NOTICE

Dear Members,

Notice is hereby given that the 21st (Twenty-first) Annual General Meeting of Tonbo Imaging India Private Limited will be held on Tuesday, June 25, 2024 at 10:30 AM (IST) through Video Conferencing (VC) and other Audio-Visual means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the Directors' Report and the Audited Balance Sheet as on year ended 31st March, 2024 and the Profit and Loss Accounts for the Year ended on 31st March, 2024 along with the Auditors' Report thereon are hereby considered, approved and adopted."

SPECIAL BUSINESS:

1. To increase the authorised share capital of the Company and alter the Capital Clause of the Memorandum of Association.

   To pass with or without modifications, the following resolutions as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 61(1)(a) read with Section 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) and the rules framed thereunder, and the enabling provisions of the Memorandum of Association ("MOA") and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from INR 62,97,75,000 (Indian Rupees Sixty-Two Crore Ninety Seven Lakh Seventy-Five Thousand only) divided into:

   (i) 4,75,000 (Four Lakhs and Seventy Five Thousand only) Equity Shares of INR 10/- (Indian Rupees Ten only) each,
   (ii) 1,25,000 (One Lakh and Twenty Five Thousand only) Preference Shares of INR 10/- (Indian Rupees Ten only) each,

Tonbo Imaging India Private Limited,
No. 3, Chikkayellappa Tower II, 1st C Main, Sarjapur Main Road,
Chikkayellappa Indl Layout, Jakkasandra Extn, Bengaluru - 560034
T +91 80 41999555 F +91 80 41999777
Email: info@tonboindia.com

(iii) 160,000 (One Lakh and Sixty Thousand only) Preference Shares of INR 913/- (Indian Rupees Nine Hundred and Thirteen only) each,
(iv) 2,00,000 (Two Lakh only) Preference shares of INR 100/- (Indian Rupees Hundred only) each and
(v) 45,000 (Forty-Five Thousand only) Preference Shares of INR 10,171/- (Indian Rupees Ten Thousand One Hundred Seventy-One only) each;

to INR 63,40,25,000 (Indian Rupees Sixty-Three Crore Forty Lakh Twenty Five Thousand only) divided into:

(i) 9,00,000 (Nine Lakh) Equity Shares of INR 10/- (Indian Rupees Ten Only) Equity Shares of INR 10/- (Indian Rupees Ten only) each,
(ii) 1,25,000 (One Lakh and Twenty Five Thousand only) Preference Shares of INR 10/- (Indian Rupees Ten only) each,
(iii) 160,000 (One Lakh and Sixty Thousand only) Preference Shares of INR 913/- (Indian Rupees Nine Hundred and Thirteen only) each,
(iv) 2,00,000 (Two Lakh only) Preference shares of INR 100/- (Indian Rupees Hundred only) each and
(v) 45,000 (Forty-Five Thousand only) Preference Shares of INR 10,171/- (Indian Rupees Ten Thousand One Hundred Seventy-One only) each;

"RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to amend **Clause V** of the MOA as herein below:

Existing Clause:

Share Capital of the Company is INR 62,97,75,000 (Indian Rupees Sixty-Two Crore Ninety-Seven Lakh Seventy-Five Thousand only) divided into

(i) 4,75,000 (Four Lakhs and Seventy-Five Thousand Only) Equity Shares of INR 10/- (Indian Rupees Ten Only) each,
(ii) 1,25,000 (One Lakh and Twenty-Five Thousand Only) Preference Shares of INR 10/- (Indian Rupees Ten Only) each,
(iii) 160,000 (One Lakh and Sixty Thousand Only) Preference Shares of INR 913/- (Indian Rupees Nine Hundred and Thirteen Only) each,
(iv) 2,00,000 (Two Lakh only) Preference shares of INR 100/- (Indian Rupees Hundred only) each and
(v) 45,000 (Forty-Five Thousand only) Preference Shares of INR 10,171/- (Indian Rupees Ten Thousand One Hundred Seventy-One only) each

Revised Clause:

Share Capital of the Company is INR 63,40,25,000 (Indian Rupees Sixty-Three Crore Forty Lakh Twenty Five Thousand only) divided into

(i) 9,00,000 (Nine Lakh) Equity Shares of INR 10/- (Indian Rupees Ten Only) Equity Shares of INR 10/- (Indian Rupees Ten only) each,

(ii) 1,25,000 (One Lakh and Twenty-Five Thousand Only) Preference Shares of INR 10/- (Indian Rupees Ten Only) each,

(iii) 160,000 (One Lakh and Sixty Thousand Only) Preference Shares of INR 913/- (Indian Rupees Nine Hundred and Thirteen Only) each,

(iv) 2,00,000 (Two Lakh only) Preference shares of INR 100/- (Indian Rupees Hundred only) each and

(v) 45,000 (Forty-Five Thousand only) Preference Shares of INR 10,171/- (Indian Rupees Ten Thousand One Hundred Seventy-One only) each

By order of the Board

For and on behalf of **Tonbo Imaging India Private Limited.**

Cecilia D'Souza
Director
DIN: 06380429

Tonbo Imaging India Private Limited Bangalore

Place: Bengaluru
Date: June 3, 2024

NOTES:

1. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, ('MCA Circulars') has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

2. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.

3. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item No. 1 under "Special Business" forms part of this Notice

4. The members attending the Annual General Meeting through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. A proxy is allowed to attend and vote at the annual general meeting on behalf of a shareholder who is not able to attend personally. Since, this meeting is held through VC/OAVM, where the physical attendance of the shareholders has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility of appointment of proxies by shareholders would not be available for this meeting.

   However, Corporate Members are entitled to appoint authorized representatives to attend the Annual General Meeting through VC and participate thereat and cast their votes through e-voting. In this connection, scanned copy of relevant Board Resolution is required to be sent along with attested signature of the Authorized signatory(ies) who are authorized to vote through email at cdsouza@tonboimaging.com

6. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company.

7. Since this AGM is being held through VC Facility and physical attendance of Members has been dispensed with, the Attendance Slip is not annexed to this Notice.

By the order of the Board
For **Tonbo Imaging India Private Limited**

Cecilia D'Souza
Director
DIN: 06380429

Place: Bengaluru
Date: June 3, 2024

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EXPLANATORY STATEMENT

(Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the item of special business to be transacted at the Extra-Ordinary General Meeting is detailed hereunder)

Special Business:

Item No. 1 - To increase the authorized share capital of the Company and amend the Memorandum of association:

In order to broad base the Capital Structure to enable the Company to issue further shares, it is proposed to increase the authorised share capital of the Company.

Hence, in accordance with the provisions laid down under Section 61(1)(a) read with Section 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) and the rules framed thereunder, the Company intends to increase the authorized share capital from INR 62,97,75,000 (Indian Rupees Sixty-Two Crore Ninety Seven Lakh Seventy-Five Thousand only) divided into:

(i) 4,75,000 (Four Lakhs and Seventy Five Thousand only) Equity Shares of INR 10/- (Indian Rupees Ten only) each,
(ii) 1,25,000 (One Lakh and Twenty Five Thousand only) Preference Shares of INR 10/- (Indian Rupees Ten only) each,
(iii) 160,000 (One Lakh and Sixty Thousand only) Preference Shares of INR 913/- (Indian Rupees Nine Hundred and Thirteen only) each,
(iv) 2,00,000 (Two Lakh only) Preference shares of INR 100/- (Indian Rupees Hundred only) each and
(v) 45,000 (Forty-Five Thousand only) Preference Shares of INR 10,171/- (Indian Rupees Ten Thousand One Hundred Seventy-One only) each;

to INR 63,40,25,000 (Indian Rupees Sixty-Three Crore Forty Lakh Twenty Five Thousand only) divided into:

(i) 9,00,000 (Nine Lakh) Equity Shares of INR 10/- (Indian Rupees Ten Only) Equity Shares of INR 10/- (Indian Rupees Ten only) each,
(ii) 1,25,000 (One Lakh and Twenty Five Thousand only) Preference Shares of INR 10/- (Indian Rupees Ten only) each,
(iii) 160,000 (One Lakh and Sixty Thousand only) Preference Shares of INR 913/- (Indian Rupees Nine Hundred and Thirteen only) each,
(iv) 2,00,000 (Two Lakh only) Preference shares of INR 100/- (Indian Rupees Hundred only) each and
(v) 45,000 (Forty-Five Thousand only) Preference Shares of INR 10,171/- (Indian Rupees Ten Thousand One Hundred Seventy-One only) each;

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolutions set forth above, at Item no. 1 under "Special Business", for the approval of the Members as an Ordinary Resolution.

By order of the Board

For and on behalf of **Tonbo Imaging India Private Limited.**

Cecilia D'Souza
Director
DIN: 06380429

Tonbo Imaging India Private Limited ★ Bangalore

Place: Bengaluru
Date: June 3, 2024

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UDIN: 24219645BKCTTV3452

INDEPENDENT AUDITOR'S REPORT

To the Members of **TONBO IMAGING INDIA PRIVATE LIMITED**,

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **TONBO IMAGING INDIA PRIVATE LIMITED** ('the Company"), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss (including other comprehensive income), the cash flow statement and the statement of change in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS"), as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Responsibility of Management and Those Charged with Governance for the Ind AS Financial Statements

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 Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the act, the accounting and auditing standards and matters which are required to be included in the report under the provisions of the act and rules made thereunder.

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- 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 Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the 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 management 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 management 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

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), as amended, issued by the Central Government of India in term of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable,

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 appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss, and the statement of cash flows and statement of changes in Equity dealt with by this Report are in agreement with the books of accounts.

d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rules issued thereunder.

e) On the basis of written representations received from the directors as on 31 March, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2024, from being appointed as a director in terms of Section I 64(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) With respect to other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion, Section 197 read with the Schedule V of the Act is not applicable to Company.

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 explanation given to us:

1. The Company does not have any pending litigations which would impact its financial position.

2. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

3. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

4. (i) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   (ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate' Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

5. The Company has not declared or paid dividends during the year, hence no compliance with section 123 of the Companies Act, 2013 is applicable.

KALYANASUNDARAM & ASSOCIATES
CHARTERED ACCOUNTANTS

6. Based on the examination which included test checks, carried out in accordance with the implementation guidance on reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 issued by ICAI, we report that the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.
As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March 2024.

For Kalyanasundaram and Associates
Chartered Accountants
Firm Reg No. 005455S



KM Ranjith
(Partner)
Membership No: 219645

Place: Bengaluru
Date: 24-05-2024

"Annexure A" to the Independent Auditors' Report of even date on Ind AS financial statements of Tonbo Imaging India Private Limited

Referred to in paragraph 1 under the heading 'Reports on Other Legal & regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2024:

i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment (PPE);
(b) The Company has maintained proper records showing full particulars of intangible assets.
(c) The PPE have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. Pursuant to the program, a portion of the PPE has been physically verified by the management during the year and no material discrepancies between the books records and the physical PPE have been noticed.
(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any immovable property.
(e) According to information and explanation given to us, the Company has not revalued its property, plant and equipment or intangible assets during the year.
(f) There are no proceedings against the Company for holding any benami property under Benami Transactions (Prohibition) Act, 1988 and rules made there under.

ii. (a) According to information and explanation given to us, the management of the Company has conducted physical verification of inventory at reasonable intervals and no material discrepancies were noticed on such physical verification during the year.
(b) According to information and explanation given to us, the Company has been sanctioned working capital limits in excess of INR 5 crore, in aggregate, during the year, from banks on the basis of security of current assets. Quarterly return & statement filed by the Company with such banks or financial institution are materially in agreement with books of account of the Company.

iii. According to information and explanation given to us, the Company has not made any investment in, provided any guarantee or security or granted any loans or advances, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

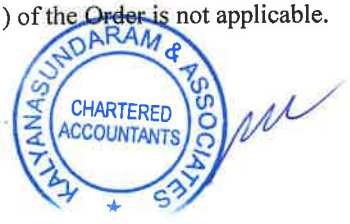
iv. The Company has not given any loan, guarantee and security to Directors or any other person in whom Director is interested. Accordingly, the provisions of section 185 and 186 of the Act in respect of loans, investment, guarantees and security are not applicable to the Company and hence not commented upon.

v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and provisions of section 73 to 76 or any other relevant provisions of the Act and The Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.

vii. (a) According to the information and explanations given to us and on the basis of our examination of books of accounts and records, the Company is generally regular in depositing undisputed statutory dues including Income tax, Duty of Customs and any other applicable statutory dues with the appropriate authorities. According to the information and explanation given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2024 for the period of more than six months from the date on which they become payable.
(b) According to the information and explanation given to us, there are no disputed outstanding statutory dues as at 31st March, 2024.

viii. There are no transactions that were not recorded in the books of account which were surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961. Hence clause 3 (viii) of the Order is not applicable.



ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
(b) According to the information and explanations given to us, the Company has not been declared as willful defaulter by any bank or financial institution or other lender.
(c) According to the information and explanations given to us, term loans were applied for the purpose for which the same were obtained.
(d) In our opinion and according to the information and explanation given to us, the Company has not raised any funds on short term basis which have been utilized for long term purposes. Accordingly, the provisions of Clause 3(ix) of the order are not applicable to the Company.
(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. (a) On the basis of examination of relevant records and according to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments during the year. Accordingly, the provisions of Para 3(x)(a) of the Order are not applicable to the Company.
(b) The Company has not made any preferential allotment or issued any convertible debentures during the year under review. However, the Company has made three preferential allotments of shares on a private placement basis and has issued Non-Convertible Debentures and the requirements of section 42 of the Companies act have been complied with. Further, the funds raised have been used for the purpose for which they were raised.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have not come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the Management.
(b) We have not filed any report under sub-section (12) of section 143 of the Companies Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
(c) The Company has not received any whistle-blower complaints during the year.

xii. The Company is not a 'Nidhi Company'; Therefore, Para 3(xiii) of the Companies (Auditor's Report) Order 2020 is not applicable to the Company.

xiii. On the basis of examination of relevant records and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Act, where applicable. The Company has disclosed the details of transactions with related parties in the financial statements as required by the applicable accounting standards.

xiv. The compliance of internal audit is not mandated as per Section 138 of the Companies act for the Company and hence not commented upon.

xv. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of section 192 of the Companies act, 2013 are not applicable to the Company.

xvi. On the basis of examination of relevant records and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

xvii. In our opinion and according to the information and explanation provided to us, the Company has not incurred cash losses during the current financial year and in the immediately preceding financial year.

KALYANASUNDARAM & ASSOCIATES
CHARTERED ACCOUNTANTS

xviii. During the year there has not been any resignation of statutory auditors. Accordingly, paragraph 3(xviii) of the order is not applicable.

xix. According to the information and explanations given to us and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is 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.

xx. There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the said act.

For Kalyanasundaram and Associates
Chartered Accountants
Firm Reg No. 005455S



KM Ranjith
(Partner)
Membership No: 219645

Place: Bengaluru
Date: 24-05-2024

"Annexure B" to the Auditor's Report

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

We have audited the internal financial controls over financial reporting of **Tonbo Imaging India Private Limited** ("the Company") as of March 31, 2024, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). 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 the 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.

Auditor's 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 Control 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting, and such internal financial controls over financial reporting were operating effectively as of 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.

For Kalyanasundaram and Associates
Chartered Accountants
Firm Reg No. 005455S



KM Ranjith
(Partner)
Membership No: 219645

Place: Bengaluru
Date: 24-05-2024

TONBO IMAGING INDIA PRIVATE LIMITED
CIN: U74140KA2003PTC033043

BALANCE SHEET

INR in Lakhs

	Notes No.	As at 31.03.2024	As at 31.03.2023	As at 01.04.2022
ASSETS				
Non-current assets				
Property, plant and equipment	3	478.58	310.57	176.46
Capital work-in-progress	3	-	-	100.99
Intangible assets	4	18,388.16	1,073.58	0.14
Right-of-use assets	5	857.69	329.27	389.14
Financial assets				
Investments	6	0.26	0.75	0.26
Other financial assets	7	1,420.85	1,096.16	293.11
Other non-current assets	8	10.52	97.90	13.17
Total non-current assets		21,156.06	2,908.23	973.27
Current assets				
Inventories	9	11,168.62	3,958.59	1,427.23
Financial assets				
Trade receivables	10	9,364.28	4,115.99	1,752.78
Cash and bank balances	11	8,567.40	2,473.77	1,945.59
Other Bank Balances	11a	2,999.89	1,496.24	1,587.50
Loans	12	18.85	24.85	24.85
Other financial assets	7	20.99	9.45	14.17
Other current assets	8	4,172.18	2,122.97	1,039.25
Total current assets		36,312.20	14,201.86	7,791.37
Total Assets		57,468.26	17,110.10	8,764.64
EQUITY AND LIABILITIES				
Equity				
Equity share capital	13	29.89	29.89	35.89
Instruments entirely equity in nature	14	6,084.40	1,409.73	1,409.70
Other equity		16,898.88	1,552.05	1,435.85
Total Equity		23,013.17	2,991.68	2,881.44
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	15	1,527.23	271.82	206.31
Lease Liabilities	16	837.50	306.77	389.14
Other financial liabilities	18	-	27.91	25.96
Deferred Tax Liabilities (net)	19	338.91	3.43	-12.23
Provisions	20	3,069.06	871.31	257.79
Total non-current liabilities		5,772.70	1,481.24	866.98

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

TONBO IMAGING INDIA PRIVATE LIMITED
CIN: U74140KA2003PTC033043

BALANCE SHEET

INR in Lakhs

	Notes No.	As at 31.03.2024	As at 31.03.2023	As at 01.04.2022
Current liabilities				
Financial liabilities				
Borrowings	15	8,108.66	3,830.13	4,025.91
Lease Liabilities	16	70.29	44.61	5.95
Deferred Income	17	-	1.82	-
Trade payables	22			
Total outstanding dues of micro enterprises and small enterprises		295.88	805.61	152.86
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,738.58	2,055.18	65.13
Other financial liabilities	18	15.00	-	-
Provisions	20	1,568.35	18.53	18.81
Other current liabilities	21	16,885.64	5,881.29	747.56
Total current liabilities		**28,682.39**	**12,637.18**	5,016.22
Total Liabilities		**34,455.09**	**14,118.42**	**5,883.19**
Total Equity and Liabilities		**57,468.26**	**17,110.10**	**8,764.64**

The accompanying notes form an integral part of the financial statements.
As per our report of even date attached

For Kalyanasundaram and Associates
Chartered Accountants
Firm Registration No. 005455S

K.M. RANJITH
Partner
Membership No: 219465

Place: Bangalore
Date: May 24, 2024

For and on behalf of the Board of Directors

ANKIT KUMAR
Managing Director
DIN: 02953852

Place: New Delhi
Date: May 24, 2024

CECILIA D'SOUZA
Director
DIN: 06380429

Place: Bangalore
Date: May 24, 2024

ANKITA AGARWALLA
Company Secretary
Membership No: A61777

Place: Bangalore
Date: May 24, 2024

SIVASHANKAR T S
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

TONBO IMAGING INDIA PRIVATE LIMITED
CIN: U74140KA2003PTC033043

STATEMENT OF PROFIT AND LOSS

INR in Lakhs

Particulars	Notes No.	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Revenue from Operations	23	42,818.91	9,682.82
Other Income	24	370.73	202.94
Total Income		**43,189.64**	**9,885.77**
Expenses			
Cost of Materials Consumed	25	21,327.46	7,078.66
Changes in Inventories of Finished Goods	26	665.47	-1,198.01
Employee Benefits Expenses	27	1,305.51	521.90
Finance Costs	28	703.63	695.95
Depreciation and Amortisation Expenses	29	1,339.54	159.06
Other expenses	30	8,352.45	2,300.79
Total expenses		**33,694.07**	**9,558.34**
Profit / (Loss) before exceptional and extraordinary items and tax		**9,495.57**	**327.42**
Exceptional items		40.50	190.73
Profit before tax		**9,455.07**	**136.69**
Tax expense			
Current tax		2,115.00	22.72
MAT Credit		150.16	-19.79
Deferred tax		335.46	15.65
Profit for the year, net of Tax		**6,854.45**	**118.11**
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
Remeasurement of the Gain / Loss of defined benefit plans		13.69	-2.57
(ii) Income tax relating to items that will not be reclassified to profit or loss			
Tax relating to remeasurement of defined benefit plans		3.56	-0.67
Total Other Comprehensive Income		10.13	-1.90
Total Comprehensive Income for the period		**6,844.32**	**116.21**
Earnings per equity share			
Basic Earning per share of Face Value of Rs. 10 each	36	6,261.38	107.89
Diluted Earning per share of Face Value of Rs. 10 each	36	1,057.90	21.44

The notes referred to above form an integral part of the Statement of Profit and Loss.
As per our Report of even date attached

For Kalyanasundaram and Associates
Chartered Accountants
Firm Registration No. 005455S

K. M. RANJITH
Partner
Membership No.: 219645

Place: Bangalore
Date: May 24, 2024

For and on behalf of the Board of Directors

ANKIT KUMAR
Managing Director
DIN: 02953852
Place: New Delhi
Date: May 24, 2024

CECILIA D'SOUZA
Director
DIN: 06380429
Place: Bangalore
Date: May 24, 2024

ANKITA AGARWALLA
Company Secretary
Membership No: A61777

Place: Bangalore
Date: May 24, 2024

SIVASHANKAR T S
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

TONBO IMAGING INDIA PRIVATE LIMITED
CIN: U74140KA2003PTC033043

CASH FLOW STATEMENT

INR in Lakhs

	For the year ended 31.03.2024	For the year ended 31.03.2023
Cash flow from Operating Activities:		
Profit before tax	9,455.07	136.69
Adjustments for:		
Depreciation and amortisation expense	1,339.54	159.06
Finance costs	539.60	644.00
Interest income	-333.95	-162.04
Net loss on sale/discarding of property, plant and equipment	-	0.41
Net loss on sale/discarding of Investment	0.49	-0.49
Transfer of Share Options Outstanding account	-73.02	-
Other comprehensive income for the year, net of income tax	10.13	-1.90
Operating Profit before Working Capital changes	10,937.87	775.73
Adjustments for changes in Working Capital :		
- (Increase)/decrease in other financial assets (non-current)	-324.69	-803.05
- (Increase)/decrease in other non-current assets	2.36	-12.17
- (Increase)/decrease in inventories	-7,210.03	-2,531.36
- (Increase)/decrease in trade receivables	-5,248.29	-2,363.21
- (Increase)/decrease in other current assets	-2,199.36	-1,063.93
- (Increase)/decrease in other financial assets (current)	-11.54	4.72
- (Increase)/decrease in loans	6.00	-
- Increase/(decrease) in trade payables	-826.34	2,642.81
- Increase/(decrease) in other financial liabilities	-12.91	1.95
- Increase/(decrease) in provisions (non current)	2,197.75	613.52
- Increase/(decrease) in current provisions	59.39	-0.27
- Increase/(decrease) in Deferred Income	-1.82	1.82
- Increase/(decrease) in other current liabilities	11,004.35	5,133.73
Cash generated from Operating Activities	8,372.75	2,400.27
- Income taxes paid (net)	-539.54	-95.29
Net Cash from Operating Activities	7,833.21	2,304.98
Cash flow from Investing Activities:		
Payments for purchase of property, plant and equipment and	-268.55	-106.86
Payments for purchase of intangible assets	-18,458.55	-1,099.84
Payments for purchase of Right of use of assets	-623.45	
Proceeds from sale of property, plant and equipment	-	0.54
Payments for purchase of investments	-	-
Interest received	333.95	162.04
Proceeds from Sale of Investments	-	-
Net Cash from / (used in) Investing Activities	-19,016.60	-1,044.12

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

TONBO IMAGING INDIA PRIVATE LIMITED
CIN: U74140KA2003PTC033043

CASH FLOW STATEMENT

INR in Lakhs

	For the year ended 31.03.2024	For the year ended 31.03.2023
Cash flow from Financing Activities:		
Proceeds / (repayment) from short term borrowings	3,834.46	65.50
Proceeds / (Repayment) of long term borrowings	1,699.48	-195.77
Principal repayment of lease liabilities	556.40	-43.71
Finance cost paid	-539.60	-644.00
Buyback of equity shares	-	-6.00
Issue of Cumulative Preference Shares	13,229.92	0.03
Net Cash from / (used in) Financing Activities	**18,780.67**	**-823.95**
Net Increase/(Decrease) in cash & cash equivalents	**7,597.29**	**436.91**
Cash and cash equivalents at the beginning of the year	3,970.01	3,533.08
Cash and cash equivalents at the end of the year	**11,567.29**	**3,969.99**

The notes referred to above form an integral part of the Statement of Profit and Loss.
As per our Report of even date attached

For Kalyanasundaram and Associates
Chartered Accountants
Firm Registration No. 005455S

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

K. M. RANJITH
Partner
Membership No.: 219645

Place: Bangalore
Date: May 24, 2024

For and on behalf of the Board of Directors

ANKIT KUMAR
Managing Director
DIN: 02953852

Place: New Delhi
Date: May 24, 2024

CECILIA D'SOUZA
Director
DIN: 06380429

Place: Bangalore
Date: May 24, 2024

ANKITA AGARWALLA
Company Secretary
Membership No: A61777

Place: Bangalore
Date: May 24, 2024

SIVASHANKAR T S
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

Tonbo Imaging India Private Limited BANGALORE

TONBO IMAGING INDIA PRIVATE LIMITED
CIN: U74140KA2003PTC033043

STATEMENT OF CHANGES IN EQUITY

INR in Lakhs

Equity

a. Equity share capital	Amount
Balance at April 1, 2022	35.89
Changes in equity share capital during the year	-6.00
Balance at March 31, 2023	29.89
Changes in equity share capital during the year	-
Balance at March 31, 2024	29.89

b. Instruments entirely equity in nature	Amount
Balance at April 1, 2022	1,409.70
Changes in compulsorily convertible preference shares	0.03
Balance at March 31, 2023	1,409.73
Changes in compulsorily convertible preference shares	4,674.66
Balance at March 31, 2024	6,084.40

c. Other Equity

	Reserves and Surplus						
	Securities premium reserve	Share Options Outstanding account	Debenture Redemption Reserve	Capital Redemption Reserve	Retained earnings	Other comprehensive Income	Total
Balance at April 1, 2022	198.27	73.02	-	-	1,164.57	-	1,435.85
Profit for the year	-	-			118.11		118.11
Other comprehensive income for the year, net of income tax	-	-				-1.90	-1.90
Transfer to Capital Redemption Reserve on account buy back of shares				6.00	-6.00	-	-
Transfer to Debenture Redemption Reserve on account of issue of NCD			147.37		-147.37	-	-
Balance at March 31, 2023	198.27	73.02	147.37	6.00	1,129.31	-1.90	1,552.05
Profit for the year					6,854.45		6,854.45
Transfers on allotment of shares	8,555.26						8,555.26
Other comprehensive income for the year, net of income tax						10.13	10.13
Payment of dividend							-
Tax on Dividend							-
Transfer to Share Options Outstanding account		-73.02					-73.02
Transfer to Debenture Redemption Reserve on account of issue of NCD			168.51		-168.51		-
Transfer from retained earnings							-
Balance at March 31, 2024	8,753.53	-	315.88	6.00	7,815.25	8.23	16,898.88

