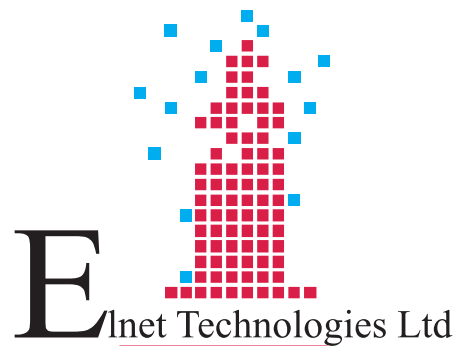


# ELNET TECHNOLOGIES LIMITED



34th ANNUAL REPORT  
**2024-25**

<b>BOARD OF DIRECTORS</b>	<b>Mr. K P Karthikeyan</b> - Chairman and Non-Executive Director
	<b>Mrs. Unnamalai Thiagarajan</b> - Managing Director
	<b>Mr. Chakkolath Ramachandran</b> - Non-Executive Director
	<b>Mr. Ravi Janakiraman</b> - Non-Executive Director
	<b>Mr. Srivathsa Desikan</b> - Non-Executive Director
	<b>Mr. Ammoor Periyar Radhakrishnan</b> - Non-Executive Director - Independent Director
	<b>Mrs. Madura Ganesh</b> - Non-Executive Director - Independent Director
	<b>Mr. Pattabhi Venkata Raman</b> - Non-Executive Director - Independent Director
	<b>Mr. Nataraj Prakash</b> - Non-Executive Director - Independent Director
	<b>Mr. Venkatesan Kumaresan</b> - Non-Executive Director
CHIEF FINANCIAL OFFICER	<b>Mr. Dhawala Srinivas Rao</b>
COMPANY SECRETARY & COMPLIANCE OFFICER	<b>Ms. Swati S Bajaj</b>
STATUTORY AUDITORS	<b>M/s. Selvam &amp; Suku,</b> Alsa Towers, 186/187 C-1, Poonamallee High Road, Dassapuram, Kilpauk, Chennai, Tamil Nadu - 600010
SECRETARIAL AUDITORS	<b>M/s. BP and Associates</b> New No.443 & 445, 5th Floor, Annexe 1, Guna Complex, Anna Salai, Teynampet, Chennai, Tamil Nadu - 600018
INTERNAL AUDITORS	<b>M/s. Ajay Kumar and Associates</b> No.09, Yaafa Complex, 4th Floor, Purasaivakkam High Road, Purasaiwakkam Chennai , Tamil Nadu - 600007
BANKERS	<b>Axis Bank Limited</b> Thiruvannamiyur, New 137 (Old No./44/1), East Coast Road (Muttukadu Road), Srinivasapuram, Thiruvannamiyur, Chennai 600041
	<b>State Bank of India</b> Industrial Finance Branch, KRM Plaza, Ground Floor, Chetpet, Chennai - 600031
	<b>Canara Bank</b> Module No.1,4, Canal BK Road, Taramani, Chennai - 600113
REGISTERED OFFICE	<b>Elnet Software City,</b> TS 140, Block No. 2 & 9, Rajiv Gandhi Salai, Taramani, Chennai 600 113 Phone: 044-22541098/22541337/22541793 Fax: 044-22541955; E-mail: elnetcity@gmail.com Website: www.elnettechnologies.com
REGISTRAR AND SHARE TRANSFER AGENTS	<b>M/s. Cameo Corporate Services Limited</b> 'Subramanian Building', 5th Floor, No.1, Club House Road, Chennai - 600002 Phone - 044- 28460390 (6lines), Fax - 044-28460129

## THIRTY FOURTH ANNUAL REPORT 2024-25

(in ₹ Lakhs)

Financial Highlights	As per IND AS								As per IGAAP		
	2024-25	2023-24	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15
Gross Revenue	3,325.30	3,442.79	3,070.86	2,722.50	2,639.61	2,911.83	2,548.69	2,588.33	2,528.69	2,414.35	2,330.04
Profit before interest and tax	2,335.46	2,421.96	1,931.75	1,743.77	1,702.13	1,553.75	1,236.11	1,255.59	1,230.48	979.78	847.39
Profits Before Tax	2,289.89	2,353.51	1,867.90	1,693.62	1,630.62	1,467.11	1,166.29	1,233.15	1,205.99	979.78	847.39
Taxation	534.67	604.33	498.41	432.27	431.93	382.18	325.11	333.25	422.51	335.17	284.69
Profits After Tax	1,755.22	1,749.17	1,369.49	1,261.35	1,198.69	1,084.93	841.18	899.9	783.48	644.61	562.7
Dividend	68.00	68.00	80.00	80.00	56.00	48.00	60.00	60.00	56.00	68.00	56.00
Dividend & Dividend Taxes	68.00	68.00	80.00	80.00	56.00	48.00	72.33	72.21	67.40	81.84	67.4
Borrowings	426.34	426.34	426.34	426.34	426.34	426.34	426.34	426.34	426.34	426.34	426.34
Networth	15625.17	13,936.09	12,263.20	10,973.85	9,685.09	8,534.49	7,521.15	6,775.84	5,912.49	5,300.44	4,737.36
Earnings per Equity Share	43.88	43.73	34.24	31.53	29.97	27.12	21.03	22.5	19.59	16.12	14.07
Dividend on Equity Share	17%	17%	20%	20%	14%	12%	15%	15%	14%	17%	14%
Debt: Equity Ratio	0.03	0.03	0.03:1	0.04:1	0.04:1	0.04:1	0.06:1	0.06:1	0.07:1	0.08:1	0.08:1
Book Value of the Company	390.63	348.40	306.58	274.35	242.13	213.36	188.03	169.40	147.81	132.51	118.43
Return on Networth/Return on Equity in %	11.23	12.55	11.17	11.49	11.80	12.15	10.22	12.22	12.11	10.62	10.46
Dividend Payout ratio	0.03:8	0.03:8	0.06:1	0.05:1	0.05:1	0.04:1	0.07:1	0.07:1	0.07:1	0.11:1	0.10:1
Dividend/Net Income - In %	3.87	3.87	5.84	6.34	4.67	4.42	7.13	6.67	7.15	10.55	9.95
Return on Capital Employed	14.55	16.84	15.22	15.30	16.83	17.34	15.55	17.43	19.41	17.11	16.41
P/E ratio	8.27	7.56	4.67	5.07	4.00	2.95	5.05	6.67	6.44	4.46	4.69

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**NOTICE TO MEMBERS CONVENING  
THE THIRTY FOURTH ANNUAL GENERAL MEETING (34<sup>th</sup> AGM)**

**NOTICE** is hereby given that the 34th Annual General Meeting ("AGM") of the members of ELNET TECHNOLOGIES LIMITED ("the company") will be held on **Tuesday, the 9th day of September 2025 at 11:30 A.M.** Indian Standard Time ('IST') through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses

**ORDINARY BUSINESS:**

**1. ADOPTION OF FINANCIAL STATEMENTS:**

To consider and pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** the audited financial statements of the Company for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors and the Statutory Auditors thereon be and are hereby received, considered and adopted."

**2. TO DECLARE A FINAL DIVIDEND OF RS. 1.90/- PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025:**

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

**"RESOLVED THAT** a final dividend of Rs. 1.90/- per equity Share of Rs. 10.00/- each be declared for the financial year ended March 31, 2025, and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on **Monday, September 1st, 2025**, being the record date fixed for this purpose."

**3. RE-APPOINTMENT OF MR. SRIVATHSA DESIKAN (DIN: 08205725) WHO RETIRES BY ROTATION AS A DIRECTOR:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), Mr. Srivathsa Desikan (DIN: 08205725) 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."

**4. RE-APPOINTMENT OF MR. VENKATESAN KUMARESAN (DIN: 10646507) WHO RETIRES BY ROTATION AS A DIRECTOR:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules thereunder (including any Statutory modification(s) or re- enactment thereof for the time being in force), Mr. Venkatesan Kumaresan (DIN: 10646507) 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.”

**SPECIAL BUSINESS:**

**5. TO APPOINT M/S. BP & ASSOCIATES, COMPANY SECRETARIES (PEER REVIEW NO: P2015TN040200) AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF 5 CONSECUTIVE YEARS FROM FY 2025-26:**

To consider the appointment of M/s. BP & Associates, company secretaries (PEER REVIEW NO: P2015TN040200) as the secretarial auditors of the company at the 34<sup>th</sup> annual general meeting for a term of 5 consecutive years from April 01, 2025 to March 31, 2030 including the manner in which the remuneration and other terms of appointment of the Secretarial Auditors shall be fixed and, in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with Circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder [including any Notice of 34<sup>th</sup> AGM and statutory modification or re-enactment thereof for the time being in force] and in accordance with the recommendation of the Board of Directors of the Company, M/s. BP & Associates, a firm of Company Secretaries in practice, (PEER REVIEW NO. P2015TN040200) be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 consecutive years, to conduct the Secretarial Audit of five consecutive financial years from the FY 2025-26 till FY 2029-30 and to issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term, at a remuneration to be determined by the Board of Directors of the Company from time to time in consultation with the Secretarial Auditor of the Company.

## THIRTY FOURTH ANNUAL REPORT 2024-25

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**RESOLVED FURTHER THAT** to give effect to the above resolution, the Managing Director of the Company Mrs. Unnamalai Thiagarajan (DIN no: 00203154) is hereby authorized to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary in this regard"

By order of the Board of Directors  
For **Elnet Technologies Limited**

Sd/-

**Swati S. Bajaj**  
Company Secretary & Compliance Officer  
M. No. A59031

Place: Chennai  
Date: July 22, 2025

**Registered Office:**

Elnet Software City,  
TS 140, Block No.2 & 9,  
Rajiv Gandhi Salai, Taramani,  
Chennai - 600 113  
Phone : +91-44-04422541098, Fax: +91-44-2254 1955  
e-mail : elnetcity@gmail.com  
Website : www.elnettechnologies.com  
CIN : L72300TN1990PLC019459

### IMPORTANT NOTES:

1. The details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Item Nos. 3, 4 & 5 of the above notice is annexed hereto.
2. The Ministry of Corporate Affairs ('MCA') has, vide its General Circular No. 09/2024 dated September 19, 2024 in relation to Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') read with Circular 20/2020 dated May 5, 2020, No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, issued by the ('MCA') (hereinafter collectively referred to as 'MCA Circulars') allowed the companies to conduct their Annual General Meetings to be held on or before September 30, 2025 through VC / OAVM, without the physical presence of the Members at a common venue by following the guidelines specified in the said MCA Circulars. Further, Securities and Exchange Board of India ('SEBI'), vide its circulars May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'). In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the 34th Annual General Meeting which is scheduled to be held on Tuesday, the 09th day of September 2025 at 11:30 A.M.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the 34th AGM. For this purpose, the Company has entered an arrangement with Central Depository Services (India) Limited (CDSL), as the authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e- voting system on the date of the AGM will be provided by CDSL.



4. In terms of the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 34th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 34th AGM through VC/ OAVM facility and e-Voting during the 34th AGM and since the 34th AGM is being held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
5. Members desiring to exercise their vote are requested to carefully follow the instructions in the notes under section “The Instruction for the members for remote e-voting” appended with this Notice and cast their votes not later than 5:00 P.M. (IST) on Monday, September 8th, 2025, failing which it will be strictly considered that no vote has been received from the members.
6. **The Register of Members will remain closed from Tuesday, September 2, 2025, to Tuesday, September 9, 2025 (both days inclusive), and Monday, September 1, 2025, shall be the cut-off date (i.e., record date) as on which the right of voting of the Members shall be reckoned. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.**
7. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in dematerialized form and with the Company in case the shares are held by them in physical form.
8. Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the company would be transferring the seven years unpaid/ unclaimed dividend with respect to the dividend declared in the Financial Year 2017-18 within 30 days from the **cut-off date i.e., Saturday, 06th September 2025**. As per the provisions, the 3 (Three) months prior intimation to the eligible shareholders via newspapers advertisement has given and the same has been updated on the website of the Company [www.elnettechnologies.com](http://www.elnettechnologies.com)

As on March 31, 2025, following number of dividends remained unclaimed:

Financial Year for which dividend declared	Date of Declaration of Dividend	7 Years from the date of transfer to Unpaid Dividend Account	Unpaid/ Unclaimed Dividend Amount as on 31.03.2025 (In Rs.)
2017-18	09.08.2018	06.09.2025	2,28,446.00
2018-19	09.08.2019	11.09.2026	2,11,407.00
2019-20	28.09.2020	30.10.2027	1,62,104.20
2020-21	28.07.2021	30.08.2028	1,98,497.66
2021-22	07.09.2022	10.10.2029	2,62,540.00
2022-23	09.09.2023	11.10.2030	2,36,133.00
2023-24	29.07.2024	31.08.2031	1,51,631.00
<b>Total</b>			<b>14,50,758.86</b>

#### 9. TDS on Dividend:

According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by Thursday **September 4<sup>th</sup>, 2025 (up to 5:00 pm) (i.e., at least 4 days before AGM)** enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2024-25 does not exceed Rs. 5,000/- and in cases where members provide Form 15G/Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders and Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil with holding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member if they are more beneficial to them.

**FOR THIS PURPOSE, I.E., TO AVAIL THE BENEFITS UNDER THE DTAA, NON-RESIDENT SHAREHOLDERS WILL HAVE TO PROVIDE THE FOLLOWING:**

- i) Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member.
- ii) Copy of Tax Residency Certificate (TRC) for the FY 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- iii) Self-declaration in Form 10F.
- iv) Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.
- v) Self-declaration of beneficial ownership by the non-resident shareholder.
- vi) Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities.
- vii) Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

- 10. Members holding shares in physical form and desirous of making/updating Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents, Cameo Corporate Services Ltd. These forms are also available on the Company's website [www.elnettechnologies.com](http://www.elnettechnologies.com) under Investor Relations section. Members holding shares in dematerialised form should make/update their nomination with their Depository Participants.
- 11. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

12. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on 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.
13. 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.
14. **INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
  - I) The voting period begins on Thursday, September 04th, 2025, at 9.00 A.M. and ends on Monday, September 08th 2025, at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e., record date) of Monday 1st of September, 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 the 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 facility 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:

IV) 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 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 is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in DEMAT mode with <b>CDSL Depository</b>	i) 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab
	ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see 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 is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	iii) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.
	iv) Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN No. from a e- Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the DEMAT Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual shareholders holding securities in DEMAT mode with <b>NSDL Depository</b>	<p>i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 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 &amp; voting during the meeting.</p> <p>ii) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit DEMAT account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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 &amp; voting during the meeting.</p>

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders (holding securities in DEMAT mode) login through their <b>Depository Participants (DP)</b>	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 option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on 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.

**IMPORTANT NOTE:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in DEMAT mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 18001020990 and 1800224430

**STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.**

**V. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in DEMAT form:**

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on "Shareholders" module.
- c. Now enter your User ID:
  - i. For CDSL: 16 digits beneficiary ID
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in DEMAT form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- f. If you are a first-time user, follow the steps given below:

<b>FOR PHYSICAL SHAREHOLDERS AND OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT.</b>	
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"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company or Registrar and Share Transfer Agent Contact: 044-40020728, Email Id: <a href="mailto:kandhimathi@cameoindia.com">kandhimathi@cameoindia.com</a></li> </ul>
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"> <li>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 as mentioned in instruction.</li> </ul>

- VI. After entering these details appropriately, click on "SUBMIT" tab.
- VII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatory 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.
- VIII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- IX. Click on the EVSN for the relevant <ELNET TECHNOLOGIES LIMITED> on which you choose to vote.



- X. 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.
- XI. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XII. 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.
- XIII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XIV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XV. 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 and enter the details as prompted by the system.
- XVI. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- XVII. 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](http://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](mailto: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 delink in case of any wrong mapping.
  - 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 Scrutinizer and to the Company at the email address viz; elnetcity@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e- voting system for the scrutinizer to verify the same.

**15. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- 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 Aadhaar Card) by email to kandhimathi@cameoindia.com (RTA)
- For DEMAT shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- 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.

**16. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM 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 AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**17. NOTE FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:**

- i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iv) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v) 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.
- vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 6 days prior to meeting mentioning their name, DEMAT account number/folio number, email id, mobile number at [elnetcity@gmail.com](mailto:elnetcity@gmail.com) (company); [kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com) (RTA).
- vii) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 6 days prior to meeting mentioning their name, DEMAT account number/folio number, email id, mobile number at [elnetcity@gmail.com](mailto:elnetcity@gmail.com) (company); [kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com) (RTA). These queries will be replied to by the company suitably by [elnetcity@gmail.com](mailto:elnetcity@gmail.com) (Company's Email).
- viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**18. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) Only those shareholders, who are present in the AGM 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 AGM.

- iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.
- iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- v) In case 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800225533.

**Important Note:** 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](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800225533

- 19. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (i.e., Record Date) of **Monday, 1st of September, 2025.**
- 20. Dividend on equity shares, if declared at the Meeting, will be credited/dispatched within the timeline specified in the respective rules to those members whose name appears in the Company Register of Members as on cut-off date (i.e., Record Date) **Monday, 1st of September, 2025.**
- 21. The Board of Directors has appointed M/s. BP & Associates, Practicing Company Secretaries, New No. 443 & 445, 5th Floor, Annexe 1, Guna Complex, Anna Salai, Teynampet, Chennai-600018 as the Scrutinizer (entity id: 83104) for conducting the e-voting process in a fair and transparent manner.
- 22. The Statutory Registers and documents in accordance with the Companies Act, 2013 will be available for inspection in electronic mode.
- 23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

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24. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.elnettechnologies.com](http://www.elnettechnologies.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed i.e., [www.bseindia.com](http://www.bseindia.com).

By order of the Board of Directors  
For **Elnet Technologies Limited**

Sd/-

**Swati S. Bajaj**  
Company Secretary & Compliance Officer  
M. No. A59031

Place: Chennai  
Date: July 22, 2025

**Registered Office:**

Elnet Software City,  
TS 140, Block No.2 & 9,  
Rajiv Gandhi Salai, Taramani,  
Chennai - 600 113  
Phone: +91-44-2254 1098, Fax: +91-44-2254 1955  
e-Mail: [elnetcity@gmail.com](mailto:elnetcity@gmail.com)  
Website: [www.elnettechnologies.com](http://www.elnettechnologies.com)  
CIN: L72300TN1990PLC019459

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### **ITEM NO. 5**

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years. The said Regulation 24A was amended w.e.f. December 13, 2024 vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 and further provides that an Individual can be appointed as Secretarial Auditor for not more than one term of five consecutive years subject to obtaining shareholders' approval.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on May 13, 2025, subject to the approval of the members of the Company approved the appointment of M/s. BP & Associates, Practicing Company Secretaries (Peer Review Certificate No. P2015TN040200), Chennai, as the Secretarial Auditors of the Company for a period of five consecutive years to hold office of the Secretarial Auditor from FY 2025-26 till FY 2029-30.

M/s. BP & Associates specializes in Consulting, Advisory, and Transactional services, catering to top-listed entities, non-banking institutions, SMEs, and startups. They have a team of skilled professionals ensuring seamless execution of regulatory and transactional processes.

The Board believes that the experience of M/s. BP & Associates in conducting of the Secretarial Audit of listed companies and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the Act, Securities and Exchange Board of India Act, 1992 and other applicable laws.

Based on the experience of M/s. BP & Associates, the Board recommends their appointment as Secretarial Auditors of the Company seeking further approval of the Members by passing of the Ordinary Resolution set out at Item No. 5 of this Notice.

M/s BP & Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s BP & Associates for conducting the secretarial audit for the financial year ending March 31, 2025, is Rs.1,25,000/- (Rupees One Lakh Twenty-Five Thousand only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee.

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Accordingly, the consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at this item.

**Annexure to the Notice of 34th Annual General Meeting scheduled to be held on Tuesday, the 09th day of September 2025 at 11:30 A.M. Indian Standard Time ('IST') through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")**

### **ITEM NO: 3 & 4:**

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 34TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) ARE GIVEN BELOW:

Name of Director	Mr. VENKATESAN KUMARESAN	Mr. SRIVATHSA DESIKAN
DIN	10646507	08205725
Date of Birth & Age	01-06-1967 & 58	12-09-1989 & 35
Nationality	Indian	Indian
Qualification	CMA (Cost and Management Accountant)	B.Com, Master's in Social Work (Human Resource) and CS (Company Secretary).
Experience and Expertise in specific functional areas	<b>Mr. Venkatesan Kumaresan</b> has over 24 years of experience in finance and audit. He currently serves as General Manager (Finance and Accounts) at Electronics Corporation of Tamil Nadu Limited, bringing deep expertise in financial management and control.	<b>Mr. Srivathsa Desikan</b> is the member of The Institute of Company Secretaries of India (ICSI). He has an expertise in Corporate Compliances, Governance and Sustainability of the Company.
Date of Appointment at current designation/ Date of first appointment on the Board	29-05-2024	09-08-2018

<b>Terms of Appointment / Re-appointment</b>	Liable to retire by rotation and sought reappointment.	Liable to retire by rotation and sought reappointment.
<b>Remuneration sought to be paid</b>	No remuneration except – Sitting Fees	No remuneration except – Sitting Fees
<b>Remuneration last drawn for the FY 2024-2025</b>	Rs. 0.77 lacs sitting fees paid for the Meetings attended during the Financial Year 2024-25. Other than sitting fees no remuneration was paid.	Rs. 0.28 lacs sitting fees paid for the Meetings attended during the Financial Year 2024-25. Other than sitting fees no remuneration was paid.
<b>Shareholding in this company</b>	NIL	NIL
<b>Relationship with directors, Manager &amp; KMP</b>	NA	NA
<b>No of Board Meetings held and attended during the Financial Year</b>	4/4	4/4
<b>Name(s) of other entities in which holding of directorship</b>	<ul style="list-style-type: none"> <li>• DCL Software Limited</li> <li>• Tidel Park Coimbatore Limited</li> </ul>	<ul style="list-style-type: none"> <li>• DCL Software Limited</li> <li>• Intwel Technologies Limited</li> <li>• Tidel Park Coimbatore Limited</li> <li>• Ravichandra Systems and Computer Services Private Limited</li> <li>• Kody Teck Limited</li> <li>• A G T Electronics Limited</li> </ul>
<b>Chairpersonship/ Membership in committees of other Entities</b>	Not Applicable	Not Applicable

By order of the Board of Directors  
For **Elnet Technologies Limited**

Sd/-

**Swati S. Bajaj**

Company Secretary & Compliance Officer

M. No. A59031

Place: Chennai

Date: July 22, 2025



**BOARD'S REPORT****To the Members of Elnet Technologies Limited**

Dear Member,

Your directors are pleased to present the 34th Annual Report, along with the Annual Audited Financial Statements of your Company, for the Financial Year ended March 31, 2025.

**FINANCIAL HIGHLIGHTS**

The Financial Performance of your company is stated hereunder:

(₹ In Lakhs)

S.NO	PARTICULARS	2024-25	2023-24
1.	Revenue from operations	2,303.00	2,614.97
2.	Other income	1,022.29	827.82
3.	Total revenue	3325.30	3,442.79
4.	Expenses	1,035.41	1,089.28
5.	Profit before exceptional items and tax	2,289.89	2,353.51
6.	Exceptional items	0.00	0.00
7.	Profit before tax	2289.89	2,353.51
8.	Tax expense	534.67	604.33
9.	Profit for the period	1755.22	1,749.18
10.	Other comprehensive income, net of income tax	1.39	2.77
11.	Total comprehensive income for the period	1756.61	1,751.95
12.	Earnings per share	43.88	43.73

**PERFORMANCE OF THE COMPANY****STATE OF THE COMPANY'S AFFAIRS:**

During the Financial Year 2024 - 25, there was no significant change in the business model of the company.

**DIVIDEND**

The Board of Directors at their meeting held on Tuesday, July 22, 2025, is pleased to recommend a final dividend of 19% i.e., Rs. 1.90/- on the Equity Shares of the Company for the Financial

Year ended March 31, 2025. The dividend, if approved by the Shareholders will be paid within the statutory period to all those equity shareholders whose names appear on the Register of Members of the Company as on Monday, September 01, 2025, being the record date.

Pursuant to the Income-Tax Act, 1961, dividend income is taxable in the hands of the Shareholders and the Company is required to deduct tax at source from such dividend at the prescribed rates. A separate communication providing detailed information and instructions with respect to tax on the Final Dividend for the Financial Year ended March 31, 2025, is being sent to the Shareholders.

### **SHARE CAPITAL:**

During the Financial Year under review, your Company has not issued any type of shares. Hence there is no change in the share capital of the company.

### **TRANSFER TO RESERVES:**

The Company retained the entire surplus in the Profit and Loss Account and hence no transfer to the General Reserve was made during the Financial Year.

