

ANNUAL REPORT 2023-2024



Convergence Technology ...

Arraycom
Convergence Technologies
Arraycom (India) Ltd.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Gorsî A. Parekh
Chairperson & Managing Director
(DIN: 00343194)

Mrs. Kalawati J. Parekh
Director (DIN: 00343326)

Mr. Varun A. Parekh
Director (DIN: 06960749)

Mr. Bipin C. Vasavada
Director (DIN: 01432243)
(Till 5th March, 2024)

Mrs. Vidhi R. Shah
Director (DIN: 09130693)

Mr. Minesh Shah
Whole-time Director (DIN: 09211857)

Mr. Rajeshkumar L. Lalwani
Director (DIN: 10564641)
(w.e.f. 30th March, 2024)

AUDITORS

J. T. Shah & Co., Chartered Accountants
201, Lalita Complex, Navrangpura,
Ahmedabad - 380 009.

BANKERS

State Bank of India
GIDC Electronic Estate Branch,
Sector-25, Gandhinagar- 382 025.

REGISTERED OFFICE & FACTORY

Plot No. B-13, 13/1 & 14,
Electronics Estate, GIDC, Sector-25,
Gandhinagar - 382 025 (Gujarat)

Tel.: (079) 23287030

Fax: (079) 23287031

E-mail: admin@arraycom.co.in

Website : www.arraycom.co.in

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited
201, Shatdal Complex,
Opp. Bata Show Room, Ashram Road,
Ahmedabad-380009.

Tel.: (079) 26580461/62/63

Fax : (079) 26581296

Email : mcsahmd@gmail.com

CIN

U32109GJ1992PLC039667

ISIN

INE168B01023

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31ST ANNUAL GENERAL MEETING

Date : 30th September, 2024

Day : Monday

Time : 5:00 P.M.

Place : At the Registered Office :
Plot No. B-13, 13/1 & 14,
Electronics Estate,
GIDC, Sector - 25,
Gandhinagar - 382024.
Gujarat

ARRAYCOM (INDIA) LIMITED
(CIN: U32109GJ1992PLC039667)

NOTICE

NOTICE is hereby given that the **31ST ANNUAL GENERAL MEETING** of the members of **ARRAYCOM (INDIA) LIMITED** will be held as under:

Date : 30th September, 2024

Day : Monday

Time : 5:00 p.m.

Place : At the Registered Office of the Company at:

Plot No.B-13, 13/1 & 14, GIDC Electronics Estate, Sector 25, Gandhinagar – 382025 (Gujarat)

to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt Audited Financial Statements of the Company for the Financial Year 2023-24 and to pass the following resolution, with or without modification, as an **ORDINARY RESOLUTION**:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year 2023-24 comprising of Balance Sheet as on 31st March, 2024, Statement of Profit and Loss and Cash Flow Statement for the financial year ended on 31st March, 2024 together with all annexure and attachment thereto including Directors’ Report and Auditors’ Report thereon, which have already been circulated to the Members and as laid before this meeting, be and are hereby approved and adopted.”

2. To appoint Director in place of Mr. Minesh Bansilal Shah (DIN:09211857), who retires by rotation and, being eligible, offers himself for re-appointment and to pass following resolution, with or without modification, as an **ORDINARY RESOLUTION**:

“RESOLVED THAT the retiring Director, Mr. Minesh Bansilal Shah (DIN:09211857), be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. To re-appoint Mr. Minesh Bansilal Shah (DIN: 09211857) as Whole time Director of the Company and to pass following resolution, with or without modification, as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification and re-enactment thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee, approval of members be and is hereby granted for the re-appointment of Mr. Minesh Bansilal Shah (DIN: 09211758) as Whole Time Director of the Company for a period of three years with effect from 1st October, 2024.

RESOLVED FURTHER THAT the terms and conditions of appointment including the remuneration and perquisite payable to Mr. Minesh Shah shall be as mentioned herein below:

1.	Salary	₹.66,388/- (Rupees Sixty Six Thousand Three Hundred Eighty Eight only) per month with liberty to the Board to increase or decrease the salary within the overall permissible limits of remuneration as laid down in Schedule V of the Companies Act, 2013 with further liberty to provide HRA and other allowances in accordance with service rules of the Company.
2.	Other payments and provisions which shall not be included in the computation of the ceiling on remuneration	Contribution towards Provident Fund and Superannuation Fund. Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceilings on perquisites to the extent these are either single or put together not taxable under the Income tax Act. Gratuity payable shall not exceed half month's salary for each completed year of the service. Car: Provision of Company's car for business and personal use. Telephone: provision of telephone at residence. All the perquisites and allowance may be given or withdrawn as per the service Rules of the Company from time to time.
3.	Reimbursement of expenses	Entertainment expenses: Reimbursement of entertainment expenses actually incurred for the business of the Company subject to reasonable ceiling as may be fixed from time to time by the Board. Travelling expenses: Reimbursement of travelling expenses actually and properly incurred for the business of the company subject to reasonable ceiling as may be fixed from time to time by the Board.
4.	Minimum Remuneration	In the event of loss, absence or inadequacy of profits, the remuneration aforesaid (with increase or decrease permitted by the Board of Directors from time to time) shall be paid as the maximum permissible as per Para A of Section II of Part II of Schedule V of the Companies Act of 2013

RESOLVED FURTHER THAT the extent and scope of salary and perquisites as specified in this resolution may be altered or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of Whole Time Director without the matter being referred to the Company in General Meeting again.

RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the remuneration and perquisites so as to include any modification or reenancement thereof, for the time being in force or any amendments or modification that may hereafter be made thereto by the Central Government as may be agreed between the Board of Directors and Mr. Minesh Shah.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is/are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution."

4. To appoint Mr. Rajeshkumar L. Lalwani (DIN: 10564661) as an Independent Director of the Company for a period of five years from 30th March, 2024 and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rajeshkumar L. Lalwani (DIN: 10564661) in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) years w.e.f. 30th March, 2024.

RESOLVED FURTHER THAT any one of the Director be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to aforementioned resolution.”

**By Order of the Board,
For Arraycom (India) Limited**

**Gorsi Parekh
Chairperson & Managing Director
(DIN: 00343194)**

**Place: Gandhinagar
Date: 3rd September, 2024**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. **Book closure**

The Company is not required to declare any book closure.

3. **Nomination facility**

Registrar & Share Transfer Agents. Members holding shares in electronic form may obtain nomination Members holding shares in physical form may obtain the nomination forms from the Company's forms from their respective Depository Participants.

4. **Dematerialization of shares**

Members are requested to note that shares in dematerialized form shall only be allowed to be traded. Hence it has become mandatory to convert the holdings in physical form to dematerialized form at the earliest. You are requested to kindly approach the share transfer agent for dematerialization of your shareholding in the Company. **ISIN No. of Company's Equity Shares is INE168B01023. The Permanent Account Number of the Company issued under the Income-tax Act is AAACP6344D.**

5. The Notice of the 31st AGM and instructions for Remote E-voting along with the attendance slip and proxy form are being sent by electronic mode to all the members whose email addresses are registered with Company/ Depository Participant(s) unless member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode and they are requested to register their email address with Company/ Depository Participant(s).

6. It has been observed from our records that Dividend Warrants for the year 2011-12 and earlier years have not been encashed by some of members. In this regard, your attention is drawn:

Your attention is drawn to the provisions of Section 124(5) of the Companies Act, 2013, which states that if dividend payable to any shareholder remains unpaid or unclaimed for a period of seven years the same shall be transferred to Investor Education and Protection Fund (I.E.P.F) of the Central Government. Accordingly, unpaid dividend for the year 2011-12 has been transferred to the IEPF on 4th October, 2019 and thereafter the shareholder may approach IEPF Authority for claiming the unpaid dividend by submitting an online application in Form IEPF-5 available on the website www.iepf.gov.in along with fees specified by the authority and send the same duly signed along with the requisite documents to the Company for verification of claim”.

The new IEPF Rules also mandates the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the Demat account of IEPF Authority. Hence the company urges all the shareholders to encash/claim their respective dividend during the prescribed period. The Company has uploaded the details of unclaimed dividend amount lying in unpaid dividend account on the website of the Company (www.arraycom.co.in).

The Company has also sent individual intimations in this regard to the Members who have not claimed dividend in respect of Financial Year 2011-12 and earlier years.

7. Members are requested to notify immediately any change in their address to the Company at its Registered Office & factory at B-13, 13/1 & 14, Electronics Estate, GIDC, Sector - 25, Gandhinagar - 382 023.
8. Members are requested to bring their copy of Annual Report along with them at the Annual General Meeting.
9. Members desiring any information regarding annual accounts are requested to write to the Company at least 7 days before the date of the meeting, so as to enable the management to keep the information ready.
10. **E-VOTING**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the notice convening 31st Annual General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The complete details of instructions for e-voting are annexed to this notice.

ITEM NO. 3

Mr. Minesh Shah was re-appointed as Whole Time Director of the Company for a period of 3 years w.e.f. 1st October, 2024 in the meeting of the Board of Directors of the Company held on 3rd September, 2024 as recommended by the Nomination and Remuneration Committee. The Company will be benefitted from the association and experience of Mr. Minesh Shah.

The appointment and payment of remuneration to Whole Time Director including any increase/ decrease or revision in the remuneration payable to Whole Time Director requires approval of the members of the Company at the General Meeting as per the applicable provisions of the Companies Act, 2013.

The draft of the terms & conditions are set out in the draft resolution incorporated in the notice of 31st Annual General Meeting.

Therefore the Nomination and Remuneration Committee and Board of Director recommend this resolution be passed as a Special Resolution.

Other particulars of Mr. Minesh Shah are also given elsewhere in this Notice.

The documents connected with this Special Business including terms and conditions of appointment of Mr. Minesh Shah will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

Except Mr. Minesh Shah, no other Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding in the Company.

ITEM NO. 4

Pursuant to the provisions of Section 149 of the Act read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014; Company shall have at least two Independent Directors, who are not liable to retire by rotation.

Mr. Rajeshkumar Lajpatrai Lalwani (DIN: 10564661) is proposed to be appointed as an Independent Directors of the Company. Mr. Rajeshkumar Lajpatrai Lalwani was appointed on the Board as Additional Independent Director w.e.f. 30th March, 2024 at the Board meeting held on 5th March, 2024 upon cessation of Mr. Bipin C. Vasavada due to his resignation. Mr. Rajeshkumar Lajpatrai Lalwani has given (a) declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Rajeshkumar Lajpatrai Lalwani fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and she is independent from the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Independent Directors is now being placed before the Members for their approval. The Nomination and Remuneration Committee and the Board of Directors of the Company at its meeting held on 5th March, 2024 has also recommended the appointment of Mr. Rajeshkumar Lajpatrai Lalwani as Independent Director of the Company for the term of 5 years.

Keeping in view vast experience and knowledge of Mr. Rajeshkumar Lajpatrai Lalwani, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajeshkumar Lajpatrai Lalwani as an Independent Directors. Other particulars of Mr. Rajeshkumar Lajpatrai Lalwani are also given elsewhere in this Notice.

The name of Mr. Rajeshkumar Lajpatrai Lalwani has already been entered in the data bank of Independent Directors maintained by IICA as per provisions of the Companies Act, 2013 and Rules made thereunder.

The documents connected with this Special Business including terms and conditions of appointment of Mr. Rajeshkumar Lajpatrai Lalwani will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

None of the Directors or KMP or their relatives would be concerned or interested in this resolution in any manner barring Mr. Rajeshkumar Lajpatrai Lalwani herself as the resolution pertains to her appointment as Independent Director of the Company.

The Board recommend this resolution to be passed as an Ordinary Resolution.

