times, cohesiveness amongst the Board Members, constructive relationship between the Board and the Management, and the openness of the Management in sharing strategic information to enable Board Members to discharge their responsibilities and fiduciary duties.

The Board carried out an annual performance evaluation of its own performance and that of its individual directors as per the formal mechanism for such evaluation adopted

by the Board. The exercise of performance evaluation was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board by way of individual feedback from directors.

The evaluation frameworks were the following key areas:

a) For non-executive:

- ❖ Knowledge
- ❖ Professional Conduct
- ❖ Role and functions

b) For Executive Directors:

- ❖ Performance as leader
- ❖ Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- ❖ Key set investment goal
- ❖ Professional conduct and integrity
- ❖ Sharing of information with Board
- ❖ Adherence applicable government law

The Directors expressed their satisfaction with the evaluation process.

18. VIGIL MECHANISM:

The company is in compliance with the provisions of Section 177 of Companies Act, 2013 and has adopted a Whistle Blower Policy a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or

suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.

19. HUMAN RESOURCE MANAGEMENT:

Your company is continuously striving to create a conducive work environment for your employees who are the core asset of the organization that encourages innovation and superior performance. Your Company has also set up a scalable recruitment and Human Resources management process, which enables your Company to attract and retain high caliber employees.

20. BUSINESS CONDUCT POLICY

The Company has framed "Business Conduct Policy". Every employee is required to review and sign the policy at the time of joining and an undertaking shall be given for adherence to the Policy. The objective of the Policy is to conduct the business in an honest, transparent and ethical manner. The policy provides for anti-bribery and avoidance of other corruption practices by the employees of the Company.

21. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

22. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate internal financial controls with reference to financial statements across the organization. The same is subject to review periodically by the internal audit cell for its effectiveness. During the financial year,

such controls were tested and no reportable material weaknesses in the design or operations were observed. The Statutory Auditors of the Company also test the effectiveness of Internal Financial Controls in accordance with the requisite standards prescribed by ICAI. Their expressed opinion forms part of the Independent Auditor's report.

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitized and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

During the year, no reportable material weakness was observed.

23. DEPOSITS:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the details relating to deposits as also requirement for furnishing of details of deposits which are not in compliance with Chapter V of the Act is not applicable.

24. MATERIAL CHANGES AND COMMITMENTS:

There have been no material changes or commitments affecting the financial position of the Company during the financial year to which the financial statements relate and the date of the report.

25. DECLARATION BY INDEPENDENT DIRECTOR:

The company has received the necessary declaration from each independent director under Section 149(&) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has undertaken energy conservation and efficiency measures in various areas of the Company and the Company continues its efforts towards adoption and implementation of new technologies by identifying alternate fuels, utilizing waste material, adopting newer technologies, improving product quality with improved process and optimizing available resources. Details of Conservation of energy, Technology absorption, foreign exchange earnings and outgo are furnished in Annexure- '2'

27. CORPORATE SOCIAL RESPONSIBILITY:

As a responsible corporate citizen, the Company has been undertaking and participating in the socially important projects in the fields of health, education, livelihood enhancement, environment conservation, rural development, eradicating hunger, renewable energy etc. ever since it commenced operations. The Company has also framed a CSR Policy in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The CSR Policy of the Company, the Projects approved by the Board, the composition of the Corporate Social Responsibility and other relevant details are disclosed on the website of the Company. The annual report on the CSR activities undertaken by the Company during the financial year under review, in the prescribed format, is annexed to this Report as Annexure '3'.

28. EXTRACT OF ANNUAL RETURN

As per the provisions of Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company has been placed on the website of the Company and can be accessed www.polymatech.in

29. AUDITORS

Pursuant to the provisions of Section 139 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, SS Kothari Mehta & Company, Chartered Accountant (Firm Registration No. 000756N), Kolkata were appointed as Statutory Auditors of the company in the sixteenth AGM held on 21st June 2023, for a period of five years from the conclusion of Sixteenth Annual General Meeting until the conclusion of Twenty First Annual General Meeting to be held in year 2028, in place. But they have resigned from office of statutory auditor w.e.f 29th October 2024, and to fill the casual vacancy audit committee recommended Board of Directors to appoint JDS Associates, Chartered Accountants (FRN:008735S), Coimbatore. Further Audit committee also recommended board of Directors to appoint JDS Associates, Chartered Accountants (FRN:008735S), Coimbatore as statutory auditor of the company for period of one year from conclusion of seventeenth annual general meeting to till the conclusion of Eighteenth annual general meeting to be held in year 2025.

Hence Board of Directors appointed JDS Associates, Chartered Accountants (FRN:008735S), Coimbatore on 29th October 2024 to fill the casual vacancy and recommended for approval of appointment as special business by shareholders in ensuing seventeen annual general meeting.

Likewise, Board of Directors also approved to appoint JDS Associates, Chartered Accountants (FRN:008735S), Coimbatore as statutory auditor of the company for period of one year from conclusion of seventeenth annual general meeting to till the

conclusion of eighteenth annual general meeting to be held in year 2025 and recommended approval of shareholder as an ordinary business shareholders in ensuing seventeen annual general meeting.

30. STATUTORY AUDITORS REPORT:

There are no qualifications in statutory audit report. The comments in the Auditors Report read with the notes to the accounts are self – explanatory and do not call for further explanation.

31. COST AUDITORS:

As the company is operating from a Special Economic Zone, the requirement for appointment of Cost Auditor is exempted as specified under Rule 4 of the Companies (Cost Records and Audit) Rules, 2014.

32. SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Act and the rules made there under, the company has appointed M/s VJN and ASSOCIATES, Practicing Company Secretaries Chennai appointed as Secretarial Auditor of the Company for FY 2023-24. The Secretarial Audit Report issued in this regard is enclosed as Annexure-4.

33. DETAILS OF FRAUDS REPORTED BY AUDITORS:

There were no frauds reported by the Statutory Auditor under Section 143(12) of the Companies Act, 2013 read with Companies Amendment Act, 2015.

34. INTERNAL COMPLAINTS COMMITTEE:

There exist at the company level an Internal Complaint Committee (ICC) constituted under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The group is strongly opposed to sexual harassment and employees are made aware about the consequences of such acts and about the constitution of ICC. During the year under review, no complaints were filed with the Committee under the provisions of the said Act in relation to the workplace's of the Company.

35. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

The Company filed DRHP with SEBI on 30.09.2023 and the filed DRHP has been returned for resubmission by SEBI on 28th March 2024. Except above there are no significant material orders passed by the Regulators or Courts or Tribunal, which would impact the going concern status of the Company and its future operation.

36. ACKNOWLEDGEMENT:

Your directors wish to acknowledge their sincere thanks to the Banks, Government Agencies and Shareholders for their support and co-operation extended to the

Company. Your directors also wish to place on record their appreciation of the efforts put in by all the employees of the company at all levels.

Place: Chennai
Date: 05th November 2024

By order of the Board
For Polymatech Electronics Limited

Sd/-

Eswara Rao Nandam
Managing Director
DIN: 02220039

Sd/-

Uma Nandam
Director
DIN: 02220048

Registered Office:

Plot No.13, Sipcot Hi-Tech SEZ, Oragadam,
Kancheepuram, Tamil Nadu, India- 602105

Annexure-I

Form No. AOC-2

(Pursuant to Clause (h) of sub-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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:
Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:

All Contracts / arrangements / transactions entered into by the Company during the year with related parties were in the ordinary course of business and are on the arm's length basis.

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the Contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transactions including the value if any	Date(s) of approval by the Board, if any	Amount paid as advances if any
Not Applicable					

Your directors draw attention of the members to note no. 36 to the financial statements which sets out the Related Party disclosures

Place: Chennai
Date: 05th November 2024

By order of the Board
For Polymatech Electronics Limited

Sd/-
Eswara Rao Nandam
Managing Director
DIN: 02220039

Sd/-
Uma Nandam
Director
DIN: 02220048

Registered Office:

**Plot No.13, Sipcot Hi-Tech SEZ, Oragadam,
Kancheepuram, Tamil Nadu, India-602105**

Annexure-2

Details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

a) Conservation of Energy:

Polymatech is White Label Company as per Pollution Control Board norms. Company is committed to green globe and have ensured that there are no pollution risks with their operations and products. Your Company has implemented a system for continuous review of energy costs, to reduce energy generation costs and optimize energy utilization. Your Company strives to reduce energy cost per chip and systems have been put in place and continuously monitored. The Details of Power & Fuel Consumption (Form A) are furnished below:

Particulars	2023-24
1. Electricity	
a) Purchased	
Unit (kwh)	502,374
Total Amount (Rs)	6,976,744
Rate/Unit (Rs.)	13.88
b) Own Generation	
Through diesel generator	
HSD in Litres	24,000
No. of Units (KWH)	84,000
Total Amount (Rs.)	24,00,000/-
Cost/Unit (Rs.)	28.57

Achievement	Polymatech continuously maintains Power Factor equal or above 0.95 and have never paid any penalty for non-maintenance of power factor
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b) Technology Absorption:

The Company's continuous efforts in R & D in product development and our products are considered as import substitution by government of India, that have helped preserve its competitive position in the industry.

Your Company is constantly focusing to develop alternative raw materials to provide environmentally safe and affordable to all our customers keeping your Company has high technology Company.

New Product Development Program (R&D)

To achieve fully integrated semiconductor Company, Polymatech has proposed to produce Ingot to end products in all three verticals, i.e., Sapphire, Silicon Carbide and Silicon to maintain the leadership. The company has engaged with various institutions globally and products are being jointly developed.

Continuing Research and Development Polymatech has developed and are developing the following in 2023-24.