The notes referred to above form an integral part of the Statement of Profit and Loss.
As per our Report of even date attached

For Kalyanasundaram and Associates
Chartered Accountants
Firm Registration No. 005455S

K. M. RANJITH
Partner
Membership No.: 219645

Place: Bangalore
Date: May 24, 2024

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

ANKIT KUMAR	CECILIA D'SOUZA	ANKITA AGARWALLA	SIVASHANKAR T S
Managing Director	Director	Company Secretary	Chief Financial Officer
DIN: 02953852	DIN: 06380429	Membership No: A61777	
Place: New Delhi	Place: Bangalore	Place: Bangalore	Place: Mumbai
Date: May 24, 2024	Date: May 24, 2024	Date: May 24, 2024	Date: May 24, 2024

Tonbo Imaging India Private Limited BANGALORE

TONBO IMAGING INDIA PRIVATE LIMITED

NOTES TO ACCOUNTS

Background

Tonbo Imaging India Private Limited was incorporated on 18 December, 2003, as a private limited company under the provisions of the Companies Act, 1956 as Sarnoff Innovative Technologies Private Limited. The registered office of the Company is in Bangalore.

The Company engages in providing vision technology based products and solutions.

The financial statements are authorized for issue by the Company's Board of Directors on May 24, 2024.

MATERIAL ACCOUNTING POLICY INFORMATION

1 Material accounting policy information

This note provides a list of material accounting policies adopted in the preparation of the Ind AS Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 Statement of Compliance

The Ind AS Financial Statements of the Company have been prepared in accordance with and comply in all material respects with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act, as amended.

2 Basis of preparation of financial statements

These standalone financial statements ('financial statements') have been prepared to comply in all material respects with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs ('MCA').

The said financial statements for the year ended March 31, 2024 are the first Ind AS financial statements of the Company. The transition to Ind AS has been carried out from accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('IGAAP'), which is considered as the Previous GAAP, for purposes of Ind AS 101.

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, by the Company, to all the periods presented in the said financial statements.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and division II of schedule III of the Companies Act 2013. Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the financial statements, where applicable or required.

All the amounts included in the financial statements are reported in lakhs of Indian Rupees ('Rupees' or '₹') and are rounded to the nearest lakh, except per share data and unless stated otherwise.

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

2.1 **Basis of Measurement**

The financial statements have been prepared on the accrual and going concern basis, and the historical cost convention except where the Ind AS requires a different accounting treatment.

2.2 **Fair value measurement**

Fair value is the price at the measurement date, at which an asset can be sold or paid to transfer a liability, in an orderly transaction between market participants. The Company's accounting policies require, measurement of certain financial / non-financial assets and liabilities at fair values (either on a recurring or non-recurring basis). Also, the fair values of financial instruments measured at amortised cost are required to be disclosed in the said financial statements.

The Company is required to classify the fair valuation method of the financial / non-financial assets and liabilities, either measured or disclosed at fair value in the financial statements, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurement).

Accordingly, the Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The three levels of the fair-value-hierarchy are described below:

Level 1: Quoted (unadjusted) prices for identical assets or liabilities in active markets

Level 2: Significant inputs to the fair value measurement are directly or indirectly observable

Level 3: Significant inputs to the fair value measurement are unobservable

2.3 **Functional and presentation currency**

Items included in the Ind AS Financial Statements of the Company is measured using the currency of the primary economic environment in which the Company operates (i.e., the "functional currency"). The Ind AS Financial Statements is presented in Indian Rupee, which is the functional as well as presentation currency of the Company.

All amounts in these Ind AS Financial Statements and notes have been presented in ₹ Lakhs rounded to two decimals as per the requirement of Schedule III of the Companies Act, 2013, unless otherwise stated. Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes to this Ind AS Financial Statements.

2.4 **Property, Plant and Equipment**

All items of property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

With respect to Ind AS financial statement for the financial year ended March 31, 2024, property, plant and equipment had been measured at deemed cost, using the net carrying value as per previous GAAP as at April 1, 2022.

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Subsequent costs relating to day-to-day servicing of the item are not recognised in the carrying amount of an item of property, plant and equipment; rather, these costs are recognised in profit or loss as incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.5 **Depreciation methods, estimated useful lives and residual value**

Depreciation is recognized so as to write off the cost of assets less their residual values over their useful lives as prescribed under Part C of Schedule II of the Companies Act 2013, using the straight-line method, except in respect of leasehold improvement for which the company has estimated the useful life of Ten years based on the initial lease term. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation for assets purchased / sold during a period is proportionately charged for the period of use.

2.6 Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses, if any. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

2.7 Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from continued use of intangible asset. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in statement of profit and loss when the asset is de-recognized.

2.8 Impairment

i) Financial assets (other than at fair value)
In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

2.9 **Expected Credit Losses are measured through a loss allowance at an amount equal to:**

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date), if the credit risk on a financial instrument has not increased significantly; or

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument),if the credit risk on a financial instrument has increased significantly.

For trade receivables the Company applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables.

The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analyzed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

2.10 **Evidence that a financial asset is credit- impaired includes the following observable data:**

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or the disappearance of an active market for a security because of financial difficulties.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward- looking information.

The Company considers a financial asset to be in default when:

-the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or

- the financial asset is 90 days or more past due.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.





2.11 Non-financial assets

Tangible and Intangible assets

Property, Plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

2.12 Reversal of impairment loss

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists.

Aa impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized directly in other comprehensive income and presented within equity.

2.13 Inventories

Inventories comprise of Raw Materials and Finished Goods are stated at the lower of cost or net realizable value.

The cost of Raw materials included in inventory are determined on a FIFO cost basis and the cost of finished goods included in inventory is determined on full absorption cost method basis.

Cost comprises all costs of purchase including duties and taxes (other than those subsequently recoverable by the Company), freight inwards and other expenditure directly attributable to acquisition and to bring the inventories to its present location and condition. Cost of finished goods include cost of materials consumed and cost of conversion.

Net realizable value represents the estimated selling price for inventories less estimated cost necessary to make the sale.

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2.14 **Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

2.15 **Borrowing cost**

Borrowing costs include:

Interest expense calculated using the effective interest rate method,
Finance charges in respect of finance leases, and
Exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

All other borrowing costs are recognized in the statement of profit and loss in the period of their accrual.

2.16 **Revenue recognition**

Revenue from contract with customer is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Sale of products

Revenue from the sale of products is recognized at the point in time when control is transferred to the customer, generally on dispatch/delivery of the goods or terms as agreed with the customer. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. Revenue excludes taxes collected from customers, which are subsequently remitted to governmental authorities.

2.17 **Other Income**

Other income comprises of interest income.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

2.18 **Foreign currency translation**

In preparing the Ind AS Financial Statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the date of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date.

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2.19 Employee benefits

Short-term employee benefits

Employee benefits such as salaries, wages, bonus and performance linked rewards falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are expensed in the period in which the employee renders the related service. The obligations are presented as current liability in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least 12 months after reporting date.

Defined benefit plan

The liability or asset recognised in the balance sheet in respect of the retirement benefit plan i.e., gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated by an actuary using projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets. This cost is included in the employee benefit expense in the statement of profit and loss.

Remeasurements, comprising actuarial gains and losses and the effect of the changes to the asset ceiling (if applicable), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur and consequently recognised in retained earnings and is not reclassified to profit or loss.

The retirement benefit recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plan.

Defined contribution plans

Contributions to retirement benefit plans in the form of provident fund and pension scheme as per regulations are charged as an expense on an accrual basis when employees have rendered the service. The Company has no further payment obligations once the contributions have been paid.

2.20 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax

a) Current tax

The tax currently payable is based on estimated taxable income for the year in accordance with the provisions of the Income Tax Act, 1961. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.





b) Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in Ind AS Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences, unused tax losses and unused tax credits can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12:

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognized for all deductible and taxable temporary differences associated with leases and decommissioning obligations for annual periods beginning on or afte April 1, 2023.

Current and deferred tax for the year

Current and deferred tax are recognized in the Statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

2.21 Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares.

Basic EPS is computed by dividing the profit or loss attributable to the ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Where ordinary shares are issued but not fully paid, they are treated in the calculation of basic earnings per share as a fraction of an ordinary share to the extent that they were entitled to participate in dividends during the period relative to a fully paid ordinary share.

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

2.22 **Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre tax rates that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are not recognized in the Ind AS Financial Statements but are disclosed in notes.

Contingent asset is neither recognized nor disclosed in the Ind AS Financial Statements.

2.23 Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

a) Financial Assets

Financial Assets comprises of investments in equity instruments, cash and cash equivalents, loans and other financial assets.

Initial Recognition

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit or Loss, transaction costs that are attributable to the acquisition of financial assets. Purchases or sales of financial assets that requires delivery of assets within a period of time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the company committed to purchase or sell the asset.

Subsequent Measurement

i) Financial assets measured at amortized Cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and where contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.





ii) Financial assets measured at fair value through Other Comprehensive Income (FVTOCI)

Financial Assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at FVTOCI. Fair and interest on the principal amount outstanding are subsequently measured at FVTOCI. Fair Value movements in financial assets at FVTOCI are recognized in Other Comprehensive Income.

iii) Financial assets measured at fair value through Profit or Loss (FVTPL):

Financial Assets are measured at FVTPL if it does not meet the criteria for classification as measured at amortized cost or at FVTOCI. All fair value changes are recognized in the Statement of Profit and Loss.

De-recognition of Financial Assets:

Financial Assets are derecognized when the contractual rights to cash flows from the financial assets expire or the financial asset is transferred and the transfer qualifies for de-recognition. On de-recognition of the financial assets in its entirety, the difference between the carrying amount (measured at the date of de-recognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in the Statement of Profit and Loss.

b) Financial Liabilities

The Company's financial liabilities includes following:
- Borrowing from Banks
- Borrowing from Others
-Trade Payables
- other financial Liabilities

Classification

The Company's financial liabilities are measured at amortized cost.

Initial Recognition and Measurement

Financial Liabilities are initially recognized at fair value plus transaction costs (if any), which are attributable to acquisition of the financial liabilities.

Subsequent Measurement

Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate

The Effective Interest Rate Method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including transaction costs and other premiums or discounts) through the expected life of the financial liability.

De-recognition of Financial Liabilities

Financial liabilities shall be derecognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

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c) Offsetting of Financial assets and Financial Liabilities

Financial assets and Financial Liabilities are offset and the net amount is presented in Balance Sheet when, and only when, the Company has legal right to offset the recognized amounts and intends either to settle on the net basis or to realize the assets and liabilities simultaneously.

d) Reclassification of Financial Instruments

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI, and financial assets or liabilities that are specifically designated as FVTPL.

2.24 Share Capital

Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or share options are recognized as a deduction from equity, net of any tax effects.

2.25 Leases

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

Company as a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components.

Lease liabilities

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the lease payments.

The lease payments are discounted using the lessee's incremental borrowing rate or fixed government bond or deposit rate. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2.26 Right-of-use assets

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability and lease payments made before the commencement date.

Right-of-use assets are depreciated over the lease term on a straight-line basis. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, and lease payments made at or before the commencement date less any lease incentives received.





2.27 Fair Value Measurement

A number of Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair value is the price that would be received on sell of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Ind AS Financial Statements are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

a) Level 1 - unadjusted quoted prices in active markets for identical assets and liabilities.
b) Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
c) Level 3 - unobservable inputs for the asset or liability.

For assets and liabilities that are recognized in the Ind AS Financial Statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy.

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

a) Investment in equity and debt securities
The fair value is determined by reference to their quoted price at the reporting date. In the absence of quoted price, the fair value of the financial asset is measured using valuation techniques.





b) Trade and other receivables
The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. However, in respect of such financial instruments, fair value generally approximates the carrying amount due to short term nature of such assets.

2.28 Current / non- current classification

An asset is classified as current if:

a) It is expected to be realized or sold or consumed in the Company's normal operating cycle;

b) It is held primarily for the purpose of trading;

c) It is expected to be realized within twelve months after the reporting period; or It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current if:
a) It is expected to be settled in normal operating cycle;
b) It is held primarily for the purpose of trading;
c) It is expected to be settled within twelve months after the reporting period;
d) It has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between acquisition of assets for processing / trading / assembling and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.29 Cash flow statement

Cash flows are reported using indirect method, whereby net profits before tax are adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

2.30 Critical accounting judgments and key sources of estimation uncertainty

The preparation of Ind AS Financial Statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of Ind AS Financial Statements, income and expense during the period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

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Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the periods in which the estimates are revised and in future periods which are affected.