### **TRANSFERS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Pursuant to Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of Seven Consecutive Years from the date of transfer to unpaid dividend account. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed for Seven Consecutive Years or more shall also be transferred to the DEMAT account of IEPF Authority.

Transfer of Unpaid/Unclaimed Dividend Amount/Shares pertaining to the dividend declared in the Financial Year ended March 31, 2018, to Investor Education and Protection Fund (IEPF).

The due date for transfer of Unpaid/Unclaimed Dividend Amount and corresponding Shares for the dividend declared during the Financial Year ended 31st March 2018, is September 06th, 2025. In compliance with the provision, during the Financial year 2024-25 the Company had sent intimation to the eligible shareholders and had also issued advertisement in the newspaper seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more for the dividend declared during the Financial Year ended March 31st, 2018. Accordingly, after the expiry of the due date for claiming the unpaid/unclaimed dividend, the Company will transfer such unpaid or unclaimed dividends along with the corresponding shares for the Financial Year ended 31st March 2018, to IEPF authority.

Details of shares/shareholders in respect of which dividend has not been claimed, are available on the website of the company [www.elnettechnologies.com](http://www.elnettechnologies.com) (Investors/ Compliances/ Unpaid

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Dividend Data/year 2025). Members are requested to ensure that they claim the dividends and shares referred to above before they are transferred to the said Fund.

Members/claimants whose shares, and/or unclaimed dividend, have been transferred to the IEPF DEMAT Account or the Fund, as the case may be, may claim the shares or apply for refund of dividend by making an application to the IEPF Authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. The Member/claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

### CASH FLOW STATEMENT:

In compliance with the provisions of Section 134 of the Companies Act, 2013 and Regulation 34(2)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Cash flow statement for the Financial Year ended March 31, 2025, forms part of this Annual Report.

### NUMBER OF MEETINGS OF THE BOARD & COMMITTEES:

The Board of Directors met 04 (Four) times during the Financial Year ended March 31, 2025. i.e., 29th May, 2024, 29th July, 2024, 14th November 2024, 13th February, 2025.

The gap between the Board meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details regarding attendance of directors at the Board Meetings and the particulars of meeting of all Committees held during the Financial Year ended March 31, 2025, are given in the Corporate Governance report forming part of this Annual Report.

### PASSING OF BOARD RESOLUTION BY CIRCULATION:

During the Financial Year 2024-25, the Board of Directors of the Company passed the following resolutions by circulation:

1. Appointment of Mr. Pattabhi Venkata Raman(DIN: 10755620) and Mr. Nataraj Prakash (DIN: 10762549) as a Non- Executive Additional Director designated as Independent Directors with effect from Friday, September 06, 2024 through a Circular Resolution.
2. Reconstitution of following committees approved by Circular Resolution passed on September 06, 2024

Mr. Nataraj Prakash was appointed as a member of the Corporate Social Responsibility (CSR) Committee with effect from September 06, 2024.

- i) Audit Committee
- ii) Stakeholder Relationship Committee
- iii) Nomination and Remuneration Committee

- iv) Corporate Social Responsibility Committee
- v) Share Transfer Committee

3. Resolution by Circulation dated March 29, 2025, for appointment of Mrs. Madura Ganesh (DIN: 02456676) as an Additional Director in the category of Independent Director, pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013.

### **AUDIT COMMITTEE:**

Pursuant to Section 177(8) of the Companies Act 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted an Audit Committee. The particulars of the Composition of the Audit Committee, meetings held during the financial year and other particulars have been detailed in the Corporate Governance Report forming part of this Annual Report.

### **DETAILS OF RECOMMENDATIONS OF AUDIT COMMITTEE WHICH WERE NOT ACCEPTED BY THE BOARD ALONG WITH REASONS:**

The Audit Committee generally makes certain recommendations to the Board of Directors of the Company during their meetings held, to consider any financial results (Unaudited and Audited) and such other matters placed before the Audit Committee as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time. For the Financial Year 2024-25, the Board of directors has considered all the recommendations made by the Audit Committee and has accepted and carried on the recommendations suggested by the Committee to its satisfaction. Hence there are no recommendations unaccepted by the Board of Directors of the Company during the Financial Year under review.

### **CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

### **CHANGE IN DIRECTORS – APPOINTMENT/REAPPOINTMENT, CHANGE IN DESIGNATION AND RESIGNATION:**

During the Financial Year ended March 31, 2025, pursuant to the Articles of Association of the Company and reference to the resolution passed at the Meeting of Board of Directors are detailed below:

### **APPOINTMENT:**

- a) Appointment of Mr. Dr. K P Karthikeyan (DIN:08218878) in the Board meeting held on 13th May, 2025 with effect from 18th February, 2025.
- b) Appointment of Mr. Madura Ganesh (DIN: 02456676) as Additional Independent Director by way of Circular Resolution dated March 29, 2025 passed by the board of directors.

## THIRTY FOURTH ANNUAL REPORT 2024-25

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- c) Appointment of Mr. Pattabhi Venkata Raman (DIN: 10755620) as Additional Independent Director with effect from 06th September, 2024 by way of circular resolution.
- d) Appointment of Mr. Nataraj Prakash (DIN: 10762549) as Additional Independent Director with effect from 06th September, 2024 by way of circular resolution.
- e) Appointment of Mr. Venkatesan Kumaresan (DIN: 10646507) as Additional Independent Director with effect from 29th May, 2024.
- f) Appointment of Mr. Praveen Prabhakaran Nair (DIN: 07923959) as Chairman and Non-Executive Additional Director with effect from 29th May, 2024.
- g) Appointment of Mr. Ramu Kannan (DIN: 08562787) as Chairman and Non-Executive Additional Director with effect from 29th July, 2024.

### RESIGNATION:

- a) Mr. Gangadaran Chellakrishna (DIN: 01036398) resigned from the Board of the Company w.e.f. 22nd April, 2024. The Board extends its sincere gratitude for his services and support during his tenure as Non-Executive Independent Director
- b) Mr. Kirubanandan (DIN: 08952166) resigned from the Board of the Company w.e.f. 02nd May, 2024 The Board extends its sincere gratitude for his services and support during his tenure as Non-Executive Director
- c) Mr. Aneesh Sekhar Somasekharannair (DIN: 07887010) resigned from the Board of the Company w.e.f. May 24, 2024. The Board extends its sincere gratitude for his services and support during his tenure as Chairperson and Non-Executive Director.
- d) Mr. Praveen Prabhakar Nair (DIN: 07923959) resigned from the Board of the Company w.e.f. 23rd July, 2024 The Board extends its sincere gratitude for his services and support during his tenure as Chairman and Non-Executive Additional Director.
- e) Mr. Govindasamy Senrayaperumal (DIN: 01458026) resigned from the Board of the Company w.e.f. 29th July, 2024 The Board extends its sincere gratitude for his services and support during his tenure as Non-Executive Independent Director.
- f) Mr. Kadher Mohideen Kasim (DIN: 02959356) resigned from the Board of the Company w.e.f. 29th July, 2024 The Board extends its sincere gratitude for his services and support during his tenure as Non-Executive Independent Director.
- g) Mr. Ganapathi Ramachandran (DIN: 00103623) resigned from the Board of the Company w.e.f. 29th July, 2024 The Board extends its sincere gratitude for his services and support during his tenure as Non-Executive Independent Director.

- h) Mr. Karthik Seshadri Harikrishnan (DIN: 00203319) resigned from the Board of the Company w.e.f. 29th July, 2024. The Board extends its sincere gratitude for his services and support during his tenure as Non-Executive Independent Director.

### **RETIRE BY ROTATION:**

Pursuant to Section 152(6)(c) of the Companies Act, 2013, Mr. Ravi Janakiraman (DIN: 00042953) and Mr. Chakkolath Ramachandran (DIN: 00050893) retired by rotation at the 33rd Annual General Meeting of the Company held on Saturday, September 25, 2024, and being eligible and willing, were re-appointed.

### **CHANGE IN KEY MANAGERIAL PERSONNEL:**

There were following changes in Key Managerial Personnel in the Company during the Financial Year March 31, 2025.

- Resignation of Mr. Ritesh Shivkumar Mishra from the post of Company Secretary and Compliance Officer (Membership No. A63025) with effect from 13th February, 2025.
- Resignation of Mrs. Duraisamy Indumathi from the post of Chief Financial Officer (CFO) of the Company with effect from 14th November, 2024.
- Appointment of Mr. D. Srinivas Rao, as the Chief Financial Officer (CFO) of the Company with effect from, 14th November, 2024.

### **ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3) (a) of the Companies Act, 2013, the Annual Return as per the provisions of Section 92 (3) of the Companies Act, 2013 can be viewed on the website of the Company [www.elnettechnologies.com](http://www.elnettechnologies.com)

### **INDEPENDENT DIRECTORS' DECLARATION:**

The Company has received declarations from all the Independent Directors on the board of the Company at on the end of Financial Year 2024 - 25 confirming that they continue to meet with the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 25 & 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made under thereto.

In the opinion of the Board, all the Independent Directors are persons of integrity and are experts in various fields of Finance, Law, Technology, Engineering and Commerce and have more than 20 years of vast experience. All the Independent Directors of the Company have complied with the provision of Section 150 of the Companies Act, 2013.

Hence in the opinion of the Board all the Independent Directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management.

### **CORPORATE GOVERNANCE REPORT:**

Pursuant to Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule-V thereof, the report on Corporate Governance and the certificate of Practicing Company Secretaries regarding compliance with the conditions of Corporate Governance has been furnished in the Annual Report as ANNEXURE-VI and forms part of the Annual Report.

### **MANAGEMENT DISCUSSION & ANALYSIS:**

Pursuant to Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule-V thereof, the Management Discussion and Analysis report has been annexed to the Boards Report as ANNEXURE-IV and forms part of the Annual Report.

### **COMPLIANCE WITH CODE OF CONDUCT:**

A code of conduct has been adopted by the company, the Board of Directors and the Senior Management personnel. The said Code of Conduct can be accessed on the website of the company, i.e., [www.elnettechnologies.com](http://www.elnettechnologies.com). As of March 31, 2025, every member of the Board and every member of senior management has confirmed that they are in conformity with the Code.

As required under Regulation 34(3) and Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a declaration from Mrs. Unnamalai Thiagarajan, Managing Director of the Company to this effect is annexed to the report on Corporate Governance which forms part of this Annual Report.

### **LISTING OF SHARES:**

The equity shares of the Company are listed on the Stock Exchange viz., BSE Limited (BSE). The Company has paid the applicable annual listing fees to the Stock Exchanges within the stipulated time.

### **DEMATERIALISATION OF EQUITY SHARES:**

As on March 31, 2025, 39,06,385 numbers of equity shares are held in dematerialized form, which constitutes 97.66% of total shareholding. The Company urges its shareholders to dematerialize the remaining physical shares also at the earliest.

### **ACCEPTANCE OF DEPOSITS:**

During the Financial Year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning or end of the Financial Year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of

details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Sections 134(3) (c) and 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the Financial Year ended March 31, 2025, the Board of Directors hereby confirms that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures wherever applicable.
- b) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of your Company as of March 31, 2025, and of the profit of your Company for the year ended on that date.
- c) The Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a 'Going Concern' basis.
- e) The Directors have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

In compliance with the requirements of Section 135 and Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Board of Directors have framed a policy on CSR as recommended by the CSR committee duly constituted and the said policy is available on the Company's website [www.elnettechnologies.com](http://www.elnettechnologies.com). The composition and terms of reference of the CSR Committee are detailed in the Corporate Governance Report forming part of this Annual Report.

The disclosure on Corporate Social Responsibility initiatives during the Financial Year has been provided in ANNEXURE-III, which forms part of this Annual Report.

### **STATUTORY AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. Selvam & Suku, Chartered Accountants,



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Chennai, were appointed as Statutory Auditors of your Company in the 31st Annual General Meeting of the Company for a term of 5 years till the conclusion of 36th Annual General Meeting.

The Annual Accounts of the Company including its Balance Sheet, Statement of Profit and Loss and Cash Flow Statement including the Notes and Schedules to the Accounts have been audited by M/s. Selvam & Suku, Chartered Accountants, Chennai.

The Independent Auditors Report given by the Auditors on the financial statements of the Company forms part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report which requires any explanation/ comments by the Board.

### SECRETARIAL AUDITOR:

Pursuant to the Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board of Directors had appointed M/s. BP & Associates, Practicing Company Secretaries, Chennai as the Secretarial Auditors of the Company for conducting the Secretarial Audit for the Financial Year 2024-25.

S.No	Remarks from Secretarial Auditor	Board Comments
1.	<p>During the period under review, the Company has not complied with the following Regulation as prescribed under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015:</p> <ul style="list-style-type: none"><li>• Regulation 17(1)– Non - compliance with the requirement pertaining to the composition of the Board.</li><li>• Regulation 18(1)– Non-Compliance with the constitution of Audit Committee.</li></ul>	<p>The Board of Directors acknowledges the non-compliance with Regulation 17(1) and Regulation 18(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to the composition of the Board and the Audit Committee during the period under review.</p> <p>In order to regularize the non-compliances, the Company has paid the penalty levied by the Stock Exchange in accordance with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/PoD2/CIR/P/120 dated November 11, 2024. Further, the Company has appointed an Independent Director to ensure compliance with Regulations 17(1) and 18(1) prior to the end of the financial year. The Board confirms that an Independent Director was appointed prior to the closure of the financial year to ensure compliance with the aforesaid regulations.</p>

2.	During the period under review, there were instances of delay in intimating the stock exchange in compliance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Additionally, there were delays in filing certain forms with the Ministry of Corporate Affairs (MCA).	The Board of Directors confirms that corrective actions have been taken to streamline the Company's compliance procedures and to ensure timely disclosures and statutory filings going forward.
3.	During the period under review, it has been observed that the Company has not filed Form DIR-12 in respect of the changes in the Directorship of Mr. Praveen Prabhakaran Nair (DIN: 07923959) as a Chairman and Non-Executive Additional Director of the Company.	The Board of Directors regrets the non-filing of Form DIR-12 for the appointment of Mr. Praveen Prabhakaran Nair as Chairman and Non-Executive Additional Director. Necessary steps have been taken to rectify the same.

Apart from the above-mentioned remarks, the Secretarial Audit Report for the Financial Year 2024-25 does not contain any other remarks, adverse qualifications, reservations, or disclaimers that require further explanation or comments from the Board. The Secretarial Audit Report is included in this Annual Report and is annexed as **ANNEXURE-V**.

### INTERNAL AUDITOR:

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and all other applicable provisions (including any amendment thereto) if any of the Companies Act, 2013, M/s. Ajay Kumar and Associates, Chartered Accountants, Chennai were appointed as the Internal Auditors of the Company for the Financial Year 2024-25.

The audit conducted by the Internal Auditors is based on an internal audit plan, which is reviewed each quarter in consultation with the Audit Committee. These audits are based on risk-based methodology and inter alia involve the review of internal controls and governance processes, adherence to management policies and review of statutory compliances. The Internal Auditors share their findings on an ongoing basis during the financial year for corrective action. The Audit Committee oversees the work of Internal Auditors.

### COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS:

During the Financial Year 2024-25, your Company has complied with applicable Secretarial Standards, namely SS-1 & SS-2 issued by the Institute of Company Secretaries of India.

**PARTICULARS OF EMPLOYEES:**

The information as required under the provisions of Section 197(12) of the Companies Act, 2013 and read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in ANNEXURE – I attached herewith which forms part of this report.

The statement containing such particulars of employees as required in terms of the provisions of Section 197(12) of the Act read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of the Annual Report.

**CONSERVATION OF ENERGY/TECHNOLOGY ABSORPTION/FOREIGN EXCHANGE EARNINGS AND OUTGO:****A. CONSERVATION OF ENERGY:**

Steps taken or impact on conservation of energy	The operations of the Company are not energy intensive. However, wherever possible, the Company strives to curtail the consumption of energy on a continuing basis.
Steps taken by the company for utilizing alternate sources of energy	
Capital investment on energy conservation equipment's	

**TECHNOLOGY ABSORPTION:**

Efforts made towards technology absorption	Not Applicable
Benefits derived like product improvement,	
Expenditure on Research & Development if any	
Details of technology imported if any	
Year of import	
Whether imported Absorbed	
Areas where absorption of imported technology has not taken place, if any	

**B. FOREIGN EXCHANGE EARNING AND OUTGO:**

Particulars	Amount (In Lakhs)
Total Foreign exchange earned	NIL
Total Foreign exchange outgo	NIL

**ANNUAL BOARD EVALUATION AND FAMILIARIZING PROGRAMME:**

The Board has carried out an annual evaluation of its own performance, the directors and Committees of the Board based on the guidelines formulated by the Nomination &

Remuneration Committee under Self- evaluation method. Board composition, quality and timely flow of information, frequency of meetings, and level of participation in discussions were some of the parameters considered during the evaluation process. A note on the familiarizing programme adopted by the Company for the orientation and training of the Directors and the Board evaluation process undertaken in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Corporate Governance Report which forms part of this Report. Further, the Independent Directors of the Company met once during the Financial Year on February 13th , 2025, to review the performance of the Non- Executive Directors, Chairman of the Company and performance of the Board as a whole. Details regarding the familiarization programme are also available on the website of the Company.

**AS PER THE SEBI CIRCULAR SEBI/HO/CFD/CMD/CIR/P/2018/79 DATED 10TH MAY 2018, THE FOLLOWINGS DETAILS ARE BEING PROVIDED ON BOARD EVALUATION:**

Observations of board evaluation carried out for the Financial Year.	There were no observations arising out of board evaluation during the year as the evaluation indicates that the Board has functioned effectively within its powers as enumerated under the Companies Act, 2013 and in consonance with the Articles of Association of the Company.
Previous year's observations and action taken.	There were no observations during the previous year warranting any action.
Proposed actions based on current Financial Year observations.	As there were no observations, the action to be taken does not arise.

**NOMINATION AND REMUNERATION POLICY:**

The Company believes that a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilizing different skills, qualifications, professional experience, and knowledge of the Board members necessary for achieving sustainable and balanced development. Accordingly, the Board, based on the recommendation of the Nomination and Remuneration Committee has formulated a policy on Director's appointment, remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy covers the appointment, including criteria for determining qualification, positive attributes, independence and remuneration of its Directors, Key Managerial Personnel and Senior Management Personnel. The key highlights of the policy forms part of this Report. The Nomination and Remuneration Policy may be accessed on the Company's website at <https://www.elnettechnologies.com/Document/Nomination-And-Remuneration-Policy.pdf>

**AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY:**

The Company has formulated the Nomination and Remuneration Policy in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy governs the criteria for deciding the remuneration for Directors and Key Managerial Personnel. It is affirmed that the remuneration to Directors and Key Managerial Personnel is being fixed based on the criteria and parameters mentioned in the above-mentioned policy of the Company.

**BOARD DIVERSITY:**

The Company recognizes and values the importance of a diverse board as part of its corporate governance and success. The Company believes that a truly diverse Board will leverage differences in ideas, knowledge, thought, perspective, experience, skill sets, age, ethnicity, religion, and gender, which will go a long way in retaining its competitive advantage.

**ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

Pursuant to Section 177(9) of the Companies Act 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a whistle blower mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected frauds or violation of the Company's code of conduct and ethics. The Audit Committee oversees the functioning of Whistle Blower Policy. The Whistle Blower Policy covering all the employees and directors is available in the Company's website at <https://www.elnettechnologies.com/Document/Vigil-Mechanism-Policy-and-Whistle-Blower-Policy.pdf>

**PARTICULARS OF LOANS, INVESTMENT OR GUARANTEES:**

The Company has not given any loans or guarantees covered under the provision of Section 186 of the Companies Act, 2013. The details of the investments made by the Company are given in the notes for the financial statements which form part of this Annual Report.

**RISK MANAGEMENT POLICY:**

Pursuant to section 134(3)(n) of the Companies Act, 2013 the Company has framed Risk Management Policy which lays down the framework to define, assess, monitor, and mitigate the business, operational, financial, and other risks associated with the business of the Company. The Company has been addressing risks impacting the Company in the Management Discussion and Analysis Report which forms part of this Annual Report.

During the Financial Year the Company has not identified any element of risk which may threaten the existence of the Company.

## **DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has Internal Complaints Committees as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company firmly provides a safe, supportive, and friendly workplace environment - a workplace where our values come to life through the underlying behaviours. A positive workplace environment and a great employee experience are integral parts of our culture.

During the year under review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.

## **MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

During the financial year, the Company has not entered into any new contracts / arrangements with related parties which qualify as material in accordance with the Policy of the Company on materiality of related party transactions.

There are no materially significant related party transactions that may have potential conflict with the interest of the company at large.

The details of the Related Party Transactions as per Indian Accounting Standards (Ind AS) – 24 are set out in Note No. 37 to the Financial Statements of the Company.

Form AOC-2 pursuant to Section 134 (2) (h) of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 is set out the ANNEXURE - II to the report.

The policy on Related Party Transactions as approved and can be accessed at the website of the Company [https://www.elnettechnologies.com/Document/Related%20 Party % 20 Transaction%20policy.pdf](https://www.elnettechnologies.com/Document/Related%20Party%20Transaction%20policy.pdf) adopted by Board.

## **REPORT AS PER SECTION 134 READ WITH RULE 8 AND SUB RULE 5 OF THE COMPANIES ACCOUNTS RULES, 2014:**

Change in nature of business, if any: NIL

Name of Companies which have become or ceased to be its subsidiaries, Joint Ventures, or associate companies during the year: N.A.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There have been no significant and material orders passed by the courts or regulators or tribunals impacting the going concern status and Company's operations.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an adequate internal control system which commensurate with the size, scale, and complexity of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. A report of Auditors pursuant to Section 143(3) (i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Auditors report.

**MATERNITY BENEFITS:**

The Board affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

**COST AUDIT:**

The provisions related to cost audits are not applicable to the Company.

**DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS:**

The auditors of the Company have confirmed that during the course of their audit, no material fraud, either by the Company or on the Company by its officers or employees, was noticed or reported. This is stated in the Independent Auditors' Report, which forms part of this Annual Report. Hence, there is nothing to report to the Audit Committee or Board of Directors.

**PERSONNEL:**

Employee relations have been very cordial during the Financial Year ended March 31, 2025. The Board wishes to place on record its appreciation to all the employees in the Company for their sustained efforts and immense contribution to the high level of performance and growth of the business during the Financial Year. The Management team of the Company comprises of experienced passionate driven professionals committed to organizational goals.

**ACKNOWLEDGEMENT:**

Your directors gratefully acknowledge the continued support and Co-Operation of Government of Tamil Nadu, Electronics Corporation of Tamil Nadu Ltd., (ELCOT).

The Directors also thank the Bankers, Axis Bank - Thiruvanniyur Branch, State Bank of India - Industrial Finance Branch, Chennai, Canara Bank - Tidel Park Branch, Axis Bank - Chennai Main Branch, Mylapore and the Company's customers, dealers, vendors and sub-contractors for their valuable support and assistance extended during the Financial Year.

The Directors wish to place on record their appreciation of the good work done by all the employees of the Company during the year under review.

**For and on behalf of the Board of Directors, of Elnet Technologies Limited**

**Sd/-**

**Unnamalai Thiagarajan**

Managing Director

DIN: 00203154

**Sd/-**

**K P Karthikeyan**

Chairman

DIN: 08218878

Place: Chennai

Date: 22/07/2025



## ANNEXURE - I TO BOARD'S REPORT

### PARTICULARS OF EMPLOYEES

- A Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as follows:**

- a) THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25:**

Name of Directors	Designation	Ratio to Median Remuneration
Mrs. Unnamalai Thiagarajan	Managing Director	3.87

None of the other Directors received any remuneration from the Company during the Financial Year 2024- 25.

- b) PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR, CHIEF FINANCIAL OFFICER, CHIEF EXECUTIVE OFFICER, COMPANY SECRETARY OR MANAGER, IF ANY, IN THE FINANCIAL YEAR 2024-25.**

Name	Designation	% increase in remuneration in F.Y. 2024 -25
Mrs.Unnamalai Thiagarajan	Managing Director	Nil
Mr. Dhawala Srinivas Rao	Chief Financial Officer	Nil
Mr. Ritesh Shivkumar Mishra	Ex – Company Secretary	Nil

- c. PERCENTAGE INCREASE IN THE MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR 2024-25: (-6.30%)**
- d. THE NUMBER OF PERMANENT EMPLOYEES ON THE ROLLS OF THE COMPANY:**  
9 (excluding MD)
- e. AVERAGE PERCENTILES INCREASE 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 ANY EXCEPTIONAL CIRCUMSTANCES FOR INCREASE IN THE MANAGERIAL REMUNERATION:**

The average increase in salaries of employees other than managerial personnel in 2024-25 was (-33.73%). The percentage increase in managerial remuneration excluding Managing Director for the year was (-25.10%) and there was no increase in remuneration of the Managing Director. The increase in remuneration is in line with the market trends.

