

INFRONICS SYSTEMS LIMITED

25th ANNUAL REPORT

2024-2025

Corporate Information

Board of Directors		
Name of Directors	Designation	DIN
Mr. Neerad Kumar Gajula	Whole-Time Director	06810058
Ms. Thanmai Gurijala	Independent Director	09688088
Ms. Deepthi Konakanchi	Independent Director	08592676
Mr. Vishnu Sri Ram Gurumurthy	Director	08614445

Chief Financial Officer	Ms. Navya Surapaneni
Company Secretary & Compliance Officer	Ms. Shubhi Singhal
Statutory Auditors	M/s R.Subramanian and Company LLP, Chartered Accountants
Internal Auditors	M/s N R G and Co., Chartered Accountants
Secretarial Auditor	M/s. ASN & Associates, Practicing Company Secretaries
Registered Office	Plot No. 30, 31, Brigade Towers, West Wing, First Floor, Nanakramguda, Financial District, Gachibowli, Hyderabad Telangana - 500032 India
Corporate Identity Number	L72200TG2000PLC033629

Audit Committee

Sr. No.	Names	Designation
1.	Ms. Deepthi Konakanchi	Chairperson
2.	Ms. Thanmai Gurijala	Member
3.	Mr. Neerad Kumar Gajula	Member

Nomination & Remuneration Committee

Sr. No.	Names	Designation
1.	Ms. Deepthi Konakanchi	Chairperson
2.	Ms. Thanmai Gurijala	Member
3.	Mr. Vishnu Sri Ram Gurumurthy	Member

Stakeholders Relationship Committee

Sr. No.	Names	Designation
1.	Ms. Deepthi Konakanchi	Chairperson
2.	Ms. Thanmai Gurijala	Member
3.	Mr. Neerad Kumar Gajula	Member

Registrar & Share Transfer Agents	Aarthi Consultants Private Limited 1-2-285, Domalguda, Hyderabad - 500029 Ph: 040-27638111/27634445, Fax: 040-27632184 Email: info@arthiconsultants.com
Demat ISIN Number in NSDL & CDSL	INE463B01036
Listed at	BSE Limited

NOTICE

Notice is hereby given that the (25th) Twenty Fifth Annual General Meeting (“AGM”) of the Shareholders of Infronics Systems Limited (the “Company”) will be held on Tuesday, the 30th day of September, 2025 at 10:00 A.M. [IST] through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2025, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2025 along with reports of the Board of Directors and Independent Auditors thereon as laid before meeting, be and are hereby received, considered and adopted.”

- 2. To appoint a director in place of Mr. Vishnu Sri Ram Gurumurthy (DIN: 08614445) who retires by rotation and being eligible, offers himself for re-appointment.**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013, Mr. Vishnu Sri Ram Gurumurthy (DIN: 08614445) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

For and on behalf of the Board of
INFRONICS SYSTEMS LIMITED

Sd/-

Place: Hyderabad
Date: 02.09.2025

Shubhi Singhal
Company Secretary and Compliance Officer
M. No. A66004

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its Circular dated September 19, 2024 in continuation of its earlier circulars on the subject ("MCA Circulars"), has permitted the holding of the AGM through VC/OAVM till September 30, 2025 without the physical presence of the members at a common venue. Accordingly, the 25th AGM of the Company will be held through VC/OAVM and members can attend and participate in the AGM through VC/OAVM only. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act. The Registered Office of the Company shall be deemed to be the venue for the AGM. Electronic dispatch of Notice and Annual Report In compliance with the MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ,SEBI/HO/CFD/CFD-PoD- 2/P/ CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), Notice of the AGM and Annual Report is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/ Depositories, members are requested to register their email addresses with their respective depositories to receive the Notice of AGM and Annual Report.

2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

Further, as per Regulation 36(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), a letter providing the weblink, including the exact path to access the complete details of the Annual Report, is being dispatched separately to those shareholders who have not registered their email address with their respective depositories.

The physical copies of this Notice and the Annual Report for the financial year ended March 31, 2025 will be sent only to those Shareholders who request for the same.

3. The cut-off date to finalize the list of shareholders with whom the Annual Report for the Financial Year 2024-25 shall be shared through email (to those Members whose email addresses are registered with the Company/Depositories) or in by way of a letter providing the weblink (to those shareholders who have not registered their email address with their respective depositories) will be Friday, August 29, 2025.
4. The Deemed Venue of the 25th AGM of the Company shall be its Registered office.

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5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 8. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 9. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the Meeting.
 10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.infronics.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com.

11. Relevant documents referred to in the Notice and the accompanying statements, as may be required under the Companies Act, 2013 are open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
12. A statement giving additional details of the Director seeking appointment/re-appointment as set out at Item No. 2 is annexed herewith as 'Annexure A' required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards II (SS-2).
13. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2025 to September 30, 2025 (Both days inclusive).
14. The Company has appointed CS K Surendra (M No: 34205, CP No: 12732) from M/s ASN & Associates, Practicing Company Secretaries, Visakhapatnam, as Scrutinizer of the Company to scrutinize the voting process.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
16. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Saturday, September 27, 2025 at 09:00 A.M. [IST] and ends on Monday, September 29, 2025 at 05:00 P.M. [IST]. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to

its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to

	<p>access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, the option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on 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, users will be able to see the e-Voting option where the evoting is in progress and also be able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a 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 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 the e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider 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 a 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 with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected</p>

	<p>to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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. After Successful login, you will be able to see e-Voting options. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on the “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participants are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on the “SUBMIT” tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for

e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

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

(vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any is uploaded, which will be made available to the scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.

- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at company@infronics.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meetings & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow camera and use the Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/Folio Number, PAN, Mobile Number at company@infronics.in from September 23, 2025, Tuesday to September 26, 2025, Friday.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by September 23, 2025, Tuesday, mentioning their name, demat account number/folio number, email id, mobile number at company@infronics.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

17. OTHER INSTRUCTIONS:

- (i) The voting rights of shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e., September 23, 2025.

(ii) The Scrutinizer shall after the conclusion of the Voting at the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than two working days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the AGM or person authorized by him.

(iii) Voting is provided to the members through remote e-voting and e-voting during the Annual General Meeting of the Company. A Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting at the Annual General Meeting of the Company.

(iv) The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

(v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.infronics.in and on the website of CDSL and will be communicated to BSE Limited.

For and on behalf of the Board of
INFRONICS SYSTEMS LIMITED

Sd/-

Place: Hyderabad
Date: 02.09.2025

Shubhi Singhal
Company Secretary and Compliance Officer
M. No. A66004

ANNEXURE A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT/REVISION IN REMUNERATION [INFORMATION PURSUANT TO REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ['LISTING REGULATIONS'] AND SECRETARIAL STANDARDS II (SS-2)]

ITEM NO. 2:

Brief resume of Director i.e. Mr. Vishnu Sri Ram Gurumurthy being appointed/re-appointed (in pursuance of Regulation 36(3) of the Listing Regulations) and Information pursuant to Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re- appointment.

Sr. No.	Particulars	Details
1.	Name	Vishnu Sri Ram Gurumurthy
2.	Date of Birth	29/12/1991
3.	Age	33 years
4.	Date of first appointment on the Board	January 03, 2024
5.	Nature of Expertise in Specific Functional Area	Mr. Vishnu Sri Ram Gurumurthy has about 7+ years of rich experience in the field of Tech & Management.
5.	Brief Profile	Mr. Vishnu Sri Ram Gurumurthy has about 7+ years of rich experience in the field of Tech & Management. He also held various managerial positions during that period.
6.	Disclosure of relationships with other Directors, Managers and other Key Managerial Personnel of the Company	Not related to any of the directors of the Company.
7.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL

8.	Listed entities from which the person has resigned in the past three years	NIL
9.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NIL
10.	Board Meeting Attendance	02
11.	Remuneration Last Drawn	NIL
12.	Details of revision in remuneration	NIL

BOARDS' REPORT

To
The Members,
Infronics Systems Limited

The Directors have pleasure in presenting before you the 25th Boards' Report of the Company together with the Audited Statements of Accounts for the year ended March 31, 2025.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

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

(Amount in lakhs.)

Particulars	F.Y. 2024-25	F.Y. 2023-24
Revenue from operations	228.58	434.06
Other income	8.84	3.39
Total Income	237.42	437.45
Less: Total Expenses	80.66	84.47
Profit/ (Loss) Before Exceptional Item and Tax	156.76	352.98
Less: Exceptional Item	--	--
Less: Provision for taxation	44.38	100.86
Profit after Tax	112.38	252.12

2. MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of the report.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Boards' Report there was no change in the nature of Business.

4. DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING:

The Company has not accepted any deposits from the public as per the provisions of Sections 73 and 74 of the Act read with Rules made thereunder and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

5. DETAILS OF DEPOSITS NOT IN COMPLIANCE WITH THE REQUIREMENTS OF THE ACT:

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

Pursuant to the Ministry of Corporate Affairs (MCA) notification dated January 22, 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company is required to file with the Registrar of Companies (ROC) requisite returns in Form DPT-3 for outstanding receipt of money/loan by the Company, which is not considered as deposits.

The Company complied with this requirement within the prescribed timelines.

6. TRANSFER TO RESERVES:

During the year under review Rs.112.38 Lakhs have been transferred to the General Reserves.

7. DIVIDEND:

In line with the Company's strategic plans and with a view to conserving resources for future growth initiatives, the Directors have decided not to recommend any dividend for the year.

8. REVISION OF FINANCIAL STATEMENTS:

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

9. SHARE CAPITAL:**Listing of Shares**

The equity shares of the Company are listed on BSE Limited (BSE). The listing fee for the year 2024-25 has already been paid to the credit of the Stock Exchange.

Authorised Share Capital

As on March 31, 2025, the Authorised Share Capital of your Company stood at Rs.11,00,00,000/- (Rupees Eleven crores only) divided into 1,10,00,000 (One Crore Ten Lakh) equity shares of face value of Rs.10/- (Rupee Ten only) each.

Paid-up Share Capital

As on March 31, 2025, the Paid-up Equity Share Capital of your Company stood at Rs.7,92,64,610/-* (Rupees Seven Crore Ninety Two Lakh Sixty Four Thousand Six Hundred and Ten only) comprising of

79,26,461 (Seventy Nine Lakh twenty six thousand four hundred and sixty one) equity shares of face value of Rs. 10/- (Rupees Ten only) each.

**Note - Company has consolidated two shares of nominal value of Rs.05/- each into one share of nominal value of Rs.10/- each in the Annual General Meeting held on September 30, 2015. Consequently, the Paid-up Equity Share Capital of the Company changed from ₹7,92,64,615 (pre-consolidation) to ₹7,92,64,610 (post-consolidation), resulting in a difference of ₹5/-.*

Changes in Capital Structure

During the Financial Year 2024-25 your Company has neither issued shares with differential voting rights as to dividends, voting or otherwise nor issued shares (including sweat equity shares) to the employees or directors of the Company under any scheme such as bonus, right issue, private placement, preferential allotment or by any other mode as per Companies Act, 2013.

10. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations have been noticed for inefficiency or inadequacy of such controls. The Company maintains an appropriate system of internal control, including monitoring procedures to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

11. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS:

No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

There were no contracts or arrangements entered into by the company during the financial year 2024-25. Hence, Form AOC-2 is not applicable.

13. CORPORATE GOVERNANCE:

As per the provisions of Regulation 15(2) of the Listing Regulations, the Company having paid-up equity share capital not exceeding Rs.10 crores and Net Worth not exceeding Rs.25 crores, as on the last day of the previous financial year, are exempted from the provisions of the Corporate Governance. The Paid up share capital and net worth for 2022-23, 2023-24 and 2024-25 are detailed in the below table:-

Sr No	Financial Year (F.Y.)	Paid up Capital (Rupees in Crores)	Net worth (Rupees in Crores)
1.	2024-25	7.92	3.34
2.	2023-24	7.92	2.22
3.	2022-23	7.92	(0.29)

As the Paid-Up Equity Share Capital and Net Worth as on March 31, 2025 were below ₹10 crore and ₹25 crore respectively, the provisions of Corporate Governance under the Listing Regulations were not applicable during the Financial Year 2024-25.

14. ANNUAL RETURN:

As required under Section 134(3)(a) of the Act, the draft of Annual Return for the financial year 2024-25, is put up on the Company's website and can be accessed at bit.ly/AnnualReturnFY24-25

Further, the Annual Return (i.e., e-form MGT-7) for the financial year 2024-25 shall be filed by the Company with the Registrar of Companies, Hyderabad, within the stipulated period.

15. DIRECTORS/CEO/CFO AND KEY MANAGERIAL PERSONNEL:

There were no changes in the Directors/Key Managerial Personnel of the Company, whether by way of resignation or appointment, during the financial year 2024-25 and up to the date of this Board's Report, except Mr. Vishnu Sri Ram Gurumurthy (DIN: 08614445), who was appointed as an Additional Director (Non-Executive) with effect from January 03, 2024, was regularised as a Director (Non-Executive) by the shareholders at the 24th Annual General Meeting of the Company held on September 27, 2024.

Director liable to retire by rotation:-

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Vishnu Sri Ram Gurumurthy (DIN: 08614445), Director (Non-Executive) of your Company retires by rotation in the ensuing Annual General Meeting and being eligible offered himself for re-appointment.

Declaration by the Directors

The Directors have issued confirmation to the Company, confirming that they have not made any default under Section 164(2) of the Act, as on March 31, 2025.

Declaration by Independent Directors

The Company has received declarations from Ms. Thanmai Gurijala and Ms. Deepthi Konakanchi, the Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as clause (b) of sub-regulation (1) of Regulation 16 of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and that they are independent of management. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct. In the opinion of the Board, Independent Directors fulfill the conditions specified in the Act, Rules made thereunder and SEBI Listing Regulations and are independent of the management.

16. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

As required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, information relating to percentage increase in remuneration, ratio of remuneration of each Director and Key Managerial Personnel to the median of employees' remuneration etc. is annexed as "**Annexure-I**" to this report.

Remuneration Policy

The Nomination and Remuneration Committee (NRC) has formulated a Policy to guide the appointment, removal, evaluation, and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management, and other employees of the Company. The Policy lays down criteria for determining qualifications, competencies, positive attributes, and independence of Directors, and ensures that the level and composition of remuneration is reasonable, sufficient, and designed to attract and retain talent. It emphasizes a clear relationship between remuneration and performance, balancing fixed and incentive pay with short- and long-term performance objectives, and aligning Directors' remuneration with the long-term interests of the Company and its stakeholders.

17. BOARD MEETINGS:

The Board of Directors duly met 05 (Five) times on 29.05.2024, 12.08.2024, 03.09.2024, 13.11.2024 and 13.02.2025 and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The intervening gap between any two consecutive meetings of the Board was within the stipulated time frame prescribed under the Act and the SEBI Listing Regulations.

Board Committees

The Company has constituted several Committees of the Board which have been established as part of the best corporate governance practices and are in compliance with the requirements of the

relevant provisions of applicable laws and statutes. As on March 31, 2025, the Board has 03 (Three) mandatory Committees, namely,

1. Audit Committee;
2. Nomination and Remuneration Committee (NRC) and
3. Stakeholders' Relationship Committee (SRC).

18. AUDIT COMMITTEE:

I. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

II. The terms of reference of the Audit Committee includes, but is not limited to, to the following:

(i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;

(ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;

(iii) examination of the financial statement and the auditors' report thereon;

(iv) approval or any subsequent modification of transactions of the company with related parties;

[Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed;]

[Provided further that in case of transaction, other than transactions referred to in section 188, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board:

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee and if the transaction is with the related party to any director or is authorised by any other director, the director concerned shall indemnify the company against any loss incurred by it:

Provided also that the provisions of this clause shall not apply to a transaction, other than a transaction referred to in section 188, between a holding company and its wholly owned subsidiary company.]

(v) scrutiny of inter-corporate loans and investments;

(vi) valuation of undertakings or assets of the company, wherever it is necessary;

(vii) evaluation of internal financial controls and risk management systems;

(viii) monitoring the end use of funds raised through public offers and related matters.

III. The previous Annual General Meeting of the Company was held on 27.09.2024 and Chairperson of the Audit Committee attended the said AGM.

IV. The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

During the financial year 2024-25, 04 (Four) meetings of the Audit Committee were held on 29.05.2024, 12.08.2024, 13.11.2024 and 13.02.2025.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of Meetings entitled to attend	No. of Meetings attended
Ms. Deepthi Konakanchi	Chairman	NED (ID)	4	4
Ms. Thanmai Gurijala	Member	NED (ID)	4	4
Mr. Neerad Kumar Gajula	Member	WTD	4	4

NED(ID): Non- Executive Independent Director

WTD: Whole-Time Director

19. NOMINATION AND REMUNERATION COMMITTEE:

A). Brief Description of terms of reference:

The Nomination and Remuneration Committee set up by the Board is responsible for:

i. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director of the Company recommend to the Board a policy, relating to the Remuneration for the Directors, Key Managerial Personnel, Senior Management and Other Employees; ;

ii. specifying the manner for effective evaluation of performance of the Board, its committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

iii. devising a policy on diversity of board of directors.

iv. ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;

v. ensuring that the remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

vi. such other matters as may be specified by the Board from time to time.

B) COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

01 (One) Nomination and Remuneration Committee Meeting was held on 13.02.2025 during the financial year 2024-25.

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Ms. Deepthi Konakanchi	Chairman	NED (ID)	1	1
Ms. Thanmai Gurijala	Member	NED (ID)	1	1
Mr. Vishnu Sri Ram Gurumurthy	Member	NED	1	1

NED (ID): Non-Executive Independent Director

NED: Non-Executive Director

20. STAKEHOLDERS RELATIONSHIP COMMITTEE:

A) Composition of the Committee, Meetings and Attendance During the Year:

01 (One) Stakeholders Relationship Committee Meeting was held on 13.02.2025 during the financial year 2024-25.

The Details of composition of the Committee are given below:

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Ms. Deepthi Konakanchi	Chairman	NED (ID)	1	1
Ms. Thanmai Gurijala	Member	NED (ID)	1	1
Mr. Neerad Kumar Gajula	Member	WTD	1	1

NED(ID): Non-Executive Independent Director

WTD: Whole-Time Director

B) Details of Shareholders complaints during the financial year:

Number of shareholders' complaints received during the financial year	Number of complaints not solved to the satisfaction of shareholders	Number of pending complaints
NIL	NIL	NIL

21. PERFORMANCE EVALUATION:

The Act mandates formal annual evaluation by the Board of its own performance and that of its committees and individual directors. Schedule IV to the Act provides that the performance evaluation of independent directors shall be done by the entire board of directors, excluding the directors being evaluated.

Pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, the evaluation of the annual performance of the Directors, Board, Committees of the Board, and Key Managerial Personnel (KMP) was carried out for the Financial Year 2024-25. The evaluation process was undertaken by circulating detailed questionnaires to all members of the Board/Committee, focusing on a comprehensive set of parameters.

Key Managerial Personnel (KMP): The evaluation covered professional qualifications, experience, knowledge and competency in their respective areas, understanding of the Company's operations, fulfillment of functions assigned by the Board, teamwork, initiative, availability, commitment, contribution in meetings, integrity, and ability to seek and share information for effective decision-making.

Board of Directors (Non-Independent Directors): Assessment was based on Board structure and diversity, collective competency, mix of qualifications and experience, clarity and transparency in appointments, regularity and frequency of meetings, agenda quality and dissemination, quality of discussions, recording of minutes, governance and compliance oversight, risk evaluation, conflict of interest management, stakeholder engagement and periodic review of the evaluation framework.

Independent Directors: Evaluation focused on adherence to ethical standards, integrity and probity, objectivity and independence in decision-making, commitment of time and attention, constructive participation in meetings, contribution to strategy, performance and risk assessment, vigilance on internal controls, adherence to codes and regulations, disclosure of conflicts, and professional conduct throughout the term.

The Nomination and Remuneration Committee (NRC) reviewed the performance of the Board, its Committees, individual Directors, and KMP, excluding the individuals being evaluated. A separate meeting of Independent Directors was also held to review the performance of Non-Independent Directors and the Board as a whole, incorporating feedback from Executive and Non-Executive Directors.

Based on the consolidated feedback received, the performance of the Board, its Committees, the Directors, and KMP was found to be satisfactory. The Directors expressed their satisfaction with the evaluation process and its outcome.

22. AUDITORS AND AUDITOR'S REPORT:

Statutory Auditors & their Report

M/s. R. Subramanian and Company LLP, Chartered Accountants (Firm Registration No. 004137S/S200041) were appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of 23rd Annual General Meeting till the date of conclusion of the 28th Annual General Meeting of the Company to be held in the calendar year 2028 at such remuneration plus Taxes, out of pocket, traveling and living expenses, etc. as may be mutually agreed to between the Board of Directors and the Auditors.

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

Further, there were no frauds reported by the Statutory Auditors to the Audit Committee or the Board under Section 143(12) of the Act

Remarks by Statutory Auditors:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2025 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges and growth in the market expected in view of the robust growth in the industry.

Secretarial Auditors:

Pursuant to provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended or re-enacted from time to time), your Company appointed M/s. ASN & Associates, Practicing Company Secretaries, for conducting the Secretarial Audit of your Company for the Financial Year 2024-25.