- Sapphire Ingots – Process fully developed and released for productionisation
- Sapphire Wafers - Process fully developed and released for productionisation.
- Image Sensing LEDs for Medical Electronics - Process fully developed and released for productionisation
- Rx Tx Components– Generation 5 - Process fully developed and released for productionisation
- Rx Tx Components – Generation 6 - Under development
- Silicon and Silicon Carbide – Under development
- FET / MOSFET / SCR / chips – Under development
- Memory Devices – Under development
- Integrated Circuits Chips – Study started

- Quantum Computer – Study started
- CMOS sensors – Study started
- The following machines added in the R&D and various metals used for development of said products.
 - Ingot growing furnace
 - Ingot cutting, grinding and polishing Tools
 - Testing equipment
 - Sputtering Tool
 - Etching Tool

Money spent for the above:

For Machines: 80,45,000/- (Eighty Crores Forty-Five Lakhs) only

For Material: 146,15,06,000/- (One Hundred Forty-Six Crores Fifteen Lakhs Six Thousand) only

c) Foreign Exchange Earnings/ Outgo:

Earnings:	INR 843,90,48,013
Outgo	INR 855,01,78,479

Place: Chennai

By order of the Board

Date: 05th November 2024

For Polymatech Electronics Limited

Sd/-

Sd/-

Eswara Rao Nandam

Uma Nandam

Managing Director

Director

DIN: 02220039

DIN: 02220048

Registered Office:

Plot No.13, Sipcot Hi-Tech SEZ, Oragadam,
Kancheepuram, Tamil Nadu, India-602105

Annexure 3

1. Brief outline of the Company's Policy:

The Company has been one of the foremost proponents of inclusive growth and since inception, has been continuing to undertake projects for overall development and welfare of the society in areas pertaining to promoting preventive healthcare, education, livelihood intervention, rural development, environmental sustainability, eradicating hunger and conservation of natural resources, etc. The Company aspires to continue to be a leading Company in the Indian semiconductors industry while maintaining a clear focus for inclusive growth to realize a truly empowered society. The Corporate Social Responsibility Policy (The Policy or the CSR Policy) has been framed in accordance with Section 135 of the Companies Act, 2013 (the Act) and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (the Rules) as amended from time to time. The Policy shall apply to all CSR projects and activities to be undertaken by the Company. The Policy contains the approach and direction given by the Board of Directors, taking into account the recommendations of the CSR Committee. This CSR Policy also lays down the guiding principles for selection, implementation and monitoring of activities as well as formulation of the Annual Action Plan to carry out CSR Projects by the Company.

2. Composition of CSR Committee:

Sl No.	Name of Director	Designation/Nature of Directorship	Number of CSR Meeting held during the year	Number of CSR Meeting attended during the year
1	Uma Nandam	Chairperson/Director	2	2
2	Eswara Rao Nandam	Member/Managing Director	2	2
3	Rapala Virtanen Tarja Hannole	Member/Independent Director	2	2

3. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable, the impact assessment of CSR project will only arise when the company's average CSR obligation exceeds ten crores in the three immediate preceding financial years.

4. Details of the amount available for set off in pursuance of sub rule (3) of rule 7 of the Companies Corporate Social Responsibility Policy Rules, 2014 and amount required for set off for the financial year, if any:

S.NO.	Financial Year	Amount available for set-off (in Rs.)	Amount set-off in the financial year, if any (in Rs.)	Balance Amount (in Rs.)
1	FY-1 (31-03-2022)	830,783.62	439,909	390,874.62
2	FY-1 (31-03-2021)	NIL	NIL	NIL
3	FY-1 (31-03-2020)	NIL	NIL	NIL

5. Average Net profit of the company for last three financial years- Rs. 69,53,11,727.67

6. (a) Two percent of average net profit of the company as per section 135(5): Rs.1,39,06,234.55

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: 439,909

(d) Total CSR obligation for the financial year (6a+6b-6c): Rs.1,34,66,325.55

7. (a) Amount spent against ongoing projects for the financial year: Nil

(b) Details of CSR amount spent against other than ongoing projects for the financial year: Rs.1,42,95,000

(c) Amount spent in Administrative Overheads: Nil

(d) Amount spent on Impact Assessment, if applicable: Nil

(e) Total amount spent for the Financial Year (7a+7b+7c+7d+7e):
Rs.1,42,95,000

(f) Excess amount for set off, if any: Rs.828,674.45

8. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No	Preceding Financial Year	Amount Unspent	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (In Rs.)
					Name of the Fund	Amount (in Rs.).	Date of transfer	
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). Nil

(a) Date of creation or acquisition of the capital asset(s): Nil

(b) Amount of CSR spent for creation or acquisition of capital asset: Nil

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: Nil

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Nil

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

11.

Place: Chennai

Date: 05th November 2024

By order of the Board

For Polymatech Electronics Limited

Sd/-

Eswara-Rao Nandam
Managing Director
DIN: 02220039

Sd/-

Uma Nandam
Director
DIN: 02220048

Registered Office:

Plot No.13,Sipcot Hi-Tech SEZ, Oragadam,
Kancheepuram, Tamil Nadu, India-602105

Annexure-4

TO,
THE MEMBERS,
POLYMATECH ELECTRONICS LIMITED
CIN:U32107TN2007PLC063706
Plot OZ-13, SIPCOT Hi-Tech SEZ, Oragadam,
Kancheepuram: 602105, Tamil Nadu, India.

Our Secretarial Audit Report (Form No. MR-3) of even date, for the financial year ended 31-03-2024 is to be read along with this letter.

Management Responsibility:

1. It is responsibility of the management of the Company to maintain Secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

2. Our responsibility is to express an opinion on these Secretarial records, standards and procedures followed by the Company with respect to Secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.

Disclaimer:

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and books of account of the company.

Sd/-

CS. NARESH G.

Practicing Company Secretary

M.No. F-10180 || CP No. 13129

Partner, VJN & Associates

ICSI Unique Code: P2023TN955100

Peer Review Certificate No: 3386/2023

UDIN-ICSI : F010180F001823937

Place: Chennai

Date : 05.11.2024

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

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

TO,
THE MEMBERS,
POLYMATECH ELECTRONICS LIMITED
CIN:U32107TN2007PLC063706
Plot OZ-13, SIPCOT Hi-Tech SEZ, Oragadam,
Kancheepuram: 602105, Tamil Nadu, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **POLYMATECH ELECTRONICS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of **POLYMATECH ELECTRONICS LIMITED** books, papers, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended **31st March 2024**, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, forms and returns filed and other records maintained by **POLYMATECH ELECTRONICS LIMITED** ("the Company") for the financial year ended on **31st March 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under: **(NOT APPLICABLE)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:- [Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment]
- (v) Secretarial standards (SS-1, SS-2) issued by the Institute of Company Secretaries of India;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:- **(NOT APPLICABLE)**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:- **(NOT APPLICABLE)**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, **(NOT APPLICABLE)**

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: **(NOT APPLICABLE)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **(NOT APPLICABLE)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **(NOT APPLICABLE)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **(NOT APPLICABLE)**
- (vi) The Management has identified and confirmed the following laws are specifically applicable to the Company and Company has complied with following laws wherever applicable:
1. Factories Act 1948;
 2. Electronics and Information Technology Goods: (Requirement for Compulsory Registration) Order, 2012
 3. Legal Metrology (Packaged Commodities) (Second Amendment) Rules, 2022
 4. Acts prescribed under prevention and control of pollution;
 5. Acts prescribed under Environmental protection;
 6. Payment of Wages Act;
 7. The Minimum Wages Act;
 8. Payment of Bonus Act;
 9. Equal Remuneration Act;
 10. Employees Provident Funds & Misc. Provisions Act;
 11. The Employees' State Insurance Act.

12. Workmen Compensation Act,
13. Maternity Benefit Act,
14. Gratuity Act,
15. Professional Tax Act 1975,
16. The National and Festivals Holidays Act,
17. Standards of Weights & Measures,
18. Environment (Protection) Act,
19. Micro, Small and Medium Enterprises Development Act, 2006
20. The Legal Metrology (Packaged Commodities) Rules, 2011
21. The Bureau of Indian Standards Act, 2016

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

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India- Complied with

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to filing of certain forms with additional fees.

We further report that ;

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

- Adequate notice is given to all directors to schedule the Board Meetings. agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions at Board Meetings and Committee Meetings are passed with requisite approvals and requisite majority, as recorded in the minutes.

We further report that based on review of compliance mechanism established by the Company and on the basis of representations and explanations made by the Management and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

- As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.
- The compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, have not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditor(s) and other designated professionals.

We further report that during the audit period the company has passed a special resolution for:

1. To approve Borrowing Limits under Section 180 (1) (C) of the Companies Act, 2013;
2. Power under Section 186 of the Companies Act, 2013;

Sd/-

CS. NARESH G.

Practicing Company Secretary

M.No. F-10180 || CP No. 13129

Partner, VJN & Associates

ICSI Unique Code: P2023TN955100

Peer Review Certificate No. 3386/2023

UDIN-ICSI : F010180F001823937

Place: Chennai

Date : 05.11.2024

INDEPENDENT AUDITOR'S REPORT

To

The Members of Polymatech Electronics Limited

Opinion

We have audited accompanying Ind AS Financial Statements of **M/s. POLYMATECH ELECTRONICS LIMITED** ("The Company") which comprise of the Balance Sheet as at 31st March, 2024, the statement of Profit & Loss (including Other Comprehensive Income); the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, including a summary of the Material Accounting policies, notes to the Financial Statements and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("The Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and Other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the Ind As financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independent requirement that are relevant to our audit of the Ind AS financial statements under the

provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS 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 Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and informing 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 IND AS FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's Board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure to Board's Report, Business Responsibility but does not include the Ind AS Financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to

read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our information obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE IND AS FINANCIAL STATEMENTS:

The Company's Board of Directors are responsible for the matters specified in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting Principles generally accepted in India, including the accounting standards referred to in section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The boards of directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE IND AS FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- 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 cause significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public

disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of these books.
 - c. The Balance Sheet, Statement of Profit & Loss including other comprehensive income, the statement of changes in equity, and the statement of Cash Flows dealt with by this Report are in agreement with the books of accounts.
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as

on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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 operating effectiveness of the Company's internal financial controls over financial reporting; and

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

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

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- a) The Company does not have any pending litigations which would impact its financial position;
- b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- c) There is no amount required to be transferred to the Investor Education and Protection Fund by the Company.

3. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April, 2023.

Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account, which has a feature of recording **Audit Trail** (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

As provision to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 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, 2024.

4. The Management has represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in anyh manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
5. The Management has represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing

or otherwise, that the Company shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

6. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided above, contain any material misstatements.
7. The company has not declared any dividend for the year.

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON IND AS FINANCIAL STATEMENTS OF M/s. POLYMATECH ELECTRONICS LIMITED

(Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the Ind AS financial statements of the Company for the year ended March 31st, 2024)

- (I) **In respect of the Company's Property, Plant and Equipment and Intangible Assets:**
 1. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 2. 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 a regular programme of physical verification of its

Property, Plant and Equipment by which all Property, Plant and Equipment are verified once in three years. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

3. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company as at the Balance sheet date.
4. According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.
5. (a) The Company has not revalued any of its property, Plant and Equipment (including Right of Use Assets) or Intangible Assets or both during the Year.