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

**f. THE KEY PARAMETERS FOR ANY VARIABLE COMPONENT OF REMUNERATION AVAILED BY THE DIRECTORS:**

The variable component of remuneration availed by Executive directors is based on the percentage of net profits as per Section 198 of the Companies Act, 2013 as approved by the Shareholders.

**g. AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY:**

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

**For and on behalf of the Board of Directors, of Elnet Technologies Limited**

**Sd/-**  
**Unnamalai Thiagarajan**  
Managing Director  
DIN: 00203154

**Sd/-**  
**K P Karthikeyan**  
Chairman  
DIN:08218878

**Sd/-**  
**A P Radhakrishnan**  
Chairman: NR Committee  
DIN: 03642690

Date: 22/07/2025

Place: Chennai

**ANNEXURE - II TO BOARD'S REPORT****FORM NO. AOC 2**

Form for disclosure of particulars of contracts/arrangements entered by the company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain Arm's Length Transactions under third proviso thereto.

**(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014):**

1. **Details of contracts or arrangements or transactions not on an Arm's Length basis:**  
NIL
2. **Details of material contracts or arrangements or transactions on an Arm's Length Basis:**

S. No.	Particulars	Details
1.	Name (s) of the related party	Electronic Corporation of Tamil Nadu Ltd (ELCOT)
2.	Nature of Relationship	Joint Venture company holding 26% of Equity capital in the company
3.	Nature of contracts/ arrangements/ transactions	Leasing of land (Lease taken)
4.	Duration of the contracts/ arrangements/transactions	90 Years
5.	Salient terms of the contracts or arrangements or transactions including the value, if any	Leasing of land for 90 Years with effect from 14.01.99
6.	Amount paid as advances if any	Rs. 11,03,25,257/-

**For and on behalf of the Board of Directors, of Elnet Technologies Limited**

**Sd/-**  
**Unnamalai Thiagarajan**  
 Managing Director  
 DIN: 00203154

**Sd/-**  
**K P Karthikeyan**  
 Chairman  
 DIN: 08218878

Place: Chennai  
 Date: 22/07/2025

## ANNEXURE - III TO BOARD'S REPORT

### ANNUAL REPORT ON CSR ACTIVITIES

#### 1. BRIEF OUTLINE OF THE CSR POLICY OF THE COMPANY:

As per the Companies Act, 2013, ELNET TECHNOLOGIES LIMITED has a Corporate Social Responsibility (CSR) policy that mandates the company to spend at least 2% of the average net profits of the immediately preceding three financial years on CSR activities. CSR involves incurring costs that do not provide an immediate financial benefit to the company but instead promote positive social and environmental change. In line with this mandate, the company's CSR policy is designed with consideration of the company's vision, mission, socio-economic environment, and capacities. The policy on CSR can be viewed on the company's website [www.elnettechnologies.com](http://www.elnettechnologies.com).

#### 2. COMPOSITION OF CSR COMMITTEE:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the Financial Year	Number of meetings of CSR Committee attended during the Financial Year
1.	Mr. Ravi Janakiraman.	Chairman (Non-Executive Director)	3	3
2.	Mr. Nataraj Prakash	Member (Non-Executive Independent Director)	3	2
3.	Mr. N. Srivathsa Desikan	Member (Non-Executive Director)	3	3

**Note:** Mr. Nataraj Prakash was appointed as a non-executive Additional Director designated as Independent director of the Company and the member of the reconstituted CSR Committee of the Company with effect from the 06th of September, 2024 through a circular resolution.

#### 3. WEB-LINK WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY:

Composition of CSR committee	<a href="http://www.elnettechnologies.com">www.elnettechnologies.com</a>
CSR Policy	<a href="http://www.elnettechnologies.com">www.elnettechnologies.com</a>
CSR projects approved by the board	<a href="http://www.elnettechnologies.com">www.elnettechnologies.com</a>

4. **DETAILS OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE (ATTACH THE REPORT):** Not Applicable for the Financial Year 2024 – 25.
5. **DETAILS OF THE AMOUNT AVAILABLE FOR SET OFF IN PURSUANCE OF SUB-RULE (3) OF RULE 7 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014 AND AMOUNT REQUIRED FOR SET OFF FOR THE FINANCIAL YEAR, IF ANY:**

S. No	Financial Year	Amount available for set-off from preceding Financial Years (Amount in Lakhs)	Amount required to be Set-off for the Financial Year, if any (Amount in Lakhs.)
1.	2024 - 2025	0.00	0.00

6. a) **Average Net Profit of the Company as per Section 135(5):** Rs. 1971.64 Lakhs
- b) **Two percent of the average Net Profit of the company as per Sub-Section (5) of Section 135:** Rs. 39.43 Lakhs
- c) **Surplus arising out of the CSR projects or programs or activities of the previous Financial Years:** NIL
- d) **Amount required to be set off for the financial year, if any:** NIL
- e) **Total CSR obligation for the Financial Year (6B+6C-6D):** Rs. 39.43 Lakhs

7. a) **Details of CSR amount spent against ongoing projects and other than ongoing project for the Financial Year:** Rs. 39.50/- Lakhs.
- b) **Amount spent in Administrative Overheads:** Not Applicable.
- c) **Amount spent on Impact Assessment, if applicable:** Not Applicable
- d) **Total amount spent for the Financial Year (8b+8c+8d+8e):** Rs. 39.50 Lakhs
- e) **Excess amount for set off, if any:**

S. No	Particular	Amount (Rs in Lakhs.)
i.	Two percent of average net profit of the company as per section 135(5)	39.43
ii.	Total amount spent for the Financial Year	39.50
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	-
iv.	Surplus arising out of the CSR projects or programs or activities of the previous Financial Years, if any	-
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	-

8. a) **DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:**

S. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (Amount in Lakhs.)	Amount spent in the reporting Financial Year (Amount in Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (Amount in Lakhs)
				Name of the Fund	Amount (Amount in Lakhs)	Date of Transfer	
1.	2023-24	-	-	-	-	-	Nil
2.	2022-23	31.94	31.94	-	-	-	Nil
3.	2021-22	-	-	-	-	-	Nil

**b) DETAILS OF CSR AMOUNT SPENT IN THE FINANCIAL YEAR FOR ONGOING PROJECTS OF THE PRECEDING FINANCIAL YEAR(S):**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
S. No	Name of Implementing Agency	Name of the Project	Financial Year in which the project was commenced	Project Duration (Time taken for completion of Project)	Total amount allocated for the project (Amount in Lakhs)	Amount spent on the project in The reporting Financial Year (Amount in Lakhs)	Cumulative amount Spent at the end of reporting Financial Year (Amount in Lakhs)	Status of the project - Completed / Ongoing
1.	ARISTO	Education	2024-25	1 Year	10	10	10	Completed
2.	Commissioner Madurai Corporation Tamil Nadu Chief Minister's Breakfast scheme	Health	2024-25	1 Year	15	15	15	Completed
3.	Champions Arakattalai	Sports	2024-25	1 Year	14.50	14.50	14.50	Completed

**9. IN THE CASE OF CREATION OR ACQUISITION OF CAPITAL ASSETS, FURNISH THE DETAILS RELATING TO THE ASSET SO CREATED OR ACQUIRED THROUGH CSR SPENT IN THE FINANCIAL YEAR (ASSET-WISE DETAILS):**

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

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

c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable

d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

**10. SPECIFY THE REASON(S) IF THE COMPANY HAS FAILED TO SPEND TWO PER CENT OF THE AVERAGE NET PROFIT AS PER SECTION 135(5): Not Applicable**

For and on behalf of the Board of Directors,  
for Elnet Technologies Limited

Sd/-  
Unnamalai Thiagarajan  
Managing Director  
DIN: 00203154

Sd/-  
Janakiraman Ravi  
Chairman: CSR Committee  
DIN: 00042953

Place: Chennai  
Date: 22/07/2025

## **ANNEXURE - IV TO BOARD'S REPORT**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **INDUSTRY STRUCTURE AND DEVELOPMENTS AND OUTLOOK:**

Your company is engaged in developing and maintaining an integrated software technology park and Business Process Outsourcing Industries. The growth and progress of the company depends directly on the prospects of Software and BPO Industry. In the opinion of the Board, the growth in the Software and BPO Industry is fairly good and the demand for space is expected to remain at the same level.

#### **OPPORTUNITIES, THREATS, RISKS AND CONCERNS:**

The consistent growth in the Software and BPO sector and turn around in Software and BPO industry are an opportunity while creation of large-scale commercial space which may create pressure on the rate per sq. ft. as well as occupancy are certain areas of concern.

#### **SEGMENTWISE / PRODUCTWISE PERFORMANCE:**

The Company has only one reportable segment in accordance with IND AS 108 as "Operating Segments". Hence, segment wise/product wise performance is not applicable to your company.

#### **INTERNAL CONTROL SYSTEM AND ADEQUACY:**

The Company has an adequate internal control system which commensurate with the size, scale and complexity of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. A report of Auditors pursuant to Section 143(3) (i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Auditors report.

Your Company's internal control system is well defined and is commensurate with the size and nature of the business. The operations are subject to a detailed internal audit and the company implements the remedial measures suggested by the internal auditors.

#### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT:**

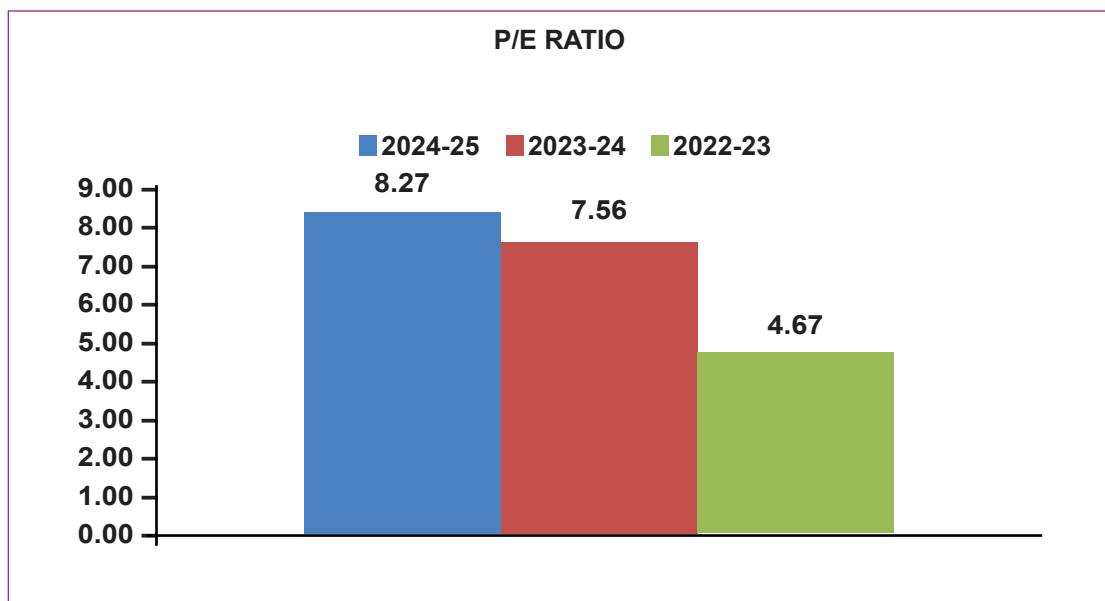
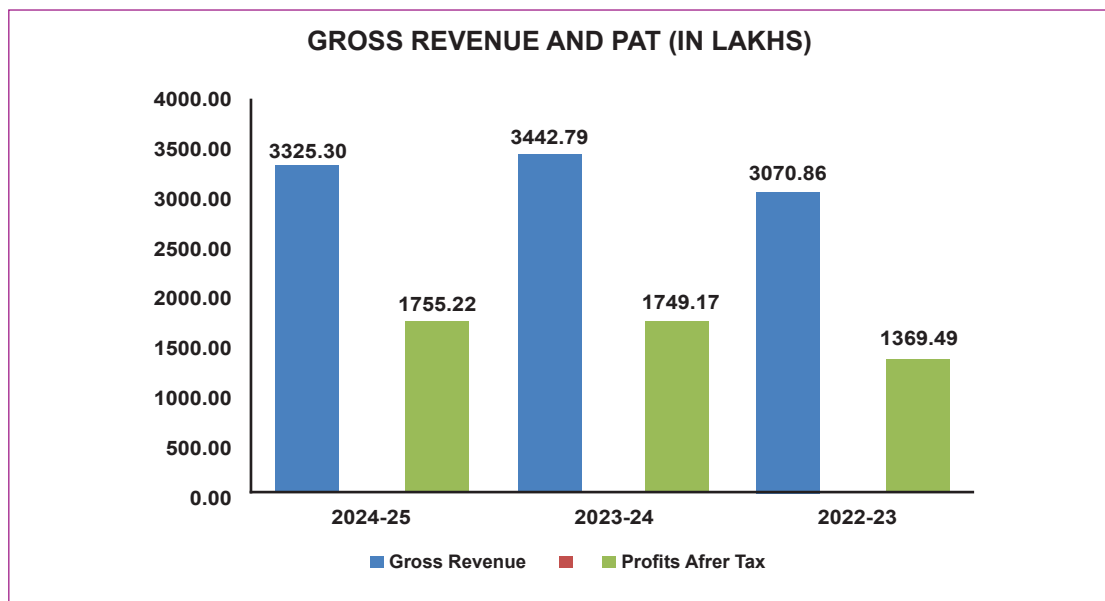
There were no material developments in relation to Human Resources / Industrial Relations in your Company as the Company has minimum employee strength. The Company has on its Roll fourteen employees (excluding Managing Director) and the rest of the operations are carried through outsourcing.

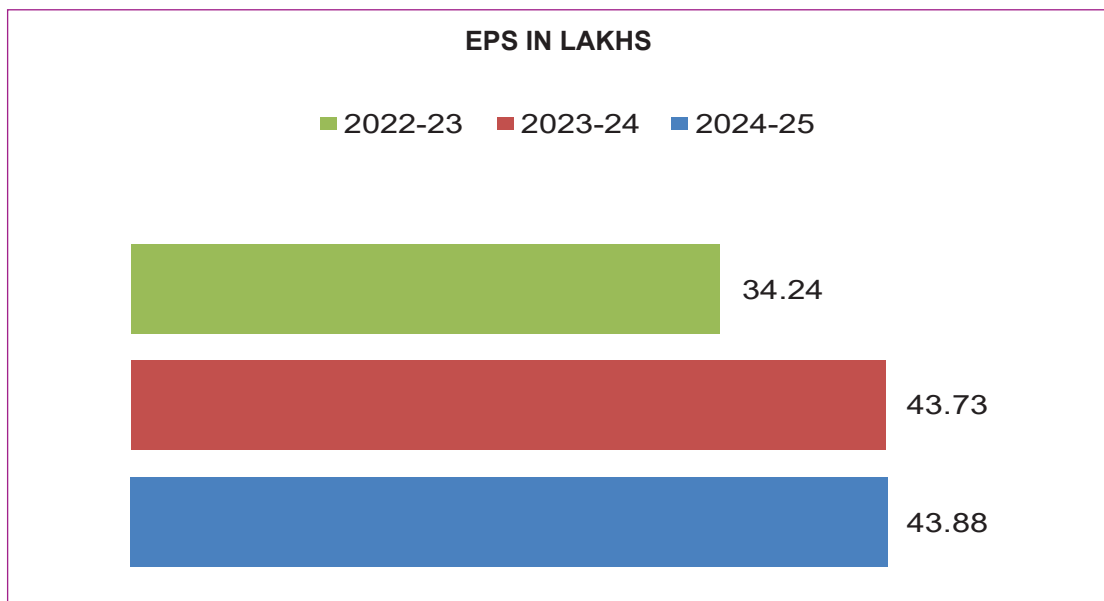


### FINANCIAL PERFORMANCE WITH REFERENCE TO OPERATIONAL PERFORMANCE:

The financial performance with reference to the operation of the company is detailed below. A comparison for the past three years standalone financial highlights is provided herewith.

### TRENDS ON FINANCIAL AND OPERATIONAL PERFORMANCE:





#### DISCLOSURE OF ACCOUNTING TREATMENT:

Other information as required in this Management Discussion and Analysis Report has been included in the financial statements and forms part of this Annual report.

#### DISCLAIMER:

The above statements are as perceived by the directors based on the current scenario and the input available. Any extraneous developments and force majeure conditions may have an impact on the above perceptions.

**For and on behalf of the Board of Directors, of Elnet Technologies Limited**

**Sd/-**  
**K P Karthikeyan**  
Chairman  
DIN:08218878

**Sd/-**  
**Unnamalai Thiagarajan**  
Managing Director  
DIN: 00203154

**Sd/-**  
**Nataraj Prakash**  
Independent Director  
DIN: 10762549

Date: 22/07/2025

Place: Chennai

## ANNEXURE - V TO BOARD'S REPORT

### 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,

**Elnet Technologies Limited,**

TS 140, Block 2 & 9, Taramani,

Rajiv Gandhi Salai, Chennai 600113, Tamil Nadu.

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

Based on our verification of the Elnet Technologies Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised 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 generally complied with the statutory provisions listed hereunder and also that the company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Elnet Technologies Limited for the financial year ended on 31st March, 2025 according to the applicable provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contract (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 thereunder 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, 2015;
  - c. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
  - d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
  - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - f. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- vi. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- vii. Other laws applicable to the Company as per the representations made by the Management;

With respect to Fiscal laws such as Income Tax and Goods and Service Tax we have reviewed the systems and mechanisms established by the Company for ensuring compliances under various acts and based on the information and explanation provided to us by the management and officers of the company and also on verification of compliance reports taken on record by the Board of Directors of the Company, we report that adequate systems are in place to monitor and ensure compliance of fiscal laws as mentioned above.

We have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditor for relating to maintenance of account as required under rule 3(1) of Companies (Accounts) Rules, 2014, Statutory payments due, systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

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

- i. Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, issued by The Institute of Company Secretaries of India have been generally complied with.

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:

- I. During the period under review, the Company has not complied with the following Regulation as prescribed under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015:
- Regulation 17(1) Non-Compliance with the requirement pertaining to the composition of the Board.
  - Regulation 18(1) Non-Compliance with the constitution of Audit Committee.

In order to regularize the non-compliances, the Company has paid the penalty levied by the Stock Exchange in accordance with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/PoD2/CIR/P/120 dated November 11, 2024. Further, the Company has appointed an Independent Director to ensure compliance with Regulations 17(1) and 18(1) prior to the closure of the financial year.

- II. During the period under review, there were instances of delay in intimating the stock exchange in compliance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Additionally, there were delays in filing certain forms with the Ministry of Corporate Affairs (MCA).
- III. During the period under review, it has been observed that the Company has not filed Form DIR-12 in respect of the changes in the Directorship of Mr. Praveen Prabhakaran Nair (DIN: 07923959) as a Chairman and Non-Executive Additional Director of the Company.

During the period under review there were no events that required specific compliance of the provisions of

- i. The Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments Security Receipts) Regulations, 2008;
- ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- iii. The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018;

We further report that

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except for a delay in recording the approvals of the Nomination and Remuneration Committee and the Board, which constitutes a deviation from the prescribed timeline.

Adequate notice has been given to all directors to schedule the board meetings, agenda and detailed notes on the agenda were sent atleast seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditor for relating to maintenance of account as required under rule 3(1) of Companies (Accounts) Rules, 2014, Statutory payments due, systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

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.

We further report that during the audit period, the following significant events have taken place:

**i. Appointment/Resignation of the Directors/Change in Designation:**

S. No	Name	DIN	Designation	Date of Event	Appointment/ Resignation/ Change in Designation
1.	Mr. Ammor Periyar Radhakrishnan	03642690	Non-Executive Independent Director	30-04-2024	Reappointment for a second term of 5 (five) consecutive years (i.e., w.e.f. March 02, 2024 to March 01, 2029)
2.	Mr. Kirubanandan	08952166	Non-Executive Director	02-05-2024	Cessation
3.	Dr. Aneesh Sekhar Somasekharannair	07887010	Non-Executive - Non Independent Director, Chairperson	24-05-2024	Cessation
4.	Mr. Venkatesan Kumaresan	10646507	Additional Non-Executive Independent Director	29-05-2024	Appointment
5.	Mr. Praveen Prabhakaran Nair	07923959	Chairman and Non-Executive Additional Director	29-05-2024	Appointment
6.	Mr. Praveen Prabhakar Nair	07923959	Chairman and Non-Executive Additional Director	23-07-2024	Cessation
7.	Mr. Ramu Kannan, I.A.S.	08562787	Chairman and Non-Executive Additional Director	29-07-2024	Appointment
8.	Mr. Venkatesan Kumaresan	10646507	Non-Executive Independent Director	28-08-2024	Change in Designation
9.	Mr. Pattabhi Venkata Raman	10755620	Additional Non-Executive Independent Director	06-09-2024	Appointment
10	Mr. Nataraj Prakash	1076 2549	Additional Non-Executive Independent Director	06-09-2024	Appointment

## THIRTY FOURTH ANNUAL REPORT 2024-25

S. No	Name	DIN	Designation	Date of Event	Appointment/ Resignation/ Change in Designation
11.	Mr. Ramu Kannan, I.A.S.	08562787	Chairman and Non-Executive Director	25-09-2025	Change in Designation
12	Mr. Pattabhi Venkata Raman	10755620	Non-Executive Independent Director	25-09-2025	Change in Designation
13	Mr. Nataraj Prakash	10762549	Non-Executive Independent Director	25-09-2025	Change in Designation
14	Mr. Ramu Kannan	08562787	Chairman and Non-Executive Director	18-02-2025	Resignation
15	Mr. K P Karthikeyan	08218878	Non-Executive Additional Director	18-02-2025	Appointment
16	Mrs. Madura Ganesh	02456676	Additional Non- Executive Independent Director	29-03-2025	Appointment

### ii. Change in Key Managerial Personnel

S. No	Name of the KMP	Designation	Date of Event	Appointment / Resignation
1.	Mrs. Duraisamy Indumathi	Chief Financial Officer	14-11-2024	Resignation
2.	Mr. D. Srinivas Rao	Chief Financial Officer	14-11-2024	Appointment
3.	Mr. Ritesh Kumar Mishra	Company Secretary & Compliance officer	13-02-2025	Resignation

For **BP & Associates**  
Company Secretaries  
Peer Review No:P2015TN040200

**Prabhakar Chandrasekaran**

Partner

M No: F11722

CP No: 11033

UDIN: F011722G000837965

**Date: 22-07-2025**

**Place: Chennai**

**'ANNEXURE A'**

To

The Members,  
Elnet Technologies Limited,  
TS 140, Block 2 & 9, Taramani,  
Rajiv Gandhi Salai, Chennai-6001 13, Tamil Nadu.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and 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. We have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Whereever 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 the management. Our examination was limited to the verification of procedures on a 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 **BP & Associates**  
Company Secretaries  
Peer Review No:P2015TN040200

**Prabhakar Chandrasekaran**  
Partner

M No: F11722  
CP No: 11033

**Date: 22-07-2025**  
**Place: Chennai**



## ANNEXURE - VI TO BOARD'S REPORT

### REPORT ON CORPORATE GOVERNANCE

*PURSUANT TO REGULATION 34 READ WITH SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, [“LISTING REGULATIONS”] AS AMENDED:*

#### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company believes in ensuring corporate fairness, transparency, professionalism, accountability, and propriety in total functioning of the Company, which are pre-requisites for attaining sustainable growth in this competitive corporate world. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. The Company would constantly endeavour to improve on these aspects. The Company's policies, practices and philosophy adopted since inception are in line with sound Corporate Governance norms. These policies and practices are reviewed periodically to ensure its effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally.

#### 2. BOARD OF DIRECTORS:

- i. The Board of Directors (the Board), which consists of eminent persons with considerable professional expertise and experience, provides leadership and guidance to the management, thereby enhancing stakeholders' value. As on March 31, 2025, the Board of Directors of the Company ("Board") had an optimum number of Executive, Non-Executive Directors and Non-Executive Independent Directors and is in conformity with the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The day-to-day management of the company is carried by Mrs. Unnamalai Thiagarajan, Managing Director and Woman Director of the company. All independent directors possess the requisite qualifications and are very experienced in their own fields. Pursuant to provisions of Companies Act, 2013 and Articles of Association of the Company all the Directors except the Chairman, Managing Director, and Independent Directors are eligible to retire by rotation. Annual disclosures have been obtained from all the directors regarding their directorship as of March 31, 2025, and the same has been taken on record by the Board.
- ii. None of the Directors on the Board
  - a) holds directorships in more than ten public Companies.

