



Gaurav N. Jain & Co.

CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITORS' REPORT

TO,

**THE MEMBERS OF
KNOWHOW TECHNOLOGIES PRIVATE LIMITED
209, FIRST FLOOR, STP BUILDING MPSEDC, ELECTRONICS COMPLEX,
PARDESHIPURA INDORE (M.P.)-452010
(CIN: U72900MP2021PTC054655)**

Report on the Financial Statements

We have audited the accompanying financial statements of **KNOWHOW TECHNOLOGIES PRIVATE LIMITED**, which comprise the Balance Sheet as at **31/03/2023**, the Statement of Profit and Loss, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Auditor's Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2023**, and its **Profit** for the year ended on that date.

Basis for Opinion

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

Responsibility of Management and Those Charged with Governance (TCWG)

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 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 Rule 7 of the Companies (Accounts) Rules, 2014. 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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.

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

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism 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

This report doesn't include a statement on the matters specified in paragraph 3 and 4 of the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India, in terms of sub section 11 of section 143 of the companies Act, 2013 since in Our opinion and according to the information and explanation given to us, the said order is not applicable to the company.

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 dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2023** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2023** 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, clause (i) of section 143(3) of Companies Act 2013 is not applicable as per Notification No. G.S.R. 464(E) dated 13th day of June, 2017.
- (g) 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.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 32(19) to the Standalone financial statements);

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 32(19) to the Standalone financial statements); and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. Based on information available from management and our findings, there is no declared dividend declared by the company during the year

- vi. Proviso To Rule 3(1) of the companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 1, 2023, and accordingly, reporting under rule 11(g) of companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
- (h) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration is not applicable to a private limited company.

Date : 08/09/2023
Place : INDORE

FOR GAURAV N. JAIN & CO.
(Chartered Accountants)
Reg No. :0011903C

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CA GAURAV JAIN
Proprietor
M.No. : 402581
UDIN : 23402581BGUVRM5087

KNOWHOW TECHNOLOGIES PRIVATE LIMITED
209, First Floor, STP Building MPSEDC
Electronics Complex, Pardeshipura, Indore M.P.
Balance Sheet as at 31st March, 2023

(Amount in hundreds)

Particulars	Note No	Figures as at the end of 31.03.2023	Figures as at the end of 31.03.2022
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	1000	1000
(b) Reserves and Surplus	2	223409	138971
(c) Money received against share warrants		-	-
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	260137	282330
(b) Deferred tax liabilities (Net)		6982	3481
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	4		
(A) Total Outstanding & Dues of MSME and		-	-
(B) Total Outstanding & Dues of creditors other than MSME		-	62
(c) Other current liabilities (Security Deposit)		14400	14400
(d) Short-term provisions	5	33435	24405
Total		539364	464647
II.Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	6	338749	356369
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments (Mutual Fund)		14000	2000
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade Receivables	7	52512	3839
(d) Cash and cash equivalents	8	7076	34316
(e) Short-term loans and advances		-	-
(f) Other current assets	9	127027	68124
Total		539364	464647

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS **12**

(The schedules referred to herein form an integral part of Balance Sheet)

AS PER OUR REPORT OF EVEN DATE ATTACHED

For **GAURAV N. JAIN & CO.,**
Chartered Accountants
FRN: 011903C

FOR AND ON BEHALF OF THE BOARD

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CA GAURAV JAIN
PROPRIETOR
MRN: 402581

----sd----

SANDESH TALLERA
DIRECTOR
DIN-03221936

----sd----

POOJA TALLERA
DIRECTOR
DIN-03145430

PLACE: INDORE

DATE: 08/09/2023

UDIN: 23402581BGUVRL3154

PLACE: INDORE

DATE: 08/09/2023

PLACE: INDORE

DATE: 08/09/2023

KNOWHOW TECHNOLOGIES PRIVATE LIMITED
209, First Floor, STP Building MPSEDC
Electronics Complex, Pardeshipura, Indore M.P.
Profit and Loss statement for the year ended 31st March, 2023

(Amount in hundreds)