- (ii) (a) The inventory, except goods-in-transit has been physically verified by the management during the year. For goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us, the Company has not 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 and hence reporting under clause 3(ii)(b) of the Order is not applicable.

(iii) (a) The company has not made investments to parties during the year.

(b) The company has made investments in Mutual Funds during the year.

(c) During the year the company has not provided any loans or advances in the nature of loans, or stood guarantee, or provided security to any other entity.

(d) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest. The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

(iv) The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore, the reporting under clause 3(iv) of the Order are not applicable to the Company.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the company in the

Special Economic Zone or whose revenue from export in foreign exchange exceeds seventy five percent of its total Revenue as per Companies (Cost Records and Audit) Rules, 2014 dated 30.06.2014.

- (vi) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ("GST"), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been generally regularly deposited by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, as at March 31, 2024, there are no dues of Goods and Service Tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.
- (vii) According to the information and explanations given to us, There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961),

- (ix) (a) 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 defaulted in repayment of loans and borrowing 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 of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. However, the Company had opening balance of Term Loan which had been repaid during the year.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.
- (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) and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) The Company has complied with the Provisions of Section

42 and 62 of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 in respect of shares issued under Private Placement to parties during the year. The funds raised out of private placement have been utilized for the purpose for the which the funds were raised. The Company has not issued any debentures during the year.

- (x) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 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) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xi) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) & (b) of the Order is not applicable.
- (b) The Company is not a Core Investment Company (CIC) as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and accordingly reporting under clause 3(xvi)(c) & (d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been voluntary resignation of the statutory auditors of the Company during the year due to time constraint to conduct the statutory audit and the resignation is in accordance with section 140(2) of Companies Act, 2013 and Form ADT-3 has been filed by the Outgoing Auditors.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities,

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

- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section

135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) The Company does not have any ongoing projects as at the end of the previous financial year.

(xxi) There is no consolidation of financial statements, accordingly, reporting under clause 3(xxi) is not applicable.

In Terms Of Our Report Of Even Date

For J D S ASSOCIATES

Chartered Accountants

FRN: 006735S

Sd/-

B JAYARAM

Partner

Memb.No. 028346

UDIN:24028346BKBCIMS8393

Place : Chennai

Date : 05.11.2024

ANNEXURE "B" - TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of the Independent Auditors' Report to the members of the Company on the Ind AS Financial Statements for the Year ended on 31st March, 2024).

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

We have audited the internal financial controls over financial reporting of POLYMATECH ELECTRONICS LIMITED ("the Company") as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies; the safeguarding of its assets; the prevention and detection of frauds and errors; the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility:

Our Responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both

applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my /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 principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established

by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

In Terms of Our Report of Even Date

For J D S ASSOCIATES

Chartered Accountants

FRN: 008735S

Place : Chennai

Sd/-

Date : 05.11.2024

B. JAYARAM

Partner

Memb.No. 028346

UDIN:24028346BKBOMS9393

BOGAMATECH ELECTRONICS LIMITED



PS-3505 24pin

POLYMATECH ELECTRONICS LIMITED
CIN : U32107TG0007PLC0883108
BALANCE SHEET FOR THE YEAR ENDED 31.03 MARCH 2024

(₹ in Lakhs)

S.No	Particulars	Note No	As at	As at	As at
			As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
I	ASSETS				
1	Non-current Assets				
a	Property, Plant and Equipment	2	44,821.81	16,482.00	9,030.30
b	Other Non-Current Assets	3	-	-	50.40
	Total Non-Current Assets (1)		44,821.81	16,482.00	9,080.70
2	Current Assets				
a	Inventory	4	26,725.11	3,520.46	1,573.06
c	Financial Assets				
i	Investments	5	13,377.03	-	-
ii	Trade Receivables	6	51,570.22	13,325.68	2,582.44
iii	Cash and Cash Equivalents	7	2,352.76	4,134.18	3.80
iv	Other Bank balances	8	4.52	-	-
v	Loans	9	10,357.55	10.14	-
vi	Other	10	2.88	-	-
c	Other Current Assets	11	11,250.39	2,025.46	123.34
	Total Current Assets (2)		1,18,872.21	20,210.88	4,881.57
	TOTAL ASSET I (1+2)		1,63,694.02	36,791.88	13,962.27
II	EQUITY AND LIABILITY I				
1	EQUITY				
a	Equity Share Capital	12	7,368.79	7,187.52	6,345.70
b	Other Equity	13	71,272.33	25,283.10	1,287.88
	Total Equity (1)		78,641.10	32,470.62	7,633.58
2	LIABILITIES				
1	Non-current Liabilities				
a	Financial Liabilities				
i	Borrowings	14	2,174.79	3,727.11	4,178.18
b	Deferred Tax liabilities (net)	15	3,008.09	-	-
	Total Non-current Liabilities (2)		5,182.88	3,727.11	4,178.18
2	Current Liabilities				
a	Financial Liabilities				
i	Borrowings	16	-	620.11	574.00
ii	Trade Payables	17	-	-	-
iii	Due to Micro & Small Enterprises		-	-	-
iv	Due to Others		27,551.74	1,572.98	1,548.15
b	Other Current Liabilities	18	44,383.51	-	-
c	Provisions	19	25.00	15.00	30.24
d	Current Tax Liabilities (net)	20	4,715.39	-	-
	Total Current Liabilities (3)		72,369.64	1,888.08	1,882.40
	TOTAL EQUITY AND LIABILITY I (1+2+3)		1,63,694.02	36,791.81	13,742.17

These Accounting Policies - Note - 1. The accompanying Notes are an integral part of the Financial Statements.
For J D & ASSOCIATES
Chartered Accountants
FRN: 0887366

for and on behalf of the Board of Directors of
POLYMATECH ELECTRONICS LIMITED

Sd/-
S JAYARAM
Partner
Mem. No: 688948
UDIN:24032348BKSOM19028

Sd/-
E SWARA RAO NANDAM
Managing Director
DIN:02239938

Sd/-
UMA NANDAM
Director
DIN:02220048

Place : Chennai
Date : 05th November 2024

Sd/-
MAHOU KUMAR SAJJU
Chief Financial Officer

Sd/-
SAORI PRAKASH MAHADEVI
Company Secretary

POLYMER ELECTRONICS LIMITED					
CIN : U32101RJ200709					
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED As at 31st March 2024					
			((IN Lakhs))		
S.No	Particulars	Units	For the Year ended	For the Year ended	For the Year ended
			Mar 31, 2024	Mar 31, 2024	Mar 31, 2024
I. INCOME					
a	Revenue From Operations	21	1,22,087.10	84,933.30	12,547.21
b	Other Income	22	1,554.70	54.40	53.01
	Total Income		1,23,641.80	84,987.70	12,600.22
II. EXPENSES					
a	Cost of materials consumed	23	78,333.85	49,083.73	8,334.33
b	Changes in inventories of finished goods and work-in-progress	24	-7,336.96	-64.50	-1,350.14
c	Employee benefit expenses	25	2,704.21	121.80	71.33
d	Finance Cost	26	12.12	233.55	248.39
e	Depreciation and amortisation expenses	27	8,718.82	1,804.81	215.72
f	Other expenses	28	15,809.20	1,794.87	298.32
	TOTAL EXPENSES		97,792.93	48,298.63	9,161.19
III	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX		25,848.87	16,677.88	3,439.03
	Exceptional Items		-	-	-
IV	PROFIT BEFORE TAX		25,848.87	16,677.88	3,439.03
	Tax Expense	29	2,907.82	-	-
V	PROFIT AFTER TAX		24,941.05	16,677.88	3,439.03
VI. OTHER COMPREHENSIVE INCOME					
	Items that will not be reclassified to profit or loss				
a	Change in fair value of FVOCI equity instruments		(47.41)	-	-
b	Income Tax expense on above		(21.42)	-	-
	TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		(68.83)	-	-
	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		24,872.22	16,677.88	3,439.03
	SAVINGS FOR SHARE	30			
	- Share after exceptional items		(21.41)	22.22	2.42
	- Dividends after exceptional items		(21.41)	22.22	2.42

For J O'S ADVISANCE

Chartered Accountants

PUN 0007300

30-

S JASARAW

Partner

Mem. No- 00096

UIN 2462034620 (09/03/2022)

For and on behalf of the Board of Directors of

POLYMER ELECTRONICS LIMITED

30-

KOMARAJAO NARAYAN

Managing Director

DN 00000000

30-

UMA NARAYAN

Director

DN 00000000

For: Chairman

Date: 05th November 2024

30-

KAMAL KUMAR BASU

Chief Financial Officer

30-

SADIK PHARAD NARAYAN (P)

Company Secretary

Statement of Impact Accounting Periods - Note 1 and Note 2 to AC form an integral part of Financial Statements

For J D'S ASSOCIATES
Chartered Accountants
Firm No: 0087302

Sd/-
D. JAGANNATHAN
Partner
Mems. No: 000046
UDIN: 240303080000000000

For and on behalf of the Board of Directors of
POLYMER ELECTRONICS LIMITED

Sd/- Sd/-
KORUNARAO NARAYAN LINGANATH
Managing Director Director
DIN: 00000000 DIN: 00000000

Sd/- Sd/-
RAMESH KUMAR KADAM MADHUSUDHAN KADAM
Chief Financial Officer Company Secretary