The Secretarial Audit Report in prescribed Form MR-3, issued by the Secretarial Auditor is annexed herewith as '**Annexure-II**' to this Report.

Remarks by Secretarial Auditors:

The Board has duly reviewed the Secretarial Audit Report according to the provisions of section 204 of the Companies Act 2013. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark for the Financial Year 2024-25.

Internal Auditors:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 (as amended or re-enacted from time to time), your Company appointed M/s. N R G & Co., Chartered Accountants, as the Internal Auditors of the Company for the Financial Year 2024-25.

The Internal Auditors have conducted the internal audit of the Company for the said financial year and submitted their report to the Audit Committee and the Board.

Remarks by Internal Auditors:

The Internal Audit Report, based on the scope of audit and findings, notes that while the Company has established a framework of internal controls, there are areas identified where further strengthening is required to enhance its effectiveness and ensure consistent application. The Board has taken note of the observations and recommendations and is taking appropriate steps to address the same.

23. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

24. VIGIL MECHANISM:

The Board of Directors of your Company has formulated a Vigil Mechanism/Whistle-Blower Policy, in compliance with the provisions of Section 177(9) of the Act. The Company, through this Policy, aims to encourage its Directors and employees to report genuine concerns relating to unethical behaviour, actual or suspected fraud, or other improper or illegal activities.

The Policy lays down the process for raising concerns, and provides safeguards for individuals making disclosures. The Policy on Vigil Mechanism/Whistle-Blower Policy has been placed on the website of the Company.

25. RISK MANAGEMENT POLICY:

The company follows a comprehensive system of risk management. The company has adopted a procedure for assessment and minimisation of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the structured risk management process.

26. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES:

There were no Subsidiaries or associate companies of the company during the financial year 2024-25.

27. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

There were no companies which have become or ceased to be the subsidiaries, Joint Ventures or associate companies during the year.

28. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB- SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO CENTRAL GOVERNMENT:

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

29. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Since Company does not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the immediately preceding financial year, Section 135 of the Companies Act, 2013 relating to Corporate social responsibility is not applicable and hence the company need not adopt any corporate social responsibility.

30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There are no Loans, Investments or Guarantees/Security given by the Company during the year under Section 186 of the Companies Act, 2013; hence no particulars are required to be given.

31. CREDIT & GUARANTEE FACILITIES:

The Company had availed an unsecured loan of ₹300 lakhs from third parties during the financial year 2022-23. As of the beginning of the financial year 2024-25, an outstanding balance of ₹100 lakhs remained payable, which has been fully repaid and cleared during the financial year 2024-25. Further, the Company has not availed any additional loans or guarantees during the year under review.

32. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

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

However, the remuneration paid to the Directors is in accordance with the Remuneration Policy formulated in accordance with Section 178 of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

33. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per Section 134 of the Companies Act 2013 is provided hereunder:

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

B. Technology Absorption: All the Factors mentioned in Rule 8 (3) (b) Technology absorption are not applicable to the Company.

C. Foreign Exchange Earnings and OutGo:

Foreign Exchange Earnings: Rs. NIL

Foreign Exchange Outgo: Rs. NIL

34. INSURANCE:

The properties and assets of your Company are insured, wherever required.

35. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

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

36. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

There is no application filed for corporate insolvency resolution process, by a financial or operational creditor or by the company itself under the IBC before the NCLT.

37. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

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

38. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

Your Company has adopted a "Code of Internal Procedure and Conduct for Regulating, Monitoring and Reporting of Trading in Securities by Designated Persons" ("Insider Trading Code") as required under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations").

The Company formulated the Insider Trading Code with the objective to deter the Insider trading in the securities of the Company based on the unpublished price sensitive information.

The Insider Trading Code outlines the procedures to be followed and disclosures to be made when dealing in the Company's securities, ensuring the highest ethical standards are maintained. During the year under review, there were no instances of breach/ violation of the Insider Trading Code.

39. EVENT BASED DISCLOSURES:

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

1. Issue of sweat equity share: The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.

2. Issue of shares with differential rights: The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.

3. Issue of shares under employee's stock option scheme: The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.

4. Non-Exercising of voting rights: During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

5. Disclosure on purchase by company or giving of loans by it for purchase of its shares: The Company did not purchase or give any loans for purchase of its shares.

6. Buy back shares: The Company did not buy-back any shares during the period under review.

7. Reduction of Share Capital of the Company: The Company did not approve any scheme of Reduction of Share Capital during the period under review.

8. Preferential Allotment of Shares: The Company did not allot any shares on preferential basis during the period under review.

40. COMPLIANCE WITH SECRETARIAL STANDARDS:

Pursuant to the provisions of Section 118(10) of the Act, the Company has complied with the applicable provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

41. COMPLIANCE WITH PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961

The provisions of the Maternity Benefit Act, 1961 were not applicable during the year under review, as the employee strength remained below the prescribed statutory threshold. Nevertheless, the Company remains committed to maintaining a safe, inclusive, and supportive work environment for all employees.

42. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review which forms part of Annual Report pursuant to the SEBI (LODR) Regulations, 2015 as “Annexure-III”.

43. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a policy on prevention of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH Act”).

As the employee strength of the Company did not exceed ten during the financial year 2024-25, the requirement to constitute an Internal Complaints Committee was not applicable.

During the year under review, no complaints of sexual harassment were filed, pending, or disposed of.

44. STATEMENT ON COMPLIANCE OF CODE OF CONDUCT:

All Members of the Board and Senior Management have affirmed compliance to the Code of Conduct for the Financial Year 2024-25. A declaration signed by the Whole-Time Director affirming compliance with the Company’s Code of Conduct by the Board of Directors and Senior Management for the Financial Year 2024-25 as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as “Annexure-IV”.

45. DIRECTORS RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) the Directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

- (f) 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.

46. ACKNOWLEDGEMENTS:

The Directors wish to place on record their appreciation of the contribution made by the employees at all levels, for the continued growth and prosperity of your Company.

The Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions, other statutory authorities like SEBI, ROC, Stock Exchange, NSDL, CDSL, etc and shareholders of the Company for their continued support for the growth of the Company.

For and on behalf of the Board of
INFRONICS SYSTEMS LIMITED

Sd/-

Neerad Kumar Gajula
Whole-Time Director
(DIN: 06810058)

Sd/-

Vishnu Sri Ram Gurumurthy
Director
(DIN: 08614445)

Place: Hyderabad
Date: 02.09.2025

ANNEXURE – I
DISCLOSURE PURSUANT TO SEC. 197 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The ratio of remuneration to each director to the median remuneration of the employees of the company for the financial year.

Director	Designation	Total Remuneration	Ratio to median remuneration*
Mr. Neerad Kumar Gajula	Whole-Time Director	15,00,000	1.25 : 1
Mr. Vishnu Sri Ram Gurumurthy	Non-Executive Director	Nil	Nil
Ms. Deepthi Konakanchi	Non-Executive Independent Director	Nil	Nil
Ms. Thanmai Gurijala	Non-Executive Independent Director	Nil	Nil

*Median remuneration of the Company for all its employees is Rs.10,00,000/- for the Financial Year 2024-25.

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Name	Designation	Remuneration		Increase/ (Decrease) %*
		F.Y. 2024-25	F.Y. 2023-24	
Neerad Kumar Gajula	Whole-Time Director	15,00,000	3,70,968	0%
Navya Surapaneni	Chief Financial Officer	12,00,000	10,00,000	0%
Shubhi Singhal	Company Secretary & Compliance Officer	10,00,000	2,44,597	0%

*The Increase/Decrease denotes the change in the overall CTC of the Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager

3. The percentage increase in the median remuneration of employees in the financial year

Name	Remuneration		Increase/ (Decrease) %
	F.Y. 2024-25	F.Y. 2023-24	
Median Remuneration of all the employees per annum*	Nil	Nil	Nil

**Employees other than Key Managerial Personnel are considered for the purpose of aforementioned calculation*

4. The number of permanent employees on the rolls of company

Particulars	Number
The number of employees on the rolls of the company as on March 31, 2025	03

5. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and details of there are any exceptional circumstances for increase in the managerial remuneration

Particulars	Increase/(Decrease) %
Average percentage increase in the remuneration of all Employees (Other than Key Managerial Personnel)	Nil
Average Percentage increase in the Remuneration of Key Managerial Personnel	Nil

6. Affirmation that the remuneration is as per the Remuneration policy of the Company.

The Company is in compliance with its Remuneration policy.

ANNEXURE – II

Form No. MR-3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended 31st March, 2025

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

To,
The Members,
Infronics Systems Limited
Address: Plot No: 30, 31, Brigade Towers,
West Wing, First Floor, Nanakramguda, Financial District,
Hyderabad Rangareddi - 500032, Telangana, India

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Infronics Systems Limited (CIN: L72200TG2000PLC033629)** (here-in-after called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2025, complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Infronics Systems Limited for the Financial Year ended on 31st March, 2025 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the Rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the Rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) 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;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Listing Agreements entered into by the Company with the Stock Exchanges;
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 – *Not applicable as the Company has not issued any Employee Stock Option Scheme;*
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 -*Not applicable as the Company has not issued any debt securities during the financial year under review;*
 - g) 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
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - *Not applicable* and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - *Not applicable as the Company did not buy back its equity shares during the financial year under review;*
2. We are of the opinion that the Management has complied with the following Laws specifically applicable to the Company:
- (a) The Payment of Wages Act, 1936
 - (b) The Minimum Wages Act, 1948
 - (c) Employees Provident Funds and Miscellaneous Provisions Act, 1952
 - (d) The Payment of Bonus Act, 1965
 - (e) The Payment of Gratuity Act, 1972
 - (f) The Child Labour (Prohibition & Regulation) Act, 1986
 - (g) The Employee Compensation Act, 1923
 - (h) Information Technology Act, 2000 and the Rules made there under

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.

- The Listing Agreements entered into by the Company with the Stock Exchanges
3. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following observations:
- The BSE vide its email dated 14th October, 2024 has levied a fine [as applicable under SEBI circular no SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (Chapter-VII(A)-Penal action for Non-compliance)] of Rs 11,800/- for the month of September for non-submission of the voting results within the period provided under the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) 2015).

However, subsequently the BSE vide its email dated 22nd November, 2024 withdrew the fine levied under the said regulation based on the submissions and representations made by the Company that the delay was due to technical difficulties which have been communicated to the BSE within the stipulated time. Accordingly, this matter is recorded as an observation, and no instance of non-compliance is reported.