Particulars	Note No	Figures as at the end of 31.03.2023	Figures as at the end of 31.03.2022
I. Revenue from operations		149017	176643
II. Other Income		47892	21274
III. Total Revenue (I + II)	10	196909	197917
<u>IV. Expenses:</u>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense		28578	25470
Financial costs		19823	3736
Depreciation and amortization expense		22054	4614
Other Expenses	11	12764	24648
Total Expenses		83219	58467
V. Profit before exceptional and extraordinary items and tax	(III - IV)	113690	139449
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		113690	139449
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		113690	139449
X. Tax expense:			
(1) Current tax		25111	31615
(2) Deferred tax		3502	3481
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	85078	104354
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		85078	104354
XVI. Earning per equity share:			
(1) Basic		8.51	10.44
(2) Diluted		8.51	10.44

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

12

(The schedules referred to herein form an integral part of Profit & Loss Account)

AS PER OUR REPORT OF EVEN DATE ATTACHED

For GAURAV N. JAIN & CO.,
Chartered Accountants
FRN: 011903C

FOR AND ON BEHALF OF THE BOARD

---sd---
CA GAURAV JAIN
PROPRIETOR
MRN: 402581

----sd----
SANDESH TALLERA
DIRECTOR
DIN-03221936

----sd----
POOJA TALLERA
DIRECTOR
DIN-03145430

PLACE: INDORE
DATE: 08/09/2023
UDIN: 23402581BGUVR3154

PLACE: INDORE
DATE: 08/09/2023

PLACE: INDORE
DATE: 08/09/2023

KNOWHOW TECHNOLOGIES PRIVATE LIMITED
SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

(Amount in hundreds)

PARTICULARS	As At 31.03.2023	As At 31.03.2022
SCHEDULE-01		
SHARE CAPITAL		
AUTHORISED CAPITAL:		
10000 equity shares of Rs. 10/- each	1000	1000
ISSUED, SUBSCRIBED & PAID UP CAPITAL:		
10000 equity shares of Rs. 10/- each (Prev. year 10000 equity shares of Rs. 10/- each)	1000	1000
Total	1000	1000

Promoters's Shareholding

S.No. Promoter's Name	No. of Shares	% of Total Shares	% Change
1. Mr. Sandesh Tallera	51	51%	0%
2. Mrs. Pooja Tallera	49	49%	0%
TOTAL	100	100%	0

SCHEDULE-02

RESERVE & SURPLUS

Particular	As At 31.03.2023	As At 31.03.2022
BALANCE AS PER LAST YEAR	138971	34744
ADD: SURPLUS DURING THE YEAR	85078	104354
LESS: PRIOR PERIOD INCOME/EXP.	640	127
Total	223409	138971

SCHEDULE-03

LONG TERM BORROWINGS

Particular	As At 31.03.2023	As At 31.03.2022
Mr. Sandesh Tallera	19361	22767
Mrs. Pooja Tallera	8800	8800
Advantal Technologies Pvt. Ltd.	-	10156
HDFC Bank Car Loan	9934	12000
ICICI Bank Term Loan	222042	228606
Total	260137	282330

SCHEDULE-04

TRADE PAYABLES

S.No. & Particulars	Outstanding for following periods from due date of Payment			
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year
(i) MSME	-	-	-	-
(ii) Others	-	-	-	-
(iii) Disputed due - MSME	-	-	-	-
(iv) Disputed due - Others	-	-	-	-
Total	-	-	-	-

SCHEDULE-05**SHORT TERM PROVISIONS**

(Amount in hundreds)

Particulars	As At 31.03.2023	As At 31.03.2022
Provisions		
Income Tax Payable	1367.96	
CSGT Payable	3805	2870
SGST Payable	3769	2870
Audit Fees Payable	200	200
Legal & Professional Exp.	252.5	50
Salary Payable	23910.79	15327.15
TDS Payable	100.35	2700
Rajendra Solanki	30	15
Total	33435	61263

SCHEDULE-06**Fixed Assets**

Particular	As At 31.03.2023	As At 31.03.2022
Gross Block	360803	360982.65
Less: Depreciation	22054	4614
Net Block	338749	356369

SCHEDULE-07**TRADE RECEIVABLES**

S.No. & Particulars	Outstanding for following periods from due date of Payment			
	Less than 6 months	6 months to 1 Year	1-2 Year	2-3 Year
(I) Undisputed Trade Receivables Considered Good	52,512	-	-	-
(II) Undisputed Trade Receivables Considered Doubtful	-	-	-	-
(III) Disputed Trade Receivables Considered Good	-	-	-	-
(IX) Disputed Trade Receivables Considered Doubtful	-	-	-	-
Total	52,512	-	-	-