Details of Director/s Seeking Appointment/ Re-appointment at the Annual General Meeting

Particulars	Mr. Minesh Shah	Mr. Rajeshkumar Lajpatrai Lalwani
Date of Birth	29/08/1963	23/05/1989
Date of the First Appointment on the Board	29/09/2021	30/03/2024
Qualification	B. Com and Law Graduate	Graduate and Chartered Accountant
Expertise in Specific functional areas	Legal, Finance, Taxation and Administration	Accounts, Finance, Management and Taxation
Directorships held in other Companies	Nil	Nil
Terms and Conditions of appointment or re- appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Mr. Minesh Shah is proposed to be re-appointed as Whole Time Director of the Company with remuneration of ₹ 66,388/- p.m. for a period of three years w.e.f. 1st October, 2024	Subject to approval of members, Mr. Rajesh Lalwani is appointed as an Independent Director for 5 years w.e.f. 30th March, 2024
Number of Board Meetings attended during the year	5 (Five)	N.A.
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	N.A.	Member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee
Number of shares held in the Company	Nil	NIL
Disclosure of relationship between directors inter-se	Not related to any of the Directors of the Company	Not related to any of the Directors of the Company

Additional information required to be given alongwith a Notice calling Annual General Meeting as per sub Para (B) of Para 1 of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information:

(1)	Nature of Industry:	Manufacturing and trading of Electronic Materials, System Integration in the fields of communication, broadcast, telemetry, Navigational aids, Solar generation plants etc.				
(2)	Date or expected date of commencement of Commercial production:	The Company has been in the business since 1994.				
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable (In Lakhs)				
(4)	Financial performance based on given indicators	2023-24	2022-23	2021-22	2020-21	2019-20
	Turnover	1264.24	1902.24	12417.44	40522.89	36634.28
	Net profit/ (loss) as per Statement of Profit & Loss	(179.60)	(196.66)	(121.87)	191.46	358.95
	Amount of Dividend paid	--	--	--	--	--
	Rate of Dividend declared	--	--	--	--	--
	Earnings before taxes	(179.60)	(196.66)	(121.87)	191.46	358.95
	% of EBT to turnover	(14.21)	(10.34)	(0.98)	0.47	0.98
(5)	Foreign investments or collaborations, if any.	NIL				
II.	Information about the appointee 1:					
(1)	Background details	Name: Mr. Minesh Shah Designation: Whole Time Director Father's name: Mr. Bansilal A. Shah Nationality: Indian Date of Birth: 29 th August, 1963 Qualifications: B. Com and Law Graduate Experience: In the field of Law, finance and general administration.				
(2)	Past remuneration	N.A.				
(3)	Recognition or awards	N.A.				
(4)	Job profile and her suitability	The Whole Time Director shall be responsible for the management of the whole time for the affairs of the Company and to do all acts and things as may be handed over to him in the ordinary course of business subject to superintendence, direction and control of the Board of Directors. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.				

(5)	Remuneration proposed	<p>A Basic remuneration of ₹. 66,388/- per month with HRA and other allowances as per Service Rules applicable to employees of the Company.</p> <p>The Whole Time Director may also be entitled to other perquisites as per services rules applicable to employees of the Company.</p> <p>The Whole Time Director may be entitled to retirement benefits as per service rules applicable to employees of the Company.</p> <p>In all cases, liberty given to Board of Directors to increase/decrease the terms of remuneration subject to limits of Schedule V of the Act and other applicable provisions.</p>
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of her origin)	<p>Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just adequate.</p>
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	<p>Mr. Minesh Shah is not related to any of the Directors of the Company</p>
III	Other information:	
(1)	Reasons of loss or inadequate profits	<p>During the year 2023-24, the sales turnover remained at subdued level resulting into loss / inadequate profits mainly due to dismal business conditions which prevailed for government tender business.</p> <p>The Company has been taking steps to increase manufacturing and service activities to recoup its fixed cost and generate profitability after payment of interest, depreciation and tax.</p> <p>The Company expects to substantially increase the sales turnover with reasonably with good margins in the coming years with inflow of new orders in all the divisions in which the company is operating.</p>
(2)	Steps taken or proposed to be taken for improvement.	
(3)	Expected increase in productivity and profits in measurable terms	

INSTRUCTIONS FOR E-VOTING:

The instructions for members for voting electronically are as under:

- (i) The Remote E-voting period begins on 27th September, 2024 (Friday) at 9.00 a.m. (IST) and ends on 29th September, 2024 (Sunday) at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 29th September, 2023.
- (ii) 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.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Although the Company is not listed and the aforesaid SEBI circular is not applicable, but the Company has decided to opt for the said facility for the interest of the shareholders of the Company.

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 CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ Easi Registration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 & voting during the meeting

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method of e-Voting for shareholders other than individual shareholders & physical shareholders.

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

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than Individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Client ID /Folio number in the PAN field. <ul style="list-style-type: none"> In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for **(ARRAYCOM (INDIA) LIMITED)** on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions Details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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; admin@arraycom.co.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

- (xvi) Any person who acquires the shares of the Company and becomes the Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 23rd September, 2024 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then person becoming member can use their existing user ID and password for casting their vote.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xviii) The Company shall be making arrangements for the members to cast their votes in respect to the businesses through poll/ballot, for members attending the meeting who have not cast their vote by remote voting.
- (xix) The Company has appointed Mr. Manoj Hurkat, Practicing Company Secretary, Ahmedabad as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xx) INSTRUCTIONS FOR VOTING DURING AGM:

The Company shall be making arrangements for the members to cast their votes in respect to the business through poll/ballot paper at the AGM, for the members attending the meeting and who have not cast their vote by remote e-voting.

- (xxi) The scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in presence of at least two witnesses not in employment of the Company and make not later than two days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairperson or person authorized by him in writing who shall countersign the same and Chairperson shall declare the results of voting forthwith, which shall not be later than 5:00 p.m., 3rd October, 2024 at the Registered office of the Company.
- (xxii) The result declared, along with the Scrutinizer's Report shall be placed on the Company's website: www.arraycom.co.in and on the website of CDSL after the result is declared by the Chairperson and also be communicated to the National Stock Exchange where the equity shares of the Company are listed.

ARRAYCOM (INDIA) LIMITED
(CIN: U32109GJ1992PLC039667)

DIRECTORS' REPORT

To,
The Members,
ARRAYCOM (INDIA) LIMITED

Your Directors are pleased to present their 31st Annual Report together with Audited Financial Statements of the Company for the year ended 31st March, 2024.

FINANCIAL HIGHLIGHTS

(Amount in Lakhs)

Particulars	2023-24	2022-23
Revenues (Net)	1264.24	1902.24
Operational Profit Before Finance Cost, Depreciation and Taxes	14.68	(15.60)
Less : Finance Cost	130.90	118.76
Depreciation and Amortization Cost	63.38	65.19
Provision for Taxation net of earlier years' short/(excess) provision	Nil	(2.89)
Net Profit / (Loss) for the year	(179.60)	(196.66)

OPERATIONAL PERFORMANCE

In the year under report, the revenues of the Company decreased from ₹. 1902.24 lakhs to ₹. 1264.24 lakhs. The Company earned Operating profit before Finance cost and depreciation of ₹. 14.68 lakhs as compared to operating loss during the previous year. However, in view of increase in finance cost, the Company incurred Net Loss of ₹. 179.60 lakhs as compared to Net Loss of ₹. 196.66 lakhs in the previous year. The Company shall endeavour to achieve profitability on Net basis.

DIVIDEND

In view of losses, your Directors regret their inability to recommend any dividend for the financial year 2023-24.

OUTLOOK

Last year, the Company started business and venture into Printed Circuit Board (PCB) Manufacturing. The Indian PCB (printed circuit board) market size reached US\$ 4.5 Billion in 2022. Looking forward, it is expected that the market to reach US\$ 11.8 Billion by 2028, exhibiting a growth rate (CAGR) of 16.6% during 2023-2028. Considering the market potential, the Company look forwards to further expand its business in mentioned segment in upcoming years.

Further, the Company has got very good response for Thick Film Material Pastes under Atma Nirbhar Bharat Movement. The Company has got orders for enhanced quantities from existing customers and have few inquiries on hand from foreign and domestic vendors. The Company intends to increase turnover in upcoming year with respect to mentioned segment, while exploiting opportunities in PCB segment.

However due to various reasons including availability of funds, the Company is not able to grow its business activities.

BORROWINGS

During the year 2023-24, the Company has regularly honoured its debt service obligations resulting into little reduction in the overall borrowing level of the Company. The Company has continued to avail fund based and non-fund based working capital limits from the State Bank of India upto 1400 lakhs during the year 2023-24. The Company has fully met its obligations towards fund based and non-fund based borrowings to the bank/financial institutions during the year 2023-24.

DETAILS OF SUBSIDIARIES/ASSOCIATES/JOINT VENTURE COMPANIES

The Company does not have any subsidiary Company or associate Company or joint venture Company. In the past, the Company entered into Joint collaboration Agreement with Harigo Technologies Private Limited for digitalisation of Parking Slots managed by South Delhi Municipal Corporation (SDMC) for the duration of 5 years (extendable for another 5 years)

As per the principles set in AS-27 “Financial Reporting of Financial Interests in Joint Ventures” and terms of the agreement, the operations for the project fall under the definition of Jointly Controlled Operations. Under the terms of the Joint Venture, Harigo Technologies Private Limited is mainly responsible for development of Application for parking management, undertaking promotional activities for marketing the application and co-ordinating with SDMC for day to day operations. The Company is responsible for setting up call center for application support, query resolution and become financial partner to support Application development and cost center operations. The Company is having 30% share in joint operations. The disclosure pertaining to the Joint Venture are given in Note 41 of the financial statements for the financial year 2023-24.

Upon non generation of expected revenues from the Project and to stop further cashflow loss with respect to Operational expenses, the company exited the arrangement with Harigo Technologies Private Limited through its letter dated 22.06.23.

During the year under review, the Joint venture has not generated any income. Further, there has been no expenses which has been recognised in the statement of profit and loss of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENT

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

REVISION OF FINANCIAL STATEMENT/REPORT

During the year, the financial statement / report was not revised. Hence further details are not applicable

DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)

Pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Minesh Bansilal Shah (DIN: 09211857), Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself to be re-appointed as Director of the Company.

The Board recommends the re-appointment of Mr. Minesh Bansilal Shah (DIN: 09211857) as Director of the Company liable to retire by rotation. She has attended two Board meetings held during the year.

Mr. Bipin Chandravadan Vasavada has resigned as Director (who was Independent Director) of the Company w.e.f. 5th March, 2024. Therefore, the Company has appointed Mr. Rajeshkumar Lajpatrai Lalwani (DIN: 10564661) as an Additional Director on the Board w.e.f. 30th March, 2024 as well as an Independent Director for 5 years upon recommendation of the Nomination and Remuneration Committee. The Directors recommend regularization and appointment of Mr. Rajeshkumar Lalwani as Independent Director of the Company for a period of 5 years from 30th March, 2024 to 29th March, 2029 at the ensuing Annual General Meeting.

INSURANCE

The Company has made adequate arrangement for insuring the properties of the Company against fire and other perils.

DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to the requirement of section 134(5) of the Companies Act, 2013, with respect to Directors’ Responsibility Statement, it is hereby confirmed:

1. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss for that period.
3. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. that the Directors had prepared the annual accounts on a going concern basis; and
5. that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NUMBER OF MEETINGS OF BOARD

During the year 2023-24, the Board of Directors duly met 5 (Five) times on 30th June, 2023, 4th September, 2023, 12th October, 2023, 12th January, 2024 and 5th March, 2024.

SHARE CAPITAL

There was no change in the Paid-up Share Capital of the Company which remained at ₹.4,99,99,850/- as on 31st March, 2024. During the year, the Company has not issued any equity shares with differential voting rights or sweat equity shares or granted employee stock options.

COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS

The Company has complied with applicable Secretarial Standards during the year under review.

AUDITORS & AUDITORS' REPORT

M/s. J. T. Shah & Co., Chartered Accountants, the existing auditors of the Company were appointed as Statutory Auditors of the Company from Financial Year 2019-2020 at the 26th AGM for holding the office from the conclusion of that 26th AGM till the conclusion of the 31st AGM (i.e. till Financial Year 2023-24). In view of this, upon receiving consent in writing from them, the Board has recommended their re-appointment for next term of 5 years i.e. For the Financial year 2024-25 to 2028-29 from the conclusion of the 31st AGM to the conclusion of 36th AGM. The Members are requested to re-appoint the said Auditors. The members are also requested to authorise any one of the Directors of the Company to fix the remuneration of the statutory auditors.

The Board has duly reviewed the Statutory Auditor's Report on the Accounts. The observations, comments and notes of the Auditor are self-explanatory and do not call for any further explanation /clarification. As regards, an emphasis matter, the same is also explained elsewhere in this report.

INTERNAL FINANCIAL CONTROL

The Directors had laid down procedure and guidelines for internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

COST RECORDS AND COST AUDIT

Pursuant to Section 148 of the Companies Act, 2013, the maintenance of Cost records has not been specified to the Company. Hence disclosure regarding the same is not given.

REGULATORY ORDERS

With respect to the search conducted by DRI in July 2021, the Company had received SCN F. No. VIII/10-4/ Commr/O&A/23-24 dated 21st July, 2023, seeking explanation as to why the duty benefit claimed under AIFTA of ₹. 15,260 lakhs should not be demanded and recovered back from the Company. With respect to such SCN, the company had filed special petition no 18435 of 2023 and has got stay from the Hon'ble Gujarat High Court. Subsequently Customs Department has also put the adjudication on hold wide its communication dated 01.02.24 DIN: 20240271MN000000E752, till the matter is decided by the Hon'ble Gujarat High Court.