In the process of applying the Company's accounting policies, management has made the following judgments and estimates, which have the most significant effect on the amounts recognized in the Ind AS Financial Statements.

Definition of Accounting Estimates - Amendments to Ind AS 8 :
The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after April 1, 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The following are areas involving critical estimates and judgments:

Judgements:
- Taxes
- Contingencies
- Leases

Estimates:
- Property, Plant & Equipment
- Employee benefit plans
- Fair value measurement of financial instruments

Taxes

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies, including estimates of temporary differences reversing on account of available benefits from the Income Tax Act, 1961.

Deferred tax assets are recognized for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Contingencies

Contingent liabilities

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised. Potential liabilities that are remote are neither recognized nor disclosed as contingent liability. The management judgement is involved in classification under 'remote', 'possible' or 'probable' which is carried out based on expert advice, past judgements, experiences etc.

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Leases

The company recognizes the leased asset as well as a liability equal to the present value of the lease payments. To calculate the present value of the lease payments, the company uses the incremental borrowing rate or the rate of interest that would have been charged if the company had borrowed the funds to purchase the asset or Government secured deposit rate. Identifying the incremental borrowing rate requires judgment and may involve assessing factors such as the Company's creditworthiness, market conditions, and the term of the lease.

Property, Plant & Equipment

Impairment

The value in use calculation requires the directors to estimate the future cash flows expected to arise from the respective asset category and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, an impairment loss which is material in nature is accounted for.

Useful lives

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.

Employee benefit plans

Defined benefit plans and other long-term employee benefits

The present value of obligations under defined benefit plan and other long term employment benefits is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary escalations, attrition rate and mortality rates Due to the complexities involved in the valuation and its long term nature, these obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Information about the various estimates and assumptions made in determining present value of defined benefit obligation are disclosed in notes to accounts.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair value. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

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Rs. In Lakhs

3 Property, Plant and Equipment

Particulars	Data Processing Equipment	Furniture & Fixtures	Office Equipment	Plant & Machinery	Leasehold Improvements	Total	Capital work in progress	Total
Deemed Cost as at April 1, 2022								
Gross carrying value as at April 1, 2022	26.15	52.95	26.99	185.69	81.62	373.39	100.99	100.99
Accumulated depreciation as at April 1, 2022	21.99	14.44	16.90	118.40	25.20	196.93	-	-
Net carrying value as at April 1, 2022	4.15	38.52	10.09	67.29	56.42	176.46	100.99	100.99
Year ended March 31, 2023								
Gross carrying value as at 1st April 2022	26.15	52.95	26.99	185.69	81.62	373.39	100.99	100.99
Additions	4.77	1.95	17.30	153.81	29.21	207.03	-	-
Disposals	1.90	-	-	-	-	1.90	100.99	100.99
Gross carrying value as at 31st March 2023	29.02	54.90	44.28	339.50	110.82	578.53	-	-
Accumulated depreciation as at April 1, 2022	21.99	14.44	16.90	118.40	25.20	196.93	-	-
Depreciation charge during the year	2.84	5.34	6.66	49.78	8.17	72.79	-	-
Disposals	1.77	-	-	-	-	1.77	-	-
Accumulated depreciation as at March 31, 2023	23.07	19.78	23.56	168.17	33.37	267.95	-	-
Net carrying value as at March 31, 2023	5.95	35.12	20.72	171.32	77.45	310.57	-	-
Year ended March 31, 2024								
Gross carrying value as at April 1, 2023	29.02	54.90	44.28	339.50	110.82	578.52	-	-
Additions	124.79	9.61	21.71	62.92	49.52	268.55	-	-
Disposals	-	-	-	-	-	-	-	-
Gross carrying value as at March 31, 2024	153.81	64.51	65.99	402.42	160.34	847.07	-	-
Accumulated depreciation as at April 1, 2023	23.07	19.78	23.55	168.17	33.38	267.95	-	-
Depreciation charge during the year	14.23	6.00	9.11	58.29	12.91	100.54	-	-
Disposals	-	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2024	37.30	25.78	32.66	226.46	46.29	368.49		
Net carrying value as at March 31, 2024	116.51	38.73	33.33	175.96	114.05	478.58	-	-

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4 Intangible assets

Particulars	31.03.2024			31.03.2023			01.04.2022		
	Computer Software	Intellectual Property	Total	Computer Software	Intellectual Property	Total	Computer Software	Intellectual Property	Total
Opening Gross carrying value	1,141.67	-	1,141.67	41.83	-	41.83	41.83	-	41.83
Additions	139.47	18,319.08	18,458.55	1,099.84	-	1,099.84	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Closing Gross carrying value	1,281.14	18,319.08	19,600.22	1,141.67	-	1,141.67	41.83	-	41.83
Opening Accumulated Depreciation	68.09	-	68.09	41.69	-	41.69	39.53	-	39.53
Depreciation charge during the year	383.18	760.79	1,143.97	26.40	-	26.40	2.16	-	2.16
Disposals	-	-	-	-	-	-	-	-	-
Closing Accumulated Depreciation	451.27	760.79	1,212.06	68.09	-	68.09	41.69	-	41.69
Net carrying value	829.87	17,558.29	18,388.16	1,073.58	-	1,073.58	0.14	-	0.14

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5 Right-of-use assets

Particulars	31.03.2024	31.03.2023	01.04.2022
Office Building			
Cost / Deemed Cost	389.14	389.14	389.14
Additions	623.45	-	-
Deletions	-	-	-
Accumulated Depreciation	154.90	59.87	-
Balance	857.69	329.27	389.14

6 Investments

	Non Current			Current		
Particulars	31.03.2024	31.03.2023	01.04.2022	31.03.2024	31.03.2023	01.04.2022
Investment in Equity Instruments at cost: (Non traded, unquoted, fully paid up)						
2,600 (2023, 2022: 2600) equity shares of Rs. 10 each of MEIL ICOMM Tonbo Tech Private Limited	0.26	0.26	0.26	-	-	-
Nil (2023, 2022: 4,900, NIL) equity shares of Rs. 10 each of HBL Tonbo Private Limited	-	0.49	-	-	-	-
Balance	0.26	0.75	0.26	-	-	-

7 Other Financial Assets

	Non Current			Current		
Particulars	31.03.2024	31.03.2023	01.04.2022	31.03.2024	31.03.2023	01.04.2022
Rental Deposits	56.62	29.57	27.50	-	-	-
Sales Tax Deposits	0.10	0.10	0.10	-	-	-
Earnest Money Deposits	-	-	-	20.99	9.45	14.17
Term Deposit with maturity of more than 12 months	1,364.08	1,066.44	265.46	-	-	-
Others	0.05	0.05	0.05	-	-	-
Total non current other financial assets	1,420.85	1,096.16	293.11	20.99	9.45	14.17

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8 Other Assets

	Non Current			Current		
Particulars	31.03.2024	31.03.2023	01.04.2022	31.03.2024	31.03.2023	01.04.2022
Advance Tax including refunds receivable (Net)	-	85.02	12.46	-	-	
Prepayments - Lease	10.19	12.45	-	-	-	
Prepayments - EMD	0.33	0.43	-	-	-	
Prepaid Expenses	-	-	-	132.51	15.92	28.87
MAT Credit Entitlement	-	-	-	-	150.16	130.37
Advances to suppliers	-	-	0.71	2,291.39	845.90	200.13
Other Advances	-	-	-	1,705.27	1,087.81	669.05
Interest Accrued on Term Deposits	-	-	-	43.00	23.18	10.83
Balance	10.52	97.90	13.17	4,172.18	2,122.97	1,039.25

9 Inventories

Particulars	31.03.2024	31.03.2023	01.04.2022
Raw Material	10,626.64	2,751.13	1,417.78
Finished goods	541.99	1,207.46	9.45
Balance	11,168.63	3,958.59	1,427.23

10 Trade receivables

Particulars	31.03.2024	31.03.2023	01.04.2022
Trade receivables considered good - unsecured			
Debts outstanding for a period exceeding six months	83.76	41.77	1.78
Other Debts	9,280.51	4,074.22	1,751.00
Total Trade Receivables	9,364.28	4,115.99	1,752.78
Less: Allowance for Bad and Doubtful debts	-	-	-
Net Trade Receivables	9,364.28	4,115.99	1,752.78

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

TONBO IMAGING INDIA PRIVATE LIMITED

Notes to Accounts

Rs. In Lakhs

Trade Receivable ageing schedule as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	9,280.51	36.67	47.10	-	-	9,364.28
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total	9,280.51	36.67	47.10	-	-	9,364.28
Undue - considered good						-
Undue - considered doubtful						-
Provision for doubtful debts						-
Total						9,364.28

Trade Receivable ageing schedule as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	4,074.22	34.12	7.65	-	-	4,115.99
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total	4,074.22	34.12	7.65	-	-	4,115.99
Undue - considered good						-
Undue - considered doubtful						-
Provision for doubtful debts						-
Total						4,115.99

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Tonbo Imaging India Private Limited BANGALORE

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Notes to Accounts

Rs. In Lakhs

Trade Receivable ageing schedule as at 1st April 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	1,751.00	1.78	-	-	-	1,752.78
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total	1,751.00	1.78	-	-	-	1,752.78
Undue - considered good						-
Undue - considered doubtful						-
Provision for doubtful debts						-
Total						1,752.78

11 Cash and cash equivalents

Particulars	31.03.2024	31.03.2023	01.04.2022
Cash			
Balances with Scheduled Bank:	0.73	-	-
- Current Account	5,199.11	373.35	1,455.27
- Export Earners Foreign Currency (EEFC) Account	49.86	898.39	0.75
- Term Deposit with maturity less than 3 months	3,317.70	1,202.03	489.56
	8,567.40	2,473.77	1,945.59

11a Other Bank Balances

Particulars	31.03.2024	31.03.2023	01.04.2022
Balances with Scheduled Bank:			
- Term Deposit with maturity more than 3 months but less than 12 months	2,999.89	1,496.24	1,587.50
	2,999.89	1,496.24	1,587.50

12 Loans

Particulars	31.03.2024	31.03.2023	01.04.2022
Current			
Serial Innovations Employee Stock Option Trust	18.85	24.85	24.85
	18.85	24.85	24.85

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Rs. In Lakhs

13 Equity share capital

Particulars	31.03.2024	31.03.2023	01.04.2022
Authorised Share Capital			
475,000 (2023, 2022: 475,000) Equity Shares of par value of Rs. 10/- each	47.50	47.50	47.50
	47.50	47.50	47.50
Issued, Subscribed and Paid up share capital			
298,914 (2023, 2022: 298,914, 358,914) Equity Shares of par value of Rs.10/- each fully paid up	29.89	29.89	35.89
	29.89	29.89	35.89

Rights, preferences and restrictions attached to the equity shares

The Company has one class of equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. Dividends proposed by the Board of Directors are subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

a Reconciliation of the number of Shares outstanding and the amount of share capital

Particulars	31-03-2024		31-03-2023		01.04.2022	
	No of Shares	Rs	No of Shares	Rs	No of Shares	Rs
Equity Shares						
Number of shares at the beginning of the year	2,98,914	29.89	3,58,914	35.89	3,58,914	35.89
Add: Shares Issued during the year	-	-	-	-	-	-
Less: Shares bought back	-	-	60,000	6.00	-	-
Number of shares at the end of the year	2,98,914	29.89	2,98,914	29.89	3,58,914	35.89

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

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Rs. In Lakhs

b Details of the Shareholders and Percentage of Shares

Particulars	31.03.2024	Percentage	31.03.2023	Percentage	1.04.2022	Percentage
Equity Shareholders						
(i) Mr. Timothy Guy Mitchell	4,174	1.40	15,000	5.02	15,000	4.18
(ii) Serial Innovations Employee Stock Option Trust.	1,89,442	63.38	1,89,442	63.38	2,49,442	69.50
(iii) Mr. Arvind Lakshmikumar, Director of the Company	49,684	16.62	89,000	29.77	89,000	24.80
(iv) Mr. Ankit Kumar, Managing Director of the Company	30,367	10.16	-	-	-	-
(v) Ms. Cecilia D'Souza, Director of the Company	19,775	6.62	-	-	-	-
(vi) Tonbo Imaging Private Limited	5,472	1.83	5,472	1.83	5,472	1.52
Total	2,98,914	100.00	2,98,914	100.00	3,58,914	100.00

14 Instruments entirely equity in nature

Particulars	31.03.2024	31.03.2023	01.04.2022
Authorised Share Capital			
125,000 (2023, 2022: 125,000) Preference Shares of par value of Rs. 10/- each	12.50	12.50	12.50
160,000 (2023, 2022: 160,000) Preference Shares of par value of Rs. 913/- each	1,460.80	1,460.80	1,460.80
200,000 (2023, 2022: 200,000, Nil) Preference Shares of par value of Rs. 100/- each	200.00	200.00	-
45,000 (2023, 2022: Nil) Preference Shares of par value of Rs. 10,171/- each	4,576.95	-	-
	6,250.25	1,673.30	1,473.30
Issued, Subscribed and Paid up share capital			
96,173 (2023,2022: 96,173) Series A Preference Shares of Rs.10/- each fully paid up	9.62	9.62	9.62
153,350 (2023,2022: 153,350) Series B Preference Shares of Rs. 913/- each fully paid up	1,400.09	1,400.09	1,400.09
3,044 (2023,2022:3044) Series B1 Preference Shares of Rs. 10/- each partly paid up	0.03	0.03	-
112,156 (2023,2022:Nil) Series C Preference Shares of Rs. 100/- each fully paid up	112.16	-	-
44,858 (2023,2022:Nil) Series C1 Preference Shares of Rs. 10171/- each fully paid up	4,562.51	-	-
	6,084.40	1,409.73	1,409.70

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Rights, preferences and restrictions attached to the Preference Shares

The Series A Preference shares are compulsorily convertible, cumulative, preference shares of the Company. The conversion ratio is 1:1. The preference shares would be convertible into equity shares at the option of the Series A preference shareholders at any time within 20 (twenty) years from the date of allotment i.e. 6 June 2011 for 59,884 shares and 19 January 2012 for 48,093 shares. These shares carry a cumulative dividend of 10 (ten) percent per annum and entitled to participate in the distributable profits of the Company prorata with equity shareholders. In the event of liquidation, the preference shareholders are entitled to receive such amount that shall be available for distribution after distribution of the liquidation proceeds to Series C and Series C1 investors.