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes took place in the composition of the Board of Directors during the period under review.
- b) Adequate notices given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent either by way of hand delivery or through e-Mail communication, 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.
- c) As per the Minutes of the Meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous/with requisite majority and no dissenting views have been recorded.
- d) We report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- e) We further report that the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited;

4. We have relied on the representation made by the Company and its Officers for systems and mechanisms formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

**For ASN Associates
Company Secretaries**

Sd/-

**K Surendra
Partner
ACS No.: 34205
C P No.: 12732
UDIN: A034205G001140409**

**Place: Visakhapatnam
Date: 02.09.2025**

**This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.*

'ANNEXURE -A'

To,
The Members,
Infronics Systems Limited
Address: Plot No: 30, 31, Brigade Towers,
West Wing, First Floor, Nanakramguda, Financial District,
Hyderabad Rangareddi - 500032, Telangana, India

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

1. Maintenance of the Secretarial Record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit;
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on a test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion;
3. The Compliance by the Company of applicable financial laws like Direct and Indirect Tax Laws and maintenance of financial record and books of accounts have not been reviewed in this audit since the same have been subject to review by Statutory Financial Audit and other designated professionals;
4. Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc;
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis;
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For ASN Associates
Company Secretaries

Sd/-

K Surendra
Partner
ACS No.: 34205
C P No.: 12732
UDIN: A034205G001140409

Place: Visakhapatnam
Date: 02.09.2025

ANNEXURE – III**MANAGEMENT DISCUSSION & ANALYSIS REPORT****1) Business Overview & Strategic Update**

During the Financial Year 2024–25, the Company continued its SMS-based enterprise communications business under BSNL contracts serving various banks. Subsequent to the year end (FY 2025–26), these contracts were fully concluded and not renewed. As a result, there are presently no active operating contracts. The management is exploring and researching on developing a technological product, aligned with the Company's capabilities.

2) Operations, Liquidity

- Operations: Financial Year 2024–25 reflected service execution under BSNL contracts; post year end, all such contracts concluded and were not renewed.
- Liquidity: The Company has sufficient cash balances to settle all liabilities as at March 31, 2025 and obligations estimated to arise over the next twelve months. Treasury management remains conservative while strategic options are assessed.

3) Controls

Internal controls: Management believes controls are adequate and commensurate with activities.

4) Details of significant changes in ratio as compared to the immediately previous financial year:

Description	2024-25	2023-24
Inventory Turnover Ratio	0	0
Interest Coverage Ratio	30.08	13.62
Current Ratio	11.5	1.99
Debt Equity Ratio	0	0.46
Operating Profit Margin (%)	71.23	87.76
Net Profit Margin (%)	47.33	57.63

5) Material developments in Human Resources

Your Company considers the quality of its human resources to be the most important asset and constantly endeavors to attract and recruit best possible talent. Our training programs emphasize a general management perspective to business. The Company continues to empower its people and

provide a stimulating professional environment to its officers to excel in their respective functional disciplines.

The industrial relations of the Company continue to remain harmonious and cordial with focus on improving productivity and quality. The total number of employees as on March 31, 2025 are 3 (Three).

6) Details of any change in Return or Net Worth as compared to the immediately previous financial year:

The Net Worth of the company for FY 2024-25 is Rs.3,34,68,421.18/- and the Net Worth for FY 2023-24 is Rs.2,22,31,398/-

7) Cautionary Statement:

The statements made in this report describe the Company's objectives and projections that may be forward looking statements within the meaning of applicable laws and regulations. The actual results might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors, which are beyond the control of the Company.

8) Accounting Treatment:

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently.

There have been no deviations from the treatment prescribed in the Accounting Standards notified under Section 133 of the Companies Act, 2013.

ANNEXURE – IV

DECLARATION OF COMPLIANCE OF THE CODE OF CONDUCT

[In terms of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Infronics Systems Limited (“the Company”) is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Board of Directors of the Company, in compliance of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has laid down the Codes of Conduct for all the Board Members and the Senior Management Personnel of the Company, which have also been posted on the website of the Company viz. www.infronics.in

Pursuant to the above, we hereby certify that all the Board Members and Senior Management Personnel of the Company, have affirmed the compliance with the Code of Conduct during the Financial Year 2024-25.

For and on behalf of the Board of
INFRONICS SYSTEMS LIMITED

Sd/-

Neerad Kumar Gajula
Whole-Time Director
(DIN: 06810058)

Date: 02.09.2025
Place: Hyderabad

INDEPENDENT AUDITOR'S REPORT

To,
The Members
Infronics Systems Limited

Opinion

We have audited the accompanying Ind AS financial statements of Infronics Systems Limited ("the Company"), which comprise the balance sheet as at March 31 2025, the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and the statement of cash flows for the year then ended 31st March 2025, and notes to financial statements, including a summary of significant accounting policies and other explanatory information hereinafter referred to as Financial Statements.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Key Audit Matters	How our audit addressed the key audit matter
1) Note No – 8 Trade Receivable as on 31/03/2025 is Rs.25.17 Lakhs is considered as a Key Audit Matter, being a significant account balance in the financial statements.	<p>We have tested the internal control procedure in the area of revenue recognised on services rendered.</p> <p>We have verified the Service income with the orders/contracts from the customers and documents relating to rendering of services.</p> <p>We have also applied our alternate audit procedures such as verification of Internal and External evidence for rendering of services and subsequent bank receipts.</p> <p>Based on the audit procedure performed we are satisfied that the amount stated in the financial statements is in line with the accepted accounting procedure and applicable accounting standards.</p>

Emphasis of Matter

With qualifying our report, we draw attention to:-

Note 35 to the Financial Statements, which highlight the fact that the contracts of the company were fully concluded during the current year and have not been renewed subsequently, resulting in no active business being undertaken by the company as at 31st March 2025. These events or conditions, along with other matters as set forth indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However having regard to the fact that the company has sufficient cash balances to settle all the liabilities as at 31st March 2025, and liabilities estimated to arise in next 12 months and also in view of the fact that the management is also exploring and researching on developing a technological product, the financial statements have been prepared on principles applicable to Going Concern. Our opinion is not modified in respect of this matter.

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

The Company's Board of Directors is responsible for the other information in the Annual Report. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, 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 knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance and we shall:-

- (a) If the material misstatement is corrected, perform necessary procedure to ensure the correction; or
- (b) If the material misstatement is not corrected after communicating the matter to those charged with governance, take appropriate action considering our legal rights and obligations, to seek to have the uncorrected material misstatement appropriately brought to the attention of users for whom this Auditors' report is prepared.

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the Accounting Standards Specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the IND AS financial statements 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 related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

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 Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Ind AS financial statements.
 - 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 read with Schedule V of the Act.

-
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements. Refer Note 26 to the Ind AS financial statements
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. There were no amounts, which were required to be transferred to the Investor Education and protection fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and beliefs, 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) 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 under (a) and (b) above, contain any material misstatement
 - i) The company has neither declared nor paid any dividend during the year.
 - j) Based on our examination, which included test checks, we observed that the Company utilized accounting software with an audit trail (edit log) feature at the transactional level for maintaining its books of account for the financial year ended March 31, 2025. This feature was operational throughout the year for all relevant transactions recorded in the software. However, we were unable to validate the functionality of the audit trail at the database level. Notwithstanding this limitation, we did not encounter any instances indicating that the audit trail feature had been tampered with during the course of our

audit. Additionally, the audit trail has been preserved by the Company as per the Statutory requirements for record retention.

For R Subramanian & Company

FRN: 004137S/S200041

Chartered Accountants

Sd/-

K Jayasankar

Partner

Membership Number: 014156

UDIN: 25014156BMOQUQ1572

Place: Chennai

Date: 28th May, 2025

**Annexure 1 referred to under paragraph 1 of the Report on Other Legal and Regulatory Requirements
of the Auditors' Report**

Re: Infronics Systems Limited ('the Company')

(i)(a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(i)(a)(B) The Company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the Order is not applicable to the Company.

(i)(b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification

(i)(c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.

(i)(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2025.

(i)(e) There are no proceedings initiated or are pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii)(a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.

(ii)(b) The Company does not have any working capital limits at any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

(iii)(a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.

(iii)(b) During the year the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

(iii)(c) The Company has not granted loans and advances in the nature of loans to any parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.

(iii)(d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.

(iii)(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the company

(iii)(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Company is not in the business of sale of any goods or provision of such services as prescribed under Sub-Section (1) of Section 148 of the Companies Act 2013. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) that have not been deposited with the appropriate authorities on account of any dispute except for the following cases:

Name of the statute	Nature of dues	Amount (₹) in Lakhs	Amount paid under Protest (₹)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Service Tax Act	Order of Demand and Penalty	– 90.91	– -	2015-16 to 2017-18	CESTAT	Nil

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix)(a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(ix)(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(ix)(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

(ix)(d) The Company did not raise any funds on short term basis during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.

(ix)(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(ix)(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.

(x)(a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(x)(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi)(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.

(xi)(b) During the year, 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.

(xi)(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable to the Company.

(xiii) 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) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business. We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi)(a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(xvi)(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Hence clause (xvi)(b) of the Order is not applicable to the Company.

(xvi)(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(xvi)(d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year. The Company has not incurred cash losses in the immediately preceding financial year.

(xviii) Clause 3(xviii) of the order is not applicable to the company as there are no resignation of

statutory auditors during the year.

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

(xx) The provisions of section 135(5) and 135(6) of Companies Act, 2013 are not applicable to the company. Hence, the report on Clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable to the Company.

For R Subramanian & Company

FRN: 004137S/S200041

Chartered Accountants

Sd/-

K Jayasankar

Partner

Membership Number: 014156

UDIN: 25014156BMOQUQ1572

Place: Chennai

Date: 28th May, 2025

ANNEXURE - 2 To the Independent Auditor's report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Infronics Systems Limited of even date)

Report on the Internal Financial Controls with reference to Ind AS Financials Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to Ind AS financial statements of Infronics Systems Limited (the "Company") as of March 31, 2025 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 with reference to Ind AS financial statements 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 (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Ind AS financial statements 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") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Ind AS financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Ind AS financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Ind AS financial statements included obtaining an understanding of internal financial controls with reference to Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Ind AS financial statements.

Meaning of Internal Financial Controls with reference to Ind AS financial statements

A company's internal financial control with reference to Ind AS financial statements 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 with reference to Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Ind AS Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Ind AS financial statements and such internal financial controls with reference to Ind AS financial statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to Ind AS financial statements 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 ICAI.