Based on the legal opinion obtained by the Company, the management does not expect any material liability in this regard. (Refer Note 37).

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an anti-sexual harassment measures in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. During the year, there were no complaints received under the said Act. The Company has complied with the applicable provisions of the Act including the constitution of internal complaints committee.

AUDIT COMMITTEE

At the beginning of the financial year, the composition of Audit Committee was as under:

1. Ms. Gors A. Parekh
2. Ms. Vidhi Shah
3. Mr. Bipin C. Vasavada

During the year under review, at the Board meeting held on 5th March, 2024, Mr. Rajesh Lalwani was appointed in place of Mr. Bipin C. Vasavada in the Audit Committee.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Stakeholders' Relationship committee comprises of the following Directors of the Company:

1. Ms. Gors A. Parekh
2. Mr. Varun Parekh
3. Mr. Bipin C. Vasavada

During the year, at the Board meeting held on 5th March, 2024, Mr. Rajesh Lalwani was appointed in place of Mr. Bipin C. Vasavada and Ms. Vidhi Shah was appointed in place of Mr. Varun Parekh in the Stakeholders' Relationship Committee

NOMINATION AND REMUNERATION COMMITTEE

At the beginning of the financial year, the composition of NRC was as under:

1. Ms. Kalawati J. Parekh
2. Ms. Vidhi Shah
3. Mr. Bipin C. Vasavada

During the year, at the Board meeting held on 5th March, 2024, Mr. Rajesh Lalwani was appointed in place of Mr. Bipin C. Vasavada in the Nomination and Remuneration Committee.

RISK MANAGEMENT

The Company is committed to manage both internal and external risks in efficient manner and has thus framed requisite plans to tackle the same with a view to minimize threats and/or losses and protect the shareholders' value effectively.

PARTICULARS OF EMPLOYEES

None of the employees of the Company is drawing remuneration requiring disclosure of information under Section 134 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

DETAILS ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A) Conservation of energy	
(i) the steps taken or impact on conservation of energy	The manufacturing process involved in the electronic materials division consumes minimum electricity energy. In system integration and other businesses, no manufacturing activity is involved and hence the requirement of energy is also negligible. In the year 2017-18, the Company successfully commissioned 40 KW Roof Top solar power generation plant at the Company's factory building at Gandhinagar. No further capital investment on energy conservation equipment has been made during
(ii) the steps taken by the company for utilizing alternate sources of energy	
(iii) the capital investment on energy conservation equipment	
B) Technology absorption	
(i) the efforts made towards technology absorption	No new technology has been brought in by the Company
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	The Company has not imported any technology during the year. Hence, there are no details to be furnished under any of the sub clause of this clause.
(iv) the expenditure incurred on Research and Development	There are no expenditure incurred on Research and Development by the Company
(C) Foreign exchange earnings and Outgo	
The Foreign Exchange earned in terms of actual inflows during the year and The Foreign Exchange outgo during the year in terms of actual outflows	NIL ₹ 96.17 Lakhs.

DEPOSITS:

During the year under report, your Company has not accepted any deposits pursuant to Section 73 of the Companies Act, 2013. Hence further details are not given.

Details of money accepted (if any during the year) by the Company from Directors and/or relatives of Directors of the Company are given in the notes to the Financial Statements and the same are not deposit as per the applicable provisions of Companies Act, 2013 and rules made thereunder.

EXTRACT OF ANNUAL RETURN

Pursuant to Companies Amendment Act, 2017 and Rule 12 (substituted from time to time) of the Companies (Management and Administration) Rules, 2014, the requirement of attaching Extract of Annual Return in Form MGT-9 with Board Report has been discontinued. Hence, the Extract of Annual Return in Form MGT-9 has not been provided.

SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the provision of Secretarial Audit is not applicable to the Company for the financial year 2023-24.

RELATED PARTY TRANSACTION

Particulars of contacts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed form AOC-2 is appended as "Annexure - 1" to Director's Report. The related party transactions are otherwise carried out in the ordinary course of business and on arm's length basis and the same are in the best interest of the Company. The related party transactions are due to business exigencies.

PARTICULARS OF LOANS, INVESTMENTS OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year no loan/investment/guarantee were made under Section 186 of the Companies Act, 2013.

ACKNOWLEDGEMENT

Your Directors would like to put on record their appreciation for the support extended by its valued customers, suppliers, business associates, various Government agencies, Banks, Auditors, employees and all other stakeholders. Your Directors extend their gratitude to the members of the Company for the confidence reposed by them.

For and on behalf of the Board,

Gorsi Parekh

(DIN: : 00343194)

Chairperson & Managing Director

Date: 3rd September, 2024

Place: Gandhinagar

Annexure 1
CIN: U32109GJ1992PLC039667

FORM No. AOC-2

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

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

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

Name of the Related Party & Nature of Relationship	Nature of Contracts/ Arrangements/ transactions	Duration of Contracts/ Arrangements/ Transactions	Salient terms of Contracts/ Arrangements/ Transactions including value, if any	Justification for entering into such Contracts/ Arrangements/ Transactions	Date of Approval by the Board	Amount paid as advances, if any	Date of passing Special Resolution
NA							

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of the Related Party & Nature of Relationship	Nature of Contracts/ Arrangements/ transactions	Duration of Contracts/ Arrangements/ Transactions	Salient terms of Contracts/ Arrangements/ Transactions including value, if any	Date of Approval by the Board, if any	Amount paid as advances, if any
NA					

As regards justification for entering into related party contract or arrangement, it may please be noted that it is in the best interest of the Company and due to business exigencies and also in the ordinary course of business and at Arms' length price.

For and on behalf of the Board,

Date: 3rd September, 2024
Place: Gandhinagar

Gorsi Parekh
(DIN: 00343194)
Chairperson & Managing Director

FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20	2018-19
Sale of Goods & Services						
- Domestic (net of excise duty, service tax & GST)	1264.24	1902.24	12417.44	40510.17	36634.28	12027.46
- Exports	-	-	-	12.72	-	-
Total (Excluding Other Income)	1264.24	1902.24	12417.44	40522.89	36634.28	12027.46
Gross Profit/(Loss)	(116.22)	(134.36)	(56.17)	214.96	382.61	(20.55)
Depreciation	63.38	65.19	62.90	23.50	23.66	22.77
Profit/(Loss) before tax and prior period Items	(179.60)	(199.55)	(119.07)	191.46	358.95	(43.32)
Exceptional Income	-	-	-	-	-	-
Profit/(Loss) before tax	(179.60)	(199.55)	(119.07)	191.46	358.95	(43.32)
Tax provision	-	-	2.80			
(Excess)/short provision for tax related to earlier year	-	(2.89)	-	-	-	1.89
Profit/(Loss) after tax	(179.60)	(196.66)	(121.87)	191.46	358.95	(45.21)
Capital Employed						
Share capital	500.00	500.00	500.00	500.00	500.00	500.00
Reserves & surplus	2706.29	2885.89	3082.54	3204.43	3012.97	2654.01
Net Worth	3206.29	3385.89	3582.54	3704.43	3512.97	3154.01
Borrowings	872.83	1247.67	1272.57	324.37	919.35	292.51
Earning per share of ₹ 10/- each (₹per share)	(3.59)	(3.93)	(2.44)	3.83	7.18	(0.90)
Dividend per share of ₹ 10/- each	-	-	-	-	-	-
Net Worth per share of ₹ 10/- each (₹per share)	64.13	67.72	71.65	74.09	70.26	63.08

INDEPENDENT AUDITORS' REPORT

To
The Members of
Arraycom (India) Limited
Gandhinagar (Gujarat)

Report on The Audit of The Standalone Financial Statements

Opinion

1. We have audited the standalone financial statements of Arraycom (India) Limited ("the Company"), which comprises of the balance sheet as at 31st March 2024, the statement of Profit and Loss and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, its Loss and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matters

3. **Emphasis of Matters are as under:**

As described in Note 37 to the Standalone Financial Statement, the company had received Show Cause Notice (SCN) from Office of The Principal Commissioner of Customs dated 21st June, 2023, seeking explanation as to why the duty benefit claimed under the ASEAN-India Free Trade Area (AIFTA) of Rs. 15,260 lacs should not be demanded and recovered back from the Company together with interest and penalty thereon. Against the said SCN, the company has filed Special Civil Application before Hon'ble Gujarat High Court. The Hon'ble Gujarat High Court vide oral order dated 19.10.2023 have ordered ad-interim relief for "stay adjudication of the SCN No. VIII/10-4/Commr/OA/2023-24 dated 21.06.203" till the disposal of the present petition and further restrain the concern authority from taking any coercive Action against the petitioner during the pendency of petition.

Based on the above as well as legal opinion obtained by the Company, the management does not expect any material liability in this regard.

Our opinion is not qualified in respect of this matter.

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

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and as may be legally advised.

Responsibility of Management for Standalone Financial Statements

5. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, 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 judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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 Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If

we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
8. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounting Standard) Rules, 2021.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act read with Schedule V to the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 financial statements – (Refer Note 30 of the financial statements).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in the other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, 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 the other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on such audit procedures applied by us, nothing has come to our notice that has caused them to believe that the representations made under sub clause (i) and (ii) contain any material misstatement.
- v. The company has not declared any dividend during the year as prescribed under Section 123 of the Companies Act, 2013.
- vi. The company has used an accounting software for maintaining its books of account which does not have a feature of recording audit trail (edit log) facility. Consequently, we are unable to report whether the audit trail facility has been operated and maintained throughout the year for all transactions recorded in the software, or if the audit trail feature has been tampered with.

For, J. T. Shah & Co.
Chartered Accountants,
[Firm Regd. No. 109616W]

[J. J. Shah]
Partner

[M.No.45669]

UDIN:24045669BKFGGD5097

Place : Ahmedabad
Date : 03rd September, 2024

ANNEXURE “A” TO THE AUDITORS’ REPORT

Referred to in paragraph 7 of our Report of even date to the Members of
ARRAYCOM (INDIA) LIMITED for the year ended 31st March, 2024.

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

1. In respect of Property, Plant and Equipments:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment on the basis of available information.
- (b) The management at reasonable intervals during the year in accordance with a programme of physical verifications physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records.
- (c) As explained to us, the title deeds of all the immovable properties are held in the name of the company.
- (d) The company have not revalued its Property, Plant & Equipment or intangible assets during the year.
- (e) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 and rules made there under.

2. In respect of its Inventories:

- (a) The physical verification of inventories has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by management is appropriate and no material discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.
- (b) The company has been sanctioned working capital limit of Rs. 14.61 Crores in aggregate from Banks. Copies of quarterly statement and return, furnished to bank have also been made available for our verification. We have verified the same on random sampling basis and found the same in agreement with books of accounts. Discrepancies noticed during the verification, were reasonably explained by the management.

3. In respect of Loans and Advances granted during the year:

The company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Accordingly, the clauses 3(iii) (a) to (f) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) are not applicable to the company.

4. In respect of Loans, Investments and guarantees:

According to the information and explanation given to us, the Company has complied with the provisions of Section 185 & 186 of the Companies Act, 2013, with respect to the loans given, investments made and guarantees and securities given.

5. In respect of Acceptance of Deposits:

During the year, the Company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the Company. Therefore clauses (v) of the Order is not applicable.

6. In respect of Cost Records

Pursuant to the rules made by the central government of India, the Company is required to maintain cost records as specified under section 148(1) of the Act. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7. In respect of Statutory Dues:

- (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, duty of customs, goods and service tax, cess and any other statutory dues applicable to it with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were outstanding as at 31st March, 2024 for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, there are no dues of income tax, sales tax, wealth tax or service tax or duty of customs or duty of excise or value added tax, goods and service tax or cess which have not been deposited on account of any disputes.

8. In Respect of Undisclosed Income Discovered in Income tax Assessment:

There are no transactions that were not recorded in books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Hence, clause (viii) of the Order, 2020 is not applicable to the company.

9. In respect of Default in Payment:

- a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lenders.
- b) The company is not declared as willful defaulter by any bank or financial institution or other lenders.
- c) The term loans taken by the company during the year have been applied for the purpose for which term loan has been obtained.
- d) The company has not utilized any funds raised on short term basis for long term purpose. Hence, clause (ix)(d) of the Order is not applicable to the Company.
- e) The company has not taken any funds from any entity or person to meet obligations of its subsidiaries, associates or joint ventures. Hence reporting under cause (ix)(e) of the Order is not applicable to the Company.
- f) The company has not has raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, clause (ix)(f) of the Order is not applicable to the Company.

10. In respect of Application of raised fund:

- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause (x)(a) of the Order is not applicable to the Company.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, clause (x)(b) of the Order is not applicable to the Company.