The Series B Preference shares are compulsorily convertible, cumulative, preference shares of the Company. The conversion ratio is 1:1. The preference shares would be convertible into equity shares at the option of the Series B preference shareholders at any time within 20 (twenty) years from the date of allotment i.e. 15 January 2019. These shares carry a cumulative dividend of 10 (ten) percent per annum and entitled to participate in the distributable profits of the Company prorata with equity shareholders. In the event of liquidation, the preference shareholders are entitled to receive such amount that shall be available for distribution after distribution of the liquidation proceeds to Series C and Series C1 preference shareholders.

The Series B1 Preference shares are compulsorily convertible preference shares of the Company. The Series B1 preference shares are convertible at a 15% discount to the fair value of the equity shares of the Company prevailing as on the date of conversion or on the date of allotment i.e. May 31, 2022, of such preference shares, whichever is higher. The Series B1 preference shares are not redeemable. These shares carry a non-cumulative dividend of 0.001 (zero -point zero zero one) percent per annum. These are non-participatory and will not be entitled to participate in the distributable profits of the Company. In the event of liquidation, the Series B1 preference shareholders shall rank pari passu with Series C preference shareholders.

The Series C Preference shares are compulsorily convertible preference shares of the Company. The preference shares are convertible 1:1 subject to such adjustments as stated in the shareholders agreement. The Series C preference shares are not redeemable and would be convertible into equity shares at the option of the Series C preference shareholders at any time within 20 (twenty) years from the date of allotment i.e. 11 April 2023 for 64,700 shares and 21 July 2023 for 47,456 shares . These shares carry a cumulative dividend of 0.01 (zero point zero one) percent per annum and entitled to participate in the distributable profits of the Company. In the event of liquidation, the preference shareholders are entitled to receive an amount equal to the investment amount in preference to the Series A and Series B preference shareholders and shall rank pari passu with Series C preference shares.

The Series C1 Preference shares are compulsorily convertible preference shares of the Company. The preference shares are convertible 1:1 subject to such adjustments as stated in the shareholders agreement. The Series C1 preference shares are not redeemable and would be convertible into equity shares at the option of the Series C1 preference shareholders at any time within 20 (twenty) years from the date of allotment i.e. March 31, 2024. These shares carry a cumulative dividend of 0.01 (zero point zero one) percent per annum and entitled to participate in the distributable profits of the Company. In the event of liquidation, the preference shareholders are entitled to receive an amount equal to the investment amount in preference to the Series A and Series B preference shareholders and shall rank pari passu with Series C preference shares.

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

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Rs. In Lakhs

a Reconciliation of the number of Shares outstanding and the amount of share capital

Particulars	31-03-2024		31-03-2023		01-04-2022	
	No of Shares	Rs	No of Shares	Rs	No of Shares	Rs
Series A Preference Shares						
Number of shares at the beginning of the year	96,173	9.62	96,173	9.62	96,173	9.62
Add: Shares Issued during the year	-	-	-	-	-	-
Less: Shares converted to equity during the year	-	-	-	-	-	-
Number of shares at the end of the year	96,173	9.62	96,173	9.62	96,173	9.62
Series B Preference Shares						
Number of shares at the beginning of the year	1,53,350	1,400.09	1,53,350	1,400.09	1,53,350	1,400.09
Add: Shares Issued during the year	-	-	-	-	-	-
Less: Shares converted to equity during the year	-	-	-	-	-	-
Number of shares at the end of the year	1,53,350	1,400.09	1,53,350	1,400.09	1,53,350	1,400.09
Series B1 Preference Shares						
Number of shares at the beginning of the year	3,044	0.03	-	-	-	-
Add: Shares Issued during the year	-	-	3,044	0.03	-	-
Less: Shares converted to equity during the year	-	-	-	-	-	-
Number of shares at the end of the year	3,044	0.03	3,044	0.03	-	-
Series C Preference Shares						
Number of shares at the beginning of the year	-	-	-	-	-	-
Add: Shares Issued during the year	1,12,156	112.16	-	-	-	-
Less: Shares converted to equity during the year	-	-	-	-	-	-
Number of shares at the end of the year	1,12,156	112.16	-	-	-	-
Series C1 Preference Shares						
Number of shares at the beginning of the year	-	-	-	-	-	-
Add: Shares Issued during the year	44,858	4,562.51	-	-	-	-
Less: Shares converted to equity during the year	-	-	-	-	-	-
Number of shares at the end of the year	44,858	4,562.51	-	-	-	-

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

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Rs. In Lakhs

b Details of the Shareholders and Percentage of Shares

Particulars	31.03.2024	Percentage	31.03.2023	Percentage	1.04.2022	Percentage
i. Series A Preference Shareholders						
(i) Tonbo Imaging Private Limited	96,173	100	96,173	100	96,173	100
ii. Series B Preference Shareholders						
(i) Tonbo Imaging Pte Ltd	1,53,350	100	1,53,350	100	1,53,350	100
iii. Series B1 Preference Shareholders						
(i) Blacksoil India Credit Fund	1,522	50	1,522	50	1,522	50
(ii) Blacksoil Capital Private Limited	1,522	50	1,522	50	1,522	50
iv. Series C Preference Shareholders						
(i) HBL Power Systems Limited	1,12,156	100	-	-	-	-
v. Series C1 Preference Shareholders						
(i) other shareholders with less than 10% stake	44,858	100	-	-	-	-

c Employee Stock Option Plan

The Company's ESOP is administered and managed through a trust, Serial Innovations Employee Stock Option trust, formed for the purpose in 2008. The Company issues shares to the trust from time to time and grants credit to enable the trust to purchase the said shares. The stock option scheme is equity settled, where employees are granted options with a graded vesting over a period of four years. Upon vesting the employees are eligible to convert the options into equity shares. The options normally expire at the end of 8 years from the vesting date. At the grant date the Company estimates the fair value of the options expected to vest at the end of the vesting period and the share based compensation is recognized with a corresponding credit to a Stock option outstanding Account

On exercise of the options, proportionate shares held by the Trust are transferred to the said employee, who pays the exercise price to the Trust. The shares so transferred / issued to the employees are considered to have been issued at a consideration comprising the exercise price and the corresponding amount standing to the credit of Stock Option Outstanding Account. Accordingly an amount equivalent to the value of the option exercised is transferred from the Stock Option outstanding account to the Share Premium account

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

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Rs. In Lakhs

Particulars	31.03.2024	31.03.2023	01.04.2022
Options outstanding at the beginning of the year (no.)	1,92,000	1,92,000	1,92,000
Options granted during the year (no.)	Nil	Nil	Nil
Weighted average fair value per option granted to employees (Rs.)	NA	NA	NA
Weighted average fair value per option granted to directors (Rs.)	NA	NA	NA
Options forfeited and lapsed during the year	1,92,000	Nil	Nil
Options exercised during the year (no.)	Nil	Nil	Nil
Weighted average share price at the date of exercise per option exercised (Rs.)	NA	NA	NA
Total number of shares arising as a result of exercise of options	NA	NA	NA
Money received on exercise of options during the year (Rs.)	NA	NA	NA
Total number of Options in force at the end of the year (no.)	Nil	1,92,000	1,92,000
Options exercisable at the end of the year (no.)	Nil	1,92,000	1,92,000
The Total employee share based compensation expense recognized / (written back) during the year (Rs. Lakhs)	-73.02	-	-

There were no modifications to the employee share based plans during year.

15 Borrowings

Particulars	Non Current			Current		
	31.03.2024	31.03.2023	01.04.2022	31.03.2024	31.03.2023	01.04.2022
i Non Convertible Secured Debentures 1000 (2023 & 2022: 400, Nil) Non Convertible Debentures of Rs. 5 Lakh each	1,568.81	239.67	-	1,626.81	1,256.47	-
ii Secured Loans Term loan from Banks	-	41.07	167.03	6,421.14	2,525.13	4,007.49
iii Unsecured Loans Term loan from Banks	-	18.97	39.28	19.13	20.64	18.42
Total	1,568.81	299.71	206.31	8,067.08	3,802.24	4,025.91

Rs. In Lakhs

Particulars of Long term Borrowings

Name of Lender/Type of Loan	Rate of Interest	Nature of Security	Monthly Instalments	No of Instalments		
				31.03.2024	31.03.2023	1.04.2022
i Non Convertible Secured Debentures	15.00%	Second charge on all current assets, personal guarantee and share pledge of promoters	1,05,26,316	19.00	31.00	5.00
ii Non Convertible Secured Debentures	14.00%		1,57,89,474	19.00	-	-
iii Unsecured Loans	12.50%	No security	2,00,722	10.00	22.00	34.00
iv Secured Loans	8.25%	Govt guaranteed under ECLG Scheme	10,44,415	4.00	16.00	28.00

16 Lease Liabilities

	Non Current			Current		
Particulars	31.03.2024	31.03.2023	01.04.2022	31.03.2024	31.03.2023	01.04.2022
Arvind Lakshmikumar	77.92	-	-	14.76	-	-
Guruprasad & Others	262.16	306.77	389.14	44.61	44.61	5.95
ILINDRA Workspace Private Limited	394.03	-	-	9.35	-	-
Purushottam & Others	103.39	-	-	1.56	-	-
Total	837.50	306.77	389.14	70.29	44.61	5.95

17 Deferred Income

	Non Current			Current		
Particulars	31.03.2024	31.03.2023	01.04.2022	31.03.2024	31.03.2023	01.04.2022
Deferred Rental Income	-	-	-	-	1.82	-
Total	-	-	-	-	1.82	-

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18 Other financial liabilities

	Non Current			Current		
Particulars	31.03.2024	31.03.2023	01.04.2022	31.03.2024	31.03.2023	01.04.2022
Security Deposit - Tonbo Imaging Pvt Ltd	-	27.91	25.96	15.00	-	-
Total	-	27.91	25.96	15.00	-	-

19 Deferred tax assets / liabilities

The balances comprise temporary differences attributable to:

Particulars	31.03.2024	31.03.2023	1.04.2022
Deferred tax liability			
Property, plant and equipment	381.04	10.84	-
Intangible Asset / Right of Use Asset	215.86	7.35	7.68
Deferred tax asset			
Property, plant and equipment	-	-	1.78
Provision for Compensated Absences and Gratuity	29.52	14.76	7.73
Lease liabilities	228.47	-	10.40
Deferred tax asset / (liability) Closing Balance	-338.91	-3.43	12.23

20 Provisions

	Non Current			Current		
Particulars	31.03.2024	31.03.2023	01.04.2022	31.03.2024	31.03.2023	01.04.2022
Provision for taxes (net of advance taxes paid and refunds receivable)	-	-		1,490.42	-	
Provision for Gratuity	68.40	32.78	17.79	2.08	4.34	0.04
Provision for Compensated absences	43.04	16.17	10.76	3.78	3.50	1.13
Provision - Warranties	2,957.62	822.35	229.24	72.07	10.69	17.63
Total	3,069.06	871.31	257.79	1,568.35	18.53	18.81

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

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21 Other liabilities

	Non Current			Current		
Particulars	31.03.2024	31.03.2023	01.04.22	31.03.2024	31.03.2023	01.04.2022
Advance from Customers	-	-	-	2,908.87	4,404.03	518.90
Statutory Liabilities	-	-	-	217.56	411.40	15.68
Other Payables	-	-	-	13,759.21	1,065.86	212.98
Total	-	-	-	16,885.64	5,881.29	747.56

22 Trade Payables

Particulars	31.03.2024	31.03.2023	01.04.22
Total outstanding dues of micro enterprises and small enterprises	295.88	805.61	152.86
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,738.58	2,055.18	65.13
Total	2,034.46	2,860.79	217.99

Trade Payable ageing schedule as at 31 March 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	295.88	-			295.88
Others	1,730.55	8.03			1,738.58
Disputed dues- MSME					-
Disputed dues- Others					-
Sub total	2,026.43	8.03	-	-	2,034.46
MSME - Undue					
Others - Undue					
Total					2,034.46