- b) serves as Director or as independent directors in more than seven listed Companies under Regulation 25 (1) of Listing Regulations.
  - c) who are the Executive Directors serves as independent directors in more than three listed entities: and
  - d) is a member of more than 10 committees or chairman of more than 5 committees across all the Companies in which he/she is a director as required under Regulation 26 (1) of Listing Regulations
- iii. Independent Directors are Non-Executive Directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they 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. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Independent Directors are appointed for a specific term based on the recommendations of the NRC by the Board and the members at their respective meetings. Non-independent Directors are appointed as per the provisions of the Act and Listing Regulations.

#### **a) BOARD COMPOSITION AND CATEGORY OF DIRECTORS:**

The strength of the Board as on March 31, 2025, was ten directors and consisting of One Non-Executive Non- Independent Chairman, a Managing Director who is an Executive and Woman director, four Non – Executive Directors and four Independent Directors.

The Composition and category of the Board, the number of directorships, membership and chairmanship held by each Director on the Board/ Committees of the Board of other Companies as on March 31, 2025, were as under: The composition of the Board is in conformity with the Companies Act, 2013 and Listing Regulations.

The composition and category of the Board, along with the number of directorships, committee memberships, and chairmanships held by each Director on the Boards/ Committees of other companies as on March 31, 2025, are provided in Annexure – VI A.

**b) ATTENDANCE OF DIRECTORS AT BOARD MEETINGS AND LAST ANNUAL GENERAL MEETING (AGM):**

S. No.	Name of Director	No. of Board Meetings held during their tenure	No. of Board Meetings attended	Attendance at the last AGM (25th September, 2024)
1.	Mrs. Unnamalai Thiagarajan	4	4	Present
2.	Mr. Ammor Periyar Radhakrishnan	4	4	Present
3.	Mr. Venkatesan Kumaresan	4	4	Present
4.	Mr. Pattabhi Venkata Raman	2	2	Present
5.	Mr. Nataraj Prakash	2	2	Present
6.	Mr. K P Karthikeyan	0	0	NA
7.	Mrs. Madura Ganesh	0	0	NA
8.	Mr. Ravi Jankiraman	4	4	Present
9.	Mr. Chakkolath Ramachandran	4	4	Present
10.	Mr. Srivathsa Desikan	4	4	Present
11.	*Mr. Praveen Prabhakaran Nair (cessation w.e.f. July 23,2024)	1	1	NA
12.	*Mr. Ramu Kannan (Cessation w.e.f February 13,2025)	3	1	Present
13.	*Mr. Karthik Seshadri Harikrishnan (Cessation w.e.f July 29, 2024)	2	2	NA
14.	*Mr. Ganapathi Ramachandran (Cessation w.e.f July 29, 2024)	2	2	NA
15.	*Mr. Govindswamy Senrayaperumal (Cessation w.e.f. July 29,2024)	2	1	NA
16.	*Mr. Kadher Mohideen Kasim (Cessation w.e.f. July 29, 2024)	2	0	NA
17.	*Mr. Gangadaran Chellakrishna (Cessation w.e.f April 22, 2024)	0	0	NA

**c) NUMBER AND DATES OF MEETINGS OF BOARD OF DIRECTORS HELD:**

During the Financial Year ended March 31, 2025, four board meetings were held on 29th May 2024, 29th July 2024, 14th November 2024 and 13th February, 2025. The maximum interval between any two meetings was well within the allowed gap of 120 days. The date and timings of Board/Committee Meetings are pre-scheduled based on their availability confirmation circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. The company places before the Board all those details as required under the SEBI (LODR), Regulations, 2015. The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them. The Agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. All the information required for decision making are incorporated in the agenda. Those which are not included in the agenda are tabled at the meeting. The board takes on record the actions taken by the company on all its decisions periodically. The Board also takes on record the compliances made by the company secretary and the chief financial officer of all laws on a quarterly basis.

**d) DISCLOSURE OF RELATIONSHIP BETWEEN THE DIRECTORS INTER-SE:**

None of the Board of Directors is related to each other.

**e) DETAILS OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS:**

None of the Non-Executive Directors hold any equity shares in the Company as on the Financial Year ended March 31, 2025, and the Company has not issued any convertible instruments.

**f) FAMILIARIZATION PROGRAMMES OF INDEPENDENT DIRECTOR:**

The Independent directors are provided with necessary documents, reports, internal policies, documents, and brochures enabling them to familiarize with the Company's systems, procedures, and practices. During every meeting of the Board and committees, periodical presentations are made on the business updates, strategies, performances, and related risks involved. The details of such familiarization programmes for the Independent Directors are posted on the website of the Company [www.elnettechnologies.com](http://www.elnettechnologies.com)

**g) A chart or a matrix setting out the skills/expertise/competence of the board of directors specifying the list of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board and the names of directors who have such skills/expertise/competence. The Board of Directors of our company comprises professional**

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members who bring in the required skills, competence, and expertise in the field of Financial Management, Corporate Management, Leadership, Engineering (Projects) and legal that allows them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the Board of Directors is in compliance with the highest standards of corporate governance. While evaluating the Board as a whole, it was ensured that the existing board members have relevant core skills/expertise/competencies as required in the context of its business and sector(s) to function effectively.

Skills	Description
Financial Management	Practical knowledge and experience in Corporate Finance, accounting and reporting and internal financial controls, including strong ability to assess financial impact of decision making and ensure profitable and sustainable growth
Corporate Management and Governance	Board level experience in reputed organizations, with strong understanding of and experience in directing the management in the best interests of the Company and its stakeholders and in upholding high standards of governance
Leadership	Experience of playing leadership roles in large businesses, with competencies around strategy development & implementation, sales & marketing, business administration/Operations and Organizations and people management.
Engineering	Executive knowledge in the field of business process
Regulatory and Legal	Strong expertise and experience in corporate law and regulatory compliance in India and overseas (including industry specific laws).

## PROFESSIONAL BACKGROUND & SKILLS/EXPERTISE/COMPETENCY OF DIRECTORS:

S. No	Name of the Directors	Brief description about the Directors
1.	Mr. K P Karthikeyan	Mr. Kaliappanpalayam Palaniswamy Karthikeyan is an Indian Administrative Service Officer. He is the Chairman of our company. He is also the Managing Director of Electronics Corporation of Tamil Nadu Limited and holds directorship in various companies.
2.	Mrs. Unnamalai Thiagarajan	Mrs. Unnamalai Thiagarajan is the Managing Director of the company. She also holds directorship in various companies She is Law Graduate and having 26 Plus years of experience in Business Management, Legal and Plantation Management.

S. No	Name of the Directors	Brief description about the Directors
3.	Mr. Ravi Janakiraman	Mr. Ravi Jankiraman is a B. Tech Chemical Engineering, he has 35plus years of experience in International Trading.
4.	Mr.Chakkolath Ramachandran, IAS(Retd)	Mr. Chakkolath Ramachandran is a retired Indian Administrative Officer. He served the Government in various responsibilities, worked in public sector companies and retired as Principal Secretary, Industries Department. He has expertise in the area of Corporate Management of our Company.
5.	Mr. Srivathsa Desikan	Mr. Srivathsa Desikan, graduated in Bachelor of Commerce and Master's in Social of Work (Human Resource). He is also the member of The Institute of Company Secretaries of India (ICSI). He has an expertise in Corporate Compliances & Governance and Sustainability of the Company.
6.	Mr. Ammoor Periyann Radhakrishnan	Mr. Ammoor Periyann Radhakrishnan is an independent director of the Company. He graduated in Bachelor of Engineering (CIVIL) and Master of Business administration. He has 41 plus years of experience in Civil engineering projects. He is Expert in project planning, training, advising, execution, Monitoring and Control, and Administration etc.
7.	Mr. Pattabhi Venkata Raman	Mr. Pattabhi Venkata Raman holds a B.Sc. in Physics from Loyola College and an MBA from XLRI, Jamshedpur. He has 5 years of experience in small-scale light engineering, around 4 years in the service industry, and has worked for 17 years as a management and corporate training consultant. His core expertise lies in marketing, human relations, leadership, teamwork, and corporate communications.

S. No	Name of the Directors	Brief description about the Directors
8.	Mr. Nataraj Prakash	Mr. Nataraj Prakash holds a Bachelor of Commerce from the University of Kolkata and brings over 36 years of leadership experience across renowned organizations such as Nestlé, Taj Group, Apollo Hospitals, and Tata Trusts. His expertise spans strategic planning, finance, sales and marketing, HR, crisis and project management, particularly in the hospitality and healthcare sectors. He has played a key role in senior management, driving organizational and community impact.
9.	Mr. Venkatesan Kumaresan	Mr. Venkatesan Kumaresan holds a degree from the Institute of Cost and Works Accountants of India and has over 24 years of experience in finance and audit. He currently serves as General Manager (Finance and Accounts) at Electronics Corporation of Tamil Nadu Limited, bringing deep expertise in financial management and control.
10.	Mrs. Madura Ganesh	Mrs. Madura Ganesh, is a Chartered Accountant with 24 years of experience in audit, assurance, taxation, and regulatory matters. As Director and COO of Banyan Corporate Advisors, she has worked across multiple sectors, supporting large business groups with INDAS/IFRS implementation, succession planning, and wealth management related matters.

**h) CONFIRMATION THAT IN THE OPINION OF THE BOARD, THE INDEPENDENT DIRECTORS FULFILL THE CONDITIONS SPECIFIED IN THE SEBI (LODR) REGULATIONS AND ARE INDEPENDENT OF THE MANAGEMENT:**

In opinion of the Board, the independent directors of the company fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and are Independent of the Management of the company.

**i) DETAILED REASONS FOR THE RESIGNATION OF AN INDEPENDENT DIRECTOR WHO RESIGNS BEFORE THE EXPIRY OF HIS TENURE ALONG WITH A CONFIRMATION BY SUCH DIRECTOR THAT THERE ARE NO OTHER MATERIAL REASONS OTHER THAN THOSE PROVIDED:**

No Independent Director resigned during the financial year 2024 – 2025

**3. AUDIT COMMITTEE:**

**a) BRIEF DESCRIPTION OF TERMS OF REFERENCE:**

The Audit Committee assists the board in the dissemination of financial information and in overseeing the financial and accounting processes in the company. The terms of reference of the audit committee covers all matters specified in Regulation 18 of the SEBI (LODR), Regulations, 2015 and those specified in Section 177 of the Companies Act, 2013.

The audit committee reviews the compliance with legal and statutory requirements, the quarterly and annual financial statements and reports its findings to the Board. The committee also recommends the appointment of internal auditor, statutory auditor, and secretarial auditor. The audit committee takes note of any default in the payments to creditors and shareholders. The committee also looks into those matters specifically referred to it by the Board.

**THE BROAD TERMS OF REFERENCE OF THE AUDIT COMMITTEE ARE AS FOLLOWS:**

- Review of the Company's financial reporting process and the disclosure of its financial Information.
- Reviewing with the management, the annual financial statements before submission to the Board, focusing primarily on:
  - i. Any change in accounting policies and practices.
  - ii. Major accounting entries based on exercise of judgement by management.
  - iii. Qualifications in draft audit report.
  - iv. Significant adjustments arising out of audit.
  - v. The going concern assumption.



- vi. Compliance with accounting standards.
- vii. Compliance with the SEBI (LODR), Regulations, 2015 and legal requirements concerning financial statements and reviewing the adequacy of internal audit functions.
- viii. Any Related Party Transactions i.e., transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of company at large.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit functions.
- Discussion with external auditors before the audit commences, nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing the company's various financial and risk management policies and practices.

**b) COMPOSITION OF THE AUDIT COMMITTEE, MEETINGS, AND ATTENDANCE DURING THE FINANCIAL YEAR:**

The Audit Committee comprises of Six Directors. The composition of the Committee is in accordance with the provisions of Section 177 of the Companies Act, 2013 and the rules made there under and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The members of Audit Committee met 04 (Four) times during the Financial Year ended 31.03.2025, i. e 29th May 2024, 29th July 2024, 14th November, 2024, and 13th February 2025. The details of the composition of the Audit Committee and attendance of the members were as follows:

S. No.	Name of the Members	Position	Category	Number of Meetings held	Number of Meetings attended
1.	Mr. Pattabhi Venkata Raman	Chairman	NE-ID	4	2
2.	Mr. Nataraj Prakash	Member	NE-ID	4	2

S. No.	Name of the Members	Position	Category	Number of Meetings held	Number of Meetings attended
3.	Mr. Ammoor Periyar Radhakrishnan	Member	NE-ID	4	2
4.	Mrs. Madura Ganesh	Member	NE-ID	4	0
5.	Mr. Chakkolath Ramachandran	Member	NE-NID	4	4
6.	Mr. Srivathsa Desikan	Member	NE-NID	4	4
7.	*Mr. Gangadaran Chellakrishna	Member	NE-ID	4	0
8.	*Mr. Ganapathi Ramachandran	Member	NE-ID	4	2
9.	*Mr. Karthik Seshadri Harikrishnan	Member	NE-ID	4	2
10.	*Mr. Kadher Mohideen Kasim	Member	NE-ID	4	0

**Non-Executive (“NE”), Executive (“E”), Non-Independent Director (“NID”) and Independent Director (“ID”)**

- \*Mr Gangadaran Chellakrishnan has completed his two consecutive terms aggregating to ten years, thereby completed his tenure effective April 22, 2024.
- \*Mr. Ganapathi Ramachandran has completed his two consecutive terms aggregating to ten years, thereby completed his tenure effective July 29, 2024.
- \*Mr. Karthik Seshadri Harikrishnan has completed his two consecutive terms aggregating to ten years, thereby completed his tenure effective July 29, 2024.
- \*Mr. Kadher Mohideen Kasim has completed his two consecutive terms aggregating to ten years, thereby completed his tenure effective July 29, 2024.
- Mr. Pattabhi Venkata Raman was appointed as Chairperson of the Audit committee w.e.f 06th September, 2024.

- Mr. Nataraj Prakash was appointed as additional independent director and member of the Audit Committee w.e.f. 06th of September, 2024.

Mr. Ritesh Shivkumar Mishra, Ex - Company Secretary was act as a secretary to the committee. Mrs. Duraisamy Indumathi, Ex - Chief Financial Officer of the Company was present for all the Audit Committee Meetings held during the Financial Year 2024 - 25. Statutory Auditors of the Company were regular invitee of the Audit Committee Meeting. The Chairman of Audit Committee was present at 33rd Annual General held as on Wednesday, September 25, 2024, to answer the queries raised by shareholders.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

##### a) BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The constitution of the committee is in compliance of Section 178 of the Companies Act, 2013, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 19 read with Part D (Point A) of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### THE TERMS OF REFERENCE OF THE COMMITTEE ARE AS FOLLOWS:

- I. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees
- II. Formulation of criteria for evaluation of performance of independent directors and the Board of directors.
- III. Devising a policy on diversity of board of directors.
- IV. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- V. Whether to extend or continue the term of appointment of the independent director, on the basis of the performance evaluation of independent directors.

##### b) COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE, MEETINGS AND ATTENDANCE DURING THE FINANCIAL YEAR:

The Nomination and Remuneration Committee comprises of three directors. The members of Nomination and Remuneration committee meet 04 (Three) times during the Financial Year on 29th May, 2024, 29th July 2024, 14th November 2024, and 13th February 2025.

The details of the composition of the Nomination and Remuneration Committee and attendance of the members are as follows:

S. No	Name of the Members	Position	Category	Number of Meetings held	Number of Meetings attended
1.	Mr. Ammoor Periyar Radhakrishnan	Chairman	NE-ID	4	2
2.	Mr. Chakkolath Ramachandran	Member	NE-NID	4	4
3.	Mr. Pattabhi Venkata Raman	Member	NE-ID	4	2
4.	Mr. Nataraj Prakash	Member	NE-ID	4	0
5.	Mrs. Madura Ganesh	Member	NE-ID	0	0
6.	Mr. Srivathsa Desikan	Member	NE-NID	4	0
7.	*Mr. Ganapathi Ramachandran	Member	NE-ID	4	2
8.	*Mr. Karthik Seshadri Hari Krishnan	Member	NE-ID	4	0

Non- Executive ("NE"), Executive ("E"), Non-Independent Director ("NID") and Independent Director ("ID")

- \*Mr. Ganapathi Ramachandran Mr. Ganapathi Ramachandran has completed his two consecutive terms aggregating to ten years, thereby completed his tenure effective July 29, 2024.
- \*Mr. Karthik Seshadri Hari Krishnan has completed his two consecutive terms aggregating to ten years, thereby completed his tenure effective July 29, 2024.
- The Nomination and Remuneration committee of the Company was reconstituted w.e.f. 06th September, 2024.

**c) PECUNIARY RELATIONSHIP OR TRANSACTION OF THE NON-EXECUTIVE DIRECTORS VIS-A-VMS THE COMPANY:**

There were no pecuniary relationships or transactions of the Non - Executive Directors and the company during the Financial Year ended March 31, 2025, except payment of remuneration by way of sitting fees as disclosed below.

**d) CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:**

The Company has created and laid down the criteria for making payments to the Non-Executive Directors as enumerated in the Nomination and Remuneration policy which can be accessed in website of the Company [www.elnettechnologies.com](http://www.elnettechnologies.com)

**e) DISCLOSURE WITH RESPECT TO REMUNERATION:**

Disclosures with respect to remuneration paid during the Financial Year ended March 31, 2025, as per the Companies Act, 2013.

The details of remuneration (sitting fees) paid to Non-Executive Directors during the Financial Year ended March 31, 2025, is given below:

S. No.	Name of the Non-Executive Directors	Category	Position	Sitting Fees paid (In Rs.)
1.	Mr. K P Karthikeyan	NE-NID	Chairman	NA
2.	Mr. Ammor Periyar Radhakrishnan	NE-ID	Director	77000
3.	Mr. Venkatesan Kumaresan	NE-NID	Director	28000
4.	Mr. Praveen Prabhakaran Nair	NE-NID	Director	NA
5.	Mr. Ramu Kannan	NE-NID	Director	7000
6.	Mr. Pattabhi Venkata Raman	NE-ID	Director	70000
7.	Mr. Nataraj Prakash	NE-ID	Director	49000
8.	Mrs. Madura Ganesh	NE-ID	Director	NA
9.	Mr. Ravi Jankiraman	NE-NID	Director	63000
10.	Mr. Chakkolath Ramachandran	NE-NID	Director	147000
11.	Mr. Srivathsa Desikan	NE-NID	Director	77000
12.	Mr. Karthik Seshadri Harikrishnan	NE-ID	Director	49000
13.	Mr. Ganapathi Ramachandran	NE-ID	Director	56000
14.	Mr. Govindswamy Senrayaperumal	NE-ID	Director	7000
<b>TOTAL</b>				<b>6,30,000</b>

**Non-Executive (“NE), Non- Independent Director (“NID”) and Independent Director (“ID”).**

The details of remuneration paid to **Executive Director** during the Financial Year ended March 31, 2025, is given below:

S. No.	Name of the Executive Director	Category	Position	Salary (Rs. lakhs)	Allowances & Perquisites	No of Stock Options Granted
1	Mrs. Unnamalai Thiagarajan	Executive Director (ED)	Managing Director	14.00	-	-

Disclosures with respect to remuneration paid during the Financial Year ended March 31, 2025, as per the SEBI (LODR) Regulations, 2015 Details of service contracts, notice period, severance fees. The appointment of directors was in accordance with the resolution passed by the Board of directors and subject to the approval of shareholders of the Company.

During the Financial year ended March 31, 2025, none of the executive and non-executive directors were issued/granted employee stock options of the Company

**f) PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:**

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors, including Independent Directors. Their criteria provide for certain parameters below:

1. Attendance at Meetings - attendance at Board Meetings, General and Committee meetings. Other
2. Directorships held by the Non-Executive Director in listed or unlisted Companies.
3. Other companies in which Non-Executive Director is a chairperson.
4. Participation at Board/Committee meetings.
5. Input in strategy decisions.
6. Review of Financial Statements, risks and business performance. Time
7. devoted towards discussion with Management.
8. Review of Minutes - Board Minutes, Committee meeting minutes and AGM Minutes.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board and Managing Director, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its various stakeholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-independent Directors was carried out by the Independent Directors, the Directors expressed their satisfaction with the evaluation process.

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

### a) BRIEF DESCRIPTION AND TERM OF REFERENCE:

The Stakeholders Relationship Committee has been constituted as per the requirement of Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D (Point B) of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to Regulations 13 and 20 and Part-D of Schedule II of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Committee oversees and reviews the redressal of investors' grievances pertaining to transfer of shares and dematerialization, re-materialization, non-receipt of balance sheet, non-receipt of declared dividends, etc.

The Company is in compliance with the ODR and SCORES, which has been initiated by SEBI for processing the investor complaints in a centralized web-based redressal system and online redressal of all the shareholders complaints.

### b) COMPOSITION OF THE STAKEHOLDER'S RELATIONSHIP COMMITTEE, MEETINGS AND ATTENDANCE DURING THE FINANCIAL YEAR:

The Stakeholders Relationship Committee comprises of three directors. The members of Stakeholders Relationship committee met 04 (Four) times during the Financial Year on i.e., 29th May, 2024, 29th July 2024, 14th November 2024, and 13th February 2025.

The details of the composition of the Stakeholders Relationship Committee and attendance of the members are as follows:

S. No.	Name of the Members	Position	Category	No. of Meetings held	No. of Meetings Attended
1	Mr. Chakkolath Ramachandran, IAS, Retd	Chairman	NE-NID	4	4
2	Mr. Pattabhi Venkata Raman	Member	NE-ID	4	2
3	Mr. Ammoor Periyar Radhakrishnan	Member	NE-ID	4	2
4	Mr. Srivathsa Desikan	Member	NE-NID	4	0
5	Mr. Ganapathi Ramachandran	Member	NE-ID	4	2
6	Mr. Karthik Seshadri Harikrishnan	Member	NE-ID	4	0

Non-Executive ("NE"), Executive ("E"), Non-Independent Director ("NID") and Independent Director ("ID")

- The Stakeholder Relationship committee of the Company was reconstituted w.e.f. 06th September, 2024.

The Chairman of the Committee was present at the Company's 33rd Annual General Meeting held on Wednesday, September 25, 2024, to answer the queries raised by shareholders.

**c) NAME AND DESIGNATION OF COMPLIANCE OFFICER:**

Ms. Swati S. Bajaj was appointed as Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company w.e.f. 13th May, 2025.

**d) STATUS OF SHAREHOLDERS COMPLAINTS / GRIEVANCES RECEIVED AND REDRESSED DURING THE YEAR ARE GIVEN BELOW:**

The status of shareholder complaints during the Financial Year ended March 31, 2025, is as follows:

No. of Investor Complaints pending at the beginning of the Financial Year 2024-25	No. of Investor Complaints received during the Financial Year 2024-25	No. of Investor Complaints disposed-off during the Financial Year 2024-25	No. of Investor Complaints remaining Unresolved at the end of the Financial Year 2024-25
0	2	2	0

\* Based on the Quarterly Investor's Grievance Report submitted to the stock exchanges pursuant to Regulation 13 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 during the Financial Year ended March 31, 2025.

**6. SHARE TRANSFER COMMITTEE:**

The Board constituted Share Transfer Committee to approve share transfer, transmissions, issue of duplicate share certificates, dematerialization of shares etc. The actions of share transfer committee are being placed at its subsequent Board meetings. The Share Transfer Committee comprises of three directors. The members of Share Transfer committee met 6 (Six) times during the Financial Year 2024 - 25, i.e, 27th May 2024, 07th June, 2024, 05th July 2024, 02nd September, 2024, 16th October, 2024, 15th January, 2025.



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The details of the composition of the Share Transfer Committee and attendance of the members are as follows:

S. No.	Name of Member	Position	Category	Number of Meetings held	No. of Meetings Attended
1	Mr. Ravi Jankiraman	Member	NE-NID	6	3
2	Mr. Pattabhi Venkata Raman	Member	NE-ID	6	2
3	Mr. Chakkolath Ramachandran	Member	NE-NID	6	5
4	Mr. Srivathsa Desikan	Member	NE-NID	6	0
5	Mr. Karthik Seshadri Harikrishnan	Member	NE-ID	6	3

### Non-Executive (“NE”), Executive (“E”), Non-Independent Director (“NID”) and Independent Director (“ID”)

The committee also reviews the performance of the Registrar and Share Transfer Agents. The meetings of share Transfer Committee are held whenever the necessity arises. Transfer/ Transmission of shares, issuance of Duplicate Share certificate is processed and registered within the stipulated time subject to the availability of all required valid documents and completed in all respects.

## 7. PURCHASE COMMITTEE:

The Company has constituted the Purchase Committee on October 25, 2006, under the directions of the Board. It is empowered to identify the qualified vendors for taking advantage of competitive pricing.

