



## 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 **31/03/2024**, 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 **31/03/2024**, 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 **31/03/2024** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2024** 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, 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. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which doesn't have a feature of recording audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective software, hence we are unable to comment on audit trail feature of the said software. However, in our opinion, proper books of accounts stating true & fair states of affairs of the company, as required under Sec 128(1) of the Companies Act, 2013 has been maintained by the company for the FY 2023-24.
- vii. 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 : 04/09/2024  
Place : INDORE

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

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**CA GAURAV JAIN**  
**Proprietor**  
**M.No. : 402581**  
**UDIN : 24402581BKEKTL1134**

# 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 **Third Annual Report** on the Audited Accounts for the

Financial Year ended **March 31, 2024**.

### 1. Financial summary or highlights/Performance of the Company

(Rs. In Lacs)

Financial Results					Year Ended 31/03/24	Year Ended 31/03/23
Income					99.33	196.91
Expenditure					54.00	61.16
Profit before Depreciation					45.00	135.74
Less : Depreciation					21.74	22.05
Profit before Tax					23.59	113.70
Less : Provision for Income Tax					5.94	28.61
Net Profit for the year				(a)	17.65	85.08
Balance of Profit Brought Forward				(b)	224.17	139.09
Total Profits available for Appropriation					241.82	224.17
Appropriations :					0.00	
Proposed Dividend						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					241.82	224.17

### 2. Dividend :

Your Directors do not recommend any dividend on equity shares for the year ended on **31<sup>st</sup> March, 2024**. 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. **99.33** Lacs as compared to Rs. 196.91 Lacs of last year. The result for the year shows Net profit of Rs. **17.65** Lacs as compared to Profit of Rs. 85.08 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 2023-24 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 2023-24 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: 04/09/2024**

**SANDESH TALLERA  
Chairman**

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Annexure to the Director's Report 2023-24

**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

<b>1. Details of contracts or arrangements or transactions not at arm's length basis</b>							
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
<b>2. Details of material contracts or arrangement or transactions at arm's length basis</b>							
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: 04/09/2024

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**SANDESH TALLERA**  
Chairman



<b>Sub-Total (A)(2):</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoters (A) = (A)(1) + (A)(2)</b>	-	10000	10000	100	-	10000	10000	100	<b>0</b>
<b>B Public Shareholding</b>	-	-	-	-	-	-	-	-	-
<b>(1) Institutions</b>	-	-	-	-	-	-	-	-	-
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)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1):</b>	-	-	-	-	-	-	-	-	-
<b>(2) Non-Institutions</b>	-	-	-	-	-	-	-	-	-
<b>a) Bodies Corporate</b>	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>	-	-	-	-	-	-	-	-	-
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	-	-	-	-	-	-	-	-	-
<b>c) Others (specify)</b>	-	-	-	-	-	-	-	-	-
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	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(2):</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Share holding (B)=(B) (1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B)</b>	0	10000	10000	100%	0	10000	10000	100%	<b>0</b>

## 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	-	-
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-
<b>Total</b>	10000	100	-	10000	<b>100</b>	-	-

**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
<b>Shri SANDESH TALLERA Director</b>				
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				
<b>Smt. POOJA TALLERA Director</b>				
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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	23197595	2816126	0	28232955
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>23197595</b>	<b>2816126</b>	<b>0</b>	<b>28232955</b>
<b>Change in Indebtedness during the financial year</b>				

Addition	0	0	0	0
Reduction	(612043)	(1418985)	0	(2031028)
<b>Net Change</b>	<b>(612043)</b>	<b>(1418985)</b>	<b>0</b>	<b>(2031028)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	22585552	1397141	0	26013721
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>22585552</b>	<b>1397141</b>	<b>0</b>	<b>26013721</b>

## 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
<b>1</b>	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	-	-	-
<b>2</b>	Stock Options	-	-	-
<b>3</b>	Sweat Equity	-	-	-
<b>4</b>	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify....	-	-	-
<b>5</b>	Others, please specify	-	-	-
	<b>Total</b>	-	-	-
	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
<b>1</b>	-Fee for attending Board/ Committee Meetings	-	-	-	-	-
<b>2</b>	-Commission	-	-	-	-	-
<b>3</b>	- Others, please specify	-	-	-	-	-
	<b>Total B.1</b>	-	-	-	-	-

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

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

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

S.No.	Particular of Remuneration	Mrs. Company Secretary	Mr. CFO	Total
<b>1</b>	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	-	-	-
<b>2</b>	Stock Options	-	-	-
<b>3</b>	Sweat Equity	-	-	-