SCHEDULE-08**CASH & CASH EQUIVALENTS**

Particulars	As At 31.03.2023	As At 31.03.2022
Cash in hand including stamp	84	403
Bank balance in Current Account		
Yes Bank Ltd.	1002	5913
ICICI Bank Ltd.	5990	28000
Total	7076	34316

SCHEDULE-09**OTHER CURRENT ASSETS**

Particulars	As At 31.03.2023	As At 31.03.2022
LOANS & ADVANCES & DEPOSITS		
Preliminary Expenses	15988	
Less: 1/5 Expenses Written off	3198	
	128	160
Income Tax Refund (FY 2020-21)	-	127.57
Fix Deposits From Bank	98154	24289
Accured Interest on FDRs	1575	456
Adinath Traders	-	15000
Paritosh Shrivastava	-	1091.25
Swati Mogra	27000	27000
Advance Vehicle Insurance Premium	170.06	-
Total	127027	68123

KNOWHOW TECHNOLOGIES PRIVATE LIMITED
SCHEDULES ANNEXED TO AND FORMING PART OF THE PROFIT & LOSS A/c

SCHEDULE-10

Revenue From Operations

(Amount in hundreds)

PARTICULARS	As At 31.03.2023	As At 31.03.2022
Software Sevices	149017	176643
Rent Received	26400	7002
Commission Received	18000	12000
Interest Received From Bank	2217	1627
Interest Received From Others	1275	645
Gain/Loss on Mutual Funds	-	0.33
Misc. Income	0.10	-
Total	196909	197917

SCHEDULE-11

Other Expenses

PARTICULARS	As At 31.03.2023	As At 31.03.2022
Audit Fees	200	200
Accounting Charges	360	180
Bank Charges	45	-
Director Remuneration	5000	15000
Electricity Exp.	127	-
Legal & Professional Fees	499	53
Loan Processing Fees	-	3032
Office Expenses	34	380
Office Rent	3011	2300
Property Tax	616	-
Roundoff	0.02	(0.01)
Telephone & Mobile Expenses	25	2
Tours & Travelling Expenses	2645	3362
Vehicle Repairing & Maintenance	171	-
Preliminary Expenses (Written off)	32	40
Total	12764	34548

KNOWHOW TECHNOLOGIES PRIVATE LIMITED**(Amount in hundreds)**

Depreciation as per Income Tax Act	35971
Depriciation as per Company Act	22054
DTL On Depreciation Differences	13917
Timing Difference	
Deffered Tax Liability @ 25.16%	3502
Credited in P&L A/c	
Deferred Tax Liability As on 31.03.2022	
Opening Balance	3481
Addition/(Deletion) During The year	3502
Deffered Tax Liability Shown in Balance Sheet AS ON 31.03.2023	6982

KNOWHOW TECHNOLOGIES PRIVATE LIMITED

U72900MP2021PTC054655

209, 1st Floor, Right Wing, Mpsedc Stp Building
Electronics Complex, Pardesipura, Indore
Madhya Pradesh

BOARD'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their **2nd Annual Report** on the Audited Accounts for the

Financial Year ended **March 31, 2023**.

1. Financial summary or highlights/Performance of the Company

(Rs. In Lacs)

Financial Results					Year Ended 31/03/23	Year Ended 31/03/22
Income					196.91	197.91
Expenditure					61.16	53.85
Profit before Depreciation					135.74	144.06
Less : Depreciation					22.05	4.61
Profit before Tax					113.70	139.45
Less : Provision for Income Tax					28.61	35.10
Net Profit for the year				(a)	85.08	104.35
Balance of Profit Brought Forward				(b)	139.09	34.74
Total Profits available for Appropriation					224.17	139.09
Appropriations :						
Proposed Dividend					0.00	0.00
Dividend Tax					0.00	0.00
Adjustments in carrying value of assets whose remaining life as on 01/04/14 is expired					0.00	0.00
Balance Carried to Balance Sheet					224.17	139.09

2. Dividend :

Your Directors do not recommend any dividend on equity shares for the year ended on **31st March, 2023**. The Company has only one class of shares and no shares have been allotted during the year.

3. Reserves:

The Board proposes to carry reserves.

4. Brief description of the Company's working during the year / state of company's affair :

Your Company's income for the year amounted to Rs. **196.91** Lacs as compared to Rs. 197.91 Lacs of last year. The result for the year shows Net profit of Rs. **85.08** Lacs as compared to Profit of Rs. 104.35 Lacs during previous year.