The Composition of the Purchase Committee is given hereunder:

S. No.	Name of the Members	Position	Category
1	Mr. Ganapathi Ramachandran (Cessation w.e.f July 29, 2024)	Ex – Director	NE – ID
2	Mr. Karthik Seshadri Harikrishnan (Cessation w.e.f July 29, 2024)	Ex- Director	NE – ID

Non- Executive (“NE”), Executive (“E”), Non-Independent Director (“NID”) and Independent Director (“ID”)

During the Financial Year, there were no meeting held to transact the Business in purchase Committee.

## 8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company has constituted Corporate Social Responsibility committee in accordance with Section 135 of the Companies Act, 2013 and the Committee has formulated a policy on Corporate Social Responsibility. The composition of the committee and attendance details of members is follows:

The CSR Committee met Three (03) time during the Financial Year 2024-25, on 29th July, 2024, 14th November, 2024 and 13th February, 2025.

S. No.	Name of the Members	Position	Category	No of Meetings held	No of Meetings Attended
1.	Mr. Ravi Janakiraman	Member	NE-NID	3	3
2.	Mr. Srivathsa Desikan	Member	NE-NID	3	3
3.	Mr. Nataraj Prakash	Member	NE -ID	3	2
4.	*Mr. H. Karthick Seshadri	Member	NE-ID	3	0

Non-Executive ("NE"), Executive ("E"), Non-Independent Director ("NID") and Independent Director ("ID")

- Mr. Karthik Seshadri Hari Krishnan has completed his two consecutive terms aggregating to ten years, thereby completed his tenure effective July 29, 2024.
- Mr. Nataraj prakash was appointed as a member of the CSR Committee w.e.f. 06th September, 2024.

### THE TERMS OF REFERENCE OF CSR COMMITTEE, INTER-ALIA, INCLUDE THE FOLLOWING:

- Formulate and recommend to the Board, a CSR policy which indicates the activities to be undertaken by the Company as per schedule VII of the Companies Act, 2013.
- Review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company.
- Monitor the CSR policy of the Company from time to time.
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

## 9. RISK MANAGEMENT COMMITTEE:

The requirement of constitution of a Risk Management Committee is not applicable to your company for the Financial Year ended March 31, 2025.

## 10. MEETING OF INDEPENDENT DIRECTORS:

During the Financial Year ended March 31, 2025, the Independent Directors met once on February 13, 2025, without the presence of the Executive Directors and management

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personnel of the Company. Such meetings are conducted to enable the Independent Directors inter alia to discuss:

- I) Evaluation of the performance of the Non-Independent Directors and the Board of Directors as a Whole.
- II) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-executive Directors.
- III) Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The directors were satisfied with the evaluations.

### 11. GENERAL BODY MEETING:

#### a) THE DATE, TIME, AND VENUE OF LAST THREE ANNUAL GENERAL MEETINGS (AGMS) HELD WERE AS FOLLOWS:

Financial Year ended 31st March	Day	Date	Time	Location
2022	Wednesday	September 07, 2022	03.00 P.M.	VC/ OAVM pursuant to the MCA Circular
2023	Saturday	September 09, 2023	11.05 A.M.	
2024	Wednesday	September 25, 2024	11.00 A.M	

There was No Extra-Ordinary General Meeting held during the last 3 years:

#### b) DETAILS OF SPECIAL RESOLUTIONS PASSED DURING THE LAST THREE AGM's ARE GIVEN BELOW:

Date of previous AGMs	Particulars
September 07, 2022	No special resolution(s) was passed
September 09, 2023	No special resolution(s) was passed
September 25, 2024	No special resolution(s) was passed

#### c) POSTAL BALLOT:

DETAILS OF RESOLUTIONS PASSED THROUGH POSTAL BALLOT DURING THE FINANCIAL YEAR 2024 - 25 AND DETAILS OF THE VOTING PATTERN:

The Postal Ballot was conducted for Appointment of Mr. Venkatesan Kumaresan (DIN: 10646507) as Non-Executive Director of the company for which e-voting

period commenced from Tuesday, July 30, 2024, (09:00 A.M IST) and concluded on Wednesday, August 28, 2024, (05:00 P.M IST) and the result of the same was declared on Friday, August 30, 2024.

The company appointed M/s BP & Associates, Practicing Company Secretaries, Chennai Peer Review No. P2015TN040200 as the scrutinizers for the e-voting process in a fair and transparent manner. The result of the same was declared within the stipulated timeline and also posted on the website of Company, CDSL and BSE.

#### THE DETAILS OF VOTING RESULT ARE AS FOLLOWS:

S. No	Particulars	Resolution Type	Result
1	Appointment of Mr. Venkatesan Kumaresan (DIN: 10646507) as Non-Executive Director.	Ordinary Resolution	100

#### MEANS OF COMMUNICATION:

##### a) QUARTERLY RESULTS:

The Company's quarterly financial results and the yearly annual audited financial results are announced as per the requirements of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange. The aforesaid financial results are intimated to BSE Limited (BSE) where the Company's securities are listed, immediately after the approval of the Board of directors and are simultaneously displayed in Company's website [www.elnettechnologies.com](http://www.elnettechnologies.com).

##### b) NEWSPAPERS WHEREIN RESULTS NORMALLY PUBLISHED:

The Company's quarterly, half yearly and annual audited financial results are normally published in leading daily newspapers, viz. Business Standard (English-National daily newspaper) and Makkal Kural (vernacular newspaper-Tamil).

##### c) WEBSITE:

The quarterly & annual financial results of the Company are displayed in a separate section called Financial Reports under head of "Investor Information" on the website of the Company i.e., [www.elnettechnologies.com](http://www.elnettechnologies.com)

##### d) OFFICIAL NEWS RELEASES & OTHER COMMUNICATION:

All other official news releases which are required to be disclosed pursuant to Regulation 46 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 are available on the website the Company [www.elnettechnologies.com](http://www.elnettechnologies.com) with separate categories.

##### e) PRESENTATIONS MADE TO INSTITUTIONAL INVESTORS OR TO THE ANALYSTS:

The Company has not made any presentations to investors or to the analysts during the Financial Year ended March 31, 2025.

**12. GENERAL SHAREHOLDER INFORMATION:****a) ANNUAL GENERAL MEETING:**

Date and time Mode/Venue	Tuesday, September 09, 2025
Mode / Venue	Meeting is being conducted through VC/OAVM pursuant to MCA Genral Circular dated May 05, 2020 read with general circulars dated April 08, 2020, the latest being September 19, 2024. For details please refer to the Notice of this AGM.
Book Closure Date	Starts from Tuesday, September 02, 2025 and will end on Tuesday, September 09, 2025 (both days inclusive).

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Director seeking re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

**b) FINANCIAL YEAR:**

The financial year of the Company is from April 01 to March 31.

**CALENDAR OF FINANCIAL YEAR 2024-25:**

The Company follows April-March as the financial year. During the Financial Year ended March 31, 2025, the meetings of the Board of Directors for approval of Quarterly, Half-Yearly, and Annual financial results were held on the following dates:

First Quarter Results	29th May, 2024
Second Quarter and Half yearly Results	29th July, 2024
Third Quarter Results	14th November 2024
Fourth Quarter and Annual Results	13th February, 2025

**TENTATIVE CALENDAR FOR FINANCIAL YEAR 2025-26:**

The tentative dates of meeting of Board of Directors for consideration of Quarterly/Half yearly/Annually financial results inter alia with other business of the Company for the Financial Year 2025-26 are as follows:

First Quarter Results	Not later than 14th August, 2025
Second Quarter and Half yearly Results	Not later than 14th November, 2025
Third Quarter Results	Not later than 14th February, 2025
Fourth Quarter and Annual Results	Not later than 30th May, 2025

**c) DIVIDEND PAYMENT DATE:**
**PAYMENT OF DIVIDEND DURING THE FINANCIAL YEAR 2024-25  
(I.E., FINAL DIVIDEND FOR FY 2023 - 24):**

Date of declaration	Wednesday, September 25, 2024
Rate of dividend	17%
Book Closure Date	Started from Wednesday, September 18, 2024 and will end on Wednesday, September 24, 2024
Date of Payment of Dividend	18/10/2024
Amount of dividend paid	Rs. 1.70/- per equity shares of face value Rs. 10.00/- each

**PROPOSED DIVIDEND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025:**

Date of declaration	Tuesday, September 09, 2025
Rate of dividend	19%
Book Closure Date	Starts from Tuesday, September 02, 2025 and will end on day, Tuesday, September 09, 2025.
Date of payment of dividend	The proposed dividend, if so approved, will be paid within the timeline with reference to MCA circular dated May 05, 2020 from the date of declaration to the members whose name appears on the register of members at the end of day Monday, September 01, 2025.
Amount of dividend to be paid	Rs. 1.90/- per equity shares of face value Rs. 10.00/- each

**d) DETAILS OF STOCK EXCHANGE AND PAYMENT OF LISTING FEE:**

The equity securities of the company are listed in Bombay Stock Exchange (BSE Limited) and the listing fee for the Financial Year has been paid within the stipulated time.

**e) STOCK CODE: BSE- 517477**
**f) MARKET PRICE DATA- MONTHLY HIGH, LOW AND TRADING VOLUME FOR EQUITY SHARES IN THE LAST FINANCIAL YEAR 2023-24:**

(Share Price in Rs.)

MONTH	HIGH	LOW	VOLUME
April-24	375.00	320.00	68206
May-24	361.95	330.10	49123
June-24	357.95	305.05	93379

## THIRTY FOURTH ANNUAL REPORT 2024-25

July-24	395.60	336.75	146149
August-24	430.00	345.35	142978
September-24	385.00	353.35	48566
October-24	370.00	310.10	86307
November-24	424.00	337.30	129410
December-24	453.80	377.10	81295
January-25	445.00	382.00	78826
February-25	445.00	326.00	56184
March-25	421.00	311.90	50746

- g) The securities of the Company have not suspended from trading during the financial year. Hence there is no explanation required to be provided in the Board's Report.

**h) REGISTERS TO ISSUE AND SHARE TRANSFER AGENT:**

**Registered Office:**

Cameo Corporate Services Limited,  
"Subramanian Building", # 1, Club House Road,  
Chennai, 600 002.

Phone No.: 044 - 2846 0390 (5 lines)

Fax: 044 - 2846 0129

**i) SHARE TRANSFER SYSTEM:**

The majority of Company's equity shares i.e., 97.46% are in DEMAT format as on March 31, 2025. These shares can be transferred through the depositories viz., i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) without the Company's involvement. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form.

Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc.

After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow DEMAT account held by the Company.

Shareholders can claim these shares transferred to Suspense Escrow DEMAT account on submission of necessary documentation.

The Directors and certain Company officials (including Chief Financial Officer and Company Secretary) are authorized by the Board severally to approve transfers, which are noted at subsequent Board Meetings.

The Board has delegated the powers to approve share transfers, transmissions, re-materialisation by constituting a Share Transfer Committee. During the financial year, transfer of shares in physical form was processed within 15 days from the date of receipt of transfer request, provided the documents are complete in all respects. All transfers were first processed by the Transfer Agent and submitted thereafter to the Company for approval. The physical share transfer, transmissions processed based on number of requests received. The shares lodged for transfers processed and registered as per the requirements of the Regulations.

Pursuant to Regulation 40 (10) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company obtains certificates from the Practicing Company Secretaries on a yearly basis to the effect that all the transfers are completed within the statutory stipulated period. A copy of the certificate so received is submitted to Stock Exchange where the shares of the company are listed.

The transactions of the shares held in DEMAT and Physical form are handled by the Company's Registrar and Share Transfer Agent "Cameo Corporate Services Ltd".

**j) DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2025:**

Range	Number of Shareholders	% of Total Shareholders	Shares	% of Total Share Capital
1-100	4156	74.41	196118	4.90
101-500	1085	19.43	277501	6.94
501-1000	174	3.12	138283	3.46
1001-2000	73	1.31	110016	2.75
2001-3000	27	0.48	66654	1.67
3001-4000	15	0.27	53336	1.33
4001-5000	10	0.18	46533	1.16
5001-10000	17	0.30	132176	3.30
10001 - and above	28	0.50	2979390	74.48
Total	5585	100.00	4000007	100.00



**k) SHAREHOLDING PATTERN AS ON MARCH 31, 2025:**

Category	No. of Shares	Percentage
Promoters	2113861	52.85
<b>Subtotal (A)</b>	<b>2113861</b>	<b>52.85</b>
<b>NRIs/OCBs</b>		
Foreign Company	0	0
Foreign Nationals	0	0
Non-Resident Indians	84,827	2.12
Foreign Institutional Investors	0	0
Foreign Portfolio Investor	0	0
<b>Subtotal (B)</b>	<b>84827</b>	<b>2.12</b>
Others		0
Clearing Members	810	0.02
Private Corporate Bodies	26,472	0.66
Mutual Funds	0	0
Financial Institutions (Bank)	0	0
Public	15,92,594	39.81
HUF	57,961	1.45
IEPF	1,23,482	3.09
<b>Subtotal (C)</b>	<b>18,01,319</b>	<b>45.03</b>
<b>Total (A+ B+C)</b>	<b>4000007</b>	<b>100.00</b>

**l) DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

Physical/ NSDL/ CDSL/Summary Report as on March 31, 2025, representing 97.46% of total Equity Share Capital of the Company were held in dematerialized form:

Mode of holding	As on March 31, 2025		As on 31st March, 2024	
	No. of Shares	% to Equity	No. of Shares	% to Equity
NSDL	29,55,221	73.88	29,01,877	72.55
CDSL	9,51,164	23.78	9,96,496	24.91
PHYSICAL	93,622	2.34	1,01,634	2.54
Total	40,00,007	100	40,00,007	100

**m) OUTSTANDING DEBT/GDRS/ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments as on date.

**n) COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:**

The Company does not have exposure to foreign exchanges requirements.

**o) PLANT LOCATION:**

Not Applicable

**p) ADDRESS FOR CORRESPONDENCE:**

**Registered Office:**

Elnet Technologies Limited,

Elnet Software City, TS 140, Block No.2 & 9, Rajiv Gandhi Salai,

Taramani, Chennai - 600 113, Tamil Nadu, India.

Contact details of Designated Official for assisting & handling Investor Grievances:

**Ms. SWATI S. BAJAJ**

Company Secretary & Compliance Officer

Contact No.: 91-44-22541098/22541337/22541791 Fax

No.: 91-44-22541955 E-mail: elnetcity@gmail.com

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit program or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

The company has not invested in any debt instruments or any fixed deposit program or any scheme or proposal involving mobilization of funds whether in India or abroad. Hence the disclosure is not applicable.

**q) TRANSFERS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Pursuant to Section 124 of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules"), all unpaid or unclaimed dividends are required to be transferred by the company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven consecutive years from the date of transfer to unpaid dividend account. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to the DEMAT account of IEPF Authority.

Transfer of Unpaid/Unclaimed Dividend Amount/Shares pertaining to the dividend declared in the Financial Year ended March 31, 2018, to Investor Education and Protection Fund (IEPF).

The due date for transfer of Unpaid/Unclaimed Dividend Amount and corresponding Shares for the dividend declared during the Financial Year ended March 31, 2018, is September 06, 2025. In compliance with the provision, during the Financial Year 2023-2024, the Company had sent intimation to the eligible shareholders and will also issue

advertisement in the newspaper seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more for the dividend declared during the Financial Year ended March 31, 2018.

Accordingly, after the expiry of the due date for claiming the unpaid/ unclaimed dividend, the Company will transfer such unpaid or unclaimed dividends along with the corresponding shares for the Financial Year ended March 31, 2018, to IEPF authority.

Details of shares/shareholders in respect of which dividend has not been claimed, will be provided on the website of the company [www.elnettechnologies.com](http://www.elnettechnologies.com) (Investors/ Compliances/ Unpaid Dividend Data/year 2024). Members are requested to ensure that they claim the dividends and shares referred to above before they are transferred to the said Fund.

Members/claimants whose shares, and/or unclaimed dividend, have been transferred to the IEPF DEMAT Account or the Fund, as the case may be, may claim the shares or apply for refund of dividend by making an application to the IEPF Authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. The Member/claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

### 13. OTHER DISCLOSURES:

#### a) **DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF COMPANY AT LARGE:**

During the Financial Year, the company had not entered into any transaction of a material nature with any of the related parties which may have potential conflict with the interest of the company at large.

There have been no materially significant related party transactions with the company's promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the company at large. The necessary disclosures regarding the transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors are taken wherever required in accordance with the Policy.

None of the transactions with any of the related parties were in conflict with the interests of the company. A statement of related party transaction is furnished under Item No. 37 of Notes on Accounts.

#### b) **DETAILS OF NON-COMPLIANCE BY THE LISTED ENTITY, PENALTIES, AND STRICTURES IMPOSED ON THE LISTED ENTITY BY STOCK EXCHANGE OR THE BOARD OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS:**

BSE Limited levied a fine for non-compliance relating to (i) the composition of the Board and (ii) non-composition of the Audit Committee during the quarters ended December 2024 and March 2025. The Company has duly paid all fines imposed by BSE and sincerely regrets the non-compliance. The Board assures the Members that the Company is committed to being fully compliant in the future.

**c) ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The company has an established mechanism for Directors / Employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy.

It also provides for adequate safeguards against victimization of directors/employees who avail of the mechanism. The company affirms that no personnel has been denied access to the audit committee.

The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may raise Reportable Matters. The Vigil Mechanism Policy shall be viewed at our company's website [www.elnettechnologies.com](http://www.elnettechnologies.com). All suspected violations and Reportable Matters can be reported to the Chairman of the Audit Committee at e-mail [Id elnetcity@gmail.com](mailto:Id elnetcity@gmail.com). The key directions/actions will be informed to the Managing Director of the Company.

**d) DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON- MANDATORY REQUIREMENTS:**

The Company has fully complied with all the mandatory requirements and has adopted certain non- mandatory requirements as prescribed in Part-E of Schedule II to the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**i) THE BOARD:**

The Company is having a non-executive chairperson, and he is not claiming any reimbursement of expenses incurred in the performance of his duties.

**ii) SHAREHOLDERS RIGHTS:**

Pursuant to the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as the company's quarterly/ half-yearly/ annual financial results are published in an English newspaper having wide circulation all over India and in Tamil newspaper widely circulated in Chennai, the company is not sending the same to the shareholders of the company individually. The same will be hosted in the company's website [www.elnettechnologies.com](http://www.elnettechnologies.com) within the stipulated time.

**iii) MODIFIED OPINION(S) IN AUDIT REPORT:**

The financial statement of the company is having an unmodified audit opinion.

**iv) SEPARATE POSTS OF CHAIRPERSON AND CHIEF EXECUTIVE OFFICER:**

The Company has separate persons for the post of Chairperson. The Company is having a Managing director as one of the Key Managerial Personnel. The appointment of Chief Executive Officer of the company does not arise.

**v) REPORTING OF INTERNAL AUDITOR:**

The Internal auditor is directly reporting to the audit committee covering the scope of internal audit regarding Revenue recognition, Taxation (Direct & Indirect tax), statutory payment, Cash & Bank, General ledger Review.

**vi) WEB-LINK WHERE THE POLICY FOR DETERMINING “MATERIAL” SUBSIDIARY IS AVAILABLE:**

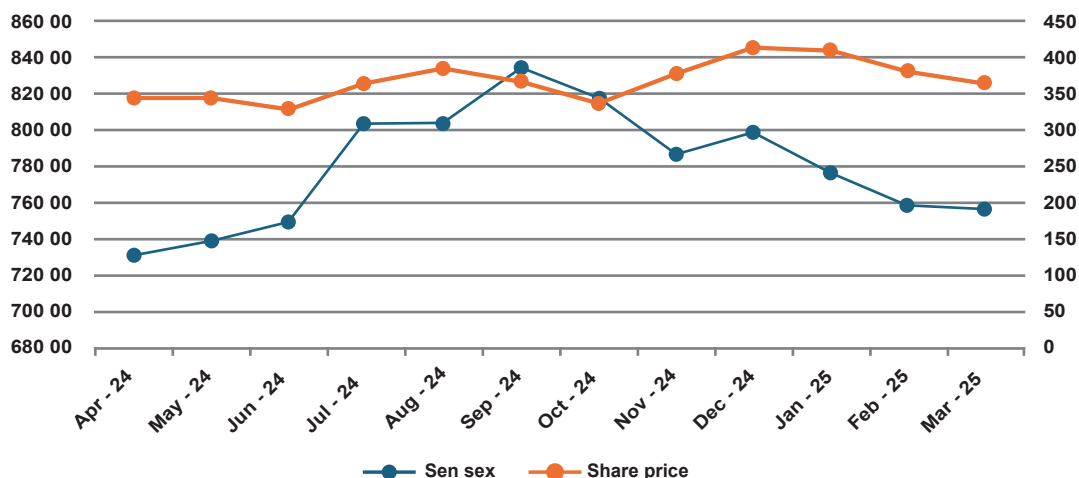
The Company does not have any material subsidiary. Hence the necessity for complying with respect to framing a policy for determining the material subsidiary does not arise.

**vii) WEB-LINK WHERE THE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS IS AVAILABLE:**

The Policy on dealing with related party transactions is available in our Company's website [www.elnettechnologies.com](http://www.elnettechnologies.com)

**viii) PERFORMANCE IN COMPARZSON TO BROAD-BASED INDICES:**

**BSE-SENSEX:**



**ix) DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES**

Not applicable.

**x) DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A):**

Not applicable.

**xi) CERTIFICATE FROM PRACTICING COMPANY SECRETARY REGARDING DISQUALIFICATION OF DIRECTORS:**

A Company Secretary in practice has certified that none of Directors on the Board of Directors the Company have been debarred or disqualified from being appointed or continuing as directors by the Board/ Ministry of Corporate affairs or any statutory authorities as on March 31, 2025. The certificate is enclosed with this report as Annexure.

**xii) DETAILS OF RECOMMENDATIONS OF COMMITTEES WHICH WERE NOT ACCEPTED BY THE BOARD ALONG WITH REASONS**

The Audit Committee generally makes certain recommendations to the Board of Directors of the Company at their meetings held to consider any financial results (Unaudited and Audited) and such other matters placed before the Audit Committee as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time. During the year the Board of Directors has considered all the recommendations made by the Audit Committee and has accepted and carried on the recommendations suggested by the Committee to its satisfaction. Hence there are no recommendations unaccepted by the Board of Directors of the Company during the Financial Year.

**xiii) TOTAL FEES PAID FOR ALL SERVICES ON CONSOLIDATED BASIS TO STATUTORY AUDITORS AND THEIR NETWORK FIRMS:**

During the Financial Year the company has paid Rs. 7,00,000 to statutory auditors as a consolidated pay for the services rendered. There was no payment to network entities in which the statutory auditors of the company are taking part.

**xiv) DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has Internal Complaints Committees as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company firmly provides a safe, supportive, and friendly workplace

environment —a workplace where our values come to life through the underlying behaviours. Positive workplace environment and a great employee experience are integral parts of our culture. During the Year under review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Details	Status
Number of complaints filed during the Financial Year	NIL
Number of complaints disposed during the Financial Year	NIL
Number of complaints pending as on end of the Financial Year	NIL

**14. NON-COMPLIANCE OF ANY REQUIREMENT OF SR. NO. 2 TO 10 OF SCHEDULE V OF REGULATION 34 OF THE SEBI (LODR) REGULATIONS, 2015:**

The Company has complied with all the requirement of corporate governance report which is mentioned in S. No. 2 to 10 of schedule V of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

15. The corporate governance report has disclosed the extent to which the discretionary requirements as specified in Part E of the Schedule II to the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Refer 10 (d)]
16. The Company has complied with the corporate governance requirements as specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations.
17. Disclosure of certain type of agreements binding listed entities: Pursuant to provisions of Schedule III, Para A, Clause 5A of SEBI Listing Regulations, there are no agreement impacting management or control of the Company or imposing any restriction or create any liability upon the Company.

**DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:**

Based on the shareholding pattern received from Registrar and Share transfer Agent for every Quarter during the Financial Year, as on March 31, 2025, there are no shares lying in the DEMAT suspense account or unclaimed suspense account.

**CEO/CFO CERTIFICATION:**

As required under Regulation 17 of the SEBI Listing Regulations, the CEO/CFO Certification on financial statements of the company for the Financial Year ended March 31, 2025, signed by Mrs. Unnamalai Thiagarajan, Managing Director and Mr. Dhawala Srinivas Rao, Chief Financial Officer was placed before the Board of Directors of the Company at their meeting held on 22nd July, 2025 and enclosed as annexure to this Annual Report.

**GREEN INITIATIVE IN CORPORATE GOVERNANCE:**

Rule 11 of the Companies (Accounts) Rules, 2014, permits circulation of Annual Report to shareholders through electronic means to such of the members whose e-mail addresses are registered with NSDL or CDSL or the shareholders who have registered their E-mail ID with the Company to receive the documents in electronic form and physical copies to those shareholders whose e-mail IDs have not been either registered with the Company or with the depositories.