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Rs. In Lakhs

Trade Payable ageing schedule as at 31 March 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	805.33	-	-	-	805.61
Others	2,050.99	-	4.47	-	2,055.18
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total	2,856.32	-	4.47	-	2,860.79
MSME - Undue					-
Others - Undue					-
Total					2,860.79

Trade Payable ageing schedule as at 1 April 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	152.86	-	-	-	152.86
Others	65.13	-	-	-	65.13
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total	217.99	-	-	-	217.99
MSME - Undue					-
Others - Undue					-
Total					217.99

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Notes to Accounts

INR in Lakhs

Particulars	31-03-2024	31-03-2023
23 Revenue from operations		
Sale of product and solutions	38,300.82	8,932.37
Other operating revenues	4,518.09	750.45
	42,818.91	9,682.82
24 Other income		
Interest Earned	333.95	162.04
Rental Income	31.50	36.00
Profit on Sale of Asset	-	0.41
Finance Income	5.28	4.49
	370.73	202.94
25 Cost of materials consumed		
Opening Stock of Raw Material	2,751.12	1,417.78
Add: Purchases	29,202.98	8,412.01
Less: Closing Stock of Raw Material	-10,626.64	-2,751.12
	21,327.46	7,078.66
26 Changes in inventories		
Opening Stock of Finished Goods	1,207.46	9.45
Less: Closing Stock of Finished Goods	-541.99	-1,207.46
	665.47	-1,198.01
27 Employee benefits expense		
Salaries and bonus	1,093.03	410.05
Gratuity	52.39	12.85
Leave Encashment	31.48	12.85
Contribution to Provident and Other Funds	80.94	31.45
Insurance	61.80	37.49
Staff Welfare expenses	58.89	17.21
Expense on ESOP (Written back)	-73.02	-
	1,305.51	521.90
28 Finance Cost		
Interest Expenses	539.60	644.00
Finance Charges	164.04	51.95
	703.63	695.95

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

TONBO IMAGING INDIA PRIVATE LIMITED

Notes to Accounts

		INR in Lakhs
29 Depreciation and Amortisation		
Depreciation		
On Property Plant and Equipment	100.55	72.79
Amortisation		
Of Right of Use of Asset	95.02	59.87
Of Intangible Assets	1,143.97	26.40
	1,339.54	159.06
30 Other expenses		
Technical Support Services	1,202.61	502.04
Rent	7.88	6.18
Repairs and Maintenance		
- Buildings	34.97	52.05
- Others	72.70	15.75
Provision for Warranty / (Write back)	2,082.04	566.00
Insurance	77.79	5.95
Rates and Taxes	90.17	6.55
Electricity and Water	11.13	5.03
Communication	13.32	8.79
Travel and Conveyance	454.54	117.99
Legal and Professional Fees	467.45	27.33
Freight	151.63	27.50
Royalty Fees/Technical Know-how	1,051.28	766.03
Debtors Written off	2,182.11	45.27
Consumables	21.63	38.64
Bank Charges	64.48	43.03
Sales and Marketing expenses	251.21	41.92
Corporate Social Responsibility	65.00	6.00
Miscellaneous expenses	50.51	14.78
Prior Period Expenses	-	3.98
	8,352.45	2,300.79

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

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31 Company as a Lessee

The details of the right-of-use assets held by the Company is as follows:

Leasehold land Buildings	31-Mar-24	31-Mar-23	01-Apr-22
Opening Balance	389.14	389.14	389.14
Additions	623.45	-	-
Derecognition			
Accumulated Depreciation	154.90	59.87	-
Translation exchange differences	-	-	-
Closing Balance	857.69	329.27	389.14

The reconciliation of lease liabilities for the year ended is as follows:

Particulars	31-Mar-24	31-Mar-23	01-Apr-22
Balance as at beginning of the year	351.38	389.14	389.14
Additions	623.45	-	-
Amounts recognized in statement of profit and loss	43.68	27.01	-
Payment of lease liabilities	110.72	64.77	-
Derecognition	110.72	64.77	-
Translation exchange differences	-	-	-
Balance as at end of the year	907.79	351.38	389.14

The lease rental expense relating to short-term leases recognized in the statement of profit and loss for the year amounted to Rs. 110.72 Lakhs

The following table presents a maturity analysis of expected undiscounted cash flows for lease liabilities:

Particulars	31-Mar-24	31-Mar-23	01-Apr-22
Within one year	60.64	52.21	44.61
One to two years	69.97	60.64	52.21
Two to three years	80.28	69.97	60.64
Three to five years	43.67	80.28	69.97
Thereafter	-	43.67	123.95
Total lease liabilities	254.56	306.77	351.38

Certain lease agreements include options to terminate or extend the leases. The lease agreements do not contain any material residual value guarantees or material restrictive covenants.

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

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Notes to Accounts INR in Lakhs

32 A. Defined contribution plans

The Company has defined contribution retirement benefit plans for its employees.

The Company's contributions to provident fund, pension scheme and employee state insurance scheme are made to the relevant government authorities as per the prescribed rules and regulations. The Company's contributions to the above defined contribution plans are recognised as employee benefit expenses in the statement of profit and loss for the year in which they are due

The Company's contribution to provident, pension, superannuation funds and to employees state insurance scheme aggregating to **Rs. 80.94 Lakhs** (Previous year - **Rs. 31.45 Lakhs**) has been recognised in the statement of profit and loss under the head employee benefits expense [Refer Note 27]

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 1st April, 2022
Contribution to provident fund, included under contribution to provident and other funds	80.94	31.45	16.90

B. Defined benefit plans

Gratuity and Leave Encashment

The Company offers gratuity plan for its qualified employees which is payable as per the requirements of Payment of Gratuity Act, 1972. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting.

Risk exposure to defined benefit plans

The plans typically expose the Company to actuarial risks such as: Investment risk, Liquidity risk and Market risk.

Actuarial risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

Investment risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

Liquidity risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cash flows.

Market risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the Valuation Date.

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Notes to Accounts — INR in Lakhs

The following table sets out the status of the Gratuity plan and Leave Encashment

Particulars	Gratuity Plan			Leave Encashment Plan		
	31-Mar-24	31-Mar-23	01-Apr-22	31-Mar-24	31-Mar-23	01-Apr-22
a Statement of profit and loss						
Current Service cost	26.11	10.82	5.78	31.48	8.32	4.69
Interest cost (net)	2.46	1.36	0.71	-	-	-
Immediate Recognition of (Gain)/Losses			1.43			
Net benefit expense	28.57	12.18	7.92	31.48	8.32	4.69
b Balance Sheet						
Defined benefit obligations	-70.48	-37.12	-17.83	46.82	19.68	11.89
Fair value of plan assets	-	-		-	-	-
Net plan liability	-70.48	-37.12	-17.83	46.82	19.68	11.89
Current defined benefit obligations	-2.08	-4.34	0.04	3.78	3.50	1.13
Non-current defined benefit obligations	-68.40	-32.78	17.79	43.04	16.17	10.76
c Changes in present value of the defined benefit obligations are as follows:						
Opening defined benefit obligations	-37.12	-17.83	-9.91	19.68	11.89	7.55
Current service cost	-26.11	-10.82	-5.78	31.48	8.32	4.69
Interest cost	-2.46	-1.36	-0.71	-	-	-
Re-measurement gains (losses) in OCI	-13.69	-7.11	-1.43	-	-	-
Actuarial changes arising from changes in demographic assumptions	-	-	-	-	-	-
Actuarial changes arising from changes in financial assumptions	-	-	-	-	-	-
Experience adjustments	-	-	-	-	-	-
Benefits paid	8.90	-	-	-4.34	-0.53	-0.35
Closing defined benefit obligations	-70.48	-37.12	-17.83	46.82	19.68	11.89
d Changes in fair value of the plan assets are as follows:						
Opening fair value of plan assets	-	-	-	-	-	-
Interest income	-	-	-	-	-	-
Contributions	-	-	-	-	-	-
Re-measurement gains (losses) in OCI	-	-	-	-	-	-
Benefits paid	-	-	-	-	-	-
Closing fair value of plan assets	-	-	-	-	-	-

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

e The principal assumptions used in determining gratuity for the Company's plans are shown below:

	31-Mar-24	31-Mar-23	01-Apr-22	31-Mar-24	31-Mar-23	01-Apr-22
Discount rate	7.23%	7.54%	7.60%	7.23%	7.54%	7.60%
Estimated Rate of salary increases	10%	10%	10%	10.00%	10.00%	10.00%
Attrition Rate	9%	9%	9%	9.00%	9.00%	9.00%
Expected rate of return on assets	0%	0%	0%	0.00%	0.00%	0.00%

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We understand that level of inflation, career promotions, productivity gains and other relevant factors, such as supply and demand in the employment market are factored in the assumption of futu.e salary increases.
No allowance has been made for discretionary payments in the assumptions as the company has not notified such practices

	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
Discount Rate				
Impact of increase	-12.86%	-12%	-12.84%	-12.15%
Impact of decrease	15.93%	15%	16.14%	15.30%
Salary Escalation Rate				
Impact of increase	10.33%	10.84%	15.08%	14.32%
Impact of decrease	-9.68%	-11.00%	-12.26%	-11.63%
Mortality Rate	-0.08%	-0.10%	-0.14%	-0.12%
Attrition Rate				
Impact of increase	-3.79%	-3.98%	-4.34%	-3.18%
Impact of decrease	4.27%	4.56%	4.99%	4.42%

We have used P.U.C method. If an employee's service in later years will lead to a materially higher level of benefit than in earlier years, these benefits are attributed on a straight-line basis. The limitations are that in assessing the change other parameters are kept constant. As some of the assumptions may be correlated, it is unlikely that changes in assumptions will occur in isolation of one another.

There is no change from the previous period in the methods and assumptions used in the preparation of above analysis, except that the base rates have changed.

f The defined benefit obligations are expected to mature after March 31, 2024 as follows:

Year Ending 31st March	As at 31-03-2024		As at 31-03-2024	
	PV	Actual Value	PV	Actual Value
2024	2.08	2.19	2.28	2.46
2025	2.11	2.39	2.12	2.45
2026	1.79	2.16	1.95	2.41
2027	2.25	2.92	2.87	3.92
2028	1.44	2.00	1.60	2.28
Thereafter	10.67	17.75	10.83	20.14

Weighted average duration for the payment of these cash flows 19.83%

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Notes to Accounts — INR in Lakhs

33 Fair Value Measurement of Financial assets and liabilities

a Category of Financial Instruments

As at 31-03-2024

Particulars	Fair value through profit and loss	Fair value through other comprehensive income	Amortized cost	Total carrying value
Financial assets				
Investments	-	-	0.26	0.26
Trade receivables (including unbilled)	-	-	9,364.28	9,364.28
Cash and cash equivalents	-	-	8,567.40	8,567.40
Other bank balances	-	-	2,999.89	2,999.89
Loans	-	-	18.85	18.85
Others	77.60	-	1,364.23	1,441.84
Total	77.60	-	22,314.91	22,392.52
Financial liabilities				
Borrowings	3,195.62	-	6,440.27	9,635.89
Lease liabilities	907.79	-	-	907.79
Trade payables (including unbilled and accruals)	-	-	2,034.46	2,034.46
Others	-	-	15.00	15.00
Total	4,103.41	-	8,489.72	12,593.13

As at 31-03-2023

Particulars	Fair value through profit and loss	Fair value through other comprehensive income	Amortized cost	Total carrying value
Financial assets				
Investments	-	-	0.75	0.75
Trade receivables (including unbilled)	-	-	4,115.99	4,115.99
Cash and cash equivalents	-	-	2,473.77	2,473.77
Other bank balances	-	-	1,496.24	1,496.24
Loans	-	-	24.85	24.85
Others	39.02	-	1,066.60	1,105.62
Total	39.02	-	9,178.20	9,217.22
Financial liabilities				
Borrowings	1,496.14	-	2,605.81	4,101.96
Lease liabilities	351.38	-	-	351.38
Deferred Income	1.82	-	-	1.82
Trade payables (including unbilled and accruals)	-	-	2,860.79	2,860.79
Others	27.91	-	-	27.91
Total	1,877.25	-	5,466.61	7,343.86

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Notes to Accounts

INR in Lakhs

As at 01-04-2022

Particulars	Fair value through profit and loss	Fair value through other comprehensive income	Amortized cost	Total carrying value
Financial assets				
Investments	-	-	0.26	0.26
Trade receivables (including unbilled)	-	-	1,752.78	1,752.78
Cash and cash equivalents	-	-	1,945.59	1,945.59
Other bank balances	-	-	1,587.50	1,587.50
Loans	-	-	24.85	24.85
Others	41.67	-	265.61	307.28
Total	41.67	-	5,576.58	5,618.25
Financial liabilities				
Borrowings	-	-	4,232.21	4,232.21
Lease liabilities	389.14	-	5.95	395.09
Trade payables (including unbilled and accruals)	-	-	217.99	217.99
Others	25.96	-	-	25.96
Total	415.11	-	4,456.15	4,871.26

b Financial Instruments at Fair Value

Particulars	Level 1	Level 2	Level 3	Total
As at 31st March, 2024				
Financial assets				
Investments - In equity instruments	-	-	0.26	0.26
Others	-	77.60	-	77.60
Financial liabilities				
Borrowings	-	9,635.89	-	9,635.89
Lease liabilities	-	907.79	-	907.79
Others	-	-		-
As at 31st March, 2023				
Financial assets				
Investments - In equity instruments	-	-	0.75	0.75
Others	-	39.02	-	39.02
Financial liabilities				
Borrowings	-	4,101.96	-	4,101.96
Lease liabilities	-	351.38	-	351.38
Deferred Income	-	1.82	-	1.82
Others	-	27.91	-	27.91
As at 1st April, 2022				
Financial assets				
Investments - In equity instruments	-	-	0.26	0.26
Others	-	41.67	-	41.67
Financial liabilities				
Borrowings	-	4,232.21	-	4,232.21
Lease liabilities	-	389.14	-	389.14
Deferred Income	-	-	-	-
Others	-	25.96	-	25.96

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(i) Fair Value Hierarchy

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

• Level 1 : Inputs are Quoted (unadjusted) market prices in active markets for identical assets or liabilities. This includes quoted equity instruments, investments in mutual funds that have quoted price.

• Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable. This includes unquoted floating and fixed rate borrowing.

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

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of the financial instruments is determined using discounted cash flow analysis.

(iii) Valuation process

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values.

The main level 3 inputs for security deposits is discounted using risk free rate adjusted for appropriate level of risk premium.

(iv) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, trade payables and cash and cash equivalents are considered to be the same as their fair values, due to their short term nature.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimate.

For other financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair value.

c Fair value of financial assets and liabilities measured at amortized cost

The Management has assessed that fair value of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to their short-term nature. Difference between carrying amount of Bank deposits, other financial assets, borrowings and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented.

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34 Financial Risk Management

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the key management personnel, which is responsible for developing and monitoring the Company's risk management policies. The key management personnel holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analysis the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The board of directors oversee how key management personnel monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

	Exposure arising from	Risk	Measurement	Management of risk
a	Cash and cash equivalents, loans, Financial assets measured at amortized cost.	Credit risk	Aging analysis	Diversification of funds to bank deposits, Liquid funds and Regular monitoring of credit limits.
b	Borrowings and other liabilities	Liquidity risk	Rolling Cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities
c	Borrowed fund at Interest Rate	Market risk	Cash flow forecasting Sensitivity analysis	Regular monitoring to keep the net exposure at an acceptable level.

A Credit risk

Credit risk arises from cash and cash equivalents, instruments carried at amortised cost and deposits with banks, as well as credit exposures to customers including outstanding receivables.

i) Cash and Cash Equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Company generally invests in deposits with banks with high credit ratings assigned by external credit rating agencies; accordingly the Company considers that the related credit risk is low.

ii) Trade receivables

Exposures to credit risk

The Company is exposed to the counterparty credit risk arising from the possibility that counterparties might fail to comply with contractual obligations. This exposure may arise with regard to unsettled amounts.

Credit risk management

Credit risk is managed and limited in accordance with the type of transaction and the creditworthiness of the counterparty. The Company has established criteria for admission, approval systems, authorisation levels, exposure measurement methodologies, etc. The concentration of credit risk is limited due to the fact that the customer base is large.

Age of receivables and expected credit loss

The Company has not provided any expected credit loss allowance based on aging of the days the receivables are due. As a result of which there is no allowance for doubtful debts for the year ended 31/3/2024. The concentration of credit risk is very limited due to the fact that the large customers are mainly government entities and remaining customer base is large and widely dispersed.





B Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors monthly rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried in accordance with standard guidelines. The Company has liquidity reserves in the form of highly liquid assets in the form of cash and cash equivalent, deposit accounts, etc.

C Market risk

Market risk is the risk arising from changes in market prices such as interest rates will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including long term debt. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments. Thus, the exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities.

D Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, USD being its prime foreign currency. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows.

i) Foreign currency risk exposure

The following foreign currency exposures have not been hedged by derivative instruments or otherwise at the balance sheet date:

Nature of Exposure:	Currency	March 31, 2024		March 31, 2023		April 1, 2022	
		In Foreign Currency	In Rs. Lakhs	In Foreign Currency	In Rs. Lakhs	In Foreign Currency	In Rs. Lakhs
Receivables in foreign currency							
- Trade Receivables	USD	64,22,625	5,352.62	7,58,034	622.42	16,93,590.35	1,285.44
- Noncurrent Investments	USD	-	-	-	-	-	-
- Advances to Suppliers	USD	11,06,414	922.09	14,934	12.26	1,21,600.33	92.29
- Advances to Suppliers	EURO	27,640	24.90	-	-	-	-
- Advances to Suppliers	CHF	53,570	49.50	6,748	6.06	-	-
- Advances to Suppliers	GBP	2,869	3.02	-	-	-	-
	USD	75,29,039	6,274.70	7,72,968	634.68	18,15,191	1,377.73
	EURO	27,640	24.90	-	-	-	-
	CHF	53,570	49.50	6,748	6.06	-	-
	GBP	2,869	3.02	-	-	-	-
Payables in foreign currency							
-Trade payables	USD	3,70,431	308.72	5,48,120	45.01	27,392	20.79
-Trade payables	EURO	67,320	60.66	2,64,060	235.73	360	0.30
- Other Payables	USD	1,58,50,000	13,209.39	-	-	-	-
- Advances from Customers	USD	6,82,174	560.13	6,82,174	560.13	-	-
- Advances from Customers	EURO	1,14,835	103.47	-	-	-	-
	USD	1,69,02,605	14,078.24	12,30,295	605.14	27,392	20.79
	EURO	1,82,155	164.12	2,64,060	235.73	360	0.30

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ii) Sensitivity

The sensitivity of profit and loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign forward exchange contracts designated as cash flow hedges.

Particulars	Impact on profit after tax		
	March 31, 2024	March 31, 2023	April 1, 2022
USD Sensitivity			
INR/USD - Increase by 2 % (March 31, 2023 - 2%)*	-146.98	-7.51	27.14
INR/USD - Decrease by 2 % (March 31, 2023 - 2%)*	146.98	7.51	-27.14
EURO Sensitivity			
INR/EURO - Increase by 2 % (March 31, 2023 - 2%)*	-2.78	-4.71	-0.01
INR/EURO - Decrease by 2 % (March 31, 2023 - 2%)*	2.78	4.71	0.01
CHF Sensitivity			
INR/CHF - Increase by 2 % (March 31, 2023 - 2%)*	0.99	0.12	-
INR/CHF - Decrease by 2 % (March 31, 2023 - 2%)*	-0.99	-0.12	-
GBP Sensitivity			
INR/GBP - Increase by 2 % (March 31, 2023 - 2%)*	0.06	-	-
INR/GBP - Decrease by 2 % (March 31, 2023 - 2%)*	-0.06	-	-

* Holding all other variable constant

E Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates and investments. However the company's does not have any borrowings with floating rate of interest.

All of the Company's borrowings are on a fixed rate of interest. The Company has exposure to interest rate risk, arising principally on changes in Marginal Cost of Funds based Lending Rate (MCLR). The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term credit lines besides internal accruals.

The exposures of the Company's financial liabilities at the end of the reporting period are as follows:

Particulars	March 31, 2024	March 31, 2023	April 1, 2022
Fixed rate Borrowings	9,635.89	4,101.96	4,232.21
Floating rate Borrowings	-	-	-

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Notes to Accounts INR in Lakhs

35 Disclosure of dues/ payments to Micro and Small enterprises to the extent such enterprises are identified by the Company

The Management has a process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of Micro and Small Enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006. The Company has not received any claim for Interest from any supplier under the said Act.

	31-Mar-24	31-Mar-23	01-Apr-22
Principal amount and the Interest due there on remaining unpaid as at the end of the accounting year	295.88	805.33	152.86
The amount of interest paid by the Company along with the amount of the payment made to the supplier beyond the appointed day during each accounting year		-	-
The 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 Act		-	-
The amount of interest accrued and remaining unpaid at the end of the year in respect of principal amount settled during the year		-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise		-	-

36 Earnings per share

	31-Mar-24	31-Mar-23	01-Apr-22
Net profit/ (loss) for the year attributed to equity shareholders (Rs.)	6,854.45	118.11	121.76
Weighted average number of equity shares used for calculation of basic earnings per share	1,09,472	1,09,472	1,09,472
Weighted average number of potential equity shares	5,38,456	4,41,502	4,98,965
Earnings per share- Basic (Rs.)	6,261.38	107.89	111.23
Earnings per share - Diluted (Rs.)	1,057.90	21.44	20.01
Face Value per Share	10.00	10.00	10.00

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

Notes to Accounts — INR in Lakhs

37 Auditors Remuneration (Included in Legal and Professional Fees)*

	31-Mar-24	31-Mar-23	01-Apr-22
As Auditors	5.00	3.60	3.25
For other services	4.49	3.13	1.08

(excludes GST / Service tax)*

38 Corporate social responsibility

	31-Mar-24	31-Mar-23	01-Apr-22
(i) amount required to be spent by the company during the year	-	-	-
(ii) amount of expenditure incurred			
(a) Construction/acquisition of any assets	-	-	-
(b) On purpose other than (a) above	36.10	6.00	-
(iii) shortfall/(Excess) at the end of the year	-42.10	-6.00	-
(iv) total of previous years shortfall	-	-	-
(v) reason for shortfall	-	-	-
(vi) nature of CSR activities	Activities specified in Schedule VII of the Act		
(vii) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	Nil	Nil	Nil
(viii) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	Nil	Nil	Nil

39 Contingent Liabilities and Commitments

	31-Mar-24	31-Mar-23	01-Apr-22
Contingent Liabilities			
Bank guarantee	4,267.74	3,800.83	1,488.87

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

Commitments			
Capital Commitment	125.02	19.13	13.99
Other Commitments (Expenditure related to contractual commitments apart from capital commitments)	8,244.93	10,582.58	2,775.44

The Company has not provided for the following Contingent Liabilities:

Name of the Statute	Amount	Nature of Dues	Period to which it relates	Forum where Dispute is Pending
Goods and Services Tax Act, 2017	57.834	Goods and Services Tax	2018-19	J&K State High Court

Considering the facts and nature of the transaction, the Company believes that the final outcome of the above dispute should be in favour of the Company and there should not be any material adverse impact on the financial statement.

40 Value of Imports on CIF basis

	31-Mar-24	31-Mar-23	01-Apr-22
Capital Goods			
Office equipment	7.73	1.34	-
Plant and Machinery	28.78	-	-
Intellectual Property	18,319.08	-	-
Purchases - Hardware, project material	12,832.00	3,885.43	350.64
	31,187.58	3,886.77	350.64

41 Earnings in foreign currency

	31-Mar-24	31-Mar-23	01-Apr-22
Export Sales	20,814.59	1,806.37	41.90

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

Notes to Accounts — INR in Lakhs

42 Expenditure in foreign currency

	31-Mar-24	31-Mar-23	01-Apr-22
Foreign travel expenses	5.33	0.88	-
Royalty fees	1,051.28	766.03	198.95
Others	31.96	-	0.32
	1,088.56	766.92	199.27

43 Managerial Remuneration

	31-Mar-24	31-Mar-23	01-Apr-22
i. Cecilia D'Souza - Director			
Salaries and benefits	11.46	-	-
Contribution to Provident and other funds	0.75	-	-
	12.21	-	-

44 Related Party Disclosures

A Names of related parties and description of relationship

Name of Related Party	Description of Relationship
Tonbo Imaging Private Limited	Enterprise having Substantial Interest
Tonbo Imaging Pte. Ltd., Singapore	Enterprise having Substantial Interest
Tonbo Imaging Inc., USA	Enterprise having Substantial Interest
UAB Tonbo Imaging, Lithuania	Enterprise having Substantial Interest
HBL Power Systems Limited	Associate Company
Arvind Lakshmikumar Kondangi	Key Management Personnel
Ankit Kumar	Key Management Personnel
Cecilia D'Souza	Key Management Personnel





Notes to Accounts — INR in Lakhs

B Summary of transactions during the year with related parties

Name of Related Party	Nature of transactions	31-Mar-24	31-Mar-23	01-Apr-22
Enterprise having Substantial Interest				
a. Tonbo Imaging Private Limited	Sales	53.07	506.75	15.82
	Reimbursement of expenses - receivable	22.06	14.47	13.08
	Reimbursement of expenses - payable	5.45	1.00	8.87
	Purchases of Project Material / Equipment	417.80	700.95	900.69
	Software / Technical support - Payable	1,034.22	1,475.65	
	Sublease rentals - Receivable	31.50	36.00	36.00
	Others (Scrips)	-	-	12.42
	Balances outstanding at the year end - Receiv	1,080.72	870.66	113.79
b. Tonbo Imaging Pte. Ltd., Singapore	Sales	-	-	22.15
	Purchases of Project Material / Equipment	4,882.30	1,167.71	69.61
	Purchases of Intangible Assets	18,319.08		
	Services - Payable	1,051.28	876.40	88.58
	Balances outstanding at the year-end Receiva	-	245.82	1,346.13
	Balances outstanding at the year-end Payable	12,463.03	-	-
c. UAB Tonbo Imaging, Lithuania	Purchases of Project Material / Equipment	1,530.61	1,557.31	0.32
	Balances outstanding at the year-end payable	3.76	235.73	2.29
d. HBL Power Systems Limited	Sales	4,167.79	-	-
	Reimbursement of expenses - payable	25.28		-
	Purchases of Project Material / Equipment	6,841.58	-	-
	Services - Payable	18.04	-	-
	Allotment of Preference Shares	8,667.42	-	-
	Balances outstanding at the year-end Receiva	4.13	-	-
e. Key Management Personnel				
i. Arvind Lakshmikumar	Managerial Remuneration	-	-	-
	Service Payable	17.50	-	-
ii. Cecilia D'Souza	Managerial Remuneration	12.21	-	-
iii. Ankit Kumar	Managerial Remuneration	-	-	-