11. In respect of Fraud:

- (a) To the Best of our knowledge and according to the information and explanation given to us, no fraud by the Company or no material on the company has been noticed or reported during the year.
- (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 Companies (Auditor and Auditor) Rules 2014 with the Central Government
- (c) According to the information and explanation given to us and the records of the company examined by us, no whistle-blower complaints were received during the year by the company.

- 12.** As the company is not a Nidhi Company, the Nidhi Rules, 2014 are not applicable to it. Accordingly, provisions of clause (xii)(a) to (c) of the Order are not applicable to the Company.

13. Related party transaction:

In our opinion and according to the information and explanations given to us, the transactions entered by the Company with related parties are in compliance with the provisions of section 177 and 188 of the Act and details thereof are properly disclosed in the financial statements as required by the applicable accounting standard.

14. In Respect of Internal Audit:

The company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Act.

15. Non-cash transactions:

The Company had not entered in to any non-cash transactions with the directors or persons connected with him during the year, hence section 192 of the Act is not applicable, hence clause (xv) of the Order is not applicable.

16. In Respect to the Provisions of Reserve Bank of India Act 1934:

- a) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause (xvi)(a) of the Order is not applicable to the company.
- b) The company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, clause (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 the Reserve Bank of India. Hence, clause (xvi)(c) & (d) of the Order is not applicable to the company.

17. The Company has incurred cash losses in the financial year under review and also incurred cash losses in the immediately preceding financial year.

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

19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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.

20. As regards CSR expenditure under the Companies Act, 2013, the company is not required to spend CSR expenditure as per section 135 of the Companies Act, 2013. Hence provisions of sub clause (a) and (b) of clause (xx) of the Order are not applicable to the company.

For, J. T. Shah & Co.
Chartered Accountants,
[Firm Regd. No. 109616W]

[J. J. Shah]
Partner

[M.No.45669]

Place : Ahmedabad

Date : 03rd September, 2024

UDIN:24045669BKFGGD5097

ANNEXURE “B” TO INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 8 (f) of our Report of even date to the Members of
ARRAYCOM (INDIA) LTD for the year ended 31st March, 2024.

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

Opinion

We have audited the internal financial controls over financial reporting of ARRAYCOM (INDIA) LTD (“the Company”) as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

For, J. T. Shah & Co.
Chartered Accountants,
[Firm Regd. No. 109616W]

[J. J. Shah]
Partner

[M.No.45669]

UDIN:24045669BKFGGD5097

Place : Ahmedabad
Date : 03rd September, 2024

BALANCE SHEET AS AT 31ST MARCH, 2024

Particulars	Note No.	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
Equity and Liabilities			
[1] Shareholders' Funds			
[a] Share Capital	2	500.00	500.00
[b] Reserves and Surplus	3	2,706.29	2,885.89
		3,206.29	3,385.89
[2] Non Current Liabilities			
[a] Long Term Borrowings	4	80.94	22.62
[b] Long Term Provisions	5	6.83	9.03
		87.77	31.65
[3] Current Liabilities			
[a] Short Term Borrowings	6	791.89	1,225.05
[b] Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises	7	Nil	Nil
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	7	92.53	90.60
[c] Other Current Liabilities	8	66.04	46.11
[d] Short Term Provisions	5	2.33	2.23
		952.78	1,363.99
Total		4,246.84	4,781.53
Assets			
[1] Non Current Assets			
[a] Fixed assets :			
(i) Property, Plant and Equipment	9	2,472.98	2,325.56
(ii) Intangible Assets	9	36.61	49.27
		2,509.59	2,374.84
[b] Deferred Tax Asset (Net)	27	Nil	Nil
[b] Non Current Investments	10	0.01	0.01
[c] Long Term Loans and Advances	11	108.54	97.04
[d] Other Non Current Assets	12	Nil	Nil
		2,618.14	2,471.89
[2] Current Assets			
[a] Inventories	13	1,069.93	1,226.83
[b] Current Investments		Nil	Nil
[c] Trade Receivables	14	287.50	688.22
[d] Cash & Bank Balances	15	56.74	68.52
[e] Short Term Loans and Advances	11	211.96	323.44
[f] Other Current Assets	16	2.56	2.64
		1,628.69	2,309.65
Total		4,246.84	4,781.53
Significant accounting policies	1		
Notes to financial statements	2 to 43		

As per our report of even date
For **J. T. Shah & Co.**
Chartered Accountants
(Firm Regd. No. 109616W)

(J. J. Shah)
Partner
(M. No. 45669)
UDIN:24045669BKFGGD5097

Place : Ahmedabad
Date : 03rd September, 2024

For & on behalf of the Board of Directors of
ARRAYCOM (INDIA) LIMITED

Gorsi A. Parekh Chairperson & Managing Director
(DIN: 00343194)

K. J. Parekh Director
(DIN: 00343326)

Place : Gandhinagar
Date : 03rd September, 2024

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2024

Particulars	Note No.	For the year ended 31/03/2024 ₹. In Lacs)	For the year ended 31/03/2023 (₹. In Lacs)
Income			
Revenue From Operations	17	1,264.24	1,902.24
		1,264.24	1,902.24
Other Income	18	13.15	52.73
Total Revenue		1,277.39	1,954.97
Expenses			
Cost of Materials Consumed	19	399.89	694.66
Purchase of Stock in Trade	20	270.60	800.22
Cost of Service For Project	21	57.40	76.27
Changes In Inventories of Finished Goods, Work In Process and Stock In Trade	22	146.78	(412.05)
Employee Benefit Expense	23	219.43	300.06
Finance Costs	24	130.90	118.76
Depreciation and Amortisation Expenses	25	63.38	65.19
Other Expenses	26	168.61	511.41
Total Expenses		1,456.99	2,154.52
Profit/(Loss) Before Tax		(179.60)	(199.55)
Less : Tax Expenses:			
- Current Tax		Nil	Nil
- Deferred Tax Credit	27	Nil	Nil
- Short/(Excess) Provision For Tax Related to Earlier Years		Nil	(2.89)
Total Tax Expenses:		Nil	(2.89)
Profit/(Loss) After Tax		(179.60)	(196.66)
Basic & Diluted Earnings Per Share of ₹ 10 Each	28	(3.59)	(3.93)
Significant Accounting Policies	1		
Notes to Financial Statements	2 to 42		

As per our report of even date
For **J. T. Shah & Co.**
Chartered Accountants
(Firm Regd. No. 109616W)

(J. J. Shah)
Partner
(M. No. 45669)
UDIN:24045669BKFGGD5097

Place : Ahmedabad
Date : 03rd September, 2024

For & on behalf of the Board of Directors of
ARRAYCOM (INDIA) LIMITED

Gorsi A. Parekh Chairperson & Managing Director
(DIN: 00343194)

K. J. Parekh Director
(DIN: 00343326)

Place : Gandhinagar
Date : 03rd September, 2024

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

PARTICULARS	2023-24		2023-24	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
A: Cash from Operating Activities :				
Net Profit before Taxation		(179.60)		(199.55)
Adjustment For :				
Depreciation	63.38		65.19	
Loss on Sale of Property, Plant & Equipment (Net)	(0.31)		6.11	
Provision on Doubtful Advances	Nil		210.00	
Interest Income	(5.48)		(3.19)	
Bad Debts W/off (net of write back)	Nil		3.11	
Profit on Sale of Investments	Nil		(6.63)	
Finance Cost	130.90		118.76	
		188.49		393.35
Operating Profit Before Working Capital Changes :		8.89		193.80
Adjustment For :				
Increase/(decrease) in long-term Provision	(2.20)		(24.82)	
Increase/(decrease) in short-term Provision	0.10		(2.60)	
Increase/(decrease) in other current liability	21.62		(62.98)	
Increase/(decrease) in Trade Payable	1.93		86.17	
Decrease/(increase) in Trade Receivable	400.72		(158.67)	
Decrease/(increase) in inventories	156.89		(517.08)	
Decrease/(increase) in long term loans and advances	(7.92)		(22.79)	
Decrease/(increase) in short term loans and advances	111.47		149.83	
Decrease/(increase) in Other Bank Balance	11.79		(68.07)	
		694.40		(621.01)
Cash Generated From Operations		703.29		(427.21)
Income Tax Paid during the year	(3.57)		(4.26)	
Income Tax refund received during the year			20.60	
		(3.57)		16.34
Net Cash From Operating Activities (A)		699.71		(410.87)
B: Cash Flow From Investment Activities :				
Purchase of Property, Plant and Equipments	(198.80)		(5.21)	
Purchase of Investments	Nil		Nil	
Sale of Investments	Nil		231.63	
Sale of FProperty, Plant & Equipment	0.98		9.11	
Net Cash from Investment Activities (B)		(197.82)		235.53

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

PARTICULARS	2023-24		2023-24	
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
C: Cash Flow From Financing Activities :				
Interest Received during the year	5.56		0.92	
Finance Cost	(132.60)		(120.45)	
Dividend Paid	Nil		Nil	
Repayments of Long Term Borrowings	(10.95)		(24.60)	
Proceeds from Long Term Borrowings	70.00		Nil	
Repayment of Short Term Borrowings	(1,132.63)		(410.78)	
Proceeds from Short Term Borrowings	698.75		410.48	
Net Cash from Financing Activities (C)		(501.88)		(144.43)
Net Increase/(decrease) in Cash & Cash Equivalents		0.02		(319.77)
Cash & Cash Equivalents at the Beginning		0.45		320.22
Cash & Cash Equivalents at the End		0.47		0.45

As per our report of even date attached.

Note:

The above cash flow statement has been prepared under the "Indirect Method" as set out in the Statement of Cash Flow specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounting Standard) Rules, 2021.

As per our report of even date
For **J. T. Shah & Co.**
Chartered Accountants
(Firm Regd. No. 109616W)

(J. J. Shah)
Partner
(M. No. 45669)
UDIN:24045669BKFGGD5097

Place : Ahmedabad
Date : 03rd September, 2024

For & on behalf of the Board of Directors of
ARRAYCOM (INDIA) LIMITED

Gorsi A. Parekh Chairperson & Managing Director
(DIN: 00343194)

K. J. Parekh Director
(DIN: 00343326)

Place : Gandhinagar
Date : 03rd September, 2024

Notes to financial statements for the year ended 31st March, 2024 :

1. Significant Accounting Policies for the year ended 31st March, 2024:

a) Basis of preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounting Standard) Rules, 2021 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. The financial statements have been prepared as a going concern on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b) Use of estimates

In preparing the Company's financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

c) Property, Plant and Equipment and Depreciation:

Property, Plant and Equipments:

Property, Plant and Equipment is stated at cost of acquisition (net of CENVAT, wherever applicable) as reduced by accumulated depreciation. All costs including financial cost till commencement of commercial production are capitalized for qualifying assets.

When Property, Plant and Equipment are disposed or retired, their cost is removed from the financial statements. The gain or loss arising on the disposal or retirement of Property, Plant and Equipment is determined as the difference between sales proceeds and the carrying amount of the Property, Plant and Equipment and is recognized in Statement of Profit and Loss for the relevant financial year.

Depreciation:

Depreciation is provided on Straight Line Method except on Plant & Machinery which is on Written Down Value Method on the basis of useful life of assets as specified under Schedule II of the Companies Act, 2013. Depreciation is not provided on Land.

When Property, Plant and Equipment are disposed or retired, their accumulated depreciation is removed from the financial statements. The gain or loss arising on the disposal or retirement of Property, Plant and Equipment is determined as the difference between sales proceeds and the carrying amount of the Property, Plant and Equipment and is recognized in Statement of Profit and Loss for the relevant financial year.

Useful life are as under:

Asset Class	Useful life (Years)
Buildings	60
Furniture & fixtures	10
Electrical installations	10
Computers	3
Plant & machinery	15
Solar power plant	15
Office equipment	5
Vehicle	8
License and software	6

d) Intangible Assets & amortization

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization. All costs, including financing costs in respect of qualifying assets till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

The gain or loss arising on the disposal or retirement of an intangible asset is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised as income or expenses in the Statement of Profit and Loss in the year of disposal.

Amortization

Intangible assets are amortised on a straight – line basis over a period of five years. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. The amortization period and the amortization method are reviewed at least at each reporting date. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

e) Inventories:

Inventories are valued at “Lower of cost and net realizable value”. Cost in respect of Raw Materials is computed on FIFO basis. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and estimated cost necessary to make sale.