For R Subramanian & Company

FRN: 004137S/S200041

Chartered Accountants

Sd/-

K Jayasankar

Partner

Membership Number: 014156

UDIN: 25014156BMOQUQ1572

Place: Chennai

Date: 28th May, 2025

Infronics Systems Limited
Balance Sheet as at March 31, 2025

CIN:L72200TG2000PLC033629

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)


Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	0.22	0.59
Right to use asset	4	1.47	5.49
Financial assets			
Other financial assets	5	18.95	15.87
Deferred tax asset (Net)	6	0.08	0.12
Other Non-current assets	7.1	2.24	2.12
		22.96	24.19
Current Assets			
Financial Assets			
Trade receivables	8	25.17	79.32
Cash and cash equivalents	9	308.85	302.05
Other current assets	7.2	8.00	19.96
		342.02	401.33
Total Assets		364.98	425.52
Equity and Liabilities			
Equity			
Equity share capital	10	792.65	792.65
Other equity	11	(457.95)	(570.33)
		334.70	222.32
Non-Current Liabilities			
Financial liabilities			
Borrowings	12	-	-
Lease liabilities	25	-	1.78
Long Term Provisions	13	0.55	-
		0.55	1.78
Current Liabilities			
Financial Liabilities			
Borrowings	14	-	101.70
Lease liabilities	25	1.78	4.32
Trade Payables			
total outstanding dues of micro enterprises and small enterprises		-	82.46
total outstanding dues of creditors other than micro enterprises and small enterprises	15	0.08	2.21
Other current liabilities	16	13.86	10.73
Short term provisions	17	14.01	-
		29.73	201.42
Total Equity and Liabilities		364.98	425.52

Summary of significant Accounting Policies and Notes on accounts.

1 & 2

These accompanying notes are an integral part of these financial statements.

In terms of our report of even date.

For **R Subramanian & Company LLP**

Chartered Accountants

FRN: 004137S/S200041

For and on behalf of the Board of Directors

Sd/-

K. Jayasankar

Partner

M.NO: 014156

UDIN: 25014156BMOQUQ1572

Place: Chennai

Date: 28-May-2025

Sd/-

Neerad Kumar Gajula

Whole-Time Director

DIN: 06810058

Place: Hyderabad

Date: 28-May-2025

Sd/-

Vishnu Sri Ram Gurumurthy

Director

DIN: 08614445

Place: Hyderabad

Date: 28-May-2025

Sd/-

Navya Surapaneni

Chief Financial officer

Place: Hyderabad

Date: 28-May-2025

Sd/-

Shubhi Singhal

Company Secretary & Compliance Officer

Place: Hyderabad

Date: 28-May-2025

Infronics Systems Limited
Statement of Profit and (Loss) for the year ended March 31, 2025

CIN:L72200TG2000PLC033629

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)


Particulars		Notes	Year ended March 31, 2025	Year ended March 31, 2024
Income				
I	Revenue from Operations	18	228.58	434.06
II	Other Income	19	8.84	3.39
III	Total Income (I+II)		237.42	437.45
IV Expenses				
	Operating expenses		-	-
	Employee benefits expense	20	37.70	28.82
	Finance costs	21	8.69	28.74
	Depreciation and amortization expenses	22	4.38	4.38
	Other expenses	23	29.89	22.53
	Total Expense (IV)		80.66	84.47
V	Profit/(loss) before exceptional items and tax (III-IV)		156.76	352.98
VI	Exceptional Items		-	-
VII	Profit/ (loss) before tax(V-VI)		156.76	352.98
VIII	Tax expenses			
	Current Tax		44.34	100.79
	Deferred Tax		0.04	0.07
	Total Tax Expenses (VIII)		44.38	100.86
IX	Profit/ (loss) After Tax and Exceptional Items (VII-VIII)		112.38	252.12
X	Other Comprehensive Income:			
A.	(i) Items that will not be reclassified to profit or loss			
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B.	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified		-	-
XI	Total Comprehensive Income for the period (IX+X)Comprising Profit (Loss) and Other comprehensive Income for the period)		112.38	252.12
XII	Earnings per Equity Share of Rs. 10/- each			
i.	Basic earnings from operations attributable to share hold	24	1.42	3.18
ii.	Diluted earnings from operations attributable to share ho		1.42	3.18
	Summary of significant Accounting Policies and Notes on accounts.	1 & 2		
	These accompanying notes are an integral part of these financial statements.			-
	In terms of our report of even date.			
	For R Subramanian & Company LLP		For and on behalf of the Board of Directors	
	Chartered Accountants			
	FRN: 004137S/S200041			
Sd/-	K. Jayasankar	Sd/-	Neerad Kumar Gajula	Sd/-
	Partner		Whole-Time Director	Vishnu Sri Ram Gurumurthy
	M.NO: 014156		DIN: 06810058	Director
	UDIN: 25014156BMOQUQ1572			DIN: 08614445
	Place: Chennai		Place: Hyderabad	Place: Hyderabad
	Date: 28-May-2025		Date: 28-May-2025	Date: 28-May-2025
		Sd/-	Navya Surapaneni	Sd/-
			Chief Financial officer	Shubhi Singhal
			Place: Hyderabad	Company Secretary & Compliance Officer
			Date: 28-May-2025	Place: Hyderabad
				Date: 28-May-2025

Infronics Systems Limited
Statement of cash flow for the year ended March 31, 2025

CIN:L72200TG2000PLC033629

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)


Particulars	Year ended March 31, 2025	Year ended March 31, 2024
A Cash From Operating Activities		
Net profit before tax	156.76	352.98
Adjustment to reconcile profit before tax to net cashflows:		
Depreciation and amortisation expense	4.38	4.38
Finance costs	6.05	27.97
Interest Income	(3.39)	(3.43)
Operating Profit before Working Capital Changes	163.80	381.90
Adjustments for Working Capital:		
(Increase)/decrease in trade receivables	54.15	51.26
(Increase)/decrease in other current assets	11.96	21.19
(Increase)/decrease in Other non current assets	(0.12)	(0.11)
Increase/(decrease) in Long term provisions	0.56	-
Increase/(decrease) in trade payables	(84.59)	(105.94)
Increase/(decrease) in Short term provisions	14.01	(60.49)
(Decrease)/increase in other liabilities	3.11	(11.27)
Cash generated from operations	162.90	276.54
- Direct taxes paid (net of taxes paid)	(44.34)	(100.79)
Net Cashflow from Operating Activities (A)	118.56	175.75
B Cash Flow From Investing Activities:		
Payments for property, plant and equipment	-	-
Interest Income received	3.39	1.56
Investment in Fixed deposits	(3.08)	-
Net Cash used in Investing Activities (B)	0.31	1.56
C Cash Flow From Financing Activities		
Proceeds from long term borrowings	(101.70)	(203.70)
Payment of Deposit	-	-
Payment of Lease liabilities	(4.32)	(4.56)
Interest paid (Finance Cost)	(6.05)	(27.00)
Net Cash From Financing Activities (C)	(112.07)	(235.26)
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	6.80	(57.95)
Cash and cash equivalents at the beginning of the year	302.05	360.00
Cash and cash equivalents at the end of the year	308.85	302.05
Components of Cash and cash equivalents		
Balances with banks		
- In current accounts	308.37	301.57
Cash in Hand	0.48	0.48
Total Cash and Cash equivalents	308.85	302.05
Summary of significant Accounting Policies and Notes on accounts.	1 & 2	
These accompanying notes are an integral part of these financial statements.		
In terms of our report of even date.		
For R Subramanian & Company LLP	For and on behalf of the Board of Directors	
Chartered Accountants		
FRN: 004137S/S200041		
Sd/-	Sd/-	Sd/-
K. Jayasankar	Neerad Kumar Gajula	Vishnu Sri Ram Gurumurthy
Partner	Whole-Time Director	Director
M.NO: 014156	DIN: 06810058	DIN: 08614445
UDIN: 25014156BMOQUQ1572		
Place: Chennai	Place: Hyderabad	Place: Hyderabad
Date: 28-May-2025	Date: 28-May-2025	Date: 28-May-2025
	Sd/-	Sd/-
	Navya Surapaneni	Shubhi Singhal
	Chief Financial officer	Company Secretary & Compliance Officer
	Place: Hyderabad	Place: Hyderabad
	Date: 28-May-2025	Date: 28-May-2025

Infronics Systems Limited
Statement Of Changes In Equity For The Year Ended March 31, 2025

CIN:L72200TG2000PLC033629

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)

a. Equity Share Capital

Particulars	As on 31, March 2025	As on 31, March 2024
Balance at the beginning of the reporting year	792.65	792.65
Changes in Equity Share Capital during the year	-	-
Balance at the end of the reporting year	792.65	792.65

b. Other Equity
For the year ended March 31, 2025

Particulars	Attributable to equity shareholders		
	Retained earnings	Securities Reserve Premium	Total
As at April 1, 2024	(1,589.09)	1,018.76	(570.33)
Profit for the year	112.38	-	112.38
Other Comprehensive Income	-	-	-
As at March 31, 2025	(1,476.71)	1,018.76	(457.95)

For the year ended March 31, 2024

Particulars	Attributable to equity shareholders		
	Retained earnings	Securities Reserve Premium	Total
As at April 1, 2023	(1,841.21)	1,018.76	(822.45)
Profit for the year	252.12	-	252.12
Other Comprehensive Income	-	-	-
As at March 31, 2024	(1,589.09)	1,018.76	(570.33)

Summary of significant Accounting Policies and Notes on accounts. These accompanying notes are an integral part of these financial statements.

In terms of our report of even date.

For **R Subramanian & Company LLP**

Chartered Accountants

FRN: 004137S/S200041

For and on behalf of the Board of Directors

Sd/-

K. Jayasankar

Partner

M.NO: 014156

UDIN: 25014156BMOQUQ1572

Place: Chennai

Date: 28-May-2025

Sd/-

Neerad Kumar Gajula

Whole-Time Director

DIN: 06810058

Place: Hyderabad

Date: 28-May-2025

Sd/-

Vishnu Sri Ram Gurumurthy

Director

DIN: 08614445

Place: Hyderabad

Date: 28-May-2025

Sd/-

Navya Surapaneni

Chief Financial officer

Place: Hyderabad

Date: 28-May-2025

Sd/-

Shubhi Singhal

Company Secretary & Compliance Officer

Place: Hyderabad

Date: 28-May-2025

Note 1 : Corporate Information

Infronics Systems Limited ("The Company") is a listed entity incorporated in the year 2000. The registered office of the company is situated at Plot No: 30, 31, Brigade Towers, West Wing, First Floor, Nanakramguda, Financial District Hyderabad Rangareddi TG 500032 IN. The Company is engaged in the business of "IT and Software Development Services". The shares of the company is listed in the Bombay Stock Exchange.

Note 2 : Material Accounting Policy and Key Accounting Estimates and Judgements

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015, and Companies (Indian Accounting Standards) Amendment Rules, 2016] and other relevant provisions of the Act.

Note 2.1 : Basis of Preparation of financial statements

The financial statements have been prepared in accordance with the historical cost convention and presented in INR.