Place: Chennai
Date: 05th November 2024

POLYTECH ELECTRONICS LIMITED
CIN / U32107TN0007PL0003700
CASH FLOW STATEMENT FOR THE YEAR ENDED March 31, 2024

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit after tax	24,395.21	16,877.87	2,482.71	
Adjustments for:				
Depreciation	2,281.89			
Amortisation	2,145.42	1,854.90	1,151.75	
Financial Income	12.70	13.52		
Financial Costs	13.14		248.38	
Profit/(Loss) on sale of investments	179.18	521.49		
Other Non-Operating Income	22,910	7,524.27	1,324.74	142.00
Operating Profit before working capital changes	31,835.42	18,882.08	4,042.78	
Adjustments for working capital changes				
Increase/Decrease in Receivables	22,765.43	17,897.43	17,843.87	
Increase/Decrease in Trade Payables	19,844.54	19,140.54	15,441.75	
Increase/Decrease in Other Current Assets	11,258,382	26,718,782	121,779	
Increase/Decrease in Trade Payables	26,818.78	425.82	1421.90	
Increase/Decrease in Other Current Liabilities	1,340	175,845	18,332	
Increase/Decrease in Other Current Liabilities	46,707,581	14,842,880	248.17	13,948,770
Operating Profit after working capital changes	28,684.96	4,783.13	284.79	
Less: Income tax paid	17,857.88			
Net Cash flow from Operating activities	28,684.96	4,783.13	284.79	
B. CASH FLOW FROM INVESTING ACTIVITIES				
Proceeds from Property Plant and Equipment Sale	(24,785.41)			
Non-Operating Income	22,910			
Disposal/Investment in Mutual Funds/Secured	(13,776,342)			
Profit/(Loss) on sale of investments	142.18			
Interest Income	3.10	1.73		
Net cash flow from investing activities	(17,728.54)	(1,000.14)	(561.05)	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Dividend received against share application money		135.81		
Proceeds from Issue of Share Capital	944.78	587.32		
Dividend/Interest Received	25,035.82	7,118.25		
Increase/Decrease in Borrowings/Debt	12,272.43	1457.34	326.75	
Long Term Loans and Advances		40.45	150.49	
Interest and Finance Charges	(11,214)	(205.50)	(248.38)	
Net cash flow from Financing activities	26,933.89	7,473.39	689.73	
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	(1,226.85)	4,256.38	4.47	
Net Cash and Cash Equivalents at the beginning of the Year	4,712.11	4,712.11	4,712.11	
Overhead Cash Equivalents at the end of the Year	3,485.26	4,712.11	4,712.11	

Information on Material Accounting Policies - Note 1 and Note-2 to 42 form an integral part of Financial Statements

In terms of our report dated

J D SASEENDRAN
Chartered Accountants
FNN-2007258

Shri
M JAYARAM
Partner
MADRAS-01-020306
UJIN-1412014609(20060303)

Place: Chennai
Date: 20th November 2024

For and on behalf of the Board of Directors of
POLYTECH ELECTRONICS LIMITED

Shri
KESAVA RAO NANDAN
Managing Director
DIN:02228026

Shri
SARATHI KUNATH SAIJU
Chief Financial Officer

Shri
UMA NANDAN
Director
DIN:02228048

Shri
SADHU PRASAD KANNAPADU
Company Secretary

POLYMATECH ELECTRONICS LIMITED
CIN : U32107TN2887PLC083708

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2024

A) EQUITY SHARE CAPITAL

₹ in Lakhs

Particulars	As at Mar 31, 2024	As at Mar 31, 2023	As at Mar 31, 2022
Balance at the beginning of the financial year	7,187.82	8,345.79	8,345.79
Changes in equity share capital during the year	287.10	941.02	—
Balance at the end of the financial year	7,474.92	9,286.81	8,345.79

B) OTHER EQUITY

Particulars	Reserves & Surplus					Total Equity
	Share application money pending allotment	Securities Premium Reserve	General Reserve	Retained Earnings	Other Items of Other Comprehensive Income	
Balance as at 01/03/2023	118.38	7,188.28	—	17,285.48	—	24,592.14
Profit for the year ended 31/03/2024	—	—	—	24,592.21	125.38	24,717.59
Divide income received during the year	22,475.28	—	—	—	—	22,475.28
Adjustment of share	(22,710.84)	(22,710.82)	—	—	—	(45,421.66)
Dividend paid	—	—	—	—	—	—
Other Items Adjustments	—	—	—	2.75	—	2.75
Balance as at 31/03/2024	—	25,188.27	—	41,879.94	125.38	71,293.61

Particulars	Reserves & Surplus					Total Equity
	Share application money pending allotment	Securities Premium Reserve	General Reserve	Retained Earnings	Other Items of Other Comprehensive Income	
Balance as at 01/03/2022	—	—	—	1,287.89	—	1,287.89
Profit for the year ended 31/03/2022	—	—	—	18,577.82	—	18,577.82
Share income received during the year	8,273.47	—	—	—	—	8,273.47
Adjustment of share	(8,175.47)	(7,188.28)	—	—	—	(15,363.75)
Dividend paid	—	—	—	—	—	—
Balance as at 31/03/2023	118.38	7,188.28	—	47,265.94	—	54,572.60

B) OTHER EQUITY (Contd.)

Particulars	Reserves & Surplus					Total Equity
	Share application money pending allotment	Securities Premium Reserve	General Reserve	Retained Earnings	Other Items of Other Comprehensive Income	
Balance as at 15/03/2021	—	—	—	(2,182.23)	—	(2,182.23)
Profit for the year ended 31/03/2021	—	—	—	3,486.71	—	3,486.71
Share income received during the year	—	—	—	—	—	—
Adjustment of share	—	—	—	—	—	—
Dividend paid	—	—	—	—	—	—
Balance as at 31/03/2022	—	—	—	1,287.89	—	1,287.89

J D S ASSOCIATES
Chartered Accountants
FNN: 0007355

Sr.
B JAYARAM
Partner
Memb. No. 008346
UDIN:240323405KSCAR55393

Place : Chennai
Date : 05th November 2024

for and on behalf of the Board of Directors of
POLYMATECH ELECTRONICS LIMITED

Sd/-
EDWARA RAO NANDAM
Managing Director
DIN:02226038

Sd/-
MANOJ KUMAR BAJAJ
Chief Financial Officer

Sd/-
URA NANDAM
Director
DIN:02226048

Sd/-
BADRI PRASAD MAHAPATRO
Company Secretary

POLYMATECH ELECTRONICS LIMITED

CIN: U32107TN2007PLC063706

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2024

Note No. 1: Material Accounting Policies:

1. Corporate Information:

POLYMATECH ELECTRONICS LIMITED (the Company), incorporated in India on 29-May-2007 is engaged in the business of manufacturing of semi-conductor chips and LED lights and related activities situated in Special Economic Zone, Kanchasepuram, Chennai. The CIN of the Company is U32107TN2007PLC063706. The registered office of the Company is in Chennai, India.

2. General Information and Statement of Compliance with Ind AS:

These financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented.

These financial statements for the year ended March 31, 2024 are the first financial statements that the Company has prepared in accordance with Ind AS. For all the periods up to and including the year ended March 31, 2023, the Company had prepared its financial statements in accordance with Accounting Standards notified under Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP), which have been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS, with the date of transition to Ind AS being April 01, 2023. For the purpose of comparatives, financial statements for the year ended March 31, 2023 and Opening balance sheet as at April 01, 2022 are also prepared as per Ind AS.

These financial statements for the year ended 31 March 2024 were authorized and approved for issue by the Board of Directors on November 5, 2024.

3. Basis of Preparation:

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. The Financial Statements have been prepared and presented on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as on the exchange date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on the basis stated above. In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- **Level 2** inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3** inputs are unobservable inputs for the asset or liability.

All amounts included in the financial statements are reported in lakhs of Indian rupees except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

4. First time Adoption of Indian Accounting Standards :

There has been no impact on the financial statements following the adoption of Ind AS.

5. Use of Estimates

The preparation of financial statements is in conformity with generally accepted accounting principles which require the management of the Company to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Application of accounting policies that require material accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed separately under the heading "material accounting judgments, estimates and assumption".

6. Current versus non-current classification:

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

An asset is classified as current, when:

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

All other assets are classified as non-current

A liability is classified as current, when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The entity classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

7. Foreign Currency Transactions:

The financial statements are presented in Indian Rupee which is also the functional and presentation currency of the Company. All amounts have been rounded-off to the nearest rupee.

a) Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

b) Conversion

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined. Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

c) Forward Contract

Premium/ Discount in respect of Forward Contract are amortized as expense/income over the period of contract. Exchange differences arising on forward contracts between the exchange rate on the date of transaction and the exchange rate prevailing at the year end is recognized in the Statement of Profit and Loss.

8. Property, Plant and Equipment:

Property, plant and equipment are stated at cost net of historical Indirect Taxes, including appropriate direct and allocated expenses less accumulated depreciation and impairment losses; if any. Increase/Decrease in rupee liability in respect of foreign currency liability related to acquisition of fixed assets is recognized as expense or income in the Statement of Profit and Loss. Freehold land is not depreciated.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. vii. Property, Plant and Equipment: Premium/ Discount in respect of Forward Contract are amortized as expense/income over the period of contract. Exchange differences arising on forward contracts between the exchange rate on the date of transaction and the exchange rate prevailing at the year end is recognized in the Statement of Profit and Loss. Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end with the effect of any changes in estimate accounted for on a prospective basis. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method.

Class of Assets	Useful Lives
-----------------	--------------

Buildings	30 Years
Plant and Machinery	10 Years
Office Equipments	10 Years
Computer	3 Years
Furniture and Fittings	5 Years
Electrical Fittings	10 Years
Interiors	5 Years
Vehicles	6 Years

9. Impairment of Non-Financial assets:

The Company periodically assesses whether there is any indication that an asset or a group of assets comprising a cash generating unit may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the amount of asset does not exceed the net book value that would have been determined if no impairment loss had been recognized.

10. Inventories:

Inventories are carried at the lower of cost and net realizable value. Cost includes all applicable costs incurred in bringing the properties to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Cost of raw materials including consumables and stores & spares are determined on FIFO (First In First Out) Basis.

Cost of work-in-progress is valued at cost of materials and labor together with relevant factory overheads. The cost of work-in progress is determined on the basis of weighted average method.

The finished goods are valued at cost inclusive of excise duty (or) net realizable value whichever is less:

11. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets:

Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement:

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

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL);
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments (other than investments in subsidiaries and joint ventures):

All equity investments within the scope of Ind AS 109, 'Financial Instruments', are measured at fair value either through statement of profit and loss or other comprehensive income. The Company makes an irrevocable election to present in OCI the subsequent changes in the fair value on an instrument-by-instrument basis. The classification is made on initial recognition. If the Company decides to classify an equity instrument as at-FVOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognized in the OCI. Any gains or losses on de-recognition is recognized in the OCI and are not recycled to the statement of profit or loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

De-recognition of Financial Assets:

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognized when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass - through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

b) Financial Liabilities:

Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and transaction cost (if any) that is attributable to the acquisition of the financial liabilities is also adjusted.

Subsequent measurement

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

i. Trade and other payables:

These amounts represent liabilities for goods or services provided to the Company which are unpaid at the end of the reporting period. Trade and other payables are presented as current liabilities when the payment is due within a period of 12 months from the end of the reporting period. For all trade and other payables classified as current, the carrying amounts approximate fair value due to the short maturity of these instruments. Other payables falling due after 12 months from the end of the reporting period are presented as non-current liabilities and are measured at amortized cost unless designated as fair value through profit and loss at the inception.

ii. Other financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognized in the profit or loss.