Cost in respect of process and finished goods are computed on weighted average basis method. Finished goods and process stock includes cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.

f) Revenue Recognition:

i) Sales of goods are net of trade discounts, return and exclusive of Goods and Service Tax (GST). Revenue is recognised when practically all risk and rights connected with ownership have been transferred to the buyer. This usually occurs upon dispatch, after the price has been determined and collection of the sales proceeds is reasonably certain.

ii) Revenue from maintenance contract services is recognized when the services are due as per the terms of Agreements.

iii) Revenue from Installation Fees is recognized only when the equipment is installed and accepted by the customer.

iv) Interest Income

Interest Income is recognized on accrual basis.

v) Export Incentives

Export entitlements under Duty Drawback Scheme are recognized in the Statement of Profit & Loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made.

vi) Insurance Claim

Insurance and other claims are accounted for as and when admitted by the appropriate authority.

g) Foreign Currency Transactions / Exchange Fluctuation

i) Transactions in foreign currencies are recorded in Indian rupees using the rates of exchange prevailing on the date of the transactions. At each balance sheet date, monetary balances are reported in Indian Rupees at the rates of exchange prevailing at the Balance Sheet date. All realized or unrealized exchange adjustment gains or losses are dealt with in the Statement of Profit and Loss.

- ii) Exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the report period and the corresponding foreign currency amount translated at the later of the dates of inception of the forward exchange contract and the last reporting date. Such exchange difference rate recognised in the Statement of profit and loss in the reporting period in which the exchange rates change.
- iii) Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

h) Employee Benefits

- i) The Employee and Company make monthly fixed Contribution to Government of India Employee's Provident Fund equal to a specified percentage of the Covered employee's salary, Provision for the same is made in the year in which services are rendered by the employee.
- ii) The Liability for Gratuity to employees, which is a defined benefit plan, is determined on the basis of actuarial valuation based on Projected Unit Credit method. Actuarial gain / loss in respect of the same are charged to the Statement of profit and loss. The Company's Scheme is administered by SBI Life.
- iii) Leave encashment benefit to eligible employees has been ascertained on actuarial basis and provided for. Actuarial gain / loss in respect of the same are charged to the Statement of profit and loss.
- iv) Short Term benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

i) Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or subsequently enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realized in future.

j) Investments

Long term investments are stated at cost. Provision is made for any diminution in the value of the long term investments, if such decline is other than temporary. The Company does not have any current investments.

k) Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets, whenever applicable, till the assets are ready for their intended use. A qualifying asset is one which necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to revenue accounts. Capitalization of borrowing cost is suspended when active development is interrupted.

l) Segment Reporting

The Company's operating businesses are organized and managed separately according to the nature of products, with each segment representing a strategic business unit that offers different products and services. Based on the Principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the company has identified its business segment as primary segment. "Other" represents income/assets/liabilities of E-Learnings.

m) Impairment

The management periodically assesses, using external and internal sources whether there is an indication that an asset may be impaired. If an asset is impaired, the company recognizes an impairment loss as the excess of the carrying amount of the asset over the recoverable amount. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amounts.

n) Earning per Share

Basic earnings per share is calculated by dividing net profit after tax for the year attributable to Equity Shareholders of the company by the weighted average number of Equity Shares outstanding during the year. For the purpose of calculating Diluted Equity per share, the net profit or loss for the period attributable to Equity Shareholders (after adjustment for Diluted earnings) and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential Equity.

o) Provisions, Contingent Liabilities and Contingent Assets :

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not require an outflow of resources.

Contingent Assets are neither recognized nor disclosed in the financial statements.

p) Goods and Service Tax (GST):

GST credit on materials purchased for production / service availed for production / input service are taken into account at the time of purchase and GST credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

The GST credits so taken are utilized for payment of duty on goods sold. The unutilized GST credit is carried forward in the books.

2 Share Capital

	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
i Authorised Capital: 2,00,00,000 (Previous year 2,00,00,000) Equity Shares of face value of ₹10/- each	2,000.00	2,000.00
ii Issued, Subscribed & Paid-up Capital : 49,99,985 (Previous year 49,99,985) Equity Shares of face value of ₹10/- each fully paid up	500.00	500.00
	500.00	500.00

2.1 The Company has only one class of shares referred to as Equity Shares having face value of ₹.10/- each. Holder of each Equity Share is entitled to one vote per share.

2.2 In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.

2.3 Reconciliation of the number of shares outstanding and the amount of Share Capital as at 31/03/2024 & 31/03/2023 is set out below:

Particulars	As at 31/03/2024			As at 31/03/2023		
	No. of Shares	Face value (₹)	Amount ₹ in Lakhs	No. of Shares	Face value (₹)	Amount ₹ in Lakhs
Shares at the beginning	49,99,985	10	500	49,99,985	10	500.00
Addition during the year	Nil	Nil	Nil	Nil	Nil	Nil
Deletion during the year	Nil	Nil	Nil	Nil	Nil	Nil
Shares at the end	49,99,985	10	500	49,99,985	10	500

2.4 The details of shareholders holding more than 5% shares are as under:

Name of Shareholder	As at 31/03/2024		As at 31/03/2023	
	No. of Shares	% held	No. of Shares	% held
Mrs. Gors A. Parekh	20,95,459	41.91%	20,95,159	41.90%
Mrs. Kalawati J. Parekh	8,63,455	17.27%	8,50,955	17.02%
Mr. Rameshbhai Amthabhai Desai	4,00,000	8.00%	4,00,000	8.00%

2.5 The details of Promoters holding shares are as under:

Name of Shareholder	As at 31/03/2024		As at 31/03/2023	
	No. of Shares	% held	No. of Shares	% held
Mrs. Gors A. Parekh	20,95,459	41.91%	20,95,159	41.90%
Mrs. Kalawati J. Parekh	8,63,455	17.27%	8,34,205	16.68%
Mr Varun Atul Parekh	48,700	0.97%	48,700	0.97%
Mrs. Parita Atul Parekh	1,55,800	3.12%	1,55,800	3.12%

3 Reserves & Surplus

	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
Capital Reserve		
Balance as per last Balance Sheet	35.00	35.00
Security Premium		
Balance as per last Balance sheet	1,675.07	1,675.07
General Reserve		
Balance as per last Balance Sheet	575.00	575.00
Surplus in the Statement of Profit and Loss		
Balance as per last Balance Sheet	600.82	797.47
Add : Profit/(Loss) for the year as per Statement of Profit & Loss	(179.60)	(196.66)
	421.22	600.82
Net surplus in the Statement of Profit and Loss	421.22	600.82
	2,706.29	2,885.89

3.1 General Reserve

The general reserve is a free reserve, retained from Company's profits and can be utilized upon fulfilling certain conditions in accordance with the provisions of Companies Act ,2013.

3.2 Capital Reserve

Capital Reserve was created out of capital subsidy received by the Company.

3.3 Securities Premium

Securities Premium account was created on issue of shares at premium. This reserve can be utilised in accordance with section 52 of the Companies Act, 2013.

4 Long Term Borrowings

	As at 31/03/2024		As at 31/03/2023	
	Non current ₹ in Lakhs	Current ₹ in Lakhs	Non current ₹ in Lakhs	Current ₹ in Lakhs
Secured				
Term Loan From other Institutions	80.94	13.99	22.62	13.26
	80.94	13.99	22.62	13.26
Less:- Amount disclosed under other current liabilities (Refer Note No.6)	Nil	13.99	Nil	13.26
Total:	80.94	Nil	22.62	Nil

4.1 Term loans is secured by hypothecation of vehicles and personal guarantee of Director.

4.2 Term loan carrying interest @ 7.50% p. a. & the said loan is repayable in equal monthly instalments by April 2026.

5 Provisions

	As at 31/03/2024		As at 31/03/2023	
	Long term ₹ in Lakhs	Short term ₹ in Lakhs	Long term ₹ in Lakhs	Short term ₹ in Lakhs
Provisions for employee benefits				
– For unavailed leave	6.83	2.33	9.03	2.23
	6.83	2.33	9.03	2.23

6 Short Term Borrowing

	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
From Banks		
Working capital loan - Secured	772.90	1,211.79
Suppliers'/Buyers' credit - Unsecured	Nil	Nil
Current maturity of long term borrowings (Refer Note No. 4)	13.99	13.26
From Related Parties		
Promoter Loan (Unsecured)	5.00	Nil
	791.89	1,225.05

6.1 Working capital limit from Bank is repayable on demand, bearing interest (Interest rate 10.95%) as per terms of sanction and is secured by 1st and exclusive charge by way of mortgage of land and building and other fixed assets. The same is further secured by hyphothecation of entire current assets, personal guarantee and pledge of shares by Directors of the Company.

7 Trade Payables

	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
a) Total outstanding dues of micro enterprises and small enterprises,	Nil	Nil
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	92.53	90.60
	92.53	90.60

7.1 Trade Payables ageing schedule

Particulars	As at 31/03/2024				
	Outstanding for following periods from date of invoice#				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					
(a) Disputed dues —					
(b) Undisputed dues —					Nil
(ii) Others					
(a) Disputed dues —					
(b) Undisputed dues —	163.19	40.10	84.21	Nil	287.50

Particulars	As at 31/03/2023				
	Outstanding for following periods from date of invoice#				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					
(a) Disputed dues —					
(b) Undisputed dues —					
(ii) Others					
(a) Disputed dues —					
(b) Undisputed dues —	90.60	Nil	Nil	Nil	90.60

7.2 Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came in to force from 02.10.2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with management, outstanding dues to the Micro and Small enterprise as defined in the MSMED Act, 2006 are disclosed as below and this has been relied upon by the Auditor.:

	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
The Principal amount remaining unpaid to any supplier as at the year end	Nil	Nil
Interest due thereon	Nil	Nil
Amount of interest paid by the Company in terms of section 16 of MSMED Act.	Nil	Nil
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED 2006.	Nil	Nil
Amount of interest accrued and remaining unpaid at the end of accounting year	Nil	Nil
the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure under section 23 of Micro, Small and Medium Enterprise Development Act, 2006.	Nil	Nil

Disclosure of payable to vendors as defined under the “Micro, Small and Medium Enterprise Development Act, 2006” is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company and the same has been relied by the Auditor.

8 Other Current Liabilities

	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
Advance received from customers	11.71	5.43
Other statutory dues	15.18	4.33
Deposits from dealers and employees	0.15	0.15
Unpaid Salary & Bonus	17.39	17.51
Other payables (includes unpaid expenses)	21.60	18.69
	66.04	46.11

Note No -9

Property, Plant and Equipments and Intangible Assets

₹ In Lakhs

Carrying Value	Property, Plant and Equipment										Intangible assets	
	Land-Freehold	Buildings	Plant & Machinery	Electrical Installation	Computers	Office Equipment	Furniture & Fixtures	Vehicles	Solar Plant	Total	Computer Software	Total
As at 01.04.2022	1,925.59	368.27	572.57	72.91	145.83	84.45	176.21	157.90	31.45	3,535.18	79.22	79.22
Additions	Nil	Nil	3.30	Nil	0.52	1.39	Nil	Nil	Nil	5.21	Nil	Nil
Deletions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	(16.88)	Nil	(16.88)	Nil	Nil
As at 31.03.2023	1,925.59	368.27	575.87	72.91	146.35	85.85	176.21	141.02	31.45	3,523.52	79.22	79.22
Additions	Nil	2.49	110.84	3.84	0.51	0.73	1.79	78.59	Nil	198.80	Nil	Nil
Deletions	Nil	Nil	Nil	(0.67)	Nil	Nil	Nil	(11.53)	Nil	(12.19)	Nil	Nil
As at 31.03.2024	1,925.59	370.77	686.72	76.09	146.86	86.57	177.99	208.08	31.45	3,710.12	79.22	79.22
Accumulated depreciation												
As at 01.04.2022	Nil	239.23	431.23	59.29	138.84	74.92	118.50	78.86	6.56	1,147.42	16.95	16.95
Charge for the year	Nil	6.37	19.15	2.03	1.62	3.22	8.34	9.56	1.92	52.19	13.00	13.00
Deletions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	(1.66)	Nil	(1.66)	Nil	Nil
Excess Depreciation W/back								Nil	Nil	Nil		
As at 31.03.2023	Nil	245.60	450.38	61.31	140.45	78.14	126.84	86.76	8.48	1,197.95	29.95	29.95
Charge for the year	Nil	6.39	20.62	1.24	1.62	1.98	7.27	9.66	1.92	50.72	12.66	12.66
Deletions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	(11.53)	Nil	(11.53)	Nil	Nil
Excess Depreciation W/back										-		
As at 31.03.2024	Nil	251.99	471.00	62.56	142.08	80.12	134.11	84.89	10.40	1,237.14	42.61	42.61
Net Carrying Value												
As at 31.3.2023	1,925.59	122.68	125.49	11.60	5.90	7.71	49.37	54.26	22.97	2,325.56	49.27	49.27
AS at 31.3.2024	1,925.59	118.78	215.72	13.53	4.79	6.45	43.88	123.19	21.05	2,472.98	36.61	36.61

(a) Assets pledged as Security

Immovable properties of the company Secured by Equitable Mortgage of Fixed Assets both Movable & Immovable.