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

Accordingly, the company has prepared standalone financial statement which comprises the Balance sheet as at March 31, 2025 , Statement of Profit/(loss) for the year ended March 31, 2025 , Statement of cash flow for the year ended March 31, 2025 , Statement of changes in equity for the year ended March 31, 2025 along with accounting policies and other explanatory informations (together hereinafter referred to as "Standalone Financial statements" or "Financial statment").

Current and Non Current Classification

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

An asset is classified as current when it satisfies any of the following criteria: it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle. it is held primarily for the purpose of being traded;

- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.
- A liability is classified as current when it satisfies any of the following criteria:
 - It is expected to be settled in the Company's normal operating cycle;
 - It is held primarily for the purpose of being traded
 - It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification

Note 2.2 : Use of estimates, assumptions and judgements

The preparation of financial statements in conformity with Ind AS requires management of the Company to make estimates and assumptions and judgements that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates. Examples of such estimates include future obligations under employee retirement benefit plans, recognition of deferred tax assets and useful lives of fixed assets. Any revision to accounting estimates is recognized prospectively in the current and future periods.

Note 2.3 : Revenue recognition

Revenue from Sale of services is recognized based on services provided and billed to clients as per the terms of specific contracts. Revenue from the sale of services is recognized when the sale is completed and upon receiving the customer confirmation by the Company. The customer contracts with BSNL for providing services to various banks are fully concluded during the current financial year. Consequent to the contract closure the company has performed a detailed reconciliation of the balances receivable and revenue from BSNL. Based on the reconciliation the company has recognised an additional revenue of Rs. 45.78 Lakhs during the FY 24-25. These contracts have not been renewed subsequently.

Note 2.4 : Property, Plant and Equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and any impairment in value. Freehold land is not depreciated. Historical cost includes expenditure that is directly attributable to the acquisition of the items and borrowing cost. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with them will flow to the Company and the cost of the item can be measured reliably. All repairs and maintenance expenditure are charged to profit and loss during the period in which they are incurred.

Depreciation is provided on the basis of straight line method and charged over useful life as per the manner prescribed in Schedule II to the Companies Act, 2013. As per Schedule II useful life of Computers and peripherals are considered as three years.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefit is expected to arise from the continued use of the asset. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is recognised in profit and loss in the period the item is derecognised.

Useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Note 2.5 : Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company is recognised at the proceeds, net of direct costs of the capital issue.

Note 2.6 : Financial assets

The Company recognises a financial asset (including investments, trade receivables, loans and advances) at transaction price when it becomes a party to the contractual obligations. The Company assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired. Financial assets are tested for impairment based on the expected credit losses.

Financial assets are derecognised when the right to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership of the asset to another entity. On de-recognition of a financial asset the difference between the carrying amount and the consideration received is recognised in the statement of profit and loss.

Gratuity & Compensated Absences

Gratuity :

The Company provides for gratuity, covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

Liability with regard to the Gratuity plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The Company recognised the net obligation as a liability in the Balance Sheet.

The effect of change in the net obligations are recognised in the statement of Profit & loss account under Employment Benefit Expenses.

Leave encashment :

The Company has a policy on Earned Leaves which are both cumulative and non cumulative in nature. The expected cost of accumulating earned leaves is determined by actuarial valuation performed by independent actuary at each Balance Sheet date using the projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the Balance Sheet date. Expense on the non accumulating earned leaves is recognised in the period in which absence occurs. The liability in respect of all long term benefits is accrued in the books of account on the basis of actuarial valuation performed by independent actuary at each Balance Sheet date using the projected unit credit method and the company recognised the net obligation as a liability in the Balance Sheet. The effect of change in the net obligations are recognised in the statement of Profit & loss account under Employment Benefit Expenses

Retention Bonus :

Retention Bonus are accrued based on the employees continued service over a specified period and are recognised as an expense in the financial statements . The retention bonus is payable upon the completion of the agreed upon tenure.

The Liability with regard to the retention bonus are determined by actuarial valuation performed by an independent actuary, at each balance sheet date using the projected unit credit method. The Company recognised the net obligation as a liability in the Balance Sheet. The effect of change in the net obligations are recognised in the statement of Profit & loss account under Employment Benefit Expenses.

Note 2.12 : Taxes on income

Current tax

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with The Income Tax Act, 1961 of India.

Deferred tax

Deferred tax charge or credit reflects the tax effect of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.

Note 2.12 : Earnings per share

Basic earnings per share are calculated by dividing the net profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. 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.

Note 2.13 : Cash and cash equivalents

Cash and cash equivalents include cash on hand and at bank, and short-term deposits with an original maturity period of three months or less.

Note 2.14 : Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as other finance expense.

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.

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Note 2.16: Fair Value Measurement

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:

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

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For recurring and non-recurring fair value measurements categorised within Level 3 of the fair value hierarchy, mention a description of the valuation processes used by the entity (including, for example, how an entity decides its valuation policies and procedures and analyses changes in fair value measurements from period to period). For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

Note 2.17 : Recent Accounting pronouncements

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

Infronics Systems Limited**Notes to Standalone Financial Statement for the year ended March 31, 2025**

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(All amounts are in lakhs INR, Except for share data or unless otherwise stated)**Note 3: Property, plant and equipment**

Particulars	Computers and peripherals
Gross Carrying Value	
As at April 1, 2023	1.15
Additions	-
Disposals	-
As at March 31, 2024	1.15
Additions	-
Disposals	-
As at March 31, 2025	1.15
Accumulated Depreciation	
As at April 1, 2023	0.20
Charge for the year	0.36
As at March 31, 2024	0.56
Charge for the year	0.37
Disposals	-
As at March 31, 2025	0.93
Net Carrying Value	
As at March 31, 2025	0.22
As at March 31, 2024	0.59

Note 4: Right to use asset

Particulars	Buildings
Gross Carrying Value	
As at April 1, 2023	12.05
Additions	-
Disposals	-
As at March 31, 2024	12.05
Additions	-
Disposals	-
As at March 31, 2025	12.05
Accumulated Depreciation	
As at April 1, 2023	2.54
Charge for the year	4.02
Disposals	-
As at March 31, 2024	6.56
Charge for the year	4.02
Disposals	-
As at March 31, 2025	10.58
Net Carrying Value	
As at March 31, 2025	1.47
As at March 31, 2024	5.49

The aggregate depreciation expense on right to use assets is included under depreciation and amortization expense in the Statement of Profit and Loss under Note 22.

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)

Note 5: Other Financial Asset

Particulars	As at March 31, 2025	As at March 31, 2024
Balance with bank held as margin money*	18.95	15.87
Total	18.95	15.87

* - These balances represents deposits with bank, held as margin money towards non fund based facilities received from banks.

Note 6: Deferred Tax Asset

Nature - (Liability) / Asset	Balance Sheet		Statement of Profit / (Loss) for the year ended	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Deferred Tax (Liabilities) / Asset				
Fixed Assets :Impact of Difference between tax depreciation and depreciation/amortisation charges for financial reporting	0.08	0.12	0.04	0.07
Total	0.08	0.12	0.04	0.07

Note 7: Other Current & Non-Current Asset

Particulars	As at March 31, 2025	As at March 31, 2024
7.1 Non- Current Assets		
Security Deposit		
- Unsecured, considered good	2.24	2.12
Total	2.24	2.12
7.2 Current Assets		
Advance paid to vendors	-	0.02
Advance Income Tax (Net)	6.28	19.94
Unbilled revenue	1.72	-
Total	8.00	19.96

-

Note 8: Trade Receivable

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables		
Unsecured, considered good	25.17	79.32
Unsecured, considered doubtful	-	-
	25.17	79.32
Less: Allowance for credit losses	-	-
Total	25.17	79.32

As at March 31, 2025

Particulars	Outstanding for following periods from due date of paymnet - March 2025				Total
	< 6 months	6 months - 1 Year	1 - 2 Years	> 2years	
(i) Undisputed Trade Receivable - Considered good	25.17	-	-	-	25.17
(ii) Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered good	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-
Total	25.17	-	-	-	25.17

As at March 31, 2024

Particulars	Outstanding for following periods from due date of paymnet - March 2024				Total
	< 6 months	6 months - 1 Year	1 - 2 Years	> 2years	
(i) Undisputed Trade Receivable - Considered good	79.32	-	-	-	79.32
(ii) Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered good	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-
Total	79.32	-	-	-	79.32

Note 9: Cash and Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
– On current accounts	308.37	301.57
Cash on hand	0.48	0.48
Total	308.85	302.05

Note 10: Equity share capital**a. Equity share capital**

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Authorised				
Equity shares of Rs. 10/- each	11,000,000	1,100.00	11,000,000	1,100.00
Issued				
Equity shares of Rs. 10/- each	7,926,461	792.65	7,926,461	792.65
Subscribed and Paid-up				
Equity shares of Rs. 10/- each fully paid-up	7,926,461	792.65	7,926,461	792.65
Total	7,926,461	792.65	7,926,461	792.65

b. Reconciliation of the number of equity shares outstanding and the amount of share capital

Equity Shares	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Issued and Subscribed:				
Shares outstanding at the beginning of the year	7,926,461	792.65	7,926,461	792.65
Add: Issued During the year	-	-	-	-
Shares outstanding at the end of the year	7,926,461	792.65	7,926,461	792.65

c. Terms / rights attached to equity Shares

The company has one class of equity shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholdings.

d. Shares in the company held by each shareholder holding more than 5 percent

Name of the Shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Gajula Neerad Kumar	1,414,427	17.84%	1,414,427	17.84%
Gattupally Reshika Reddy	1,414,848	17.85%	1,414,848	17.85%
Kothinti Trivikrama Reddy	1,415,346	17.86%	1,415,346	17.86%

Shares held by Promoters

Name of the Shareholder	As at March 31, 2025		As at March 31, 2024		% change during the year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Gajula Neerad Kumar	1,414,427	17.84%	1,414,427	17.84%	0.00%
Gattupally Reshika Reddy	1,414,848	17.85%	1,414,848	17.85%	0.00%
Kothinti Trivikrama Reddy	1,415,346	17.86%	1,415,346	17.86%	0.00%

Infronics Systems Limited**Notes to Standalone Financial Statement for the year ended March 31, 2025**

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(All amounts are in lakhs INR, Except for share data or unless otherwise stated)**Note 11: Other equity**

Particulars	As at March 31, 2025	As at March 31, 2024
Securities Premium: Amounts received on issue of shares in excess of the par value has been classified as securities premium. This can be utilized for the purposes stated under Section 52 of Companies Act, 2013.		
Balance at the beginning of the year	1,018.76	1,018.76
Add: Addition During the Year	-	-
Balance at the end of the year	1,018.76	1,018.76
Retained earnings : Retained earnings comprises of the Company's prior years undistributed earnings after taxes.		
Balance at the beginning of the year	(1,589.09)	(1,841.21)
Add: Addition During the Year	112.38	252.12
Balance at the end of the year	(1,476.71)	(1,589.09)
Total other Equity	(457.95)	(570.33)