To support this green initiative of the Government, Members are requested to register their e-mail addresses, with the DPs, in case shares are held in dematerialized form and with the Share Transfer Agent, in case the shares are held in physical form and intimate changes, if any, in their registered e-mail addresses to the Company / DPs, from time to time.

**By order of the Board of Directors  
For Elnet Technologies Limited**

**Sd/-  
Swati S. Bajaj  
Company Secretary & Compliance Officer  
Membership No: A59031**

**Place: Chennai**

**Date : 22nd July, 2025**



## ANNEXURE – VIA TO BOARD'S REPORT

THE COMPOSITION OF THE BOARD OF DIRECTORS AND CATEGORY OF THEM AS ON MARCH 31, 2025, ARE AS FOLLOWS:

S. No	Name of Director	DIN	Position	Category	No of Directorships & Committee Membership in Unlisted Public Companies (Excluding Elnet)					Directorship in other Listed entity	Category of Directorship
					Board		Committee				
					Director	Chairman	Member	Chairman			
1	Mr. K P Karthikeyan	08218878	Chairman	NE-NID	7	0	0	0	0	-	-
2	Mrs. Unnamalai Thiagarajan	00203154	Managing Director	ED & MD	1	0	0	0	0	-	-
3	Mr. Ravi Janakiraman	00042953	Director	NE-NID	0	0	0	0	0	-	-
4	Mr. Chakkolath Ramachandran	00050893	Director	NE-NID	3	0	0	0	0	-	-
5	Mr. Srivathsa Desikan	08205725	Director	NE-NID	5	0	0	0	0	-	-
6	Mr. Ammoor Periyann Radhakrishnan	03642690	Independent Director	NE-ID	3	0	0	0	0	-	-
7	Mr. Pattabhi Venkata Raman	10755620	Independent Director	NE-ID	0	0	0	0	0	-	-
8	Mr. Nataraj Prakash	10762549	Independent Director	NE-ID	0	0	0	0	0	-	-
9	Mr. Venkatesan Kumaresan	10646507	Director	NE-NID	2	0	0	0	0	-	-
10	Mrs. Madura Ganesh	02456676	Independent Director	NE-ID	0	0	0	0	0	Apollo Sindoori Hotels Limited	NE-ID

## **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT WITH THE COMPANY'S CODE OF CONDUCT**

To,

The Shareholders of Elnet Technologies Limited  
TS 140 Block 2 & 9, Rajiv Gandhi Salai,  
Taramani, Chennai – 600113

This is confirm that the Board has laid down a code of conduct for all Board member and Senior Management of the Company. The code of conduct has also been posted on the website of the Company.

It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2025

**For Elnet Technologies Limited**

**Sd/-**  
**Unnamalai Thiagarajan**  
**Managing Director**  
**DIN: 00203154**

**Date: 22/07/2025**

**Place: Chennai**

**CHIEF EXECUTIVE OFFICER (CEO) AND  
CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

*[Under Regulation 17(8) of SEBI (Listing Obligations &  
Disclosure requirements) Regulations, 2015]*

To

The Board of Directors  
Elnet Software City, TS 140, Block No. 2&9,  
Rajiv Gandhi Salai, Taramani, Chennai-600013

We certify that:

- A. We have reviewed the Financial Statements and Cash Flow Statement for the Financial Year ended March 31, 2025 and that to the best of our knowledge and belief.
1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
  2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered by the Company during the Financial year ended March 31, 2025, which is fraudulent, illegal of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal controls, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee-
1. Significant changes in internal control over the financial reporting during the Financial Year ended March 31, 2025.
  2. Significant changes in accounting policies during Financial Year ended March 31, 2025, and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

**For Elnet Technologies Limited**

**Sd/-**

**Unnamalai Thiagarajan**  
**Managing Director**  
**DIN: 00203154**

**Sd/-**

**Dhawala Srinivas Rao**  
**Chief Financial Officer**  
**PAN: DLCP58678J**

**Date: 22/07/2025**  
**Place: Chennai**

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
ELNET TECHNOLOGIES LIMITED,  
TS 140 Block 2 & 9, Rajiv Gandhi Salai,  
Taramani, Chennai - 600 113.

We have examined the relevant Registers, Records, Forms, Returns and Disclosures received from the Directors of Elnet Technologies Limited having CIN L72300TN1990PLC019459 and having registered office at TS 140 Block 2 & 9, Rajiv Gandhi Salai, Taramani, Chennai - 600 113 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers.

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company*
1	Mr. Ravi Janakiraman	00042953	30-09-2003
2	Mr. Chakkolath Ramachandran	00050893	08-08-2003
3	Mrs. Unnamalai Thiagarajan	00203154	08-08-2003
4	Mr. Srivathsa Desikan	08205725	09-08-2018
5	Mr. Ammoor Periyar Radhakrishnan	03642690	02-03-2019
6	Mrs. Madura Ganesh	02456676	29-03-2025

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Sr. No.	Name of Director	DIN	Date of appointment in Company*
7	Mr. Kaliappanpalayam Palaniswamy Karthikeyan	08218878	18-02-2025
8	Mr. Pattabhi Venkata Raman	10755620	06-09-2024
9	Mr. Nataraj Prakash	10762549	06-09-2024
10	Mr. Venkatesan Kumaresan	10646507	29-05-2024

\*The date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **BP & Associates|**

Company Secretaries

Peer Review No: P2015TN040200

Date: 22nd July 2025

Place: Chennai

**Prabhakar Chandrasekaran**

Partner

M No: F11722

CP No: 11033

UDIN: F011722G000837976

## **Certificate on Compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Members,  
ELNET TECHNOLOGIES LIMITED,  
TS 140 Block 2 & 9, Rajiv Gandhi Salai, Taramani, Chennai - 600 113.

We have examined the compliance of conditions of Corporate Governance by Elnet Technologies Limited ("the Company") for the year ended 31st March, 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to a review of the procedures adopted and implementation thereof, by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of the Listing Regulations except for the following:

- I. Regulation 17(1) - Non-compliance with the requirements pertaining to the composition of the Board.
- II. Regulation 18(1) - Non-compliance with the constitution of audit committee.

In order to regularize the non-compliances, the Company has paid the penalty levied by the Stock Exchange in accordance with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/PoD2/CIR/P/120 dated November 11, 2024. Further, the Company has appointed an Independent Director to ensure compliance with Regulations 17(1) and 18(1) prior to the closure of the financial year

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 22nd July 2025  
Place: Chennai

**For BP & Associates|**  
Company Secretaries  
Peer Review No: P2015TN040200  
**Prabhakar Chandrasekaran**  
Partner  
M No: F11722  
CP No: 11033  
UDIN: F011722G000837901

## **INDEPENDENT AUDITOR'S REPORT**

### **To the Members of Elnet Technologies Limited**

#### **Opinion**

We have audited the accompanying Standalone Ind AS Financial Statements of Elnet Technologies Limited ("the Company"), which comprise the Balance sheet as at March 31, 2025, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and notes to the Standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS 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 companies ( Indian accounting standards ) Rules, 2015 as amended 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, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the Standalone Ind AS 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 Auditors' 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone Ind AS Financial Statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS Financial Statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Ind AS Financial Statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Recognition, Valuation and Presentation of provision and contingent liabilities:**

Refer Note 35 to financial statement for the year ended March 31, 2025 for the following:

- a) The claims made by Electronics Corporation of Tamilnadu Limited (ELCOT) against the Company towards interest on delayed payments for lease deposits relating to the years from 2000-01 to 26th Oct 2023, have been disclosed as Contingent Liability by the Company which amounts to Rs 1,385.72 Lakhs.
- b) The Company has received a service tax demand from Additional Commissioner of GST and Central Excise for Rs. 136.59 Lakhs on considering reimbursement of electricity charges as taxable charges for period October 2015 to June 2017, have been disclosed as Contingent Liability by the Company.

Since there are potential exposure of the Company, on the above contingent liabilities, the assessment of the probability of occurrence, outflow, if any, and adequate disclosure requirements involves significant judgment by the management.

Due to the significance of amounts involved and the level of judgments relating to recognition, valuation and presentation of provision and contingent liabilities, this has been considered as a key audit matter.

### **How the Key Audit Matter was addressed in our audit**

Our audit procedure in respect of this area included the following:

- Tested the design, implementation and operative effectiveness of controls with respect to identification and monitoring of significant developments in relation to the litigations, including completeness thereof.
- Engaged in discussion with legal and finance departments of the Company on the status of ongoing and potential legal matters and its possible outcome and valuation as assessed by the management.
- Evaluated the management's assessment about the outcome of the dispute.
- Reviewed the legal opinion obtained, third party correspondence and reports with respect to these matters.
- Assessed the reasonableness of management's judgment with respect to the likelihood of outflow.
- Assessed the adequacy of the disclosures made in the notes to financial statement.



**Information Other than the Standalone Ind AS Financial Statements and Auditors' Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management report, Chairman's statement, Board's report including the Annexures to Board's report and Director's report along with annexures but does not include the Standalone Ind AS Financial Statements and our auditors' report thereon.

Our opinion on the Standalone 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 Standalone Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Standalone Ind AS Financial Statements or our knowledge during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone 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 Standalone Ind AS Financial Statements, Board of directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditors' Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 Standalone Ind AS Financial Statements.

A further description of the auditor's responsibilities for the audit of the standalone Ind AS Financial Statements is included in "Annexure A". This description forms part of our auditor's report.

## Emphasis of Matter

We draw attention to Note No. 6 in the Standalone Ind AS Financial Statements of the company wherein the Unquoted equity shares of IG3 Infra Ltd had to be valued at fair value as at the end of each financial year.

These shares were not revalued for this year and the same FMV was adopted from the FY 21-22. There will be no substantial effect that cause the standalone Ind AS Financial Statements to be materially misstated due to this non-compliance and our opinion is not modified in respect of this matter.

## 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 B" 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, 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 the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

- (d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (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 these Standalone Ind AS Financial Statements and the operating effectiveness of such controls, refer to our separate Report in “Annexure C” to this report;
- (g) 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(16) of the Act.
- (h) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS Financial Statements– Refer Point b) in Note 35 to the Ind AS financial statements
  - ii. The Company did not have any long-term contracts including derivative contracts to which there were any material foreseeable losses
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
  - iv. a) Management has represented that, to best of its knowledge and belief , no funds have been advanced or loaned or invested(either from borrowed funds or share premium or any other sources or kind of funds ) by the company to or in any other person or entity , including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise , that the intermediary shall , whether , directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee , security or the like on behalf of the ultimate beneficiaries.

- b) Management has represented , that , to the best of its knowledge and belief, no funds have been received by the company from any person or entity , including foreign entities (“Funding Parties”) , with the understanding, whether recorded in writing or otherwise , that the company shall , whether , directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party (“ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries ; and
- c) Based on our audit procedures which we have considered reasonable and appropriate in the circumstances and according to the information and explanation provided to us by the management in this regard, nothing has come to our notice that has caused them to believe that the representations made by the management under sub- clause (i) and (ii), contain any material mis-statement.
- v. Final dividend proposed in the previous year, declared and paid by the company during the year is in compliance with section 123 of Act, as applicable.
- vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **Selvam & Suku,**  
Chartered Accountants  
Firm Registration No: 003701S

**Date:** 13.05.2025  
**Place:** Chennai

**P. Nivetha**  
Partner  
M. No: 268215  
UDIN: 25268215BMUKEH5832

## ANNEXURE A

### Responsibilities for Audit of the Financial Statement:

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone 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 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 auditors' report to the related disclosures in the standalone 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Standalone 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 standalone Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 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 standalone 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.

For **Selvam & Suku**,  
Chartered Accountants  
Firm Registration No: 003701S

**Date:** 13.05.2025  
**Place:** Chennai

**P. Nivetha**  
Partner  
M. No: 268215  
UDIN: 25268215BMUKEH5832

## ANNEXURE B

**Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of our report of even date to the Members of ELNET TECHNOLOGIES LIMITED for the year ended 31st March 2025.**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, we report that:

Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of our report of even date to the Members of ELNET TECHNOLOGIES LIMITED for the year ended 31st March 2025.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone Ind AS Financial Statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, we report that:

- (i). In respect of the company's Property, Plant and Equipment and Intangible assets.
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - (B) The Company does not have any intangible assets and hence reporting under sub clause 3(i)(a)(B) of the order is not applicable.
  - (b) Property, Plant and Equipment were physically verified by the Management periodically. According to the information and explanations given to us, no material discrepancies were noticed on such verification. In our opinion the verification is reasonable, having regard to the size of the company, and the nature of its business.
  - (c) According to the information and explanations given to us, the records examined by us and based on the examination conducted by us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the Balance Sheet date. In respect of immovable properties of land and buildings that have been taken on lease and disclosed as PPE in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment during the year. Accordingly, the requirements under paragraph 3(i)(d) of the Order are not applicable to the company.

- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i)(e) of the Order are not applicable to the Company.
- (ii). (a) The company is involved in the business of rendering services and hence, no inventory is being maintained by the company. Accordingly, the provisions stated in paragraph 3(ii)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii). According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in, provided any guarantee or security, or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. Accordingly, clause 3(iii)(a) to 3(iii)(f) of the Order is not applicable to the Company.
- (iv). In our opinion and according to information and explanations given to us, the company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- (v). In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public in accordance with the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi). According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, to the company. Accordingly, the provisions stated in paragraph 3(vi) of the Order are not applicable to the Company.



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

- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Goods and Service Tax, Cess and other material statutory dues applicable to it to the appropriate authorities.

There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Goods and Service Tax, Cess and other material statutory dues in arrears as at 31st March, 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us no disputed amounts payable in respect of Provident Fund, Employees State insurance, Income Tax, Sales Tax, Customs Duty, Duty of Excise, Value added Tax, Goods and Services Tax, Cess and other Statutory dues except for the service tax dues as per the table below have not been deposited on account of dispute:

(Amount in Lakhs)

Name of the Statute	Nature of the Dues	Amount in Rs.	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service Tax Dues	124.17	October 2015 till June 2017	Chennai CESTAT
<b>TOTAL</b>		<b>124.17</b>		

(viii). According to the information and explanation given to us and based on the examination of records of the Company, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Accordingly reporting under the para 3(viii) of the order is not applicable to the Company.

(ix). The Company does not have any loans or borrowings from any financial institution, banks and government during the year. Accordingly, the provision stated in paragraph 3(ix) (a) to (f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any monies by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

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

- (xi) (a) Based on examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) No report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph 3(xi)(c) of the Order is not applicable to Company.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to 3(xii) (c) of the Order are not applicable.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable and the details have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable Accounting Standards.
- (xiv) (a) Based on information and explanations provided to us and based on our examination of records of the Company, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the Internal Audit reports of the company issued till date for the period under Audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him and hence provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi)(a) of the Order are not applicable to the Company.
- (b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi) (c) and paragraph 3 (xvi) (d) of the Order are not applicable to the Company.

- (xvii). According to the information and explanations provided to us and based on the examination of records of the Company, Company has not incurred cash losses in the financial year and in the immediately preceding financial year and accordingly reporting under paragraph clause 3(xvii) of the Order is not applicable to the Company.
- (xviii). There has been no resignation of the statutory auditor during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix). According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, 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 the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx). (a) According to the information and explanations provided to us and based on our examination of the records of the Company, Company has no on-going projects as specified in Schedule VII to the sub section 5 of Section 135 of the Act and accordingly reporting under paragraph clause 3 (xx)(a) of the order is not Applicable.
- (b) According to the information and explanations provided to us and based on our examination of the records of the Company, it has unspent amount under sub-section (5) of the section 135 of the Act. Therefore, para 3(xx)(b) of the order is not applicable
- (xxi). According to the information and explanations given to us, the Company does not have any subsidiary/Associate/ Joint Venture. Accordingly, there is no preparation of consolidated financial statements. Accordingly, the provisions stated in paragraph clause 3 of the Order are not applicable to the Company.

For **Selvam & Suku**,  
Chartered Accountants  
Firm Registration No: 003701S

**Date:** 13.05.2025  
**Place:** Chennai

**P. Nivetha**  
Partner  
M. No: 268215  
UDIN: 25268215BMUKEH5832

## ANNEXURE C

### **Referred to in paragraph 2(f) under “Report on Other Legal and Regulatory Requirements” section of our report of even date to the Members of ELNET TECHNOLOGIES LIMITED for the year ended 31st March 2025.**

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

We have audited the internal financial controls with reference to standalone Ind AS Financial Statements of ELNET TECHNOLOGIES LIMITED (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone 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 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’) (‘the Guidance Note’). 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 Company’s 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.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone Ind AS 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 over Financial Reporting

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

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on "the internal control with reference to standalone Ind AS Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For **Selvam & Suku**,  
Chartered Accountants  
Firm Registration No: 003701S

**Date:** 13.05.2025  
**Place:** Chennai

**P. Nivetha**  
Partner  
M. No: 268215  
UDIN: 25268215BMUKEH5832

# FINANCIAL STATEMENTS 2024-25

# THIRTY FOURTH ANNUAL REPORT 2024-25

## Balance Sheet as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	2,251.14	2,185.57
Capital work in progress	5	10.05	-
Financial assets			
Investments	6	423.54	423.54
Other financial assets	7	794.88	637.83
Income Tax Assets (net)	8	6.33	(58.44)
Deferred tax asset (net)	19	11.08	(26.62)
Other Non Current Assets	9	780.31	792.55
<b>Total non-current assets</b>		<b>4,277.32</b>	<b>3,954.42</b>
<b>Current assets</b>			
Financial Assets			
Trade Receivables	10	195.12	252.87
Cash and cash equivalents	11	2,350.74	1,349.81
Bank balances other than above	12	10,193.51	9,800.75
Other financial assets	13	441.19	486.04
Other current assets	14	36.61	63.47
<b>Total current assets</b>		<b>13,217.17</b>	<b>11,952.94</b>
<b>Total Assets</b>		<b>17,494.50</b>	<b>15,907.36</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	15	400.00	400.00
Other equity	16	15,225.16	13,536.09
<b>Total equity</b>		<b>15,625.17</b>	<b>13,936.09</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Other financial liabilities	17	265.50	556.27
Other Non Current liabilities	17a	62.32	102.46
Provisions	18	2.27	2.06
<b>Total non-current liabilities</b>		<b>330.08</b>	<b>660.79</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	20	426.34	426.34
Trade payables			
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	21	36.31	45.40
Other financial liabilities	22	1,024.47	792.48
Provisions	23	-	-
Other current liabilities	24	52.12	46.27
<b>Total liabilities</b>		<b>1,539.25</b>	<b>1,310.48</b>
<b>Total Equity and Liabilities</b>		<b>1,869.33</b>	<b>1,971.27</b>
		<b>17,494.50</b>	<b>15,907.36</b>

Summary of significant accounting policies and other explanatory information 2  
The accompanying notes are an integral part of the standalone financial statements.

For and on behalf of the Board of Directors of  
**Elnet Technologies Limited**

**Unnamalai Thiagarajan**  
Managing Director  
DIN:00203154

**Dr.K.P.Karthikeyan**  
Director/Chairman  
DIN: 08218878

**Mrs. Madura Ganesh**  
Director  
DIN: 02456676

**D Srinivas Rao**  
Chief Financial Officer

As per our report of even date  
attached  
for **Selvam & Suku**  
Chartered Accountants  
Firm Registration Number: 003701S

**P.Nivetha**  
Partner  
Membership No. 268215  
Chennai

Place : Chennai  
Date : 13-May-2025

## Statement of profit and loss for the Year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Income</b>			
Revenue from operations	25	2,303.00	2,614.97
Other income	26	1,022.29	827.82
<b>Total income</b>		<b>3,325.30</b>	<b>3,442.79</b>
<b>Expenses</b>			
Employee benefits expense	27	194.19	205.63
Depreciation and amortisation expense	28	159.94	164.75
Other expenses	29	635.71	653.10
Finance costs	30	45.57	65.80
<b>Total expenses</b>		<b>1,035.41</b>	<b>1,089.28</b>
<b>Profit before exceptional items and tax</b>		<b>2,289.89</b>	<b>2,353.51</b>
Exceptional items	31	-	-
Profit before tax		<b>2,289.89</b>	<b>2,353.51</b>
Income tax expense			
Current tax	31	<b>572.37</b>	<b>583.98</b>
Current tax for prior periods		-	-
Deferred tax		<b>(37.70)</b>	<b>20.36</b>
Profit for the year		<b>1,755.22</b>	<b>1,749.18</b>
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of post employment benefit obligations		<b>1.86</b>	<b>3.71</b>
Effect of measuring investments at fair value		-	-
Income tax relating to these items		<b>(0.47)</b>	<b>(0.93)</b>
Other comprehensive income/(expense) for the year, net of tax		<b>1.39</b>	<b>2.77</b>
Total comprehensive income for the year		<b>1,756.61</b>	<b>1,751.95</b>
Earnings per share	32		
Basic earnings per share		<b>43.88</b>	<b>43.73</b>
Diluted earnings per share		<b>43.88</b>	<b>43.73</b>

Summary of significant accounting policies and other explanatory information 2  
The accompanying notes are an integral part of the standalone financial statements.

For and on behalf of the Board of Directors of  
**Elnet Technologies Limited**

**Unnamalai Thiagarajan**  
Managing Director  
DIN:00203154

**Dr.K.P.Karthikeyan**  
Director/Chairman  
DIN: 08218878

**D Srinivas Rao**  
Chief Financial Officer

**Mrs. Madura Ganesh**  
Director  
DIN: 02456676

As per our report of even date  
attached  
for **Selvam & Suku**  
Chartered Accountants  
Firm Registration Number: 003701S

**P.Nivetha**  
Partner  
Membership No. 268215  
Chennai

Place : Chennai  
Date : 13-May-2025



## THIRTY FOURTH ANNUAL REPORT 2024-25

### Statement of cash flows for the year ended March 31, 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Cash Flow From Operating Activities</b>		
<b>Profit before income tax</b>	2,289.89	2,353.51
<b>Adjustments for</b>		
Depreciation and amortisation expense	159.94	164.75
(Profit)/Loss on sale of fixed asset	-	-
Provision/ (Reversal) for Employee Benefits	0.95	1.80
Interest Income on deposits	(961.53)	(800.28)
Finance costs	45.57	65.80
	<b>1,534.82</b>	<b>1,785.58</b>
<b>Change in operating assets and liabilities</b>		
(Increase)/ decrease in Other financial assets	(392.76)	(7,314.13)
(Increase)/ decrease in trade receivables	(57.74)	(10.88)
(Increase)/ decrease in Other assets	39.10	1.89
Increase/ (decrease) in provisions and other liabilities	(93.07)	(134.88)
Increase/ (decrease) in trade payables	(9.08)	(21.54)
Cash generated from operations	1,021.27	(5,693.96)
Less : Income taxes paid (net of refunds)	520.53	509.06
Net cash from / (used in) operating activities (A)	500.73	(6,203.02)
<b>Cash Flows From Investing Activities</b>		
Acquisition of property plant and equipment and Capital work-in-progress	(235.55)	(129.87)
Proceeds on redemption of investments	-	-
Proceeds from disposal of Property, plant and equipment and Capital work-in-progress	-	-
Maturity / (Investments in) fixed deposits with banks more than 3 months	(157.06)	5,989.09
Interest Received on Deposits	960.81	770.93
<b>Net cash from / (used in) investing activities (B)</b>	<b>568.20</b>	<b>6,630.14</b>
<b>Cash Flows From Financing Activities</b>		
Dividend paid	(68.00)	(80.00)
Tax on dividend	-	-
<b>Net cash used in financing activities (C)</b>	<b>(68.00)</b>	<b>(80.00)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	1,000.93	347.12
Cash and cash equivalents at the beginning of the financial year	1,349.81	1,002.69
<b>Cash and cash equivalents at end of the year</b>	<b>2,350.73</b>	<b>1,349.81</b>
<b>Notes:</b>		
1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".		
2. Components of cash and cash equivalents		
Balances with banks		
- In current accounts	600.23	159.26
- In Deposit Account (maturing within 3 months)	1,750.00	1,190.00
Cash on hand	0.50	0.55
	<b>2,350.74</b>	<b>1,349.81</b>

**Note:**

The above Statement of Cash flows has been prepared under the "Indirect method" as set out in Indian Accounting Standards (Ind As - 7) Statement of Cash flows. As per our report of even date attached

For and on behalf of the Board of Directors of  
**Elnet Technologies Limited**

**Unnamalai Thiagarajan**  
Managing Director  
DIN:00203154

**Dr.K.P.Karthikeyan**  
Director/Chairman  
DIN: 08218878

**D Srinivas Rao**  
Chief Financial Officer

**Mrs. Madura Ganesh**  
Director  
DIN: 02456676

As per our report of even date  
attached  
for **Selvam & Suku**  
Chartered Accountants  
Firm Registration Number: 003701S

**P.Nivetha**  
Partner  
Membership No. 268215  
Chennai

Place : Chennai  
Date : 13-May-2025

## Statement of Changes in Equity for the year ended March 31, 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

### (A) Equity Share Capital

Equity shares of ₹ 10 each issued, subscribed and fully paid	Numbers	Amount
<b>At 1 April 2023</b>	40,00,007	400.00
Shares issued during the year	-	-
<b>At 31 March 2024</b>	40,00,007	400.00
Shares issued during the year	-	-
<b>At 31 March 2025</b>	<b>40,00,007</b>	<b>400.00</b>

### (B) Other Equity

Particulars	Reserves and Surplus					Total
	General Reserve	Retained earnings	Other Reserves - Capital Subsidy	Remeasurement of defined benefit plans	Equity Instruments through Other Comprehensive Income	
<b>As at 1 April 2023</b>	<b>2912.21</b>	<b>8832.75</b>	<b>25.75</b>	<b>1.93</b>	<b>90.55</b>	<b>11,863.20</b>
Profit for the year (restated)		1,749.17	-		-	1,749.17
Other comprehensive income				3.71	-	3.71
Payment of dividend		(80.00)	-	-	-	(80.00)
<b>At 31 March 2024</b>	<b>2,912.21</b>	<b>10,501.92</b>	<b>25.75</b>	<b>5.64</b>	<b>90.55</b>	<b>13,536.08</b>
Profit for the year		1,755.22	-		-	1,755.22
Other comprehensive income				1.86	-	1.86
Payment of dividend		(68.00)	-		-	(68.00)
<b>At 31 March 2025</b>	<b>2,912.21</b>	<b>12,189.14</b>	<b>25.75</b>	<b>7.50</b>	<b>90.55</b>	<b>15,225.16</b>

Summary of significant accounting policies and other explanatory information 2  
The accompanying notes are an integral part of the standalone financial statements.  
As per our report of even date attached

For and on behalf of the Board of Directors of  
**Elnet Technologies Limited**

**Unnamalai Thiagarajan**  
Managing Director  
DIN:00203154

**Dr.K.P.Karthikeyan**  
Director/Chairman  
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**D Srinivas Rao**  
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**Mrs. Madura Ganesh**  
Director  
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As per our report of even date attached  
for **Selvam & Suku**  
Chartered Accountants  
Firm Registration Number: 003701S

**P.Nivetha**  
Partner  
Membership No. 268215  
Chennai

Place : Chennai  
Date : 13-May-2025

## Notes to Financial Statements for the year ended March 31, 2025

### 1 Corporate Information

Elnet Technologies Limited (ETL) was incorporated in August 1990 as a Public Limited Company which is situated in the IT corridor, Rajiv Gandhi Salai, Taramani, Chennai. ETL's core competence is to develop and manage Software Technology Park. ETL has pioneered the concept of Software Technology Park in India and also providing infrastructure to Information Technology and Information technology enabled services industry companies.