(b) Capitalised Borrowing Cost

Borrowing Cost Capitalised on Property, Plant and Equipment during the year ₹.Nil (PY. ₹.Nil).).

(c) Contractual Obligations

Refer Note.29 for disclosure of Contractual Commitments for the acquisition of property, Plant & Equipment.

(d) Title deeds of immovable property (other than proper taken on lease by duly executed lease agreement) are held in the name of the company.

(e) No Proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

10 Non Current Investment

	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
Investment in Shares (Unquoted, Non trade)		
100 shares (previous year 100 Shares) of GEZIA of ₹.10 face value, fully paid-up	0.01	0.01
*** NAV of units ₹. Nil [Previous Year ₹.Nil per unit]	Nil	Nil
Cost of Units of Mutual Funds	Nil	Nil

11 Loans and Advances

	As at 31/03/2024		As at 31/03/2023	
	Non current ₹ in Lakhs	Current ₹ in Lakhs	Non current ₹ in Lakhs	Current ₹ in Lakhs
(Unsecured, considered good)				
Security deposits	71.68	Nil	66.85	1.46
Advance to employees	Nil	6.50	Nil	9.82
Balance with government authority	Nil	14.87	Nil	29.67
Gratuity Fund (Net)	18.32		15.23	
Advance Receivable in Cash or Kind	Nil	400.59	Nil	492.49
Less:Provision for doubtful long term receivable	Nil	(210.00)	Nil	(210.00)
	Nil	190.59	Nil	282.49
Advance Income Tax & TDS	18.54	Nil	14.96	Nil
Less : Provision for income tax	Nil	Nil	Nil	Nil
	18.54	Nil	14.96	Nil
	108.54	211.96	97.04	323.44

12 Other Non Current Assets

	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
Long term receivable (unsecured, considered doubtful)	343.72	343.72
Less:Provision for doubtful long term receivable	(343.72)	(343.72)
Total	Nil	Nil

13 Inventories

	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
Raw materials	109.50	118.77
Work-in-process	30.88	22.08
Finished stock	556.24	659.84
Stock in trade	371.46	423.43
Stores and spares	1.85	2.70
	1,069.93	1,226.83

14 Trade Receivables

	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
(Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	124.42	243.78
Considered doubtful		
	124.42	243.78
Less: Provision for doubtful receivable	Nil	Nil
	124.42	243.78
Other trade receivables (considered good)	163.08	444.44
	287.50	688.22

14.1 Trade Receivables ageing schedule

Particulars	As at 31/03/2024					
	Outstanding for following periods from date of Invoice#					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Trade receivables — considered good						
a. Undisputed	163.08	0.10	40.10	NIL	84.21	287.50
b. Disputed						
(ii) Trade Receivables considered doubtful						
a. Undisputed						
b. Disputed						

Particulars	As at 31/03/2023					
	Outstanding for following periods from date of Invoice#					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Trade receivables — considered good						
a. Undisputed	448.11	58.47	135.91	Nil	45.73	688.22
b. Disputed						
(ii) Trade Receivables considered doubtful						
a. Undisputed						
b. Disputed						

15 Cash & Bank balance

	As at 31/03/2024		As at 31/03/2023	
	Non current ₹ in Lakhs	Current ₹ in Lakhs	Non current ₹ in Lakhs	Current ₹ in Lakhs
Cash & Cash Equivalents				
Cash on hand	Nil	0.46	Nil	0.45
	Nil	0.45	Nil	0.45
Other bank balance				
Margin money deposits	Nil	56.28	Nil	68.07
	Nil	56.28	Nil	68.07
	Nil	56.74	Nil	68.52

16 Other Current Assets

	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
Interest receivable	2.56	2.64
	2.56	2.64

17 Revenue From Operations

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Sale of products		
Sale of manufactured goods	824.06	750.01
Sale of traded goods	249.81	954.71
Sale of services	190.37	197.52
	1,264.24	1,902.24
Details of products sold		
Manufactured goods sold		
Thick film material (TFM)	778.70	750.01
Printed Circuit Board (PCB)	45.36	Nil
	824.06	750.01
Traded goods sold		
System Integration products	15.99	603.21
Thick Film Material	Nil	154.07
Solar Power generation products	233.82	197.43
	249.81	954.71
Details of services sold		
Installation, training, AMC & other (S I Division)	90.58	102.90
Solar Power generation services	99.79	94.63
	190.37	197.52

18 Other Income

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Interest Income	5.48	3.19
Interest on Income Tax Refund	Nil	0.05
Prior Year Tax (excess Refund Received)	1.05	Nil
Short term capital gain on redemption of Mutual Fund Units	Nil	6.63
Profit on Sale of Property, Plant & Equipment	0.31	Nil
Rent Income	1.72	1.26
Sundry Balance Write Back	0.04	Nil
Excess Provisions Reversed	4.55	41.61
Miscellaneous Income	0.00001	0.00004
	13.15	52.73

19 Cost of Raw Material Consumed

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Inventory at the beginning of the year	121.47	16.44
Add: Purchase	389.77	799.69
Less: Inventory at the end of the year	111.35	121.47
Cost of raw material consumed	399.89	694.66
Details of raw material consumed		
Precious metal	357.17	662.24
Others	42.72	32.42
	399.89	694.66
Details of inventories		
Precious metal	73.73	108.88
Others	37.62	12.59
	111.35	121.47

19.2 Break-up of imported and indigeneous raw materials consumed

Products	Year ended 31/03/2024		Year ended 31/03/2023	
	Amount ₹ in Lakhs	Percentage of consumption	Amount ₹ in Lakhs	Percentage of consumption
Imported	93.10	23.28%	41.82	6.02%
Indigenous	306.79	76.72%	652.84	93.98%
	399.89	100.00%	694.66	100.00%

20 Purchase of Stock in Trade

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Trading purchase -System Integration Division	2.10	417.57
Trading purchase - Solar Division	268.50	229.74
Trading purchase - TFM	Nil	152.91
	270.60	800.22

20.1 Details of purchase of stock in trade

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Satellite communication and broadcast equipments	2.10	417.57
Solar Modules, Inverters ,MCB and Structure	268.50	229.74
Potassium Dicyanoaurate/Gold Potassium Cynide	Nil	152.91
Total	270.60	800.22

21 Cost of Service for Projects

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Service cost	57.40	76.27
	57.40	76.27

21.1 Details of cost of service

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
System Integration Division services	20.50	63.36
Solar Power generation services	27.84	10.30
SDMC-Parking Operational services	Nil	2.62

22 Change in Inventories of Work in Process, Stock in Trade and Finished Goods

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Inventory at the beginning of the year		
Work-in-process	22.08	67.18
Stock in trade	423.44	522.51
Finished stock	659.84	103.62
	1,105.36	693.30
Inventory at the end of the year		
Work-in-process	30.88	22.08
Stock in trade	372.43	423.43
Finished stock	555.27	659.84
	958.58	1,105.35
(Accretion) / Decretion	146.78	(412.05)

23 Employee benefit expenses

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Salary, wages & bonus	200.48	279.27
Contribution to provident fund & other funds	14.93	16.81
Welfare expenses	4.02	3.98
	219.43	300.06

The disclosure regarding “Employee Benefits” in respect of gratuity and leave encashment as defined in the Accounting Standard - 15 is given below:

A. Amounts recognised in the Balance Sheet are as follows:

Particulars	Defined Benefit Obligation			
	Gratuity (Funded)		Leave encashment (Unfunded)	
	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
Present value of funded obligations	64.23	65.42	Nil	Nil
Fair value of plan assets	82.54	80.65	Nil	Nil
Funded status [surplus/(short fall)]	18.32	15.23	Nil	Nil
Present value of unfunded obligations	Nil	Nil	9.16	11.26
Unrecognised past service cost	Nil	Nil	Nil	Nil
Amounts in the balance sheet:				
Liabilities - current	5.37	9.08	2.33	2.23
- non current	58.86	56.34	6.83	9.03
Total liability	64.23	65.42	9.16	11.26
Assets (non current)	82.54	80.65	Nil	Nil
Net assets/(liability)	18.32	15.23	(9.16)	(11.26)

B. Defined benefit obligation in respect of gratuity and leave encashment liability is recognised in the Statement of Profit and Loss as follows:

Particulars	Defined Benefit Obligation			
	Gratuity (Funded)		Leave encashment (Unfunded)	
	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
Current service cost	4.51	6.31	1.94	2.39
Past service cost	Nil	Nil	Nil	Nil
Interest on obligation	4.35	6.97	0.82	1.35
Expected return on plan assets	(5.49)	(5.64)	Nil	Nil
Net actuarial losses/(gains) recognised in the year	(6.46)	(42.03)	(4.31)	(10.95)
Losses/gains on curtailments & settlement	Nil	Nil	Nil	Nil
Total included in ‘employee benefit expenses’	(3.08)	(34.39)	(1.55)	(7.22)
Actual return on plan assets	Nil	Nil	Nil	Nil

C. Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	Defined Benefit Obligation			
	Gratuity (Funded)		Leave encashment (Unfunded)	
	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
Opening defined benefit obligation	65.42	99.15	11.26	19.51
Current service cost	4.51	6.31	1.94	2.39
Interest cost	4.35	6.97	0.82	1.35
Actuarial losses/ (gains)	(2.45)	(45.05)	(4.31)	(10.95)
Benefits paid	(7.61)	(1.96)	(1.04)	(1.04)
Closing defined benefit obligation	64.23	65.42	8.67	11.26

D. Net Assets/(Liability) recognised in Balance Sheet:

Particulars	Defined Benefit Obligation			
	Gratuity (Funded)		Leave encashment (Unfunded)	
	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs	As at 31/03/2024 ₹ in Lakhs	As at 31/03/2023 ₹ in Lakhs
Net assets/ (liability) recognised in the Balance Sheet at the beginning of the period	15.23	(19.16)	(11.26)	(19.51)
Employer expense	3.08	34.39	1.55	7.22
Employer contributions/Direct Payment	Nil	Nil	0.55	1.04
Acquisition/business combinations	Nil	Nil	Nil	Nil
Net assets/(liability) recognised in the Balance Sheet at the end of the period	18.32	15.23	(9.16)	(11.26)

E. Principal actuarial assumptions at the balance sheet date (expressed as weighted averages):

Particulars	Defined Benefit Obligation			
	Gratuity (Funded)		Leave encashment (Unfunded)	
	As at 31/03/2024	As at 31/03/2023	As at 31/03/2024	As at 31/03/2023
Discount rate	6.97%	7.15%	7.25%	7.47%
Expected return on plan assets	6.97%	7.15%	0.00%	0.00%
Annual increase in salary costs	5.00%	5.00%	7.00%	7.00%
Withdrawal rates	5.00%	5.00%	3.00%	3.00%

The estimates of future salary increase considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

F. Experience adjustment- Gratuity

₹ in Lakhs

	31-03-2024	31-03-2023	31-03-2022	31-03-2021	31-03-2020
Defined benefit obligation	64.23	65.42	99.15	102.88	108.56
Plan assets	82.54	80.65	79.99	90.84	85.01
"Surplus/ (Deficit)"	18.32	15.23	(19.16)	(12.04)	(23.55)
Experience adjustments on plan liabilities	(2.45)	(45.05)	0.47	17.63	19.24
Experience adjustments on plan assets	(4.00)	3.02	0.18	(6.38)	1.61

G. gratuity Contribution expected to be paid during the year ending March 31, 2025: ₹.4.51/- lacs

24 Finance Cost

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Interest expense		
- on working capital loan	103.53	94.11
- on vehicle loan	2.34	3.39
- others	1.41	0.93
Other borrowing cost	23.62	20.33
	130.90	118.76

25 Depreciation and Amortisation Expense

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Depreciation on Property, Plant and Equipment	50.72	52.19
Amortisation on Intangible assets	12.66	13.00
	63.38	65.19

26 Other Expenses

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Packing & Forwarding	9.40	14.17
Power And Fuel	9.86	5.76
Repairs to:		
- Building	0.28	1.27
- Plant & Machinery	0.11	Nil
- Others	5.67	3.32
Total	6.06	4.59
Insurance Charges	7.75	7.78
Rent	Nil	4.36
Rates & Taxes	4.26	4.96
Printing & Stationery Expenses	2.40	2.46
Advertisement Expenses	0.82	1.89

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Postage & Telephone Expenses	2.06	1.96
Travelling Expenses	19.55	53.71
Prior Year Expenses	Nil	12.76
Legal & Professional Charges	69.82	71.08
Exchange Rate Variation (Net)	0.93	51.95
AUDITOR'S REMUNERATION:		
Audit fees	1.50	1.80
Tax Matter	0.35	0.35
Other Consultancy	Nil	Nil
	1.85	2.15
Directors' Sitting Fees	0.90	1.10
Security Charges	12.73	10.51
Loss on Sale of Property, plant and equipment	Nil	6.11
Provision for Doubtful Advances	Nil	210.00
Bad Debt W/off (net)	Nil	3.11
Vehicle Expenses	3.30	2.94
General Charges	16.92	38.08
(Including Business Promotion, Loading Unloading etc)		
	168.61	511.41

26.1 Details of Stores & Spares Consumption

	Year Ended 31/03/2024 Amount (₹ In Lakhs)	%	Year Ended 31/03/2023 Amount (₹ In Lakhs)	%
Indigenous	Nil	0.00%	Nil	0.00%
Imported	Nil	0.00%	Nil	0.00%
Total	Nil	100.00%	Nil	100.00%

27 Deferred Tax Assets (Net)

Deferred Tax resulting from the timing difference between the book and the tax profit is accounted for under the liability method, at the current rate of tax, to the extent that the timing difference are expected to crystallize. Due to carried forward losses, the deferred tax asset is not recognized and not carried forward as there is no virtual certainty that the assets will be realized in future..