5. Changes in the nature of business:

No change

6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report :

There have been no material changes which affects the financial position of the Company had taken place during the time period between end of the financial year under review and the date of the report.

7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future :

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements. (Applicable to Listed Company) : Not Applicable

9. Details of Subsidiary/Joint Ventures/Associate Companies : Not Applicable

10. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement. - Not Applicable

11. Deposits :

During the year under review the Company has neither accepted nor invited any Deposits and hence provisions of Chapter V of the Act is not attracted and the Information relating thereto is nil

12. Statutory Auditors :

Provision of section 139 of Companies Act 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any,

The appointment of M/s Gaurav N. Jain & Co. Chartered Accountants, Indore as statutory Auditors of the company for the financial year 2022-23 be and is hereby noted at the conclusion of the forthcoming Annual General Meeting.

13. Auditors' Report :

There is no qualification, reservation or adverse remark or disclaimer made by the auditor in his report

14. Share Capital

- A) Issue of equity shares with differential rights- NIL
- B) Issue of sweat equity shares - NIL
- C) Issue of employee stock options - NIL
- D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees - NIL

15. Extract of the annual return :

The extract of the annual return in Form No. MGT – 7 attached herewith is the part of Board's report.

16. Conservation of energy, technology absorption and foreign exchange earnings and Outgo :

The required information relating to energy conservations , technology absorption are not Applicable to the Company and no foreign exchange earnings & outgoing.

17. Corporate Social Responsibility (CSR) : Not Applicable

18. Directors:

- A) Changes in Directors and Key Managerial Personnel : NIL
- B) Declaration by an Independent Director(s) and re- appointment, if any (Applicable to listed Company) : Not Applicable
- C) Formal Annual Evaluation (Applicable to listed Company) : Not Applicable

19. Number of meetings of the Board of Directors: Four meetings were held during the year.

20. Audit Committee : (Applicable to listed Company) : Not Applicable

21. Details of establishment of vigil mechanism for directors and employees: (Applicable to listed Company) – Not Applicable

22. Nomination and Remuneration Committee : (Applicable to listed Company) – Not applicable

23. Particulars of loans, guarantees or investments under section 186

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments provided by the Company under Section 186 of the Act as at end of the Financial Year 2022-23 are disclosed in the Note to the Financial Statement attached with the Board Report.

24. Particulars of contracts or arrangements with related parties:

As per Form AOC-4 annexed Herewith.

25. Managerial Remuneration:

- A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. (Applicable to listed Company) : Not Applicable
- B) Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 : Not Applicable
- C) Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report. : Not Applicable
- D) The following disclosures shall be mentioned in the Board of Director's report under the Heading "Corporate Governance", if any, attached to the financial statement: Not Applicable

26. Secretarial Audit Report: (Applicable to listed Class of Companies) – Not Applicable

27. Corporate Governance Certificate: (Applicable to listed Company) – Not Applicable

28. Risk management policy:

In line with the regulatory requirements, the Company has framed a Risk Management Policy to identify and assess the key business risk areas and a risk mitigation process. A detailed exercise is being carried out at regular intervals to identify, evaluate, manage and monitor all business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

29. Directors' Responsibility Statement:

As required by clause (c) of Subsection (3) of Section 134 of the Companies Act, 2013, your Directors state and confirm as under:

- a) That in the preparation of annual accounts, the applicable accounting standard have been followed Along with proper explanation relating to material departures.
- b) That the director have 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 of the company For that period.
- c) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Company Act,2013 for safeguarding the assets of the Company and for preventing and detecting Fraud and other irregularities.

- d) That the annual accounts have been prepared on a going concern basis.
- e) Internal Financial controls (Applicable to Listed Company): Not Applicable.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. Acknowledgements: Your directors take this opportunity to express their gratitude for the assistance and continued co-operation extended by Industrialist, Bankers. The Directors are pleased to record their sincere appreciation for the devotion and sense of commitment shown by the employees at all the levels and acknowledge their contribution towards sustained progress and performance of your company.