De-recognition of Financial Liabilities:

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or Modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

d) Compound Financial Instruments:

A financial instrument that comprises of both the liability and equity components are accounted as compound financial instruments. The fair value of the liability component is separated from the compound instrument and is subsequently measured at amortized cost. The residual value is recognized as equity component of other financial instrument and is not re-measured after initial recognition.

The transaction costs related to compound instruments are allocated to the liability and equity components in the proportion to the allocation of gross proceeds. Transaction costs related to equity component is recognized directly in equity and the cost related to liability component is included in the carrying amount of the liability component and amortized using effective interest method.

12. Impairment of Financial assets:

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

Fair value measurement:

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

- In the principal market for the asset or liability, or

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

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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

13. Revenue Recognition:

a. Revenue from sale of goods and services:

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer, which is mainly upon delivery, the amount of revenue can be measured reliably and the recovery of consideration is probable. Revenue from the sale of goods includes excise and other duties which the Company pays as a principal but excludes amounts collected on behalf of third parties, such as goods and service tax (GST) and value added tax, as applicable. Export Benefits are recognized as revenue when the right to receive credit as per the terms of the entitlement is established in respect of exports made. Revenue from services is recognized in the periods in which the services are rendered.

b. Interest Income:

Interest income, including income arising from other financial instruments, is recognized using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss. The expected cash flows are reassessed on a yearly basis and changes, if any, are accounted prospectively.

c. Other Operating Revenue:

Other Operating revenue comprises income from ancillary activities incidental to the operations of the company and are recognized when the right to receive the income is established as per the terms of the contract.

14. Leases:

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Assets acquired under lease where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such lease is capitalized at the inception of the lease at lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

Assets acquired on lease where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating lease. Lease rentals on assets taken on operating lease are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

15. Provisions:

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow of embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

16. Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares (if any) are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and consolidation of shares if any. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

17. Contingent liabilities and Contingent Assets:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events.

beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent Assets are not recognized but are disclosed when the inflow of economic benefits are probable.

18. Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares (if any) are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split, and consolidation of shares if any, estimate of the expenditure required to settle the obligations which takes in to account the empirical data on the nature, frequency and average cost of warranty claims and regarding possible future incidents.

19. Taxes on Income: Tax expense comprises of current and deferred tax.

a) Current income tax:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in other comprehensive income / equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred tax:

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

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

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

20. Cash and cash equivalents:

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

21. Segment Reporting :

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components; and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Executive Officer (CEO), who is the Chief Operating Decision Maker (CODM), to make decisions about resources to be allocated to the segments and assess their performance. Information reported to the CODM for the purpose of resource allocation and assessment of segment performance focuses on the type of goods or services delivered or provided.

The Company is primarily engaged in manufacturing of semi-conductors and LED Devices and has plant only in SIPCOT Hi-tech SEZ in India. Hence segment reporting is not applicable.

22. Other Indian Accounting Standards:

Material accounting judgments, estimates and assumptions:

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions that affect the reported balances of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgments that the management has made in the process of applying the Company's accounting policies:

a) Recognition of deferred tax assets:

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

b) Useful lives of depreciable assets:

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2024 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

c) Evaluation of indicators for impairment of assets:

The evaluation of applicable indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

d) Fair value measurements:

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

e) Provision and contingent liability:

On an ongoing basis, the Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements.

f) Evaluation of indicators for impairment of assets:

The evaluation of applicable indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

g) Fair value measurements:

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2024

Note No. 2 PROPERTY, PLANT AND EQUIPMENT

Current Year

£ m Lacs

Particulars	Gross Block				Depreciation				Net Block	
	Net value as at 01/04/2023	Additions made during the period	Disposals during the year	31/03/2024	Up to 31/03/2023	For the year	Withdrawals	Up to 31/03/2024	31/03/2024	31/03/2023
Land	214.28	138.01	-	352.29	-	-	-	-	352.29	214.28
Buildings	5,544.47	-	-	5,544.47	2,004.38	188.13	-	2,192.51	2,871.98	1,356.25
Plant and Machinery	12,711.87	22,800.28	-	45,512.15	1,788.27	4,988.18	-	6,402.13	45,528.95	11,942.91
Office Equipments	23.71	-	-	23.71	23.71	-	-	23.71	-	-
Computer	82.18	8.81	-	90.99	80.82	8.81	-	89.63	8.81	1.22
Furniture and Fixings	21.14	4.35	-	25.49	15.34	1.54	-	16.88	8.85	2.19
Electric Fittings	1,504.18	1.49	-	1,504.64	280.08	181.48	-	461.56	1,073.19	1,223.17
Motorcars	44.84	82.71	-	127.55	8.48	21.81	-	30.29	19.58	28.28
Motor Vehicles	1.71	20.80	-	22.51	4.42	8.71	-	13.14	18.12	3.24
Total (A)	11,884.75	34,198.41	-	56,083.11	4,082.98	9,216.82	-	13,299.80	49,821.91	15,490.28

Previous Year

£ m Lacs

Particulars	Gross Block				Depreciation				Net Block	
	Net value as at 01/04/2022	Additions made during the period	Disposals during the year	31/03/2023	Up to 31/03/2022	For the year	Withdrawals	Up to 31/03/2023	31/03/2023	31/03/2022
Land	214.28	-	-	214.28	-	-	-	-	214.28	214.28
Buildings	5,544.47	-	-	5,544.47	1,821.11	188.13	-	2,009.28	2,359.21	2,001.38
Plant and Machinery	4,728.91	7,488.88	-	12,217.79	487.61	1,211.18	-	1,700.97	10,942.91	4,328.10
Office Equipments	23.71	-	-	23.71	23.71	-	-	23.71	-	-
Computer	82.28	8.81	-	91.09	81.28	8.81	-	90.09	1.22	0.80
Furniture and Fixings	18.42	2.14	-	20.56	17.83	1.25	-	19.08	2.18	0.71
Electric Fittings	1,803.25	2.51	-	1,804.76	120.91	180.42	-	301.92	1,323.17	1,373.28
Motorcars	3.84	44.32	-	48.16	8.48	8.87	-	17.43	39.73	0.20
Motor Vehicles	1.71	-	-	1.71	3.12	1.28	-	4.40	3.24	4.84
Total (A)	11,884.78	8,018.52	-	19,903.30	2,897.87	2,898.87	-	4,296.74	15,490.28	5,898.28

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

Note No. 3 OTHER NON-CURRENT ASSETS			[₹ in Lakhs]
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good			
Advance for capital expense	-	-	50.50
Total	-	-	50.50

Note No. 4 INVENTORIES			[₹ in Lakhs]
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Raw Material	18,504.80	1,298.64	245.83
Work in progress	1,811.11	748.86	548.76
Finished Goods	8,410.40	1,572.59	1,178.50
Total	26,726.11	3,620.49	1,973.09

Note No. 5 CURRENT INVESTMENTS						[₹ in Lakhs]
Particulars	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No.	Amount	No.	Amount	No.	Amount
INVESTMENTS						
Measured at Fair value through Other Comprehensive Income						
in Mutual Funds						
Kotak Equity Arbitrage Direct - Growth - Hybrid		938.07		-		-
SBI Arbitrage Opportunities Direct Growth		100.65		-		-
Tata Arbitrage Fund - Direct Growth		938.47		-		-
Axis Overnight Fund - Direct Growth		2,022.95		-		-
HDFC Overnight Fund		3,029.40		-		-
ICICI Prudential Overnight Fund - Direct Growth		2,528.68		-		-
Nippon India Overnight Fund		2,522.03		-		-
ICICI Prudential MF		1,800.00		-		-
Total		13,877.03		-		-
Aggregate value of quoted investments		13,877.03		-		-
Market value of quoted investments		13,877.03		-		-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

Note No. 6 TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good	51,970.32	13,325.68	2,582.44
Doubtful	-	-	-
Sub Total	51,970.32	13,325.68	2,582.44
Less: Allowance for expected credit losses	-	-	-
Total	51,970.32	13,325.68	2,582.44

Trade Receivables ageing schedule for the year ended as on 31.03.2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months – 1 year	1-2 yrs	2-3 yrs	More than 3 years	
Undisputed trade receivables- considered good	51,970.32	-	-	-	-	51,970.32
Undisputed trade receivables- considered doubtful	-	-	-	-	-	-
Disputed trade receivables- considered good	-	-	-	-	-	-
Disputed trade receivables- considered doubtful	-	-	-	-	-	-
TOTAL	51,970.32	-	-	-	-	51,970.32

Trade Receivables ageing schedule for the year ended as on 31.03.2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months – 1 year	1-2 yrs	2-3 yrs	More than 3 years	
Undisputed trade receivables- considered good	13,325.68	-	-	-	-	13,325.68
Undisputed trade receivables- considered doubtful	-	-	-	-	-	-
Disputed trade receivables- considered good	-	-	-	-	-	-
Disputed trade receivables- considered doubtful	-	-	-	-	-	-
TOTAL	13,325.68	-	-	-	-	13,325.68

Trade Receivables ageing schedule for the year ended as on 31.03.2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months – 1 year	1-2 yrs	2-3 yrs	More than 3 years	
Undisputed trade receivables- considered good	2,582.44	-	-	-	-	2,582.44
Undisputed trade receivables- considered doubtful	-	-	-	-	-	-
Disputed trade receivables- considered good	-	-	-	-	-	-
Disputed trade receivables- considered doubtful	-	-	-	-	-	-
TOTAL	2,582.44	-	-	-	-	2,582.44

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

Note No. 7 CASH AND CASH EQUIVALENTS			[₹ In Lakhs]
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balances with Banks			
- In Current Accounts	2,202.76	4,134.10	3.00
Cash in hand	-	-	-
Total	2,202.76	4,134.10	3.00

Note No. 8 OTHER BANK BALANCES			[₹ In Lakhs]
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balances with Banks			
- Deposit (with original maturity of more than 3 months)	4.50	-	-
Total	4.50	-	-

Note No. 9 LOANS			[₹ In Lakhs]
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good			
Loans and Advances to related parties	-	-	-
Loans and Advances to employees	-	10.14	-
Loans-Others	10,937.55	-	-
Total	10,937.55	10.14	-

Note No. 10 OTHER FINANCIAL ASSETS			[₹ In Lakhs]
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Financial Assets at amortized cost			
Security Deposits	2.95	-	-
Total	2.95	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