28 Earning Per Share

	Year ended 31/03/2024	Year ended 31/03/2023
Numerator for calculating basic and diluted earnings per share [Profit / (Loss) after Tax] (Amount (₹ In Lakhs.))	(179.60)	(196.66)
Weighted average number of shares used as denominator for calculation of basic and diluted earnings per share	50.00	50.00
Nominal value per share (₹)	10.00	10.00
Basic and diluted earnings per share (₹)	(3.59)	(3.93)

29 Contingent liabilities

The Company has contingent liabilities not provided for in respect of :

- Bank guarantees and letters of credit issued by the bank for ₹.338.30 lacs (previous year ₹. 461.90 lacs) (Against which Company has kept Margin Money of ₹. 56.28 Lacs (P.Y. ₹. 68.07 Lacs).
- Guarantee given by the Company on behalf of other Company for ₹.300.00 lacs (previous year ₹.300.00 lacs) against which the principal amount outstanding is ₹.144.00 lacs (previous year ₹.144.00 lacs). Assets held as primary security has been disposed off by lenders and no claim for the balance amount has ever been preferred by the lending institution against the Company under the corporate guarantee subsequent to realization of security in the year 2009.
- With respect to the search conducted by DRI in July 21, the Company had received SCN F. No. VIII/10-4/Commr/O&A/23-24 dated 21st July, 2023, seeking explanation as to why the duty benefit claimed under AIFTA of ₹. 15,260 lacs should not be demanded and recovered back from the Company.

With respect to such SCN, the company had filed special petition no 18435 of 2023 and has got stay from the Hon'ble Gujarat High Court. Subsequently Customs Department has also put the adjudication on hold wide its communication dated 01.02.24 DIN: 20240271MN000000E752, till the matter is decided by the Hon'ble Gujarat High Court.

Based on the legal opinion obtained by the Company, the management does not expect any material liability in this regard. (Refer Note 37).

- Capital Commitment: Estimate amount of Contracts remains to be executed amounting to ₹. NIL (P.Y. Nil), against which the Company had paid advances of ₹. Nil (P.Y. ₹.24.10 Lacs) which are shown under "Loans and Advances.
- Company has received notice of demand u/s 156 wide DIN ITBA/AST/S/2022-23/1048306879(1) for assesment year 2021-22 of ₹.9.66 lacs. The compay has filed an appeal against the mentioned notice.

30 Segment Information

Based on the principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the Company has identified its business segments as primary segments. "Other" represents income/assets/liabilities of E-learning. There is no reportable secondary segment as none of the conditions as laid down for determining the geographical segments are satisfied.

	2023-24 (₹ In Lakhs)						2021-22 (₹ In Lakhs)					
	TOTAL	Electronic Materials	System Integration	Solar Rooftop / pump	Electronics Material Trading	Un Allocated	TOTAL	Electronic Materials	System Integration	Solar Rooftop / pump	Electronics Material Trading	Un Allocated
SEGMENT REVENUE (Net)												
Sales of Product	1,073.87	824.06	15.99	233.82	Nil	Nil	1,704.72	750.01	603.21	197.43	154.07	Nil
Sales of Services	190.37	Nil	90.58	99.79	Nil	Nil	197.52	Nil	102.90	94.63	Nil	Nil
TOTAL SEGMENT REVENUE	1,264.24	824.06	106.57	333.61	Nil		1,902.24	750.01	706.10	292.05	154.07	Nil
% of Segment Revenue	100.00%	65.18%	8.43%	26.39%	0.00%		100.00%	39.43%	37.12%	15.35%	8.10%	
SEGMENT ASSETS												
(a) Inventories	1,069.93	698.47	290.23	81.23	Nil	Nil	1,226.83	803.39	290.52	132.91	Nil	
(b) Sundry Debtors	287.50	149.18	78.52	53.56	Nil	6.24	688.22	300.85	332.66	48.57	1.89	4.25
(c) Cash & Bank Balance	56.74	Nil	Nil	Nil	Nil	56.74	68.52	Nil	Nil	Nil	Nil	68.52
(d) Loans & Advances	320.50	101.50	66.25	10.50	Nil	142.25	420.48	100.00	162.26	10.50	Nil	147.72
(e) Other Current Assets	2.56	Nil	2.56	Nil	Nil	Nil	2.64	Nil	2.64	Nil	Nil	Nil
(f) Fixed Assets	2,509.59	215.72	Nil	Nil	Nil	2,293.88	2,374.84	125.49	Nil	22.97	Nil	2,226.37
(g) Investments	0.01	Nil	0.01	Nil	Nil	Nil	0.01	Nil	0.01	Nil	Nil	Nil
Less : Current Liabilities	952.78	70.60	0.17	21.75	Nil	860.26	1,363.99	0.40	1.56	3.13	Nil	1,358.90
	3,294.05	1,094.27	437.40	123.54	Nil	1,638.84	3,417.54	1,329.34	786.53	211.82	1.89	1,087.96
SEGMENT CAPITAL ASSETS (Addition During the year)	198.80	Nil	198.80	Nil		Nil	5.21	Nil	5.21	Nil		Nil
	198.80	Nil	198.80	Nil		Nil	5.21	Nil	5.21	Nil		Nil

31 Related party disclosures as per AS-18

Details of transactions with related parties:

- i An amount of ₹. 12.00 lacs (previous year ₹. 75.00 lacs) was paid as managerial remuneration to Mrs. Gorski A. Parekh, Managing Director of the Company. Further commission of ₹. Nil (P.Y. ₹. Nil) has been paid during the year.
 - ii An amount of ₹. Nil (previous year ₹. Nil) was paid as emoluments to the CFO, Mr. Jay Parekh, who retired on 30th June 2021. The year end Receivable balance is ₹. Nil (previous year 0.14 Lacs)
 - iii An amount of ₹. Nil (previous year ₹. 0.20 lac) was paid as sitting fees to Mr. Varun A Parekh, Director of the Company, who is relative of Managing Director Mrs. Gorski A. Parekh.
 - iv An amount of ₹. 0.30 lac (previous year ₹. 0.20 lac) was paid as sitting fees to Smt. Kalawati J Parekh, Director of the Company, who is relative of Managing Director Mrs. Gorski A. Parekh.
 - v An amount of ₹.12.15 lacs (previous year ₹.18 lacs) was paid as consultancy fees to Smt. Kalawati J Parekh, Director of the Company. The year end payable balance is ₹.Nil (previous year ₹. 1.35 lac)
 - vi An amount of ₹.0.67 lacs (previous year ₹.0.41 lacs) was billed towards sales of Sanitizer to a related concern, J.N. Education Society
 - vii An amount of ₹.77.84 Lacs (previous year ₹.277.19 lacs) was billed towards sales of materials, Processing Charges & rent income to a related concern, Technetrad Systems LLP (The year end receivable balance is ₹.12.47 Lacs (previous year ₹. 241.72 Lacs)
 - viii An amount of ₹.188.00 lacs (previous year ₹.Nil lacs) was received as loan from Adastra Learning Pvt Ltd. ₹. 188.00 lacs (previous year ₹.Nil lacs) was repaid during the year.The year end payable balance is ₹.Nil (previous year ₹. Nil lacs)
 - ix An amount of ₹.100.00 lacs (previous year ₹.Nil lacs) was received as loan from Smt. Kalawati j. Parekh, Director of the Company, who is relative to Managing Director Mrs. Gorski Parekh. ₹. 100.00 lacs (previous year ₹.Nil lacs) was repaid during the year. The year end payable balance is ₹.Nil (previous year ₹. Nil lacs)
 - x An amount of ₹.325.75 lacs (previous year ₹.Nil lacs) was received as loan from Mrs. Gorski A. Parekh, Managing Director of the Company. ₹. 320.75 lacs (previous year ₹.Nil lacs) was repaid during the year. The year end payable balance is ₹.5 lacs (previous year ₹. Nil lacs)
 - xi An amount of ₹.70.00 lacs (previous year ₹.Nil lacs) was received as loan from Swayam Learning Pvt Ltd. ₹.70.00 lacs (previous year ₹.Nil lacs) was repaid during the year. The year end payable balance is ₹.Nil (previous year ₹. Nil lacs)
- 32 The amount of exchange rate difference debited to Statement of Profit & Loss is Rs 1.25 lacs(previous year ₹. 52.46 lacs) & credited to Statement of profit and loss is ₹. 0.32 lacs (previous year ₹.1.17 lacs). Net exchange rate difference(Debit) of Rs 0.93 lacs (Previous year debit of ₹.51.29 lacs) has been shown under the head " other Expense" (Note No.26)
- 33 On the basis of available information, there were no amounts outstanding and due for more than 30 days to small scale undertakings.
- 34 Borrowing costs attributable to the acquisition or construction of qualifying assets is amounting to ₹. Nil lacs (previous year ₹. Nil lacs)
- 35 During the year, the Company has impaired the assets to the tune of ₹. Nil lacs (previous year ₹. Nil lacs).
- 36 The Company has entered into certain operating lease agreements and an amount of ₹. Nil (previous year ₹. 4.36 Lacs) paid under such agreements have been charged to the Statement of Profit and Loss. These are generally not non cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by such agreements.
- 37 During the month of July'2021, a search was carried out at the premises of the Company, by the Directorate of Revenue Intelligence (DRI) to inquire about the transactions involving import and domestic sale of Potassium Dicyanoaurate (PDC). The company was importing Potassium Dicyanoaurate & Potassium Gold Cyanide and selling to Parekh Industries Ltd (PIL) and in connection with the search at the premises of PIL, a

connected search was carried out at the premises of the Company. Subsequently, the Company had received SCN with reference of F.No. VIII/10-4/Commr/O&A/23-24 dated 21st July, 2023, seeking explanation as to why the duty benefit claimed under the ASEAN-India Free Trade Area (AIFTA) of ₹. 15,260 lacs should not be demanded and recovered back from the Company together with interest and penalty thereon. The company had filed Special Civil Petition No. 18435 of 2023 against the SCN in the Hon'ble Gujarat High Court.

The Hon'ble Gujarat High Court vide oral letter dated 19.10.2023 have order ad-interim relief for "stay adjudication of the SCN No. VIII/10-4/Commr/OA/2023-24 dated 21.06.2023 till the disposal of the present petition and further restrain the concern authority from taking any coercive Action against the petitioner during the pendency of petition.

Further, Customs Department has also put the adjudication on hold wide its communication dated 01.02.24 DIN: 20240271MN000000E752, till the matter is decided by The Hon'ble Gujarat High Court. Based on the legal opinion obtained by the Company, the management does not expect any material liability in this regard.

38 Expenditure Incurred in Foreign Currency

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
(i) CIF value of imports		
Raw materials -TFM Division	92.76	76.79
Trading Goods -TFM Division	Nil	Nil
Trading Goods & Services -System Integration Division	0.04	409.54
Trading Goods -Solar Division	Nil	Nil
(ii) Foreign travels	3.37	30.65

39 Earning in Foreign Exchange

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Earning in foreign currency	Nil	Nil

40 Additional Regulation disclosures (other than Accounting Standards)

The disclosures required by amendment to Division II of Schedule III of the Companies Act, 2013, are given only to the extent applicable:

- The company has been not declared as willful defaulter by Reserve Bank of India till 31/03/2024.
- The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- There is not charge which is pending for satisfaction with registrar of companies beyond the statutory period except as disclosed below:

Description of Charges	Charges Creation ₹. In Lacs	Location of Registrar	Period up to which satisfaction registered	Reason for Delay
Term Loan from Following Financial Institutes				
Toyota Financials Services India Ltd	14.50	Gujarat	--	The Company has repaid loans but release of charge from financial Institutions is yet to be received.