For and on behalf of the Board of Directors

Place: Indore

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Date: 08/09/2023

SANDESH TALLERA
Chairman

Annexure to the Director's Report 2022-23

**Particulars of contracts/arrangements entered into by the company with related parties
Form AOC-4**

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

1. Details of contracts or arrangements or transactions not at arm's length basis							
Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transactions (b)	Duration of the contracts / arrangements/ transactions ©	Salient terms of the contracts or arrangements or transactions including the value, if any (d)	Justification for entering into such contracts or arrangements or transactions (e)	Date of approval by the Board (f)	Amount paid as advances, if any (g)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188 (h)
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2. Details of material contracts or arrangement or transactions at arm's length basis							
Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transactions (b)	Duration of the contracts / arrangements/ transactions ©	Salient terms of the contracts or arrangements or transactions including the value, if any (d)	Date(s) of approval by the Board, if any (e)	Amount paid as advances, if any (f)		
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For and on behalf of the Board of Directors

Place: Indore
Date: 08/09/2023

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SANDESH TALLERA
Chairman

Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	-	10000	10000	100	-	10000	10000	100	0
B Public Shareholding	-	-	-	-	-	-	-	-	-
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corporate	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual Share holders holding nominal share capital upto Rs.1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual Share holders holding nominal share capital in excess of Rs.1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	-	-	-	-	-	-	-	-	-
ii) Other Foreign Nationals	-	-	-	-	-	-	-	-	-
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) NRI / OCBs	-	-	-	-	-	-	-	-	-
v) Clearing Members / Clearing House	-	-	-	-	-	-	-	-	-
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) LLP	-	-	-	-	-	-	-	-	-
viii) Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	-	-	-	-	-	-	-	-	-
Total Public Share holding (B)=(B) (1)+(B)(2)	-	-	-	-	-	-	-	-	-
Grand Total (A+B)	0	10000	10000	100%	0	10000	10000	100%	0

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
SANDESH TALLERA	5100	51	-	5100	51	-	-
POOJA TALLERA	4900	49	-	4900	49	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Total	10000	100	-	10000	100	-	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change) – No Change

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	-	-	-	-
Datewise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):-	-	-	-	-
At the end of the year				

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Changes during the year					Reason	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	Date	No. shares before Change	No. shares After Change	Increase	Decrease		
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Shri SANDESH TALLERA Director				
At the beginning of the year	5100	51	5100	51
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
At the end of the year				
Smt. POOJA TALLERA Director				
At the beginning of the year	4900	49	4900	49
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
At the end of the year				

There is no shareholding in the Company by, Company Secretary, Chief Financial Officer

V. INDEBTNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Rs. Lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	24060639	4172316	0	28232955
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	24060639	4172316	0	28232955
Change in Indebtedness during the financial year				

Addition	23197595	2816126	0	26013721
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	23197595	2816126	0	26013721

VI. REMUNERATION OF DIRECTOR AND KMP

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particular of Remuneration	Mr. Sandesh Tallera Director	Mrs. Pooja Tallera Director	Total
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	5,00,000	5,00,000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify....	-	-	-
5	Others, please specify	-	-	-
	Total	-	5,00,000	5,00,000
	Ceiling as per the Act	N.A.	N.A.	N.A.

B. Remuneration to other Directors:-

1. Independent Directors: No remuneration was paid to independent directors

S.No.	Particular of Remuneration	Mr.....	Mr.....	Mr.....	Mr....	Total
1	-Fee for attending Board/ Committee Meetings	-	-	-	-	-
2	-Commission	-	-	-	-	-
3	- Others, please specify	-	-	-	-	-
	Total B.1	-	-	-	-	-

2. Other Non Executive Directors: No remuneration was paid to other Non Executive directors

S.No.	Particular of Remuneration	-	Total
1	-Fee for attending Board/Committee Meetings	-	-
2	-Commission	-	-
3	- Others, please specify	-	-
	Total B.2	-	-
	Total (B1+B2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	NA	NA

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

S.No.	Particular of Remuneration	Mrs. Company Secretary	Mr. CFO	Total
1	Gross Salary	-	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-

4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify....	-	-	-
5	Others, please specify	-	-	-
	Total C	0	0	0

VII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	AUTHORITY [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTOR					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICER IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

Place: Indore
Date: 08/09/2023

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SANDESH TALLERA
Chairman

SCHEDULE: 12

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

A. SIGNIFICANT ACCOUNTING POLICIES:

GENERAL:

Financial statements are prepared under historical cost convention on accrual basis in accordance with the requirements of the Companies Act, 2013.

FIXED ASSETS:

Fixed assets are stated at cost of acquisition inclusive of freight duties, taxes and incidental expenses.