NOTES TO FINANCIAL STATEMENTS FOR THE PERIODS 01st March 2024

Note No. 11 OTHER CURRENT ASSETS			[₹ in Lakhs]
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good			
(a) Advances other than capital advances			
Advances to Suppliers	3,617.67	2,223.03	122.84
(b) Others			
Prepaid expenses	-	-	-
Balances with statutory/ government authorities	7,633.32	6.45	-
Other Receivables	-	-	-
Total	11,250.99	2,229.48	122.84

Note No. 12 EQUITY SHARE CAPITAL						
Authorized Share Capital						
Particulars	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
13,50,00,000 equity shares of Rs. 10/- each	13,50,00,000.00	13,500.00	7,50,00,000.00	7,500.00	6,50,00,000.00	6,500.00
Total	13,50,00,000.00	13,500.00	7,50,00,000.00	7,500.00	6,50,00,000.00	6,500.00
Issued and Subscribed Capital						
Equity Share Capital	7,96,87,775.00	7,968.78	7,18,76,200.00	7,187.62	6,34,57,000.00	6,345.70
Total	7,96,87,775.00	7,968.78	7,18,76,200.00	7,187.62	6,34,57,000.00	6,345.70

Particulars	As at 31-Mar-2024		As at 31-Mar-2023		As at 31-Mar-2022	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Shares at the beginning of the period	7,18,76,200.00	7,187.62	6,34,57,000.00	6,345.70	6,34,57,000.00	6,345.70
Add: Shares issued during the period	78,11,575.00	781.16	84,19,200.00	841.92	0	-
Less: Shares bought Back	-	-	-	-	0	-
Outstanding at the end of the period	7,96,87,775.00	7,968.78	7,18,76,200.00	7,187.62	6,34,57,000.00	6,345.70

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period error	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance at the end of the current reporting period
7,167.82			781.14	7,968.74

b. Termal Rights attached to the Equity Shares

The company has only one class of Equity shares having par value of Rs.10/- per share. Each shareholder is entitled to one vote per share.

c. Shareholders holding more than 5% shares

Particulars	As at 31-Mar-2024		As at 31-Mar-2023		As at 31-Mar-2022	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
ESWARA RAO NANDAM	3,31,22,570.00	41.57%	3,31,22,570.00	46.08%	3,31,22,570.00	52.20%
LIMA NANDAM	3,03,34,430.00	38.07%	3,03,34,430.00	42.20%	3,03,34,430.00	47.80%

d) Shares held by Promoters at the end of the year

Particulars	As at 31-Mar-2024		As at 31-Mar-2023		As at 31-Mar-2022	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
ESWARA RAO NANDAM	3,31,22,570.00	41.57%	3,31,22,570.00	46.08%	3,31,22,570.00	52.20%
LIMA NANDAM	3,03,34,430.00	38.07%	3,03,34,430.00	42.20%	3,03,34,430.00	47.80%
Total	6,34,57,000.00	79.63%	6,34,57,000.00	88.29%	6,34,57,000.00	100.00%

h) Information regarding issue of shares in the last five years

- i) The Company has not issued any shares without payment being received in cash.
 ii) The Company has not issued any Bonus Shares or undertaken any buy back of Shares.

h) Details of Shares held by Holding Company :

i) There are no Shares held by Holding Company/Subsidiaries of ultimate Holding Company as on 31st March 2024

Note No. 13 OTHER EQUITY			(₹ in Lakhs)
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Share Application Money Received	-	136.00	-
Securities Premium	25,168.37	7,188.88	-
General Reserve	-	-	-
Retained Earnings	41,976.51	17,968.55	1,287.88
Other Comprehensive Income	125.98	-	-
Total	71,272.83	25,289.10	1,287.88

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2024

Note No. 14 BORROWINGS (NON-CURRENT)

[₹ In Lakhs]

Particulars	Effective Interest Rate	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured				
a) From Banks				
i) HDFC Bank				
Term Loan	0.00%	-	1,612.32	2,363.40

Unsecured

a) Loan from Related Parties

Loan from Related Parties	0.00%	2,114.79	2,114.79	1,814.79
Total		2,114.79	3,727.11	4,178.19

Note No. 15 DEFERRED TAX LIABILITIES

[₹ In Lakhs]

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liability			
On Property, Plant and Equipment	2,987.63	-	-
On Revenue Recognition	21.46	-	-
Total	3,009.09	-	-

Note No. 16 BORROWINGS (CURRENT)

[₹ In Lakhs]

Particulars	ROI	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a) Secured Loan from Banks				
HDFC Bank				
Cash Credit : Secured by: Hypothecation of Inventories and Book Debts	0.00%	-	620.11	374.01
Total		-	620.11	374.01

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

Note No. 17 TRADE PAYABLES				[₹ in Lakhs]
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	
Trade payable - Micro and small enterprises	0.00	0.00	0.00	
Trade payable - Other than Micro and small enterprises	27591.74	1972.97	1546.15	
Total	27591.74	1972.97	1546.15	

Trade Payable Aging Schedule as at March 31, 2024 [₹ in Lakhs]

Particulars	Outstanding for following periods from due date of payments				Total
	Less than 1 Years	1-2 yrs	2-3 yrs	More than 3 years	
MSME	0.00				-
Others	27591.74	-	-	-	27,591.74
Disputed dues -MSME -	-	-	-	-	-
Disputed dues -others	-	-	-	-	-
TOTAL	27,591.74	-	-	-	27,591.74

Trade Payable Aging Schedule as at 31.03.2023 [₹ in Lakhs]

Particulars	Outstanding for following periods from due date of payments				Total
	Less than 1 Years	1-2 yrs	2-3 yrs	More than 3 years	
MSME	-				-
Others	1,972.97		-	-	1,972.97
Disputed dues -MSME -	-	-	-	-	-
Disputed dues -others	-	-	-	-	-
TOTAL	1,972.97	-	-	-	1,972.97

Trade Payable Aging Schedule as at 31.03.2022 [₹ in Lakhs]

Particulars	Outstanding for following periods from due date of payments				Total
	Less than 1 Years	1-2 yrs	2-3 yrs	More than 3 years	
MSME	-				-
Others	1,546.15		-	-	1,546.15
Disputed dues -MSME -	-	-	-	-	-
Disputed dues -others	-	-	-	-	-
TOTAL	1,546.15	-	-	-	1,546.15

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED March 31, 2024

Note No. 18 OTHER CURRENT LIABILITIES			[₹ In Lakhs]
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Statutory Dues	1,291.69	-	-
Advance from Customers	729.06	-	-
Creditors for capital goods	31,998.98	-	-
Others	10,884.18	-	-
Total	44,903.91	-	-

Note No. 19 PROVISIONS			[₹ In Lakhs]
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Expenses	26.00	15.00	30.24
Total	26.00	15.00	30.24

Note No. 20 CURRENT TAX LIABILITY			[₹ In Lakhs]
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Current tax Liability - (Net of Advance Tax IT)	4,716.89	-	-
Total	4,716.89	-	-

Note No. 21 : REVENUE FROM OPERATIONS			(₹ In Lakhs)
Particulars	For the Year Ended	For the Year Ended	For the Year Ended
	March 31, 2024	March 31, 2023	March 31, 2022
(a) Sale of products (excluding GST)			
Sale of Products	1,22,067.10	64,902.00	12,587.31
TOTAL	1,22,067.10	64,902.00	12,587.31

Note No. 22 : OTHER INCOME			(₹ In Lakhs)
Particulars	For the Year Ended	For the Year Ended	For the Year Ended
	March 31, 2024	March 31, 2023	March 31, 2022
Interest Income	3.10	3.19	-
Foreign Exchange Rate Differences	1,368.77	-	-
Net gain/loss on sale of investment	165.18	-	-
Misc Income	135.79	-	-
Rental Income Received	22.91	61.30	55.01
TOTAL	1,695.75	64.49	55.01

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2024

Note No. 23 COST OF MATERIALS CONSUMED			
(€ in Lakhs)			
Particulars	For the Year ended	For the Year ended	For the Year ended
	2023-24	2022-23	2021-22
Opening Stock	1,229.54	245.55	-
Less: Purchases	(23,225.65)	(48,178.34)	(17,358.55)
Less: Closing Stock	(6,304.50)	(1,235.54)	(245.55)
TOTAL	75,229.89	43,078.30	5,294.22

Note No. 24 Change in Stock (Cost of Finished Goods, Work-in-Progress and Closing WIP)			
(€ in Lakhs)			
Particulars	For the Year ended	For the Year ended	For the Year ended
	2023-24	2022-23	2021-22
Opening Stock	43,078.30	43,078.30	44,551.08
Work-in-Progress	148.28	545.75	125.72
Finished Goods	1,573.23	1,173.30	-
Sub Total	2,221.81	1,721.35	125.72
Less: Closing Stock	-	-	-
Work-in-Progress	(1,211.11)	(148.28)	(545.75)
Finished Goods	(2,415.40)	(1,573.30)	(1,173.30)
Sub Total	(3,626.51)	(2,721.58)	(1,721.37)
Net (increase)/decrease in inventory	(1,404.70)	(599.23)	(1,595.65)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED As at 31st March 2024

Note No. 25 EMPLOYEE BENEFIT EXPENSES			
(€ in Lakhs)			
Particulars	For the Year ended	For the Year ended	For the Year ended
	2023-24	2022-23	2021-22
Salaries and Wages including Bonus	2,558.55	178.31	74.90
Contribution to Provident and other funds	22.88	-	-
Insurance and Staff Welfare Expenses	14.72	8.72	2.57
TOTAL	2,596.15	187.03	77.47

(*) Includes remuneration to RMP's (Rs. 1000.00 Lacs)

Note No. 26 FINANCE COSTS			
(€ in Lakhs)			
Particulars	For the Year ended	For the Year ended	For the Year ended
	2023-24	2022-23	2021-22
(a) Interest on borrowings	12.88	222.55	245.27
(b) Other financing cost	5.45	-	-
TOTAL	18.33	222.55	245.27

Note No. 27 DEPRECIATION AND AMORTISATION EXPENSES			
(€ in Lakhs)			
Particulars	For the Year ended	For the Year ended	For the Year ended
	2023-24	2022-23	2021-22
(a) Depreciation on Property, Plant and Equipment	5,214.45	1,804.51	315.72
(b) Amortisation of Other Intangible Assets	-	-	-
TOTAL	5,214.45	1,804.51	315.72