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

**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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTOR</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICER IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

Place: Indore  
Date: 04/09/2024

-----sd-----  
SANDESH TALLERA  
Chairman

**KNOWHOW TECHNOLOGIES PRIVATE LIMITED**  
**209, First Floor, STP Building MPSEDC**  
**Electronics Complex, Pardeshipura, Indore M.P.**  
**Balance Sheet as at 31st March, 2024**

(Amount in hundreds)

Particulars	Note No	Figures as at the end of 31.03.2024	Figures as at the end of 31.03.2023
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	1000	1000
(b) Reserves and Surplus	2	240441	223409
(c) Money received against share warrants		-	-
<b>(2) Share application money pending allotment</b>			
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	239827	260137
(b) Deferred tax liabilities (Net)		9785	6982
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings		-	-
(b) Trade payables	4		
(A) Total Outstanding & Dues of MSME and		-	-
(B) Total Outstanding & Dues of creditors other than MSME		4950	-
(c) Other current liabilities (Security Deposit)		14400	14400
(d) Short-term provisions	5	9111	33435
<b>Total</b>		<b>519515</b>	<b>539364</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
<i>(a) Fixed assets</i>			
(i) Tangible assets	6	318166	338749
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments (Mutual Fund)		43013	14000
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
<b>(2) Current assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade Receivables	7	5504	52512
(d) Cash and cash equivalents	8	53572	7076
(e) Short-term loans and advances		-	-
(f) Other current assets	9	99260	127027
<b>Total</b>		<b>519515</b>	<b>539364</b>

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**

**SANDESH TALLERA**  
**DIRECTOR**  
**DIN-03221936**

**POOJA TALLERA**  
**DIRECTOR**  
**DIN-03145430**

**PLACE: INDORE**  
**DATE: 04/09/2024**  
**UDIN: 24402581BKEKTL1134**

**PLACE: INDORE**  
**DATE: 04/09/2024**

**PLACE: INDORE**  
**DATE: 04/09/2024**

**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, 2024**

(Amount in hundreds)

Particulars	Note No	Figures as at the end of 31.03.2024	Figures as at the end of 31.03.2023
I. Revenue from operations		92986	149017
II. Other Income		6342	47892
<b>III. Total Revenue (I + II)</b>	10	99328	196909
<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		20379	28578
Financial costs		22343	19823
Depreciation and amortization expense		21740	22054
Other Expenses	11	11273	12764
<b>Total Expenses</b>		75736	83219
V. Profit before exceptional and extraordinary items and tax	(III - IV)	23592	113690
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		23592	113690
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		23592	113690
X. Tax expense:			
(1) Current tax		3134	25111
(2) Deferred tax		2803	3502
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	17655	85078
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)		17655	85078
XVI. Earning per equity share:			
(1) Basic		1.77	8.51
(2) Diluted		1.77	8.51

**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**

**PLACE: INDORE**  
**DATE: 04/09/2024**  
**UDIN: 24402581BKEKTL1134**

----sd----

**SANDESH TALLERA**  
**DIRECTOR**  
**DIN-03221936**

**PLACE: INDORE**  
**DATE: 04/09/2024**

----sd----

**POOJA TALLERA**  
**DIRECTOR**  
**DIN-03145430**

**PLACE: INDORE**  
**DATE: 04/09/2024**

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

(Amount in hundreds)

PARTICULARS	As At 31.03.2024	As At 31.03.2023
<b>SCHEDULE-01</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED CAPITAL:</b>		
10000 equity shares of Rs. 10/- each	1000	100000
<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL:</b>		
10000 equity shares of Rs. 10/- each (Prev.year 10000 equity shares of Rs. 10/- each )	1000	100000
<b>Total</b>	<b>1000</b>	<b>100000</b>

**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%
<b>TOTAL</b>	<b>100</b>	<b>100%</b>	<b>0</b>

**SCHEDULE-02**

**RESERVE & SURPLUS**

Particular	As At 31.03.2024	As At 31.03.2023
BALANCE AS PER LAST YEAR	223409	138971
ADD: SURPLUS DURING THE YEAR	17655	85078
LESS: Int. on Late Payment of Taxes	623	640
<b>Total</b>	<b>240441</b>	<b>223409</b>