- There were no transactions that were not recorded in books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- e. During the year under Consideration the company has not traded or invested in crypto currency or virtual currency.
- f. No proceedings have been initiated or pending against the company for holding any benami property under the Benami transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- g. Details of Quarterly Returns or Statement of Current Assets filed with bank or FIs and books of accounts`

For the F.Y.2023-24.

(₹ in Lakhs)

Quarter		Particulars of Security provided	Amounts as per books of accounts	Amounts as reported in Quarterly Statement provided to bank	Amount of Difference	Reason for material Discrepancies
June' 23	State Bank of India	Finished Goods	666.17	666.17	-	
		Stock In Trade	396.24	396.24	-	
		Raw Materials	123.40	123.40	-	
		WIP	78.19	78.19	-	
		Debtors	624.07	624.25	-0.18	Note-3
		Creditors	47.34	3.98	43.36	Note-1
Sept' 23	State Bank of India	Finished Goods	542.37	542.37		
		Stock In Trade	399.19	399.19		
		Raw Materials	155.23	155.23		
		WIP	27.11	27.11		
		Debtors	344.93	540.47	-195.53	Note-2
		Creditors	35.81	3.74	32.07	Note-1
Dec' 23	State Bank of India	Finished Goods	560.26	560.26		
		Stock In Trade	358.16	358.16		
		Raw Materials	186.53	186.53		
		WIP	47.00	47.00		
		Debtors	350.26	337.96	12.30	Note-2
		Creditors	6.06	6.06	-	
March' 24	State Bank of India	Finished Goods	556.24	556.24		
		Stock In Trade	371.46	371.46		
		Raw Materials	109.50	109.50		
		WIP	30.88	30.88		
		Debtors	287.50	288.28	-0.78	Note-3
		Creditors	92.52	3.28	89.24	Note-1

Note-1 The difference is on account of errors, review adjustments and receipt of bills from vendors after submission of bank statement.

Note-2 The difference is on account of unbilled revenue for completed projects, considered in bank submission but actual billings done in subsequent month.

Note-3 The difference is on account of TDS receivable, review adjustment, not considered in bank submission but adjustment done after submission of bank statement.

For the F.Y.2022-23

(₹ In Lakhs)

Quarter	Bank	Particulars of Security provided	Amounts as per books of accounts	Amounts as reported in Quarterly Statement provided to bank	Amount of Difference	Reason for material Discrepancies
June' 22	State Bank of India	Finished Goods	1,006.72	1,006.72	-	
		Stock In Trade	314.58	314.58	-	
		Raw Materials	49.13	49.13	-	
		WIP	52.42	52.42	-	
		Debtors	819.93	820.01	-0.07	
		Creditors	20.67	15.05	5.62	
Sept' 22	State Bank of India	Finished Goods	1,006.30	1,006.30	-	
		Stock In Trade	265.57	265.57	-	
		Raw Materials	57.19	57.19	-	
		WIP	48.23	48.23	-	
		Debtors	721.75	721.75	-0.00	
		Creditors	10.68	4.36	6.31	
Dec' 22	State Bank of India	Finished Goods	1,011.20	1,011.20	-	
		Stock In Trade	508.12	508.12	-	
		Raw Materials	18.27	18.27	-	
		WIP	65.41	65.41	-	
		Debtors	632.72	961.33	-328.60	
		Creditors	6.06	6.06	-	
March' 23	State Bank of India	Finished Goods	659.84	659.84	-	
		Stock In Trade	423.43	445.41	-21.98	
		Raw Materials	118.77	118.77	-	
		WIP	22.08	22.08	-	
		Debtors	688.22	688.87	-0.65	
		Creditors	90.60	3.02	87.58	

41 Disclosure under AS-27

During the year, the company had entered into Joint Collaboration Agreement with Harigo Technologies Private Limited for Digitalisation of Parking Slots managed by South Delhi Municipal Corporation(SDMC). The duration of the contract is 5 years (extendable for another 5 years). As per the principles set in AS-27 "Financial Reporting of Financial Interests in Joint Ventures" and terms of the agreement, the operations for the project fall under the definition of Jointly Controlled Operations.

Under the mentioned agreement, Harigo Technologies was mainly responsible for development of Application for parking management, undertaking promotional activities for marketing the application and co-ordinating with SDMC for day to day operations. Whereas, the our company is responsible for setting up call center for application support, query resolution and become financial partner to support Application development and cost center operations. For the financial year under consideration, application is under development stage.

Upon non generation of expected revenues from the Project and to stop further cashflow loss with respect to Operational expenses, the company existed the arrangement with Harigo Technologies Private Limited through its letter dated 22.06.23.

a Assets and Liabilities with Respect to Joint Operations

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Liabilities		
Amount Payable towards project :		
Other Current Liability (Other payable)	Nil	Nil
Assets		
Advance Receivable in Cash or Kind	175.00	175.00
Less: Provision for Advance	(175.00)	(175.00)
Net balance after Provision	Nil	Nil

b Incomes and Expenses recognised in Statement of Profit & Loss

	Year ended 31/03/2024 ₹ in Lakhs	Year ended 31/03/2023 ₹ in Lakhs
Income	Nil	Nil
Expenses	Nil	2.62
Cost of Service for Project	Nil	2.62
Employee Benefits	Nil	Nil
Other Expenses (Travelling Expense)	Nil	Nil
Share In Joint Operations		
Harigo Technologies Private Limited	70%	70%
Arraycom India Limited	30%	30%

- c** Capital Commitment of AIL with respect to its interest in Joint Venture is ₹.Nil (P.Y. ₹.195.43 lacs) against which the company has paid ₹. 175.00 lacs (P.Y. ₹.175.00 lacs) which are shown under “Advance recoverable in Cash or Kind” under Short Term Loans and Advance. The company has made provision for doubtful advances against the said ₹. 175.00 lacs Previous Year 2022-23.

- d** Contingent Liabilities- Nil (P.Y. Nil)

42 Details in respect of Analytical Ratios of the Company

Sr. No.	Particulars	Numerator Description	Denominator Description	For the Year 2023-24			For the Year 2022-23			% of Variance	Explanation for any change in the ratio by more than 25% as compared to the preceding year.
				Numerator ₹ in Lakhs	Denominator ₹ in Lakhs	Ratio	Numerator ₹ in Lakhs	Denominator ₹ in Lakhs	Ratio		
1	Current Ratio	Current Assets	Current Liabilities	1,628.69	952.78	1.71	2,309.65	1,363.99	1.69	1%	
2	Debt - Equity Ratio	Total Debts	Shareholders Equity	872.83	3,206.29	0.27	1,247.67	3,385.89	0.37	-26%	This is mainly due to repayment of debts.
3	Debt Service Coverage Ratio	Earning available for Debt services	Debt Service	14.99	872.83	0.02	(12.71)	1,247.67	(0.01)	-269%	Due to increase in Loss for the year as compared to last year
4	Return on Equity Ratio	PAT Less Preference Dividend	Average of Shareholder Funds	(179.60)	3,296.08	(0.05)	(196.66)	3,484.22	(0.06)	-3%	

Sr. No.	Particulars	Numerator Description	Denominator Description	For the Year 2023-24			For the Year 2022-23			% of Variance	Explanation for any change in the ratio by more than 25% as compared to the preceding year.
				Numerator ₹ in Lakhs	Denominator ₹ in Lakhs	Ratio	Numerator ₹ in Lakhs	Denominator ₹ in Lakhs	Ratio		
5	Inventory turnover Ratio	COGS	Average Inventory	546.67	1,148.38	0.48	282.61	968.28	0.29	63%	Due to decrease in COGS
6	Trade Receivables turnover Ratio	Net Credit Sales	Average Trade Receivables	1,264.24	487.86	2.59	1,902.24	610.44	3.12	-17%	
7	Trade payables turnover Ratio	Net Credit Purchase	Average Trade Creditors	660.37	91.56	7.21	1,599.92	47.27	33.84	-79%	There is decrease in Purchase
8	Net Capital turnover Ratio	Net Sales	Working Capital	1,264.24	675.91	1.87	1,902.24	945.66	2.01	-7%	
9	"Net Profit Ratio"	Net Profit	Net Sales	(179.60)	1,264.24	(0.14)	(196.66)	1,902.24	(0.10)	37%	Due to increase in Loss for the year as compared to last year as well as Sales during the year
10	Return on Capital employed	PBIT	Capital Employed	(48.70)	3,206.29	(0.02)	(80.79)	3,385.89	(0.02)	-36%	There is decrease in PBIT
11	Return on investment	Income From Investment	Average Investment	-	0.01	-	6.63	112.51	0.06	-100%	This is due to sale of Mutual Funds done in previous year

43. Previous year's figures have been regrouped and rearranged wherever necessary, to make them comparable with those of current year.

Notes: Previous year's figures have been shown in brackets.

Signature to notes "1" to "43"

As per our report of even date
For **J. T. Shah & Co.**
Chartered Accountants
(Firm Regd. No. 109616W)

(J. J. Shah)
Partner
(M. No. 45669)
UDIN:24045669BKFGGD5097

Place : Ahmedabad
Date : 03rd September, 2024

For & on behalf of the Board of Directors of
ARRAYCOM (INDIA) LIMITED

Gorsi A. Parekh Chairperson & Managing Director
(DIN: 00343194)

K. J. Parekh Director
(DIN: 00343326)

Place : Gandhinagar
Date : 03rd September, 2024

ARRAYCOM (INDIA) LIMITED

Registered Office: Plot No B-13, 13/1 & 14, GIDC Electronic Estate, Sector 25, Gandhinagar- 382024 (Gujarat)

Form No. MGT-11

PROXY FORM

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

CIN U32109GJ1992PLC039667

Name of the Company ARRAYCOM (INDIA) LIMITED

Registered office Plot No B-13, 13/1 & 14, GIDC Electronic Estate, Sector 25, Gandhinagar- 382024 (Gujarat)

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

I/We, being the member (s) of **ARRAYCOM (INDIA) LIMITED**, holding _____ shares of the above named Company, hereby appoint

1. Name _____
Address _____
E-mail Id _____
Signature _____ Or Failing him,
2. Name _____
Address _____
E-mail Id _____
Signature _____ Or Failing him,
3. Name _____
Address _____
E-mail Id _____
Signature _____

ARRAYCOM (INDIA) LIMITED
(CIN: U32109GJ1992PLC039667)

Registered Office: Plot No B-13, 13/1 & 14, GIDC Electronic Estate, Sector 25, Gandhinagar- 382024 (Gujarat)

DP ID	Client Id	Folio No.	No. of shares held

ATTENDANCE SLIP

31st Annual General Meeting

At the Registered Office of the Company: Plot No B-13, 13/1 & 14, GIDC Electronic Estate, Sector 25, Gandhinagar- 382024 (Gujarat)

Name of the attending Member/Proxy (In block letters): _____

I hereby record my presence at the **31st Annual General Meeting** held at 5.00 p.m. on 30th September 2024 at the registered office of the Company at Gandhinagar (Gujarat).

Member's/ Proxy's signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **31st Annual General Meeting** of the Company, to be held on the 30th September, 2024 at 5.00 p.m. at Plot No. B-13, 13/1 & 14, GIDC Electronic Estate, Sector 25, Gandhinagar- 382024 (Gujarat) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	To receive and adopt Audited Financial Statements of the Company for the financial year 2023-24
2.	To appoint Director in place of Mr. Minesh Bansilal Shah (DIN: 09211857), who retire by rotation and being eligible offers himself for re-appointment.
Special Business	
3.	To re-appoint Mr. Minesh Bansilal Shah (DIN: 09211857) as Whole time Director of the Company for a period of Three years with effect from 1st October, 2024.
4.	To appoint Mr. Rajeshkumar L. Lalwani (DIN: 10564661) as an independent Director of the Company for a period of Five years with effect from 30th March, 2024 to 29th March, 2029.

Signed this _____ day of _____ 2024

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

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

Notes:

1. Please bring this attendance slip to the meeting and handover at the entrance duly filled in.
2. Members are requested to bring copy of Annual Report with them.



Arraycom (India) Ltd. ■

Registered Office and Factory :
Plot No. B-13, 13/1 & 14 GIDC Electronics Estate,
Sector 25, Gandhinagar - 382 025 (Gujarat)
(CIN : U32109GJ1992PLC039667)