Note 12: Borrowings (Non-current)

Particulars	As at March 31, 2025	As at March 31, 2024
From Other Parties		
Unsecured Loan from Third Parties	-	-
Total	-	-

Note 13: Long Term Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Gratuity	0.19	-
Provision for Leave encashment	0.36	-
Total	0.55	-

Note 14: Borrowings(Current)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured Loan#	-	101.70
Total	-	101.70

#Note :

- Terms of Repayment :** The loan has been repaid along with Interest by 16-Sep-2024
- Security :** The above loan is an unsecured loan availed from Third Parties
- Rate of Interest :** The loan carries an Interest of 12% Per Annum

Infronics Systems Limited**Notes to Standalone Financial Statement for the year ended March 31, 2024**

CIN:L72200TG2000PLC033629

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)

**Note 15: Trade payables**

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises	-	82.46
Total outstanding dues of creditors other than micro enterprises and small enterprises	0.08	2.21
		-
Total	0.08	84.67

As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment			Total
	< 1 Year	1 - 2 Years	> 2 Years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	0.08	-	-	0.08
Disputed dues of micro enterprises and small enterprises	-	-	-	-
Total	0.08	-	-	0.08

As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment			Total
	< 1 Year	1 - 2 Years	> 2 Years	
Total outstanding dues of micro enterprises and small enterprises	0.82	81.64	-	82.46
Total outstanding dues of creditors other than micro enterprises and small enterprises	0.29	1.92	-	2.21
Disputed dues of micro enterprises and small enterprises	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-
Total	1.11	83.56	-	84.67

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)

Particulars	31-Mar-25	31-Mar-24
	₹ in lakh	₹ in lakh
(i) Principal amount remaining unpaid	-	0.82
(ii) Interest due thereon remaining unpaid	-	-
(iii) Interest paid by the Company in terms of Section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day	-	-
(iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the MSMED Act	-	-
(v) Interest accrued and remaining unpaid	-	-
(vi) The amount of interest due and payable to be disallowed under Income-tax Act, 1961	-	-

There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days at the Balance Sheet date. The above information regarding Micro Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

Note 16: Other Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory Dues	11.08	1.30
Employee Benefit Payable	-	3.02
Others	2.78	6.41
Total	13.86	10.73

Note 17: Provisions (current)

Particulars	As at March 31, 2025	As at March 31, 2024
Employee benefit expenses -Payable	0.10	-
Income Tax Provision	13.91	-
Total	14.01	-

Infronics Systems Limited**Notes to Standalone Financial Statement for the year ended March 31, 2025**

CIN:L72200TG2000PLC033629

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)**Note 18: Revenue from operations**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of Service		
Income from SMS Services	228.58	434.06
Total	228.58	434.06

Note 19: Other Income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest on Fixed Deposits	3.39	1.79
Interest on Income tax refund	0.45	1.49
Interest on Security deposit	0.12	0.11
Other non operating income	4.88	-
Total	8.84	3.39

Note 20: Employee benefits expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	36.80	28.20
Contributions to provident fund and other funds	0.24	0.62
Gratuity Expense	0.20	-
Leave encashment expense	0.46	-
Total	37.70	28.82

Infronics Systems Limited**Notes to Standalone Financial Statement for the year ended March 31, 2025**

CIN:L72200TG2000PLC033629

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)

**Note 21: Finance Cost**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Bank charges	0.07	0.30
Interest Expense on Lease Liabilities	0.51	0.97
Interest on loans	5.55	27.00
Interest on Income Tax	2.44	0.47
Interest on GST	0.12	-
Total	8.69	28.74

Note 22: Depreciation and amortization expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of tangible assets (Refer Note 3)	0.36	0.36
Depreciation of right to use assets (Refer Note 4)	4.02	4.02
Total	4.38	4.38

Note 23: Others expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Professional Charges	20.63	4.40
Advertisement & Publicity Expense	0.89	0.87
Subscription Fees	0.58	0.54
Rate & Taxes	4.21	13.39
Telephone & Communication	0.07	0.02
Payment to Auditors (Refer Note below)	3.50	3.23
Printing & Stationery	-	0.01
Travel & Accomodation	0.01	0.07
Total	29.89	22.53

Payment to Auditors

- As Auditor		
Statutory Audit	3.50	3.23
Total	3.50	3.23

Infronics Systems Limited**Notes to Standalone Financial Statement for the year ended March 31, 2025**

CIN:L72200TG2000PLC033629

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)**Note 24: Earnings per Share (EPS)**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit after Tax	112.38	252.12
Weighted Average Equity shares		
- Basic	7,926,461	7,926,461
- Diluted	7,926,461	7,926,461
Earnings per share of Rs. 10 each		
- Basic	1.42	3.18
- Diluted	1.42	3.18

Note 25: Leases Disclosure**25.1. Movement in Lease liabilities :**

The following is the movement in lease liabilities during the year ended March 31, 2025 and during the year ended March 31, 2024

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening Balance	6.10	9.69
Additions	-	-
Finance costs accrued during the year	0.51	0.97
Deletions		
Payment of lease liabilities	(4.83)	(4.56)
Closing Balance	1.78	6.10
Disclosed under :		
Non current financial liabilities - Lease liabilities	-	1.78
current financial liabilities - Lease liabilities	1.78	4.32
Total	1.78	6.10

25.2. The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2025 on an undiscounted basis:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Less than one year	1.78	4.32
One to five years	-	1.78
More than five years	-	-
Total	1.78	6.10

25.3. Amounts recognized in statement of profit or loss

Particulars	2024-25	2023-24
Interest on lease liabilities (Refer Note 21)	0.51	0.97
Total	0.51	0.97

25.4. Amounts recognized in cash flow statement

Particulars	2024-25	2023-24
Total cash outflows for leases	4.32	4.56
Total	4.32	4.56

Note 26 Contingent liabilities, commitments, and leasing arrangements

Particulars	March 31, 2025	March 31, 2024
(i) Contingent Liability		
(a) Disputed Service Tax Dues	-	-
(b) Penalty on Above	90.01	90.01

Note 27.1 : Fair Valuation

Financial assets and liabilities

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are 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).

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Fair value of the financial assets that are measured at fair value on a recurring basis

The management considers that the carrying amount of financial assets and financial liabilities recognised in these financial statements at amortised cost approximate their fair values.

Note 27.2 : Fair value measurement (Contd)

As at 31 March 2025

₹ in lakh

Particulars	Level	Amortised cost	Fair value through	Fair value through	Total carrying value	Total fair value
Financial assets						
(a) Trade receivables	3	25.17	-	-	25.17	25.17
(b) Cash and cash equivalents	3	308.85	-	-	308.85	308.85
(c) Bank balances other than (c) above	3	-	-	-	-	-
(d) Other financial assets (Current and non-current)	3	18.95	-	-	18.95	18.95
Total		352.97	-	-	352.97	352.97
Financial liabilities						
(a) Borrowings (Current and non-current)	3	-	-	-	-	-
(b) Lease liabilities (Current and non-current)	3	1.78	-	-	1.78	1.78
(c) Trade payables	3	0.08	-	-	0.08	0.08
(d) Other financial liabilities (Current and non-current)	3	-	-	-	-	-
Total		1.86	-	-	1.86	1.86

As at 31 March 2024

₹ in lakh

Particulars	Level	Amortised cost	Fair value through	Fair value through	Total carrying value	Total fair value
Financial assets						
(a) Trade receivables	3	79.32	-	-	79.32	79.32
(b) Cash and cash equivalents	3	302.05	-	-	302.05	302.05
(c) Bank balances other than (c) above	3	-	-	-	-	-
(d) Other financial assets (Current and non-current)	3	15.87	-	-	15.87	15.87
Total		397.24	-	-	397.24	397.24
Financial liabilities						
(a) Borrowings (Current and non-current)	3	101.70	-	-	101.70	101.70
(b) Lease liabilities (Current and non-current)	3	6.10	-	-	6.10	6.10
(c) Trade payables	3	84.68	-	-	84.68	84.68
(d) Other financial liabilities (Current and non-current)	3	-	-	-	-	-
Total		192.48	-	-	192.48	192.48

Infronics Systems Limited**Notes to Standalone Financial Statement for the year ended March 31, 2025**

CIN:L72200TG2000PLC033629

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)**28 : Financial Risk Management****Financial risk management**

The company's financial liabilities mainly comprise of trade payables and other payables. The company's financial assets comprises mainly cash and cash equivalence, trade receivables and other receivables. The company has financial risk exposure in form of Credit risk, Liquidity risk and Interest rate risk.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The company is exposed to credit risk from its operating activities mainly Trade receivables. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. Credit risk is managed by the Company through approved credit norms, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The provision for doubtful receivables has been historically negligible. The assessment is done at regular intervals and allowance for doubtful trade receivables as at 31 March 2025 is currently not required.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Ultimate responsibility for liquidity risk management rests with the management, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual short term and long term cash flows, and by matching the maturity profiles of financial assets and liabilities. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

As at 31 March 2025

Financial liabilities	Due within (years)			Total
	Less than 1 year	1 - 3 years	3+ years	
Borrowings (Refer note 12 & 14)	-	-	-	-
Trade payables (Refer note 15)	0.08	-	-	0.08
Other Current Financials Liabilities	-	-	-	-
Total	0.08	-	-	0.08

As at 31 March 2024**₹ in lakh**

Financial liabilities	Due within (years)			Total
	Less than 1 year	1 - 3 years	3+ years	
Borrowings (Refer note 12 & 14)	101.70	-	-	101.70
Trade payables (Refer note 15)	84.68	-	-	84.68
Other Current Financials Liabilities	-	-	-	-
Total	186.38	-	-	186.38

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees at Fixed rates of interest. Hence, the company is not exposed to Interest Rate Risk

Foreign currency risk exposure as at balance sheet date

The Company doesn't not have any foreign currency exposure as at the balance sheet date.

Infronics Systems Limited**Notes to Standalone Financial Statement for the year ended March 31, 2025**

CIN:L72200TG2000PLC033629

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)

**Capital management**

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plans. The funding requirement are met through equity, borrowings and operating cash flows required.