**SCHEDULE-03**

**LONG TERM BORROWINGS**

Particular	As At 31.03.2024	As At 31.03.2023
Mr. Sandesh Tallera	13466	19361
Mrs. Pooja Tallera	505	8800
HDFC Bank Car Loan	7713	9934
ICICI Bank Term Loan	218143	222042
<b>Total</b>	<b>239827</b>	<b>260137</b>

**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	4,950	-	-	-
(iii) Disputed due - MSME	-	-	-	-
(iv) Disputed due - Others	-	-	-	-
<b>Total</b>	4,950	-	-	-

**SCHEDULE-05****SHORT TERM PROVISIONS**

(Amount in hundreds)

Particulars	As At 31.03.2024	As At 31.03.2023
<b>Provisions</b>		
Income Tax Payable	-	1368
GST Payable	2941	7574
Audit Fees Payable	200	200
Legal & Professional Exp.	50	252.5
Salary Payable	5715	23910.79
TDS Payable	150.35	100.35
Rajendra Solanki	55	30
<b>Total</b>	<b>9111</b>	<b>33435</b>

**SCHEDULE-06****Fixed Assets**

Particular	As At 31.03.2024	As At 31.03.2023
Gross Block	361959	360803
Less: Depreciation	43794	22054
Net Block	<b>318166</b>	<b>338749</b>

**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	-	-	-	-
(II) Undisputed Trade Receivables Considered Doubtful	5,504.00	-	-	-
(III) Disputed Trade Receivables Considered Good	-	-	-	-
(IX) Disputed Trade Receivables Considered Doubtful	-	-	-	-
<b>Total</b>	<b>5504</b>	-	-	-

**SCHEDULE-08****CASH & CASH EQUIVALENTS**

Particulars	As At 31.03.2024	As At 31.03.2023
Cash in hand including stamp	84	84
Bank balance in Current Account		
Yes Bank Ltd.	5074	1002
ICICI Bank Ltd.	48414	5990
<b>Total</b>	<b>53572</b>	<b>7076</b>

**SCHEDULE-09****OTHER CURRENT ASSETS**

Particulars	As At 31.03.2024	As At 31.03.2023
<b>LOANS &amp; ADVANCES &amp; DEPOSITS</b>		
Preliminary Expenses	128	
Less: 1/5 Expenses Written off	26	
Fix Deposits From Bank	92477	98154
Accured Interest on FDRs	70	1575
Swati Mogra	-	27000
TDS Refundable (FY 2023-24)	6287.62	-
Advance Vehicle Insurance Premium	324	170.06
<b>Total</b>	<b>99260</b>	<b>127027</b>

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

**SCHEDULE-10**

**Revenue From Operations**

PARTICULARS	As At 31.03.2024	As At 31.03.2023
Software Sevices	56586	149017
Rent Received	26400	26400
Commission Received	10000	18000
Interest Received From Bank	6186	2217
Interest Received From Others	-	1275
Gain on Tredcred	44	-
Misc. Income	113	0
<b>Total</b>	<b>99328</b>	<b>196909</b>

**SCHEDULE-11**

**Other Expenses**

(Amount in hundreds)

PARTICULARS	As At 31.03.2024	As At 31.03.2023
Audit Fees	200	200
Accounting Charges	360	360
Bank Charges	15	45
Business Promotion	11	-
Director Remuneration	-	5000
Electricity Exp.	366	127
Legal & Professional Fees	231	499
Loss on Tredcred	2	-
Office Expenses	201	34
Office Rent	4014	3011
Property Tax	-	616
Roundoff	0.02	0.02
Staff Welfare & Refreshment	127	-
Techincal Fees	5000	-
Telephone & Mobile Expenses	5	25
Tours & Travelling Expenses	133	2645
Vehicle Insurance	170	-
Vehicle Repairing & Maintenance	413	171
Preliminary Expenses (Written off)	26	32
<b>Total</b>	<b>11273</b>	<b>12764</b>

**KNOWHOW TECHNOLOGIES PRIVATE LIMITED**  
Depreciation As Per Companies Act

**Annexure- "A"**  
**FIXED ASSETS**

(Amount in hundreds)

PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	OPENING ON	ADDITIONS	DEL.IN	TOTAL AS ON	OPENING	DURING THE	DEP. WRITTEN	Adj As per	TOTAL		
	01.04.2023	IN YEAR	THE YEAR	31.03.2024	01.04.2023	YEAR	BACK	Sch II	31.03.2024	31.03.2024	31.03.2023
Computer	4434	-	-	4434	561	2446	-	-	3007	1427	3873
Office Building	340673	-	-	340673	16591	15783	-	-	32374	308299	324082
Motor Car	15695	-	-	15695	4902	3371	-	-	8273	7423	10794
Office Equipment	-	1157	-	1157	-	140	-	-	140	1017	-
<b>Total</b>	<b>360803</b>	<b>1157</b>	<b>-</b>	<b>361959</b>	<b>22054</b>	<b>21740</b>	<b>-</b>	<b>-</b>	<b>43794</b>	<b>318166</b>	<b>338749</b>
<b>Previous Year</b>	<b>356369</b>	<b>4434</b>	<b>-</b>	<b>360803</b>	<b>-</b>	<b>22054</b>	<b>-</b>	<b>-</b>	<b>22054</b>	<b>338749</b>	<b>356369</b>

**KNOWHOW TECHNOLOGIES PRIVATE LIMITED**  
DEPRECIATION CHART AS PER INCOME TAX ACT, 1961  
FOR THE FINANCIAL YEAR 2023-24

Particulars	Rate of Dep. (%)	Opening W.D.V. as on 01.04.2023	Addition Up to 30.09.23	Addition After 30.09.23	Deletion during the year	Total As on 31.03.2024	Depreciation during the year	Closing W.D.V. As on 31.03.2024
Plant & Machinery	15%	12566	386	771	-	13723	2001	11722
Office Building	10%	294975	-	-	-	294975	29498	265478
Computer & Peripherals	40%	3456	-	-	-	3456	1382	2073
<b>TOTAL</b>		<b>310997</b>	<b>386</b>	<b>771</b>	<b>-</b>	<b>312154</b>	<b>32880</b>	<b>279273</b>

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

Depreciation as per Income Tax Act	32880
Depriciation as per Company Act	21740
<b>DTL On Depreciation Differences</b>	<b>11141</b>
<b>Timing Difference</b>	
Deffered Tax Liability @ 25.16%	<b>2803</b>
<b>Credited in P&amp;L A/c</b>	
<b>Deferred Tax Liability As on 31.03.2023</b>	
Opening Balance	6982
Addition/(Deletion) During The year	2803
<b>Deffered Tax Liability Shown in Balance Sheet AS ON 31.03.2024</b>	<b>9785</b>

## **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 III of the Companies Act, 2013.

##### **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>2024</u>	<u>2023</u>
Audit Fees	20000	20000

## 6. Net Deferred Tax Asset/ (Liability)

Particulars	Deferred tax (assets) /liability As on 31.03.2023	(Charged)/ credit in P & L account for current year	Deferred tax assets/liability As on 31.03.2024
Depreciation differences	6,98,236	2,80,295	9,78,532
Other timing Difference	---	---	---
Net Amount of Difference	6,98,236	2,80,295	9,78,532
<b>Net deferred tax Liability/ (Asset)</b>	6,98,236	2,80,295	9,78,532

During the year under review a deferred tax Asset/Liability of Rs. 2,80,295/- 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, 2024		As at 31st March, 2023	
		No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
1)	Sandesh Tallera	5100	51.00%	5100	51.00%
2)	Pooja Tallera	4900	49.00%	4900	49.00%
	<i>TOTAL</i>	<i>10000</i>	<i>100%</i>	<i>10000</i>	<i>100%</i>

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

	<b>Name of Related Party</b>	<b>Relationship</b>
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**

<b>S. No.</b>	<b>Particulars</b>	<b>Transactions during the year</b>					
		<b>Current Year</b>			<b>Previous year</b>		
		<b>Key Management Personnel</b>	<b>Relative of Key Management Personnel</b>	<b>Enterprise over which Control Exists</b>	<b>Key Management Personnel</b>	<b>Relative of Key Management Personnel</b>	<b>Enterprise over which Control Exists</b>
1	Advance Paid	-	-	-	-	-	-
2	Received Back	-	-	-	-	-	-
3	Deposit Received	-	-	-	-	-	-
4	Deposit Repaid	-	-	-	-	-	-
5	Interest Received	-	-	-	-	-	-
6	Interest Paid	-	-	-	-	-	-
7	Remuneration Paid	-	-	-	5,00,000	-	-
8	Purchase/Sale	-	-	47,89,113	-	-	1,16,52,890
9	Rent Paid	-	-	-	-	-	-

(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						
		1,64,858	-	-	-	-	-
2	Loans Repaid						
		15,83,843	-	-	3,40,574	-	10,15,616

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: 04/09/2024**

**UDIN: 24402581BKEKTL1134**