DEPRECIATION:

Depreciation on fixed assets has been provided on Written down Value method as per classification and the basis of Schedule II of the Companies Act, 2003.

INVESTMENT:

Long term Investments are stated at cost or net realizable value.

B. NOTES ON ACCOUNTS:

1. Figures of the previous years have been regrouped /rearranged wherever necessary to make them comparable with the current year's figure.
2. Contingent liability not provided for. : Nil
3. Quantitative Information: NIL
 - i) Raw material Consumption: NIL
 - ii) Value of Indigenous Raw Material: NIL
 - iii) Value of Imported Raw Material: NIL
- c) Closing Stock: NIL

4. Amount paid /payable to the statutory auditors

	<u>2023</u>	<u>2022</u>
Audit Fees	20000	20000

6. Net Deferred Tax Asset/ (Liability)

Particulars	Deferred tax (assets) /liability As on 31.03.2022	(Charged)/ credit in P & L account for current year	Deferred tax assets/liability As on 31.03.2023
Depreciation differences	3,48,078	3,50,158	6,98,236
Other timing Difference	---	---	---
Net Amount of Difference	3,48,078	3,50,158	6,98,236
Net deferred tax Liability/ (Asset)	3,48,078	3,50,158	6,98,236

During the year under review a deferred tax Asset/Liability of Rs. 3,50,158/- has been created as per Accounting Standard- 22 "Accounting of Taxes on Income" issued by the Institute of Chartered Accountants of India.

6. Debit/Credit balance of parties are subject to reconciliation/confirmation.

7. CIF Value of Import: NIL

8. Expenditure in Foreign Currency : NIL

7. Details of Equity Shares held in the Company by each shareholder holding more than 5% shares

S. No.	Name of Shareholder	As at 31st March, 2023		As at 31st March, 2022	
		No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
1)	Sandesh Tallera	51000	51.00%	51000	51.00%
2)	Pooja Tallera	49000	49.00%	49000	49.00%
	<i>TOTAL</i>	<i>100000</i>	<i>100%</i>	<i>100000</i>	<i>100%</i>

19 (g) Related party Disclosure**(i) Details of Related Party :**

	Name of Related Party	Relationship
a	Sandesh Tallera	Key Management Personnel
b	Pooja Tallera	Key Management Personnel
c.	Advantal Technolgies Pvt Ltd	Enterprise over which Control Exists

(ii) Details of transactions entered with Related Parties

S. No.	Particulars	Transactions during the year					
		Current Year			Previous year		
		Key Management Personnel	Relative of Key Management Personnel	Enterprise over which Control Exists	Key Management Personnel	Relative of Key Management Personnel	Enterprise over which Control Exists
1	Advance Paid	-	-	-	-	-	-
2	Received Back	-	-	-	-	-	-
3	Deposit Received	-	-	-	-	-	-
4	Deposit Repaid	-	-	-	-	-	-
5	Interest Received	-	-	-	-	-	-
6	Interest Paid	-	-	-	-	-	-
7	Remuneration Paid	5,00,000	-	-	15,00,000	-	-
8	Purchase/Sale	-	-	1,16,52,890	-	-	1,31,64,322
9	Rent Paid	-	-	-	2,30,000	-	-

(iii) Outstanding Balances :

S. No.	Particulars	Current Year			Previous year		
		Key Management Personnel	Relative of Key Management Personnel	Enterprise over which Control Exists	Key Management Personnel	Relative of Key Management Personnel	Enterprise over which Control Exists
1	Loans Taken						
		-	-	-	43,45,000	-	10,15,616
2	Loans Repaid						
		3,40,574	-	10,15,616	19,70,000	-	-

9. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

10. Audit has been done on test check basis.

11. Cash Balance Certified by the director of the Business.

12. Subject to GST Reconciliation.

As per our audit report of even date attached

**For GAURAV N. JAIN & CO.
CHARTERED ACCOUNTANTS**

FOR KNOWHOW TECHNOLOGIES PRIVATE LIMITED

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**(CA. GAURAV JAIN)
PROPRIETOR**

**(SANDESH TALLERA)
DIRECTOR
(DIN- 03221936)**

**(POOJA TALLERA)
DIRECTOR
(DIN- 03145430)**

M. No. 402581

PLACE: INDORE

DATE: 08/09/2023

UDIN: 23402581BGUVRM5087