The details of borrowings as at the balance sheet date is as follows:

Particulars	₹ in lakh	
	As at March 31, 2025	As at March 31, 2024
Borrowings (Refer note 12 & 14)	-	101.70
Less:		
Cash and cash equivalents (Refer note 9)	308.85	302.05
Current investments	-	-
Net debt	(308.85)	(200.35)
Total equity	334.70	222.32
Capital gearing ratio	-92%	-90%

29 : Tax Expenses

	As at March 31, 2025	As at March 31, 2024
a) Income tax		
Current Tax expenses	44.34	100.79
Income tax of earlier years	-	-
Deferred tax expenses	0.04	0.07
Total	44.38	100.86

(b) Reconciliation of tax expense and the accounting profit

Particulars	₹ in lakh	
	As at March 31, 2025	As at March 31, 2024
Profit before tax	156.76	352.98
Enacted income tax rate in India	28.60%	28.60%
Computed expected tax expense	44.83	100.95
Effect of:		
Timing difference	0.04	0.07
Expenses that are not deductible in determining taxable profit	-0.10	2.17
Others	(0.40)	(2.33)
Income tax expense reported in the statement of profit and loss	44.38	100.86

30 : Employee Benefits**(a) Defined Contribution Plan**

The Company's contribution to provident fund aggregating ₹ 0.22 lakh (previous year : Rs. 0.21 Lakhs) has been recognised in the statement of profit and loss under the head employee benefits expense.

Infronics Systems Limited**Notes to Standalone Financial Statement for the year ended March 31, 2025**

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(All amounts are in lakhs INR, Except for share data or unless otherwise stated)

**Note-30 (b): Defined benefit plans****Gratuity plan**

The company has a defined gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) in for each completed year of service.

The following table summarises the position of assets and obligations relating to the gratuity benefit plan.

(i) Present Value of Defined Benefit Obligation

Particulars	₹ in lakh	
	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	-	-
Current service cost	0.15	-
Interest cost	0.02	-
Past service cost	0.11	-
Actuarial loss/(gain)	-	-
Benefits Paid	-	-
Balance at the end of the year	0.28	-

(ii) Expense recognised in the Statement of Profit and Loss

Particulars	₹ in lakh	
	As at March 31, 2025	As at March 31, 2024
Current service cost	0.15	-
Interest cost	0.02	-
Past service cost	0.03	-
Actuarial Losses / (Gains)	-	-
Total Employer Expense	0.20	-

(iii) Past Service Cost

Particulars	₹ in lakh	
	As at March 31, 2025	As at March 31, 2024
Past service cost (non-vested) at the beginning of the period	-	-
Past service cost (non-vested) arising during the period	0.11	-
Past service cost (non-vested) recognised during the period	(0.03)	-
Past service cost (non-vested) at the end of the period	0.08	-

(iii) Assets and Liabilities recognised in the Balance Sheet

Particulars	₹ in lakh	
	As at March 31, 2025	As at March 31, 2024
Present Value of Defined Benefit Obligation	0.28	-
Less: Fair Value of Plan Assets	-	-
Past service cost (non-vested) at the end of the period	(0.08)	-
Amounts recognised as liability	0.20	-

(iv) Key Actuarial Assumptions

	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.91%	-
Salary growth rate	-	-
Attrition Rate	-	-

Leave Encashment: The accrual for unutilized leaves is determined for the entire available leave balance standing to the credit of the employees at year-end. The value of such leave balance eligible for carry forward, is determined by an independent actuarial valuation and charged to the Statement of Profit and Loss in the year determined. The key assumptions, as provided by an independent actuary, used in the computation of compensated absences are under.

Infronics Systems Limited**Notes to Standalone Financial Statement for the year ended March 31, 2025**

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(All amounts are in lakhs INR, Except for share data or unless otherwise stated)



The following table summarises the position of assets and obligations relating to the Leave encashment benefit plan.

(i) Present Value of Defined Benefit Obligation

Particulars	₹ in lakh	
	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	-	-
Current service cost	0.34	-
Interest cost	0.03	-
Past service cost	0.11	-
Actuarial loss/(gain)	(0.02)	-
Benefits Paid	-	-
Balance at the end of the year	0.46	-

(ii) Expense recognised in the Statement of Profit and Loss

Particulars	₹ in lakh	
	As at March 31, 2025	As at March 31, 2024
Current service cost	0.34	-
Interest cost	0.03	-
Past service cost	0.11	-
Actuarial Losses / (Gains)	(0.02)	-
Total Employer Expense	0.46	-

(iii) Assets and Liabilities recognised in the Balance Sheet

Particulars	₹ in lakh	
	As at March 31, 2025	As at March 31, 2024
Present Value of Defined Benefit Obligation	0.46	-
Less: Fair Value of Plan Assets	-	-
Amounts recognised as liability	0.46	-

(iv) Key Actuarial Assumptions

	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.90%	-
Salary growth rate	-	-
Attrition Rate	-	-

Note: The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.

Infronics Systems Limited
Notes to Standalone Financial Statement for the year ended March 31, 2025

CIN:L72200TG2000PLC033629

(All amounts are in lakhs INR, Except for share data or unless otherwise stated)

Note 31: Related Party Disclosures

Relationship with the company	Name of the related party
(a) Key Managerial Personnel	Shubhi Singhal Navya Surapaneni
(b) Directors	Neerad Kumar Gajula Thanmai Gurijala Deepthi Konakanchi Vishnu Sri Ram Gurumurthy
(c) Company Over Which the KMP exercises the Significant Influence	Rentian Private Limited

Details of related party transactions during the year ended and balances outstanding as at balance sheet date

	Ultimate Holding Company		Fellow Subsidiaries		Key Management Personnel	
	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Personnel expenses						
Navya Surapaneni	-	-	-	-	12.00	10.00
Shubhi Singhal	-	-	-	-	9.98	2.45
Neerad Kumar Gajula	-	-	-	-	15.00	3.71
Total	-	-	-	-	36.98	16.16
					-	
Balance outstanding as at year end	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Reimbursements payable						
Navya Surapaneni	-	-	-	-	0.02	-0.01
Shubhi Singhal	-	-	-	-	-	-0.01
Total	-	-	-	-	0.02	-0.02

Note 32: Analytical Ratios

Particulars	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	Variance (%)	Note Reference
Current Ratio	Current assets	Current liabilities	11.51	1.99	478%	Refer Note 1 below
Debt Equity Ratio	Borrowings	Shareholders's equity	-	0.46	-100%	Refer Note 2 below
Debt service coverage ratio	Earnings available for debt service (a)	Debt service (b)	30.03	14.24	111%	Refer Note 3 below
Return on Equity Ratio	Net profit after taxes	Shareholders's	33.58%	113.40%	-70%	Refer Note 4 below
Trade Receivables Turnover Ratio	Revenue from operations	Average trade receivables (including unbilled receivables)	1.09	1.03	6%	Refer Note 5 below
Trade payables Turnover ratio	Other expenses and Purchase	Average trade payables (including accrued expenses)	-	-	0%	NA
Net capital turnover ratio	Revenue from operations	Average working capital	0.73	2.17	-66%	Refer Note 4 below
Net Profit ratio	Net profit after taxes	Total Income	47.33%	57.63%	-18%	Refer Note 4 below
Return on capital employed	Earning before interest and taxes	Capital employed	26.69%	34.94%	-24%	Refer Note 4 below

a. Net profit after tax + Non-cash operating expenses + Interest + other adjustments like loss on sale of fixed assets etc.

b. Payment of interest, and repayment of principal

Note Reference

- The current liabilities has been reduced compared to previous year which resulted in increase of ratio
- The company has repaid the remaining 33.33% debt during the year and there are no borrowings as on 31st March 2025
- The company has repaid the debt during the year which resulted in reduction of Interest expense compared to previous year which resulted in increase of ratio
- The contracts with the customer (BSNL) has been completed during the Financial Year which resulted in decrease of revenue and Profit , due to which the ratio has decreased
- The trade receivables has been reduced compared to previous year which resulted in increase of ratio

33 The Company primarily operates in only one segment ie providing of SMS service to its customer. Hence separate disclosure under Ind AS 108 does not arise.

34 Other Matters

Information with regard to other matters specified in Schedule III to the Act for the years ended 31 March 2025 and 31 March 2024

(i) The company does not own any immovable properties accordingly, no disclosure as per Amended Schedule III is made.

(ii) The Company has no investment property, hence no disclosure is required.

(iii) The Company has not revalued Property, Plant and Equipment and Intangible assets, hence no disclosure has been made.

(iv) The Company has no Capital Work In Progress and Intangible Assets under Development, hence no disclosure has been made.

(v) The Company do not have any charges or satisfaction, which is yet to be registered with Registrar of Companies beyond the statutory period.

(vi) The Company do not have any transactions with struck off companies.

(vii) The Company has no associate, subsidiary and Joint Venture companies, accordingly no disclosure is regard compliance with No of Layers prescribed under clause 87 of Section 2 of the Companies Act is made.

(viii) The Company do not have any Benami property.

(ix) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(x) The Company has not advanced or loaned or invested funds to any other persons or entities, 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 or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(xi) The Company has not received any fund from any persons or entities, 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

(xii) The Company has not entered in any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

(xiii) There are no borrowings secured against current assets and accordingly no disclosure is required.

(xiv) The company is not declared as a wilful defaulter by any bank or financial institution or any other lender, hence no disclosure is required.

(xv) No scheme of Arrangement has been approved or pending for approval by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

(xvi) Analytical Ratios are disclosed under Note 32

35 The Customer Contracts with BSNL for providing SMS services to various banks were fully concluded during the current financial year. Consequent to the contract closure the company has performed a detailed reconcillitaion of the balances receivable and revenue from BSNL. Based on this reconcilliation the company has recognised an additional revenue of Rs. 45.78 Lakhs during the year ended 31st March 2025. These contracts have not been renewed subsequently and on account of this currently, there is no active business undertaken by the company. However, the company has sufficient cash balances to settle all the liabilities as at 31st March 2025 and liabilities estimated to arise in the next twelve months. The management is also exploring and researching on developing a technological product.

36 Previous year figures have been reclassified/regrouped to conform to this year's classification.

37 The figures has been rounded off to nearest Lakhs

For **R Subramanian & Company LLP**

Chartered Accountants

FRN: 004137S/S200041

For and on behalf of the Board of Directors

Sd/-

K. Jayasankar

Partner

M.NO: 014156

UDIN: 25014156BMOQUQ1572

Place: Chennai

Date: 28-May-2025

Sd/-

Neerad Kumar Gajula

Whole-Time Director

DIN: 06810058

Place: Hyderabad

Date: 28-May-2025

Sd/-

Vishnu Sri Ram Gurumurthy

Director

DIN: 08614445

Place: Hyderabad

Date: 28-May-2025

Sd/-

Navya Surapaneni

Chief Financial officer

Place: Hyderabad

Date: 28-May-2025

Sd/-

Shubhi Singhal

Company Secretary & Compliance Officer

Place: Hyderabad

Date: 28-May-2025