### 2 Basis of preparation of financial statements

#### Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the 2013 Act read with the Companies (Indian Accounting Standards) Rules 2015 and other relevant provisions of the 2013 Act. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### Basis of preparation and presentation

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- a) Derivative financial instruments
- b) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

#### Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

#### Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (up to two decimals).

The financial statements are approved for issue by the Company's Board of Directors on 11th April 2022.

## 2.1 Critical accounting estimates and management judgments

The management believes that the estimates used in the preparation of financial statements are prudent and reasonable.

Information about significant areas of estimation, uncertainty and critical judgements used in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

### Property, Plant and Equipment (PPE)

The residual values and estimated useful life of PPE are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/amortisation. Also, management judgement is exercised for classifying the asset as investment properties or vice versa.

### Current tax

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

### Deferred Tax Assets

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained / recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

### Fair value

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

#### **Impairment of Trade Receivables**

The impairment for trade receivables are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

#### **Impairment of Non-financial assets (Property, Plant and Equipment)**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budgets. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Company.

#### **Defined Benefit Plans and Other long term benefits**

The cost of the defined benefit plan and other long term benefits, and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### **3 Significant Accounting Policies**

#### **a) Current versus non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set-out in the Act. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

#### **b) Fair value measurement**

The Company has applied the fair value measurement wherever necessitated at each reporting period.

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:

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or 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 the 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 minimising 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 market 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; and

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

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

The Company has designated the respective team leads to determine the policies and procedures for both recurring and non - recurring fair value measurement. External valuers are involved, wherever necessary with the approval of Company's board of directors. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosure, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above. The component wise fair value measurement is disclosed in the relevant notes.

**c) Revenue Recognition**

**Sale of services**

Income from sale of services, which comprise of providing complete infrastructure services required to run, maintain, manage and administer software technology park housing sophisticated modules with infrastructure facilities required for Information Technology / Information technology enabled service industry, is recognised when the services are rendered as per the terms of the agreement and when no significant uncertainty as to its determination or realisation exists. The modules are provided with complete facilities like air conditioning, uninterrupted power supply, generators etc. internet connectivity to offer seamless end to end infrastructure facility required by an Information Technology / Information technology enabled service industry Company to run its business. Elnet has also set up a permanent establishment to maintain these facilities for its customers to ensure uninterrupted business activities.

Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

**Interest Income**

Interest income is recorded using the effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

**Power Generation**

Income from Windmill is taken on a monthly basis upon credit given by Tamil Nadu Electricity Board for units generated and Supplied.

### **Dividend income**

Dividend income is recognized when the company's right to receive dividend is established by the reporting date, which is generally when shareholders approve the dividend.

#### **d) Property, plant and equipment and capital work in progress**

Property, plant and equipment and capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs of a qualifying asset, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Advances paid towards the acquisition of tangible assets outstanding at each balance sheet date, are disclosed as capital advances under other non-current assets and the cost of the tangible assets not ready for their intended use before such date, are disclosed as capital work in progress.

### **Derecognition**

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

#### **e) Depreciation on property, plant and equipment**

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life on a straight line method. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost. Residual value for all assets is considered as NIL.

Depreciation is provided on straight line method, over the useful lives specified in Schedule II to the Companies Act, 2013 except for the following items, where useful life estimated on technical assessment, past trends and differ from those provided in Schedule II of the Companies Act, 2013.

<b>Assets Category</b>	<b>Estimated useful life (in years)</b>
Fit outs	4.00
Furniture and Fixtures	4.00
Multi Level Car Park	13.50
Office Equipments	4.00
Vehicle – Car	4.00



Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded/sold. Additions to fixed assets, costing 5000 each or less are fully depreciated retaining its residual value.

The residual values, estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### **f) Financial Instruments**

##### **Financial assets**

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

##### **Initial recognition and measurement**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities is described below:

##### **Non-derivative financial assets**

##### **Subsequent measurement**

Financial assets carried at amortised cost

A financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method."

For purposes of subsequent measurement, financial assets are classified on the basis of their contractual cash flow characteristics and the entity's business model of managing them.

##### **Investments in equity instruments of subsidiaries, joint ventures and associates**

Investments in equity instruments of subsidiaries, joint ventures and associates are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

### **Investments in other equity instruments**

Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognized in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

### **Derecognition of financial assets**

A financial asset is primarily de-recognized when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

### **Financial liabilities**

#### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL and as at amortised cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

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

#### **Derecognition of financial liabilities**

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition

of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

#### **Derivative financial instruments**

The Company does not hold any derivative financial instruments such as foreign exchange forward and options contracts.

#### **Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

#### **Offsetting of financial instruments**

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

#### **Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

### **g) Foreign currency transactions and translations**

#### **Transactions and balances**

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. However,

for practical reasons, the Company uses an average rate, if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

## h) Taxes

### Current income tax

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum alternate tax ('MAT') credit entitlement is recognized as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period."

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognized to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results,

adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity).

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.”

**i) Retirement and other employee benefits**

**Short-term employee benefits**

A liability is recognised for short-term employee benefit in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

**Defined contribution plans**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund and super annuation fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

**Defined benefit plans**

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

### **Compensated absences**

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using 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 non-accumulating compensated absences is recognized in the period in which the absences occur.

### **Other long term employee benefits**

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by the employees up to the reporting date.

## **j) Leases**

### **The Company as a Lessor**

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

### **The Company as a lessee**

The Company's lease asset classes primarily consist of leases for Land. 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.

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

**k) Impairment of non financial assets**

The Company assesses at each year end whether there is any objective evidence that a non financial asset or a group of non financial assets is impaired. If any such indication exists, the Company estimates the asset's recoverable amount and the amount of impairment loss.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash in flows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

**l) Provisions, contingent liabilities and contingent asset**

**Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and 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.

Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an

increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Necessary provision for doubtful debts, claims, etc., are made if realisation of money is doubtful in the judgement of the management.

### **Contingent liability**

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. Contingent liabilities are disclosed separately.

Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

### **Contingent assets**

Where an inflow of economic benefits is probable, the Company discloses a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect. Contingent assets are disclosed but not recognised in the financial statements.

#### **m) Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

#### **n) Cash Flow Statement**

Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Cash flow statement.



**o) Earnings per share**

The basic earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.”

**3.1 Standards (including amendments) issued but not yet effective**

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2022.

**3.2 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. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

## Notes to Financial Statements for the year ended March 31, 2025 (Contd.)

(All amounts in ₹ lakhs, unless otherwise stated)

#### 4 Property, plant and equipment

Particulars	Tangible Assets													Total
	Land	Buildings	Plant and Machinery	Electrical Fittings	Furniture & Fixture	Fit outs	Comput-ers	Air Condi-tioners	UPS	Others	Photo-copier Machine	Multi level Car Park	Vehicles	
Cost as at March 31, 2023	23.49	2,224.86	138.62	338.80	122.14	1,030.30	20.12	151.83	54.96	30.76	0.96	94.99	65.39	4,297.22
Additions		23.26	4.45	6.92	27.44	28.84	0.59	34.10		1.40		2.87		129.87
Disposals													(36.82)	(36.82)
Cost as at March 31, 2024	23.49	2,248.12	143.07	345.72	149.58	1,059.15	20.70	185.94	54.96	32.16	0.96	97.86	28.57	4,390.28
Additions		34.59	20.41	45.21	19.53	65.98	0.68	38.81		0.30				225.51
Disposals														-
Cost as at March 31, 2025	23.49	2,282.71	163.48	390.93	169.11	1,125.13	21.38	224.75	54.96	32.46	0.96	97.86	28.57	4,615.78
Depreciation/Amortisation														
As at March 31, 2023	-	403.24	137.88	219.94	74.11	913.33	15.96	86.21	54.96	18.86	0.96	86.03	65.32	2,076.77
Charge for the year	-	48.02	0.61	40.74	6.27	47.98	3.30	12.91		3.93		0.95	0.05	164.75
Disposals	-												(36.82)	(36.82)
As at March 31, 2024	-	451.26	138.49	260.67	80.38	961.31	19.26	99.11	54.96	22.79	0.96	86.99	28.55	2,204.70
Charge for the year	-	48.47	1.91	20.96	12.39	51.77	1.45	17.86		4.00		1.13	0.01	159.94
Disposals	-													-
As at March 31, 2025	-	499.74	140.39	281.63	92.76	1,013.08	20.71	116.98	54.96	26.78	0.96	88.12	28.56	2,364.64
Net Block														
As at March 31, 2023	23.49	1,821.63	0.74	118.87	48.03	116.97	4.16	65.63	-	11.90	0.00	8.94	0.07	2,220.45
As at March 31, 2024	23.49	1,796.86	4.59	85.05	69.21	97.84	1.44	86.82	-	9.37	0.00	10.87	0.02	2,185.57
As at March 31, 2025	23.49	1,782.97	23.09	109.30	76.35	112.05	0.66	107.77	-	5.67	0.00	9.75	0.01	2,251.14

**Note:**

## Employee benefits expense

Effective April 1, 2019, the Company adopted IND AS 116 "Leases" and applied the standard to the lease contract existing on April 1, 2019 using the modified retrospective method. Under this method, the right-of-use of assets equal to the lease liability and lease liability is measured at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application. The company has a lease arrangement for land for a period of 90 year at a lease rental of Rs. 1 per year. Transition of the new standard resulted in recognition of Right-of-Use asset (ROU) and lease liability for Rs.1, respectively. The effect of the same on the profits and earnings per share for the year ended March 31, 2025 is Rs. Nil.

**THIRTY FOURTH ANNUAL REPORT 2024-25**

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
<b>5 Capital Work in Progress</b>		
Capital work in progress	10.05	-
<b>Total</b>	<b>10.05</b>	<b>-</b>
<b>6 Non-current assets - Financial Assets: Investments</b>		
Investments in Equity shares in Others FVTOCI		
<b>Traded Unquoted</b>		
3,025,300 Equity Shares (As at March 31, 2023 3,025,300) of Rs.10 each fully paid up in IG3 Infra Ltd (Formerly known as Indian Green Grid Group Ltd)	423.54	423.54
	<b>423.54</b>	<b>423.54</b>
Total non-current investments		
Aggregate cost of unquoted investments	302.53	302.53
<b>7 Other non-current financial assets</b>		
(Unsecured, considered good)		
Security Deposits		
Unamortised interest expense		
Land Lease Deposit	10.78	10.03
Security deposit with electricity and other departments	79.10	77.80
Bank Deposits with more than 12 months maturity	705.00	550.00
<b>Total</b>	<b>794.88</b>	<b>637.83</b>
<b>8 Income Tax Assets (Net)</b>		
Advance tax and tax deducted at source (net)	6.33	(58.44)
Salary Advance		
<b>Total</b>	<b>6.33</b>	<b>(58.44)</b>

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
<b>9 Other Non Current Assets</b>		
(Unsecured, considered good)		
Capital Advance	-	-
Lease Prepayments	780.31	792.55
<b>Total</b>	<b>780.31</b>	<b>792.55</b>
<b>10 Current assets - Financial Assets: Trade receivables</b>		
<b>Unsecured</b>		
- Considered good	202.12	259.87
- Credit Impaired		-
Less-Allowance for doubtful receivables	(7.00)	(7.00)
<b>Total</b>	<b>195.12</b>	<b>252.87</b>

**THIRTY FOURTH ANNUAL REPORT 2024-25**

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

**Trade receivables ageing schedule as on 31 March 2025**

	Particulars	Outstanding for following periods from due date of receipt						Total
		Not due	Less Than 6 Months	6 Months- 1 Year	1-2 Years	2-3 years	More than 3 years	
(i)	Undisputed trade receivable - considered good	-	130.12	-	0.02	6.57	65.42	202.12
(ii)	Undisputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed trade receivable - credit impaired	-	-	-	-	-	-	-
(iv)	Disputed trade receivable - considered good	-	-	-	-	-	-	-
(v)	Disputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi)	Disputed trade receivable - credit impaired	-	(0.81)	(3.04)	(3.15)	-	-	(7.00)
(vii)	Unbilled revenue	-	-	-	-	-	-	-
	Total	-	129.31	(3.04)	(3.13)	6.57	65.42	195.12

**Trade receivables ageing schedule as on 31 March 2024**

	Particulars	Outstanding for following periods from due date of receipt						Total
		Not due	Less Than 6 Months	6 Months- 1 Year	1-2 Years	2-3 years	More than 3 years	
(i)	Undisputed trade receivable - considered good	-	187.88	-	6.57	32.17	33.26	259.87
(ii)	Undisputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed trade receivable - credit impaired	-	-	-	-	-	-	-
(iv)	Disputed trade receivable - considered good	-	-	-	-	-	-	-
(v)	Disputed trade receivable - which have significant	-	-	-	-	-	-	-
(vi)	Disputed trade receivable - credit impaired	-	(0.81)	(3.04)	(3.15)	-	-	(7.00)
(vii)	Unbilled revenue	-	-	-	-	-	-	-
	Total	-	187.07	(3.04)	3.42	32.17	33.26	252.87

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
<b>11 Cash and cash equivalents</b>		
Cash and cash equivalents		
Balances with banks:		
On current accounts	600.23	159.26
- Deposits with original maturity of less than three months	1,750.00	1,190.00
Cash on hand	0.50	0.55
<b>Total</b>	<b>2,350.74</b>	<b>1,349.81</b>
<b>12 Bank balances other than cash and cash equivalents</b>		
In fixed deposits (maturing after 3 months within 12 months from end of the reporting date)	10,179.00	9,785.00
<b><i>In earmarked bank accounts</i></b>		
Unpaid Dividend Account	14.51	15.75
<b>Total</b>	<b>10,193.51</b>	<b>9,800.75</b>
<b>13 Other financial assets</b>		
(Unsecured, considered good)		
Interest Accrued but not Due on Deposits	441.19	486.04
<b>Total</b>	<b>441.19</b>	<b>486.04</b>
<b>14 Other current assets</b>		
(Unsecured, considered good)		
Advances to Suppliers	0.07	1.66
Advances to Employees	0.54	0.58
Balance with government authorities - Input tax credit receivable	-	-
Stores	-	-
Stock -Access Card	-	-
Compensation deposit receivable	-	-
Prepaid Expenses	25.24	11.21
Accruals	-	40.00
Others	10.77	10.03
<b>Total</b>	<b>36.61</b>	<b>63.47</b>

**THIRTY FOURTH ANNUAL REPORT 2024-25**

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
<b>15 Equity Share Capital</b>		
<b>Authorised Share Capital</b>		
<b>Equity Share Capital</b>		
5,000,000 (March 31, 2023 : 5,000,000) Equity shares of 10 each	500.00	500.00
	<b>500.00</b>	<b>500.00</b>
<b>Issued, Subscribed and paid up Share Capital</b>		
<b>Equity Share Capital</b>		
4,000,007 (March 31, 2023: 4,000,007) Equity shares of 10 each	400.00	400.00
Total	<b>400.00</b>	<b>400.00</b>

**Notes:**

- a. **Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**

**Equity shares**

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	40,00,007	400	40,00,007	400
Add: Changes during the year			-	-
Outstanding at the end of the year	40,00,007	400	40,00,007	400

- (b) **There is no movement in the number of equity shares during the year and in the previous year.**

- (c) **Rights, preferences and restrictions in respect of equity shares issued by the Company are as follows:**

1. The company has only one class of equity shares having a par value of Rs.10 each. Each holder of Equity shares is entitled to one vote per share rank pari-passu in all respects including voting rights and entitlement to dividend.
2. In the event of liquidation, shareholders will be entitled to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be proportionate to the number of equity shares held by the shareholder.

**(d) Shareholders holding more than 5% of the total share capital**

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity shares</b>				
Electronics Corporation of Tamil Nadu Ltd	10,40,006	26.00%	10,40,006	26.00%
Stur Technologies Pvt Ltd	4,50,000	11.25%	4,50,000	11.25%
Southern Projects Management Pvt Ltd	2,54,371	6.36%	2,54,371	6.36%
Shanmugam Thiagarajan	3,69,483	9.24%	3,69,483	9.24%

**(e) Details of shares held by promoters at the end of the year**

S. No	Promoter name	31 March 2025			31 March 2024		
		No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
1	Electronics Corporation of Tamil Nadu Ltd	10,40,006	26%	-	10,40,006	26%	-
2	Stur Technologies Pvt Ltd	4,50,000	11%	-	4,50,000	11%	-
3	Southern Projects Management Pvt Ltd	2,54,371	6%	-	2,54,371	6%	-
4	Shanmugam Thiagarajan	3,69,483	9%	-	3,69,483	9%	-
5	Stur Projects Management Pvt Ltd	1	0%	-	1	0%	-
<b>Total</b>		<b>21,13,861</b>			<b>21,13,861</b>		



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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
<b>16 Other Equity</b>		
General Reserve	2,912.21	2,912.21
Retained earnings	12,189.14	10,501.92
Other Reserves - Capital Subsidy	25.75	25.75
Actuarial movement through Other Comprehensive Income	7.51	5.65
Reserve for equity instruments through Other Comprehensive Income	90.55	90.55
<b>Total</b>	<b>15,225.16</b>	<b>13,536.09</b>
<b>a) General Reserve</b>		
Balance at the beginning of the year	2,912.21	2,912.21
Additions during the year	-	-
<b>Balance at the end of the year</b>	<b>2,912.21</b>	<b>2,912.21</b>
The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to Statement of Profit or Loss.		
<b>b) Retained earnings</b>		
Balance at the beginning of the year	10,501.92	8,832.75
Net profit for the year	<b>1,755.22</b>	<b>1,749.17</b>
Dividend	(68.00)	(80.00)
<b>Balance at the end of the year</b>	<b>12,189.14</b>	<b>10,501.92</b>
Retained earnings represents the Company's undistributed earnings after taxes.		

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
<b>c) Other Reserves - Capital Subsidy</b>		
<b>Balance at the beginning of the year</b>	25.75	25.75
Additions during the year	-	-
<b>Balance at the end of the year</b>	<b>25.75</b>	<b>25.75</b>
As per the provisions of G.O.M.S.No.149 Industries dated April 01,1991 the company was granted a Capital Subsidy in the year 1995 of Rs.25.75 Lakhs. Items included in the reserve will not be reclassified subsequently to Statement of Profit or Loss.		
<b>d) Actuarial movement through Other Comprehensive Income</b>		
Balance at the beginning of the year	5.65	1.94
Additions during the year	1.86	3.71
<b>Balance at the end of the year</b>	<b>7.51</b>	<b>5.65</b>
<b>e) Reserve for equity instruments through Other Comprehensive Income</b>		
Balance at the beginning of the year	90.55	90.55
Effect of measuring investments at fair value	-	-
<b>Balance at the end of the year</b>	<b>90.55</b>	<b>90.55</b>
This reserve presents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income (net of taxes), net of amounts reclassified to retained earnings when those assets have been disposed off.		
<b>17 Other financial liabilities</b>		
Non Cancellable Compensation Deposits	255.61	546.55
Token Deposit	9.89	9.73
<b>Total</b>	<b>265.50</b>	<b>556.27</b>
<b>17a Other Non Current liabilities</b>		
Unamortised Interest income	62.32	102.46
<b>Total</b>	<b>62.32</b>	<b>102.46</b>

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
<b>18 Provisions (Non-current)</b>		
Provision for Employee Benefits		
Compensated absences (Refer Note 40)	2.27	2.06
Total	<b>2.27</b>	<b>2.06</b>
<b>19 Deferred Tax Liability/ (Asset) - Net</b>		
Deferred Tax Liability		
On Fixed Assets	-	-
Deferred Tax created on OCI Items	<b>26.62</b>	<b>29.65</b>
	<b>26.62</b>	<b>29.65</b>
Deferred Tax Asset		
On Fixed Assets		-1.85
On expenses allowable for tax on payment basis	37.70	4.87
Amortisation of Land Registration Charges		-
	<b>37.70</b>	<b>3.02</b>
<b>Net deferred tax Assets</b>	<b>(11.08)</b>	<b>26.62</b>
<b>20 Borrowings (Unsecured)</b>		
Loans and advances from related parties*		
Stur Technologies Private Ltd	426.34	426.34
Total	<b>426.34</b>	<b>426.34</b>
<b>21 Trade Payables</b>		
Trade Payables		
Total Outstanding due to micro enterprises and small enterprises	-	-
Total Outstanding due to creditors other than micro enterprises and small enterprises	36.31	45.40
Total	<b>36.31</b>	<b>45.40</b>
Refer to Note 34 for dues to enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 which is on the basis of such parties having been identified by the management and relied upon by the auditors.		