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

Note No. 28 OTHER EXPENSES			[₹ In Lakhs]
Particulars	For the Year Ended	For the Year Ended	For the Year Ended
	45,382.00	45,016.00	44,651.00
Freight and Forwarding Charges	59.68	-	-
Power and Fuel	283.90	52.92	9.87
Manufacturing Expense	2,007.48	721.12	143.67
Repairs & Maintenance - Buildings	276.11	-	-
Repairs & Maintenance-Machinery	70.00	-	-
Repairs & Maintenance - Others	8.81	230.79	34.87
Rent	-	3.56	-
Advertisement Expenses	93.01	45.13	2.59
Audit Fees (Refer Note No.28.1)	26.00	15.00	6.25
Director's Sitting Fees	1.66	-	-
General Expenses	35.31	45.94	54.35
Insurance	41.16	9.61	9.46
Listing Fees	163.16	-	-
Postage, Telephone & Telegram	4.40	4.48	1.27
Printing & Stationery	1.00	0.99	2.49
Rates and Taxes	57.31	-	-
Research & Development Expenses	14,615.06	-	-
Security Services	10.40	11.51	4.19
Technical/Professional Fee	872.09	563.97	18.13
Travelling and Conveyance	139.71	23.65	6.85
CSR Expenses	142.95	36.00	-
Total Other Expenses	18,909.20	1,764.67	296.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

Note No. 28. 1. AUDITOR REMUNERATION

[₹ In Lakhs]

Particulars	For the Year Ended	For the Year Ended	For the Year Ended
	45,382.00	45,016.00	44,651.00
(a) For Statutory Audit	18.00	15.00	8.25
(b) For Tax Audit	5.00	-	-
(c) For Other Services	3.00	-	-
TOTAL	26.00	15.00	8.25

Note No. 29 TAX EXPENSES

[₹ In Lakhs]

Particulars	For the Year Ended	For the Year Ended	For the Year Ended
	45,382.00	45,016.00	44,651.00
A. Current Tax			
Current tax on profit for the year**	4,716.89	-	-
Mat Credit Entitlement	-4,716.89		
Change/ (Credit) in respect of current tax for earlier years	-	-	-
TOTAL (A)	-	-	-
B. Deferred Tax			
Origination and reversal of temporary differences	2,987.63	-	-
Change in respect of deferred tax for earlier years	-	-	-
TOTAL (B)	2,987.63	-	-
Tax expense recognized in Statement of Profit and Loss	2,987.63	-	-
TOTAL (A)+(B)	-	-	-
Tax expense recognized in Other Comprehensive Income	21.48	-	-
Total Tax Expense	3,009.09	-	-

** The Company operates from a Special Economic Zone and is eligible to claim a 100% deduction under Section 10AA of the Income Tax Act, 1961 for export profits during its first five years. Currently in its fourth year of eligibility for this deduction. The Company is nevertheless subject to Minimum Alternate Tax (MAT) as per Section 115JB of the Income Tax Act, 1961, and thus, its current tax liability is determined according to MAT provisions.

Note No. 30 EARNINGS PER SHARE

[₹ In Lakhs]

Particulars	For the Year Ended	For the Year Ended	For the Year Ended
	45,382.00	45,016.00	44,651.00
Profit attributable to equity shareholders of the Company for basic and diluted EPS	24,009.21	16,677.85	3,480.13
Weighted average number of equity shares for basic EPS	7,84,38,076.00	7,18,86,486.00	6,36,06,022.00
Weighted average number of shares for diluted EPS	7,84,38,076.00	7,18,86,486.00	6,36,06,022.00
Basic Earnings per equity share (in ₹)	31.41	23.20	5.48
Diluted Earnings per equity share (in ₹)	31.41	23.20	5.48

Note No 31: DISCLOSURE UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006**

Particulars	For the year 2023-24	For the year 2022-23	For the year 2021-22
Trade Payables pertaining to dues to Micro and Small Enterprises	-	-	-
The principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year	₹	₹	₹
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	₹	₹	₹
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	₹	₹	₹
The amount of interest accrued and remaining unpaid at the end of each accounting year	₹	₹	₹
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	₹	₹	₹

**The Company sources the majority of its products from outside India. The remaining creditors do not fall within the category of Micro, Small, or Medium Enterprises as defined by the MSMED Act, 2006.

Note No 32: CSR EXPENDITURE

Particulars	For the year 2023-24	For the year 2022-23	For the year 2021-22
Gross amount required to be spent by the company during the year	139.06	27.50	-
Amount spent during the year	142.95	38.00	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March 2024

Note No 33: FAIR VALUE MEASUREMENTS

I. Financial instruments by category

The carrying value of financial instruments by categories as at 31st March 2024 were as follows: Rs in Lakhs

Particulars	Note	Amortized Cost	FVTOCI	Total Carrying value	Total Fair value
Investments	5		13877.03	13,877.03	13,877.03
Trade Receivables	6	51,970.32		51,970.32	51,970.32
Cash and Cash Equivalents	7	2,207.26		2,207.26	2,207.26
Other bank balances	8	4.50		4.50	4.50
Loans	9	10,937.55		10,937.55	10,937.55
Other Financial Assets	10	2.95		2.95	2.95

The carrying value of financial instruments by categories as at 31st March 2023 were as follows:

Particulars	Note	Amortized Cost	FVTOCI	Total Carrying value	Total Fair value
Investments	5			-	-
Trade Receivables	6	13,325.68		13,325.68	13,325.68
Cash and Cash Equivalents	7	4,134.10		4,134.10	4,134.10
Other bank balances	8	-		-	-
Loans	9	10.14		10.14	10.14
Other Financial Assets	10	2,229.48		2,229.48	2,229.48

The carrying value of financial instruments by categories as at 31st March 2022 were as follows:

Particulars	Note	Amortized Cost	FVTOCI	Total Carrying value	Total Fair value
Investments	5			-	-
Trade Receivables	6	2,582.44		2,582.44	2,582.44
Cash and Cash Equivalents	7	3.00		3.00	3.00
Other bank balances	8	-		-	-
Loans	9	-		-	-
Other Financial Assets	10	122.84		122.84	122.84

II. Fair Value Hierarchy

The Company has classified its financial instruments into three levels in order to provide an indication about the reliability of the inputs used in determining fair values:

- (i) Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (ii) Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- (iii) Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Fair value hierarchy of financial assets and liabilities measured at fair value as at 31st March 2024

Particulars	Note	Level 1	Level 2	Level 3	Carrying Value
Investments					
At fair value through Other Comprehensive Income:	6	13,877.03			13,877.03
Financial Liabilities					
At amortized costs					
Borrowings	14 & 16		2,114.79		2,114.79

Fair value hierarchy of financial assets and liabilities measured at fair value as at 31st March 2023

Particulars	Note	Level 1	Level 2	Level 3	Carrying Value
Investments					
At fair value through Other Comprehensive Income:	6				
Financial Liabilities					
At amortized costs					
Borrowings	14 & 16		4,347.22		4,347.22

Fair value hierarchy of financial assets and liabilities measured at fair value as at 31st March 2022

Particulars	Note	Level 1	Level 2	Level 3	Carrying Value
Investments					
At fair value through Other Comprehensive Income:	6				
Financial Liabilities					
At amortized costs					
Borrowings	14 & 16		4,552.20		4,552.20

iii. Valuation technique used to determine fair value

- The fair value of the financial assets and liabilities are at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants at the measurement date.
- The carrying amounts of trade receivables, cash and cash equivalents, other bank balances, loans, other financial assets, current borrowings, trade payables and other current financial liabilities are a reasonable approximation of their fair values.
- The investment included in Level 3 hierarchy have been valued at cost approach to arrive at the fair values. The cost of unquoted investment approximates the fair value as there is a wide range of possible fair value measurement and the cost represents estimate of fair value within that range
- The estimated fair value amounts as at March 31, 2024 have been measured as at that date. As such, the fair values of these financial instruments subsequent to reporting date may be different than the amounts reported at each year-end
- There were no transfers between Level 1, Level 2 and Level 3 during the year

Note No 34. FINANCIAL RISK MANAGEMENT

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's activities expose it to credit risk, liquidity risk, market risk - interest rate risk and foreign currency risk. The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortized cost.	Ageing analysis, Credit ratings
Liquidity risk	Borrowings and other liabilities.	Rolling cash flow forecasts
Market risk Interest rate risk	Long-term borrowings at variable rates	Cash flow forecasting, Sensitivity analysis
Foreign Currency risk	Recognized financial assets and liabilities not denominated in functional currency.	Cash flow forecasting, Sensitivity analysis

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

The company's credit risk generally arises from Cash and cash equivalents, trade receivables, and other financial assets.

Credit Risk Management

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

- A: Low credit risk
- B: Moderate credit risk
- C: High credit risk

Assets Group	Description of category	Particulars	Provision for expected credit loss
Low credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets.	12 month expected credit loss/lifetime expected credit loss
Moderate credit risk	Assets where the probability of default is considered moderate, counterparty where the capacity to meet the obligations is not strong	Nil	12 month expected credit loss/life time expected credit loss
High credit risk	Assets where there is a high probability of default.	Nil	12 month expected credit loss/life time expected credit loss

Payments are received within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions. Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or litigation decided against the Company.

The company's sales orders are backed by advance payments. It engages in business with customers who have a strong track record. The company does not foresee any recovery losses and has not made provisions for expected credit loss.

Classification of Financial assets among risk categories:

Assets Group	Particulars	2023-24	2022-23	2021-22
Low credit risk	Cash and cash equivalents, other bank balances, investments, loans, trade receivables and other financial assets	78,995.11	17,469.92	2,585.44
Moderate credit risk	Nil			
High credit risk	Nil			

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the business, the Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes in to account the liquidity of the market in which the entity operates. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of Financial Liabilities as at 31 Mar 2024 are as follows

Particulars	Less than 1 Year	1-5 years	More than 5 years	Total
Borrowings	2,114.79			2,114.79
Trade Payables	27,591.74			27,591.74

Maturities of Financial Liabilities as at 31 Mar 2023 are as follows

Particulars	Less than 1 Year	1-5 years	More than 5 years	Total
Borrowings	2,232.43	2,114.79		4,347.22
Trade Payables	1,972.98			1,972.28

Maturities of Financial Liabilities as at 31 Mar 2022 are as follows

Particulars	Less than 1 Year	1-5 years	More than 5 years	Total
Borrowings	204.98	4347.22		4552.20
Trade Payables	1546.15			1546.15

Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates etc. could affect the Company's income or the value of its holdings of financial instruments including cash flow. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximising the return.

Interest rate Risks

The company has not taken any loans to finance its operations; therefore, it is not exposed to interest rate risk.