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

## 21.1 Trade payable ageing schedule as on 31 March 2025

Particulars		Outstanding for following periods from date of transaction						Total
		Accrued expenses	Not clue	Upto 1 years	1-2 years	2-3 years	More than 3 years	
(i)	MSME	-	-	-	-	-	-	-
(ii)	Others	41.02	14.88	10.17	-	-	-	36.31
(iii)	Disputed dues-MSME	-	-	-	-	-	-	-
(iv)	Disputed dues-Others	-	-	-	-	-	-	-
	<b>Total</b>	<b>41.02</b>	<b>14.88</b>	<b>10.17</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>36.31</b>

## Trade payable ageing schedule as on 31 March 2024

Particulars		Outstanding for following periods from date of transaction						Total
		Accrued expenses	Not clue	Upto 1 years	1-2 years	2-3 years	More than 3 years	
(i)	MSME	-	-	-	-	-	-	-
(ii)	Others	38.01	16.53	23.91	-	-	-	45.40
(iii)	Disputed dues-MSME	-	-	-	-	-	-	-
(iv)	Disputed dues-Others	-	-	-	-	-	-	-
	<b>Total</b>	<b>38.01</b>	<b>16.53</b>	<b>23.91</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>45.40</b>

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
<b>22 Other financial liabilities (other than those specified above)</b>		
Cancellable Compensation Deposit	803.28	744.36
Compensation Deposit-maturing in 1 year (Non Cancellable)	192.88	19.13
Unpaid Dividend	14.51	15.75
Interest on disputed dividend (net)	1.47	1.47
Advance from customers		-
Employee benefits payable	7.03	6.46
Security Deposit	5.31	5.31
Total	1,024.47	792.48
<b>23 Provisions (Current)</b>		
Provision for employee benefits		
Compensated absences (Refer Note 40)		-
Total	-	-
<b>24 Other current liabilities</b>		
Statutory dues payable	38.71	32.55
Gratuity payable (Refer Note 40)	0.08	1.16
CSR Payable	-	-
Ex-Gratia Payable	12.89	12.37
Sitting Fees Payable	0.44	0.19
Total	52.12	46.27

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>25 Revenue from operations</b>		
Sale of Services		
Compensation Income	1,839.98	2,125.67
Other operating revenues	463.02	489.30
<b>Total</b>	<b>2,303.00</b>	<b>2,614.97</b>
<b>26 Other income</b>		
Interest Income	961.53	800.28
Other Non-Operating Income	60.76	27.54
	<b>1,022.29</b>	<b>827.82</b>
<b>(i) Interest Income on Financial instruments measured at amortized cost</b>		
On Deposits	961.53	800.28
On Loans to Employees	-	-
<b>(ii) Interest on Income Tax refund</b>	-	-
	<b>961.53</b>	<b>800.28</b>
<b>(ii) Other Non-Operating Income comprises of</b>		
Profit on sale of PPE	-	-
Miscellaneous Income	<b>11.91</b>	<b>7.54</b>
<b>Total</b>	<b>11.91</b>	<b>7.54</b>
<b>27 Employee benefits expense</b>		
Salaries and Wages	171.14	182.97
Contributions to provident and other funds	12.76	15.76
Staff welfare expenses	10.29	6.91
<b>Total</b>	<b>194.19</b>	<b>205.63</b>
<b>28 Depreciation and amortisation expense</b>		
Depreciation of property, plant and equipment	159.94	164.75
<b>Total</b>	<b>159.94</b>	<b>164.75</b>

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	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>29 Other expenses</b>		
Electricity	320.70	311.76
Diesel	15.67	18.34
Water	6.00	15.31
Rent (refer note 37)	12.24	12.24
Repairs and maintenance	-	
-Buildings	30.55	40.72
-Machinery	3.71	6.04
-Others	50.63	67.51
Insurance	15.01	9.05
Rates and taxes	67.69	64.83
Communication expenses	1.32	1.88
Travelling and conveyance	1.84	2.04
Printing and stationery	0.79	1.22
Business promotion expenses	4.94	4.27
Legal and professional charges	46.96	45.45
Payments to auditors (refer note a below)	7.00	7.00
Sitting fees to directors	6.52	7.63
Contribution towards Corporate Social Responsibility (refer note b below)	39.50	34.61
Brokerage and Commission	2.62	0.39
Miscellaneous Expenses	1.99	2.80
Provision for doubtful debts	-	-
<b>Total</b>	<b>635.71</b>	<b>653.10</b>
<b>(a) Payments to auditors</b>		
For Statutory audit	4.50	4.50
For Tax Audit	1.00	1.00
For Limited reviews	1.50	1.50
<b>Total</b>	<b>7.00</b>	<b>7.00</b>

	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>(b) Expenditure on Corporate Social Responsibility</b>		
Amount required to be spent on Corporate Social Responsibility during the year	<b>39.50</b>	<b>34.61</b>
Amount of expenditure during the year on		
(i) Construction and/ or acquisition of any asset	-	-
(ii) Other purposes [other than (i) above]]		
Donation to Park Development and Community Infrastructure in Tamil Nadu Development Board Housing Complex	-	28.00
Donation to Action for rural improvement	10.00	6.61
Donation to commissioner Madurai Corporation Tamil Nadu Chief Minister's Breakfast scheme	15.00	
Donation to Champions Arakattalai	14.50	
Donation to Tamil Nadu State Disaster Management Authority	-	-
Total	<b>39.50</b>	<b>34.61</b>
Amount of shortfall during the year	<b>Nil</b>	<b>Nil</b>
<b>30 Finance Costs</b>		
Implicit interest on security deposits	45.56	65.79
Interest Paid on Income Tax	-	-
Bank Charges	<b>0.02</b>	<b>0.01</b>
Total	<b>45.57</b>	<b>65.80</b>
<b>31 Income tax expense</b>		
<b>(a) Income tax expense</b>		
<b>Current tax</b>		
Current tax on profits for the year	572.37	583.98
Adjustments in respect of current income tax of previous year	-	-
Total current tax expense	<b>572.37</b>	<b>583.98</b>
Deferred tax		
<b>Deferred tax adjustments</b>	<b>(37.70)</b>	<b>20.36</b>
<b>Total deferred tax expense/(benefit)</b>	<b>(37.70)</b>	<b>20.36</b>
<b>Income tax expense</b>	<b>534.67</b>	<b>604.33</b>



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	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>(b) Reconciliation of tax expense and accounting profit for the year is as under:</b>		
<b>Profit before tax</b>	<b>2,289.89</b>	<b>2,353.51</b>
Income tax expense calculated 25.17% (Previous Year - 25.17%)	576.36	592.38
Tax Effect on non-deductible expenses (Net)		
<b>Tax effect on mutual fund redemption</b>	<b>-</b>	<b>-</b>
<b>Tax Expense as per Statement of Profit and Loss</b>	<b>576.36</b>	<b>592.38</b>

## (c) Movement of deferred tax expense during the year ended March 31, 2025

Deferred tax (liabilities) / assets in relation to:	Opening balance	Recognised in profit or (loss)	Recognised in Other comprehensive income	Closing balance
Property, plant, and equipment and Intangible Assets	14.31	(15.92)	-	(1.61)
Remeasurement of financial instruments under Ind AS	(30.46)	-	-	(30.46)
Other temporary differences	9.88	(4.54)	-	5.34
<b>Total</b>	<b>(6.27)</b>	<b>(20.46)</b>	<b>-</b>	<b>(26.73)</b>

## (d) Movement of deferred tax expense during the year ended March 31, 2024

Deferred tax (liabilities) / assets in relation to:	Opening balance	Recognised in profit or (loss)	Recognised in Other comprehensive income	Closing balance
Property, plant, and equipment and Intangible Assets	23.55	(9.24)	-	14.31
Remeasurement of financial instruments under Ind AS	(30.60)	-	0.14	(30.46)
Other temporary differences	15.82	(5.94)	-	9.88
<b>Total</b>	<b>8.77</b>	<b>(15.18)</b>	<b>0.14</b>	<b>(6.27)</b>

### 32 Earnings per share

Earnings per Share (EPS) is determined based on the Net profit/Loss attributable to the Shareholders. Basic EPS is computed using the weighted average numbers of shares. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the period, except where the result would be anti-dilutive.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit for the year attributable to owners of the Company	1,755.22	1,749.18
Weighted average number of ordinary shares outstanding	4,000,007	4,000,007
Basic earnings per share (Rs)	43.88	43.73
Diluted earnings per share (Rs)	43.88	43.73

**33 Expenditure in foreign currency** NIL NIL

**34 Disclosures required by the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as under:**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) The principal amount and the interest due thereon remaining unpaid to any suppliers as at the end of each	-	-
(b) The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment	-	-
(c) The amount of interest due and payable for the period of delay in making the payment (which have been paid but beyond the appointed date during the year) but without adding the interest specified under this Act	-	-
(d) The amount of interest accrued and the remaining unpaid at the end of each accounting year; and	-	-

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Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(e) The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure u/s.23	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprises. There are no interest due and outstanding as at the reporting date.

**35 Commitments and contingent liabilities****a) Capital Commitments**

	For the year ended March 31, 2025	For the year ended March 31, 2024
Estimated Amount of contracts remaining to be executed on capital account	-	-

**b) Contingent Liabilities****Claims against the Company not acknowledged as debt**

	For the year ended March 31, 2025	For the year ended March 31, 2024
i) Land Lease Deposit :	1,273.50	1,273.50
The Company has received the letter dt.26.10.2023 from Electronics Corporation of Tamil Nadu (ELCOT) on 28.10.2023 demanding interest on delayed payment of Lease deposit amounting to Rs.1385.72 Lakhs for the period starting from the year 2000-01 to 26th October, 2023. The management based on it's assessment and legal advice obtained is confident of the outcome of the matters in it's favour and hence no provision is required.		
ii) Service Tax :	136.59	136.59
During the Financial Year 2020-21 , the Company has received service tax demand order passed by additional commissioner of GST and Central Excise for Rs. 136.59 lakhs on treating reimbursement of electricity charges as taxable services for the period from May 2015 to June 2017. The Company has filed appeal before Divisional Bench of CESTAT in July'21 and the matters is pending to be heard. The management based on it's assessment and legal advice obtained is confident of the outcome of the matters in it's favour.		

## 36 Leases

### (i) The company as a lessee

(Refer Note 4(a))

#### Amounts recognised in statement of Profit and Loss account

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Variable lease payments	12.24	12.24

### (b) The company as a lessor

- (i) Operating leases relate to the properties owned by the company with lease terms of between 1 to 5 years, with an option to extend for further period. All operating lease contracts contain market review clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

#### (ii) Amounts recognised in statement of Profit and Loss account

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Lease Income for Operating Leases	1,839.98	2,125.67

#### (iii) Maturity analysis on lease payments receivable.

Future minimum lease payments under non-cancellable operating leases	As at March 31, 2025	As at March 31, 2024
Not later than 1 year	2,113.81	1,737.51
Later than 1 year but not later than 5 years	4,409.44	3,239.26
Later than 5 years	184.99	-

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

**37 Related party disclosure****a) List of parties having significant influence**

a)	Holding company	The Company does not have any holding company
b)	Entity having significant Influence	Electronics Corporation of Tamil Nadu Ltd (ELCOT)
c)	Other Enterprises with which promoter has significant influence	IG3 Infra Ltd Stur Technologies Pvt Ltd
d)	Key management personnel	Thirumathi Unnamalai Thiagarajan Thiru D Srinivas Rao

**b) Transactions during the year**

S. No.	Nature of transactions	Year ended March 31, 2025	Year ended March 31, 2024
1	Electronics Corporation of Tamil Nadu Ltd (ELCOT)		
	(Sitting Fees)	1.19	1.12
2	Thirumathi Unnamalai Thiagarajan		
	(Remuneration)	14.00	14.00

S. No.	Nature of transactions	Year ended March 31, 2025	Year ended March 31, 2024
3	Thirumathi D Indumathi		
	Remuneration	5.09	7.91
	Contribution to PF and Other Funds	0.28	0.48
4	Thiru D Srinivas Rao		
	Remuneration	2.82	-
	Contribution to PF and Other Funds	0.17	-
5	Ritesh Mishra		
	Remuneration	8.20	9.02
	Contribution to PF and Other Funds	0.44	0.53

**c) Balances outstanding at the end of the year**

S. No.	Nature of transactions	Year ended March 31, 2025	Year ended March 31, 2024
1	Electronics Corporation of Tamil Nadu Ltd (ELCOT)		
	Deposit given for leasehold land (At Face Value)	1,103.25	1,103.25
2	Stur Technologies Pvt Ltd		
	Unsecured Loans	426.34	426.34
	Interest on disputed dividend	1.46	1.46

**d) Investment in Equity shares (At cost)**

S. No.	Nature of transactions	Year ended March 31, 2025	Year ended March 31, 2024
1	IG3 Infra Ltd (Formerly Indian Green Grid Group Ltd)	302.53	302.53

**38 Financial Instruments**
**Capital management**

The Company's capital management objective is to maximise the total shareholder return by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensures optimal credit risk profile to maintain/enhance credit rating.

For the purposes of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.

The following table summarises the capital of the Company:

Particulars	As at March 31, 2025	As at March 31, 2024
Equity	15,625.17	13,936.09
Debt	426.34	426.34
Net Debt to Equity ratio	<b>2.73</b>	<b>3.06</b>

**Fair Value Measurements**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities including their levels in fair value hierarchy.

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**Categories of Financial Instruments**

Particulars	March 31, 2025	March 31, 2024
<b>Financial assets</b>		
<b>a. Measured at amortised cost</b>		
Other non-current financial assets	10.78	10.03
<b>b. Mandatorily measured at fair value through profit or loss (FVTPL)</b>		
Investments - Level 1	-	-
<b>c. Mandatorily measured at fair value through other Comprehensive Income (FVTOCI)</b>		
Investments - Level 2	423.54	423.54
<b>Financial liabilities</b>		
<b>a. Measured at amortised cost</b>		
Other non-current financial liabilities	265.50	556.27
Other financial liabilities	996.16	763.49

**Financial risk management objectives**

The Company's activities expose it to a variety of financial risks, credit risks, liquidity risks and market risks.

The Company's board of directors has overall responsibility for the establishment and oversight of the risk management framework.

The Risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adhere to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and company's activities. The company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

**Market risk**

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities do not have any exposure to such risks.

**Foreign currency risk management & Sensitivity Analysis**

The Company's operations do not involve transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations does not arise. Accordingly, the Company does not have any exposure to such risks.

There are no hedged or unhedged foreign currency exposure outstanding as at March 31, 2025 & March 31, 2024

### Interest rate risk management & Sensitivity Analysis

The Company has only interest free short term borrowings and accordingly is not exposed to interest rate risk.

### Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is not subject to major credit risk as the majority of its trade receivables are covered by means of interest free security deposit taken at the inception of the agreement.

### Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.

#### (a) Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and, based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by security deposits taken at the time of entering into agreement with the customers.

The Company does not have higher concentration of credit risks to a single customer. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

#### (b) Investments, Cash and Cash Equivalents and Bank Deposits

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Investments of surplus funds are made only with approved Financial Institutions/Counterparty. Investments primarily include investment in units of quoted Mutual Funds, etc. These Mutual Funds and Counterparties have low credit risk.



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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

**Liquidity risk management**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposit and mutual funds, which carry minimal mark to market risks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

**Liquidity tables**

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

<b>As at March 31, 2025</b>	<b>Due in 3 months</b>	<b>Due in 3 months to 1st year</b>	<b>Due in 1st to 5th year</b>	<b>Due after 5th year</b>	<b>Total Carrying amount</b>
Borrowings	426.34	-	-	-	426.34
Trade payables	36.31	-	-	-	36.31
Cancellable & Non Cancellable Deposits	454.87	157.68	649.11	-	1,261.66
Other financial liabilities	5.31	23.00	-	-	28.31
	<b>922.83</b>	<b>180.69</b>	<b>649.11</b>	<b>-</b>	<b>1,752.63</b>
<b>As at March 31, 2024</b>	<b>Due in 3 months</b>	<b>Due in 3 months to 1st year</b>	<b>Due in 1st to 5th year</b>	<b>Due after 5th year</b>	<b>Total Carrying amount</b>
Borrowings	426.34	-	-	-	426.34
Trade payables	45.40	-	-	-	45.40
Cancellable & Non Cancellable Deposits	566.41	87.45	665.91	-	1,319.77
Other financial liabilities	5.31	23.68	-	-	28.99
	<b>1,043.46</b>	<b>111.13</b>	<b>665.91</b>	<b>-</b>	<b>1,820.49</b>

	<b>March 31, 2025</b>	<b>March 31, 2024</b>
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	Nil	Nil

### 39 Operating Segments

The company is engaged in the business of 'Developing and maintaining integrated software technology parks' and therefore, has only one reportable segment in accordance with Ind AS 108 'Operating Segments'. The Company's revenue is generated only within India and all operating assets are also located only in India. Accordingly, no disclosure relating to geographical location is applicable.

### 40 Employee benefit obligation

The Company has in accordance with the IND AS -19 'Employee Benefits' calculated various benefits provided to employees as under:

#### Defined contribution plans

The total expense recognised in profit or loss of Rs.12.76 lakhs (for the year ended March 31, 2024: Rs. 15.76 lakhs) represents contribution paid to these plans by the Company at rates specified in the rules of the plan.

#### Defined benefit plans

In respect of Gratuity plan and Compensated absences plan, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as on March 31, 2025. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit cost method. The following table sets forth the status of the Gratuity Plan & Compensated absences plan of the Company and the amount recognised in the Balance Sheet and Statement of Profit and Loss. The Company provides the gratuity benefit through annual contributions to insurer managed funds.

These plan typically expose the Company to actuarial risks such as: investment risk, interest rate risk, demographic risk and salary risk.

#### Risk exposure

"Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

The Gratuity scheme is a Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be."

**Interest rate risk:**

The defined benefit obligation calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

**Demographic risk:**

The company has used certain mortality and attrition assumptions in valuation of the liability. The company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

**Salary risk:**

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

In respect of the plan in India, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2025 by Mr.Srinivasan Nagasubramanian, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

No other post-retirement benefits are provided to these employees.

**(a) Gratuity**

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	March 31, 2025	March 31, 2024
Mortality Table	Indian Assured Lives (2006-08) Ultimate	Indian Assured Lives (2006-08) Ultimate
Discount Rate	6.84% p.a.	7.25% p.a.
Rate of increase in compensation level	10.00% p.a.	10.00% p.a.
Employee Attrition rate	10.00% p.a.	10.00% p.a.
Rate of Return on Plan Assets	7.25% p.a.	7.55% p.a.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts recognised in total comprehensive income in respect of these Gratuity plan is as follows:

Particulars	March 31, 2025	March 31, 2024
Current service cost	0.65	1.57
Net interest expense	0.61	0.69
Return on plan assets (excluding amounts included in net interest expense)	(0.52)	(0.42)
<b>Components of defined benefit costs recognised in profit or loss</b>	<b>0.74</b>	<b>1.84</b>

Particulars	March 31, 2025	March 31, 2024
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period Actuarial (gains)/losses	(1.86)	(3.71)
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>(1.86)</b>	<b>(3.71)</b>

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

- (i) The current service cost and the net interest expense for the year are included in the 'employee benefits expense' in profit or loss.
- (ii) The remeasurement of the net defined benefit liability is included in other comprehensive income.

**The amount included in the balance sheet arising from the Company's obligation in respect of its Gratuity plan is as follows:**

Particulars	March 31, 2025	March 31, 2024
Present value of defined benefit obligation	7.84	8.41
Fair value of plan assets	(7.72)	(7.17)
Net liability/ (asset) arising from defined benefit obligation	<b>0.12</b>	<b>1.25</b>
Funded	0.12	1.25
	0.12	1.25

**Movements in the present value of the defined benefit obligation in the current year were as follows:**

Particulars	March 31, 2025	March 31, 2024
Opening defined benefit obligation	8.42	9.20
Current service cost	0.65	1.57
Interest cost	<b>0.61</b>	<b>0.69</b>
Actuarial (gains)/losses	(1.83)	(3.04)
Benefits paid	-	-
Closing defined benefit obligation	<b>7.85</b>	<b>8.42</b>

**Movements in the fair value of the plan assets in the current year were as follows:**

Particulars	March 31, 2025	March 31, 2024
Opening fair value of plan assets	7.17	5.17
Return on plan assets	0.52	0.42
Contributions	-	0.91
Benefits paid	-	-
Actuarial gains/(loss)	0.03	0.67
Closing fair value of plan assets	<b>7.72</b>	<b>7.17</b>

**Sensitivity Analysis**

Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods of assumptions used in preparing the sensitivity analysis from prior years.

**Maturity profile of benefit payments**

Incidence of Payment	March 31, 2025
By the end of First Year	31,015
Between Year 1 and Year 2	29,733
Between Year 2 and Year 3	28,561
Between Year 3 and Year 4	383,640
Between Year 4 and Year 5	15,222
Between Year 5 and Year 10	54,780

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**(b) Compensated absences**

The compensated absences scheme is a final salary defined benefit plan, that provides for a lumpsum payment at the time of separation; based on scheme rules the benefits are calculated on the basis of last drawn salary and the leave count at the time of separation and paid as lumpsum.

**The principal assumptions used for the purposes of the actuarial valuations were as follows:**

Particulars	March 31, 2025	March 31, 2024
Mortality Table	Indian Assured Lives (2006-08) Ultimate	Indian Assured Lives (2006-08) Ultimate
Discount Rate	7.25% p.a.	7.55% p.a.
Rate of salary escalation	10.00% p.a.	10.00% p.a.
Employee Attrition rate	10.00% p.a.	10.00% p.a.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:**

Particulars	March 31, 2025	March 31, 2024
Current service cost	1.12	1.68
Net interest expense	0.00	0.01
Actuarial (gains)/losses recognised during the period	-	-
Return on plan assets (excluding amounts included in net interest expense)	1.12	1.69

### Components of defined benefit costs recognised in total comprehensive income

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

Particulars	March 31, 2025	March 31, 2024
Present value of defined benefit obligation	2.26	2.06
Fair value of plan assets	-	-
Net liability/ (asset) arising from defined benefit obligation	2.26	2.06
Unfunded	2.26	2.06

The above provisions are reflected under 'Provision for employee benefits - Compensated Absences (Long and short-term provisions) [Refer note 18 and 23].

**Movements in the present value of the defined benefit obligation in the current year were as follows:**

Particulars	March 31, 2025	March 31, 2024
Opening defined benefit obligation	2.06	2.10
Current service cost	1.12	1.68
Interest cost	0.00	0.01
Actuarial (gains)/losses	-	-
Benefits paid	(1.72)	(1.72)
Closing defined benefit obligation	1.46	2.06

As the Company does not have any plan assets, the movement of present value of defined benefit obligation and fair value of plan assets has not been presented.

### Sensitivity Analysis

Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in the methods of assumptions used in preparing the sensitivity analysis from prior years.



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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

**41 Details of Benami Property held**

The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

**42 Relationship with Struck off Companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956**

S. No	Name of struck off Company	Nature of transactions with struck-off Company	Relationship with the Struck off company, if any	Balance outstanding as at current period	Balance outstanding as at previous period
1	J A Financial and Management Consultants Private Limited	Shares held by struck off company	Shareholder	15 shares	15 shares
2	Vaishak Shares Limited	Shares held by struck off company	Shareholder	1 share	1 share

- 43** The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

The Company will assess the impact of the Code and will give appropriate impact in the financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

- 44** The financial statements were approved for issue by the Board of Directors on 13th May 2025.

- 45** The figures for the previous year have been reclassified/regrouped wherever necessary for better understanding and comparability

## 46 Key Financial Ratios

**Key financial ratios with details of significant changes in FY 2024-25 compared to FY 2023-24 is as follows:**

Particulars	Formulas	FY 2024-25	FY 2023-24	Change	Reason for change
Current Ratio	Current asset / Current liabilities	8.59	9.12	(0.06)	Due to increase in current Liabilities
Debt-Equity Ratio	Total Debt / Shareholders Equity	0.03	0.03	(0.11)	Due to increase in Inter-corporate loans from related party
Debt service coverage ratio (in times)	Earnings available for debt service / Debt Service	460%	464%	-0.01	Due to decrease in Earnings
Return on equity(%)	Net Profits after taxes – Preference Dividend (if any) / Average Shareholder's Equity	11.23%	12.55%	-10.50%	Due to decrease in profits in the current year
Inventory turnover ratio	Cost of Goods Sold or Sales / Average Inventory	NA	NA	NA	NA
Trade Receivables ratios (in times)	Net Credit sales / Average Trade Debtors (or) Accounts receivable	10.28	10.57	-0.03	Due to decrease in revenue
Trade Payables ratios (in times)	Net Credit Purchases / Average Trade Payables	NA	NA	NA	NA
Net Capital Turnover Ratio	Net Sales / Average Working Capital	0.20	0.25	(0.1974)	Due to decrease in revenue and increase in working capital
Net profit margin (%)	Net profit after tax / Net Sales	76.21%	66.89%	13.94%	Due to increase in profits in the current year

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Particulars	Formulas	FY 2024-25	FY 2023-24	Change	Reason for change
Return on Capital employed(%)	Earnings Before Interest and tax / Capital employed	15%	17%	-13.62%	Due to decrease in profits in the current year
Return on Investments	$MV(T0) + \text{Sum } [W(t) * C(t)] / MV(T0) + \text{Sum } [W(t) * C(t)]$	NA	NA	NA	NA

For and on behalf of the Board of Directors of  
**Elnet Technologies Limited**

**Unnamalai Thiagarajan**  
Managing Director  
DIN:00203154

**Dr.K.P.Karthikeyan**  
Director/Chairman  
DIN: 08218878

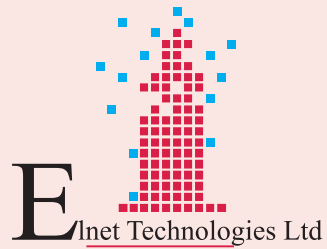
**D Srinivas Rao**  
Chief Financial Officer

**Mrs. Madura Ganesh**  
Director  
DIN: 02456676

As per our report of even date  
attached  
for **Selvam & Suku**  
Chartered Accountants  
Firm Registration Number: 003701S

**P.Nivetha**  
Partner  
Membership No. 268215  
Chennai

Place : Chennai  
Date : 13-May-2025



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