The Company also invests in debt mutual fund schemes of leading fund houses. Such investments are susceptible to market price risks that arise mainly from changes in interest rate which may impact the return and value of such investments. However, given the relatively short tenure of underlying portfolio of the debt mutual fund schemes in which the Company has invested, such price risk is not significant.

Foreign Currency Risk

The company maintains a Foreign Currency Bank Account as the significant activities are arising from Exports and Imports to mitigate the Foreign Currency Exposure risk.

Note No 35: Capital Management:

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Company's overall strategy remains unchanged from previous year. The funding requirements are met through a mixture of equity, internal fund generation,

The Company monitors capital on the basis of the gearing ratio which is net debt divided by total capital (equity plus net debt).

Net debt are non-current and current debts as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components including other comprehensive income.

The following table summarizes the capital of the Company:

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Non-Current Borrowings (Refer Note : 14)	2114.79	3727.11	4178.19
Current Borrowings (Refer Note : 15)	-	620.11	374.01
Total Borrowings (a)	2114.79	4347.22	4552.20
Cash and Cash equivalents (Refer Note : 7)	2202.76	4134.10	3.00
Other Bank Balances (Refer Note : 8)	4.50	-	-
Current Investments (Refer Note : 5)	13877.03	-	-
Total Cash (b)	16084.29	4134.10	3.00
Net Debt (c) = (a)-(b)	-	213.12	4549.20
Equity (Refer Note : 12)	7968.78	7187.62	6345.70
Other Equity (Refer Note : 13)	71272.83	25259.10	1287.88
Total Equity (d)	79241.60	32446.72	7633.58
Total Capital (e) = (c)+(d)	79241.60	32659.84	12182.78
Gearing Ratio = (c)/(e)	-	0.65%	59.59%

Note No 36: Related Party Disclosures

A. Related Party Relationships

Key Management Personnel

- 1) Eswar Rao Nandam – Managing Director
- 2) Badri Prasad Mahapatro - Company Secretary
- 3) Manoj Kumar Bajaj – CFO
- 4) Vishaal Nandam – Additional Director

Non-Executive Directors

- 1) Uma Nandam – Director
- 2) Selvamani Shri Janani – Additional Director

Independent Directors

- 1) Rapala Virtanen Tarja Hanhela – Director
- 2) Ryan Alexander Young – Additional Director

Other related Parties Enterprises Owned or significantly influenced by Key Managerial Personnel or their relatives

- 1) Nandam Gen Foundation
- 2) Artificial Electronics Intelligent Material Limited
- 3) Polymatech Interstellar Private Limited
- 4) Sensa Harmony Constructions Private Limited

B. Related Party Transactions:

Particulars:	Other Related Parties			Key Management Personnel		
	March 31,2024	March 31,2023	March 31,2022	March 31,2024	March 31,2023	March 31,2022
Managerial remuneration	-	-	-	1650.20	2.30	-
Director Sitting Fees	1.66	-	-	-	-	-
CSR Donation	18.00	-	-	-	-	-
Purchase of Materials	-	4913.91	-	-	-	-
Advance for purchase of Materials	546.93	-	-	-	-	-

Note No 37: Segment Information:

The Company is engaged in manufacture of semi-conductors and LED Lights which is considered to be the only reportable business segment as per Ind AS 108, 'Segment Reporting'. The Company operates primarily in India and there is no other significant geographical segment. The Company has widespread customer base and hence the Company does not have any concentration risk.

Note No 38: Leases as a Lessor:

The company had given the building on lease. However the lease was terminated during the year and accordingly does not fall under the reporting criteria laid down under Ind AS 116.

Note No 39: Pending Litigation:

There are no Litigations pending against the Company and also there are no pending litigation by the company.

Note No 40 (a) : Key Financial Ratios:

Particulars	March 31, 2024	March 31, 2023	Variance %
Current Ratio*	1.51:1	8.94:1	-83.11%
Debt-Equity Ratio *	1.04:1	0.20:1	-420.00%
Debt Service Coverage Ratio#	12.93	54.11	-76.10%
Return on Equity Ratio &	3.17	2.46	28.86%
Inventory turnover ratio^	4.62	15.90	-70.94%
Net capital turnover ratio	3.07	3.13	-3.07%
Net profit ratio	22.12%	25.70%	-3.58%
Return on Capital employed	32.02%	45.21%	-14.19%

* The variance is due to extension in credit period provided by the suppliers, and they are yet to be repaid as at balance sheet date.

The company has fully repaid the borrowings resulting in variance.

^ The company has maintained higher inventory expecting orders.

& The company has performed better compared to prior year resulting in a higher return.

Key Ratios Formula

- o Current Ratio: Current Assets / Current Liabilities
- o Debt-Equity Ratio: Total Debt/Total Equity
- o Debt Service Coverage Ratio: Net Operating Income/Debt Service
- o Return on Equity Ratio: Net Income/Shareholders Equity
- o Inventory turnover ratio: Cost of Goods sold/Average Inventory
- o Net capital turnover ratio: Net Sales/Working Capital
- o Net profit ratio: Net Profit/Total revenues
- o Return on Capital employed: Earnings before Interest & Taxes/Capital Employed

Note No 40 (b): Other Notes:

- The Company has not granted loans or advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013), which are repayable on demand or without specifying any terms or period of repayments.

- No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- The Company has not been sanctioned with any facilities from banks.
- There are no transactions with the Companies whose name are struck off under Section 248 of the The Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31st March 2024.
- The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017
- No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
 - a). directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
 - b). provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a). directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b). provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- The Company has not operated in any crypto currency or Virtual Currency transactions
- The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) are held in the name of the Company.

- As per the Company's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and Intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- The Company has adhered to debt repayment and interest service obligations on time. Willful defaulter related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- The Company does not have any pending Charge creation or modification during the financial year.
- During the year the Company has not disclosed or surrendered, any income other than the income recognised in the books of accounts in the tax assessments under Income Tax Act, 1961.
- Previous year figures have also been reclassified, regrouped, recast to conform to current year classification.

For J D S ASSOCIATES
Chartered Accounts
FRN: 008735S

Sd/-

B Jayaram
Memb. No:028346
UDIN: 24028346BKBOMS9393

For and on behalf of the Board of Directors of
Polymatech Electronics Limited

Sd/-

Eswara Rao Nandam
Managing Director
DIN: 02220039

Sd/-

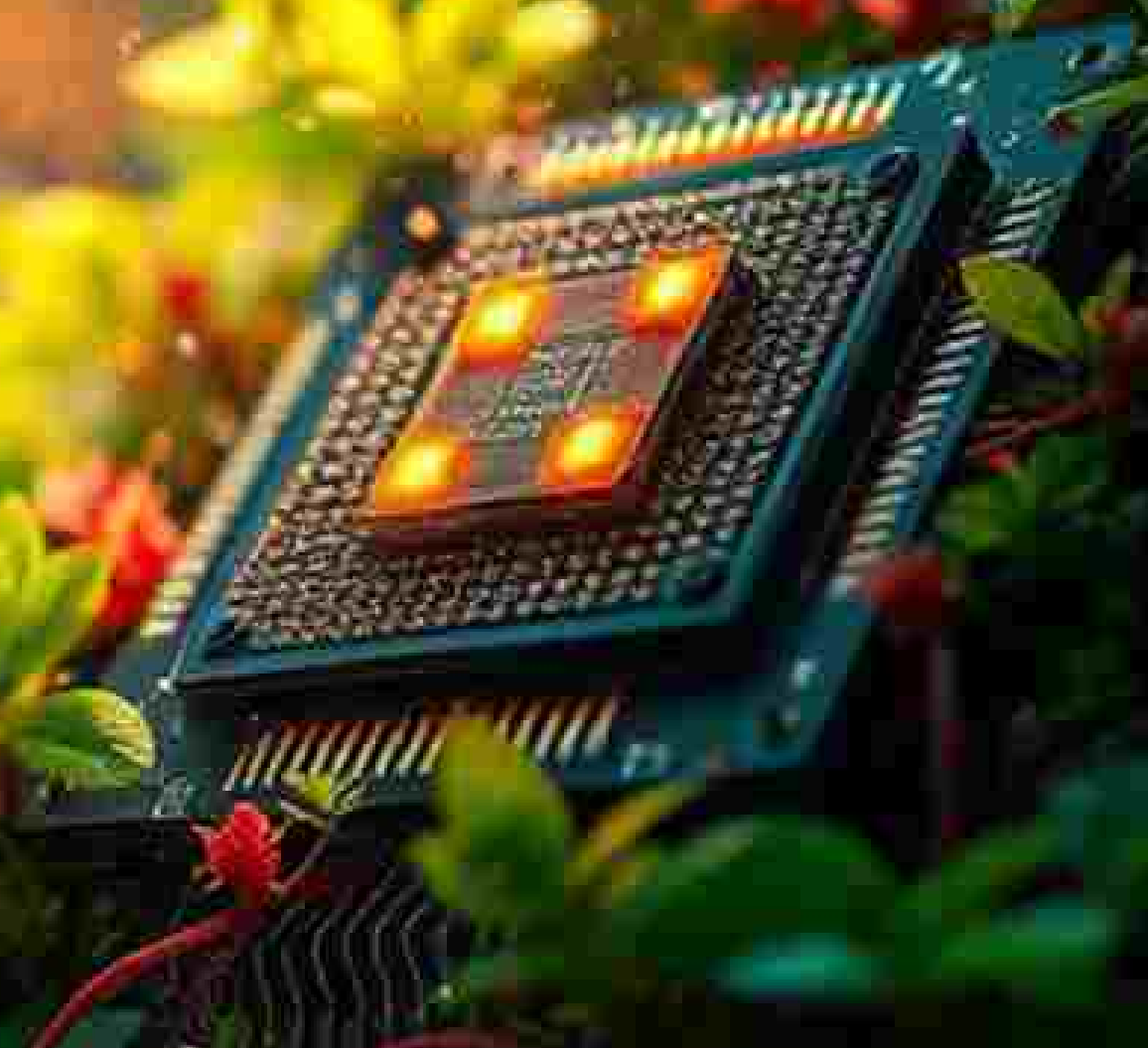
Uma Nandam
Director
DIN: 02220048

Sd/-
Manoj Kumar Bajej
Chief Financial Officer

Sd/-
Badri Prasad Mahapatro
Company Secretary

For more information, please visit our website at www.bomatech.com

GREEN COMPANY
THE SEMICONDUCTOR PEOPLE



Annual Report 2023-24

BOMATECH ELECTRONICS LIMITED