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

45 Ratio Analysis

	Particulars	31-Mar-24	31-Mar-23	Change in %	Reason for Variance
(i)	Current ratio	1.27	1.17	8.55%	Variance is primarily due to an increase in the inventory being held for on going orders
(ii)	Debt-Equity ratio	0.42	1.37	-69.34%	Variance is due to equity infusion of 132cr to fund the growth of business
(iii)	Debt service coverage ratio	1.85	0.20	825.00%	Variance is due to exponential growth in the business and profits
(iv)	Return on equity ratio	0.53	0.04	1225.00%	Variance is due to exponential growth in the business and profits
(v)	Inventory turnover ratio	5.66	3.60	57.22%	Variance is due to a 4 fold increase in the revenues in the current year, while the inventory position did not proportionately
(vi)	Trade receivables turnover ratio	6.35	3.30	92.42%	Variance is due to a 4 fold increase in the revenues in the current year, while the trade receivable position did not proportionately
(vii)	Trade payables turnover ratio	11.93	5.46	118.50%	Variance is due to a 4 fold increase in the revenues in the current year, while the trade payables position did not proportionately
(viii)	Net capital turnover ratio	3.29	3.30	-0.30%	
(ix)	Net profit ratio	16%	1%	1320.17%	Variance is due to minimal increase in cost of goods sold and other operating expenses compared to increase in sales.
(x)	Return on capital employed	0.44	0.29	54.27%	The increase is due to the increase in sales as compared to the previous year.
(xi)	Return on investment	0.30	0.04	714.18%	The increase is due to the increase in profits as compared to the previous year.

No comments are given where the % change is less than 5%

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

46 First time adoption of Ind AS

The adoption of Ind AS is carried out in accordance with Ind AS 101 on April 1, 2022 being the transition date. Ind AS 101 requires that all Ind AS standards that are issued and effective for the year ending March 31, 2024, be applied retrospectively and consistently for all the periods presented. However, in preparing these financial statements, the Company has availed of certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and previous GAAP have been recognised directly in equity at the transition date.

In these financial statements, the Company has presented three balance sheets - as of March 31, 2024, March 31, 2023 and April 1, 2022. The Company has also presented two statements of profit and loss, two statements of changes in equity and two statements of cash flows for the year ended March 31, 2024 and March 31, 2023 along with the necessary and related notes.

Ind AS 101 allows first-time adopters certain optional exemptions and mandatory exceptions from the retrospective application of certain requirements under Ind AS.

Optional exemptions

Deemed cost for Property and Plant and Equipment.

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.
Accordingly, the Company has opted to measure all of its property, plant and equipment at their previous GAAP carrying value.

Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at Fair Value on the basis of the facts and circumstances at the date of transition to Ind AS. The company has elected to apply cost as the fair value of its investments in Equity Instruments.

Mandatory exceptions to retrospective application of other Ind AS

Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Previous GAAP (after adjustments to reflect any differences in accounting policies) unless there is an objective evidence that those estimates were in error.

The Company has not made any changes to estimates made in accordance with Previous GAAP. Ind AS 109 - Financial Instruments (Derecognition of previously recognized Financial Assets/ Financial Liabilities).An entity shall apply the derecognition requirements in Ind AS 109 prospectively for the transactions occurring on or after date of transition to Ind AS. The Company has no Derecognition of previously recognized Financial Assets/ Financial Liabilities and it has applied the derecognition requirements prospectively.

Ind AS 109 "Financial Instruments" (Classification and Measurement of Financial Assets/ Financial Liabilities)

Classification and measurement of Financial Instruments shall be made on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

The Company has evaluated the facts and circumstances existing on the date of transition to Ind AS for the purpose of classification and measurement of Financial instruments and accordingly has classified and measured financial instruments on the date of transition.

Ind AS 109 "Financial Instruments" (Impairment of Financial Assets):

Impairment requirements under Ind AS 109 should be applied retrospectively based on reasonable and supportable information that is available on the date of transition without undue cost or effort.

The Company has not recognised any impairment of financial asset during the year.

Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year.

Retained earnings

Retained earnings as at April 1, 2022 has been adjusted consequent to the above Ind AS transition adjustments.

Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

TONBO IMAGING INDIA PRIVATE LIMITED

Notes to Accounts

INR in Lakhs

Balance Sheet Reconciliation as of April 1, 2022

	Regrouped IGAAP	Ind AS Adjustment	Ind AS
ASSETS			
Non-current assets			
Property, plant and equipment	176.46	-	176.46
Capital work-in-progress	100.99	-	100.99
Intangible assets	0.14	389.14	389.28
Financial assets	-	-	-
Investments	0.26	-	0.26
Loans	-	-	-
Other financial assets	59.44	233.67	293.11
Other non-current assets	13.17	-	13.17
Total non-current assets	350.45	622.82	973.27
Current assets			
Inventories	1,427.23	-	1,427.23
Financial assets			-
Investments	-		-
Trade receivables	1,752.78	-	1,752.78
Cash and bank balances	3,798.54	-265.46	3,533.09
Loans	24.85	-	24.85
Other financial assets	-	14.17	14.17
Other current assets	1,023.55	15.70	1,039.25
Total current assets	8,026.95	-235.59	7,791.37
Total assets	8,377.41	387.23	8,764.64
EQUITY AND LIABILITIES			
Equity			
Equity share capital	1,445.60	-	1,445.59
Other equity	1,414.01	21.85	1,435.87
Total Equity	2,859.61	21.85	2,881.47
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	206.31	-	206.31
Lease Liabilities	-	389.14	389.14
Other financial liabilities	30.00	-4.04	25.96
Deferred Tax assets(net)	-19.91	7.68	-12.23
Provisions	288.84	-31.04	257.79
Total non-current liabilities	505.24	361.74	866.98
Current liabilities			
Financial liabilities			
Borrowings	4,025.91	-	4,025.91
Lease Liabilities	5.95	-	5.95
Trade payables		-	-
Total outstanding dues of micro enterprises and small enterprises	152.86	-	152.86
Total outstanding dues of creditors other than micro enterprises and small enterprises	65.13	-	65.13
Other financial liabilities	-	-	-
Provisions	18.81	-	18.81
Current tax liabilities (Net)	-	-	-
Other current liabilities	743.91	3.64	747.55
Total current liabilities	5,012.56	3.64	5,016.20
Total liabilities	5,517.80	365.38	5,883.18
Total equity and liabilities	8,377.41	387.22	8,764.64

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

Balance Sheet Reconciliation as of March 31, 2023

	Regrouped IGAAP	Ind AS Adjustment	Ind AS
ASSETS			
Non-current assets			
Property, plant and equipment	310.57	-0.00	310.57
Capital work-in-progress	-	-	-
Intangible assets	1,073.58	-0.00	1,073.58
Right-of-use assets		329.27	329.27
Financial assets		-	-
Investments	0.75	-	0.75
Loans	-	-	-
Other financial assets	54.12	1,042.04	1,096.16
Deferred Tax assets(net)		-	
Other non-current assets	85.02	12.88	97.90
Total non-current assets	1,524.04	1,384.20	2,908.23
Current assets			
Inventories	3,958.59	-	3,958.59
Financial assets		-	
Investments	-	-	-
Trade receivables	4,115.99	-	4,115.99
Cash and bank balances	5,036.45	-1,066.44	3,970.01
Loans	24.85	-	24.85
Other financial assets		9.45	9.45
Current tax assets (Net)		-	-
Other current assets	2,122.97	0.01	2,122.97
Total current assets	15,258.85	-1,056.99	14,201.86
Total assets	16,782.89	327.21	17,110.10
EQUITY AND LIABILITIES			
Equity			
Equity share capital	1,439.62	-	1,439.62
Other equity	1,531.19	20.87	1,552.05
Total Equity	2,970.81	20.87	2,991.68
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	270.57	1.26	271.82
Lease Liabilities	-	306.77	306.77
Other financial liabilities	30.00	-2.09	27.91
Provisions	945.89	-74.58	871.31
Deferred tax liabilities (Net)	-3.92	7.35	3.43
Other non-current liabilities			-
Total non-current liabilities	1,242.53	238.71	1,481.24
Current liabilities			
Financial liabilities			
Borrowings	3,808.93	21.20	3,830.13
Lease Liabilities	-	44.61	44.61
Deferred Income		1.82	1.82
Trade payables		-	
Total outstanding dues of micro enterprises and small enterprises	805.61	-	805.61
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,055.18	0.00	2,055.18
Other financial liabilities	-	-	-
Provisions	18.53	-	18.53
Current tax liabilities (Net)		-	-
Other current liabilities	5,881.29	-	5,881.29
Total current liabilities	12,569.54	67.64	12,637.18
Total liabilities	13,812.07	306.34	14,118.42
Total equity and liabilities	16,782.89	327.21	17,110.10





TONBO IMAGING INDIA PRIVATE LIMITED

Notes to Accounts

INR in Lakhs

Reconciliation of Statement of profit and loss for the year ended March 31, 2023

Particualrs	Regrouped IGAAP	Ind AS Adjustment	Ind AS
Income			
Revenue from operations	9,682.82	-	9,682.82
Other Income	198.45	4.49	202.94
Total Income	9,881.27	4.49	9,885.77
Expenses			
Cost of materials consumed	7,078.66	0.00	7,078.66
Changes in inventories of finished goods and work-in-progress	-1,198.01	-0.00	-1,198.01
Employee benefits expense	523.80	-1.91	521.90
Finance costs	621.54	74.41	695.95
Depreciation and amortization expense	99.19	59.87	159.06
Other expenses	2,429.28	-128.48	2,300.79
Total expenses	9,554.46	3.88	9,558.34
Profit/(loss) before exceptional items and tax	326.81	0.61	327.42
Exceptional Items	190.73		190.73
Profit/(loss) before tax	136.08	0.61	136.69
Tax expense.			
Current tax	22.72		22.72
MAT Credit	-19.79	-	-19.79
Deferred tax	15.98	-0.33	15.65
Profit (Loss) for the period from continuing operations	117.18	0.93	118.11
			-
Profit/(loss) from discontinued operations	-		-
Tax expense of discontinued operations	-		-
Profit/(loss) from Discontinued operations (after tax)	-		-
			-
Profit for the year, net of Tax	117.18	-7.98	118.11
Other Comprehensive Income			
i) Items that will not be reclassified to profit or loss	-	-2.57	-2.57
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-0.67	-0.67
			-
Other Comprehensive Income for the year	-	-1.90	-1.90
			-
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)	117.18	-9.88	116.21
Earnings per equity share (for continuing operation):			-
Basic Earning per share of Face Value of Rs.. 10 each	107.04		107.89
Diluted Earning per share of Face Value of Rs.. 10 each	19.26		21.44
			-

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

Notes to Accounts INR in Lakhs

Equity Reconciliation

Particulars	31-03-2023	01-04-2022
Total equity (Shareholders' funds) under previous GAAP	2,970.81	2,859.61
Ind AS adjustments:		
Add /(Less): Deferred tax effects of Adjustments	-7.36	-7.68
Add / (Less): Recognition of lease liability and right to use asset	-22.10	-16.50
Add / (Less): Recognition of security deposit on amortised cost	-14.43	
Add / (Less): Recognition of Prepaid Lease Rent	12.45	14.72
Add / (Less): Recognition of EMD	-0.52	-1.13
Add / (Less): Recognition of Prepaid Exepense -EMD	0.43	0.98
Add / (Less): Recognition of Deferred Rental Income	-1.82	-3.64
Add / (Less): Recognition of Security Deposit (Sub-lease)	2.09	4.04
Add / (Less): Recognition of Provision for Warranties	74.58	31.04
Add / (Less): Recognition of Non Current Secured debentures	-1.26	-
Add / (Less): Recognition of Current Secured debentures	-21.20	-
Total Equity (Shareholders' funds) as per Ind AS	2,991.67	2,881.46

Notes to Reconciliation

Deferred tax

Under previous GAAP, deferred taxes were recognised for the tax effect of timing differences between accounting income and taxable income for the year i.e., income statement approach. However, under Ind AS - 12 "deferred taxes" are computed for temporary differences between the carrying amount of an asset or liability in the balance sheet and the respective tax base i.e. balance sheet approach.

Remeasurement of gratuity recognised in other comprehensive income

Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability / asset and are recognised in other comprehensive income. Under previous GAAP, actuarial gains and losses were recognised in statement of profit and loss.

Right-of-use asset

Ind AS 116 requires a lessee to recognise assets and liabilities for all leases subject to recognition exemptions.

Thus, Right-of-use asset is recognised at cost which includes present value of lease payments adjusted for any payments made on or before the commencement of lease and initial direct cost, if any. It is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. Right-of-use asset is depreciated using the straight-line method from the commencement date over the earlier of useful life of the asset or the lease term

Similarly, Lease liability is recognised at present value of lease payments that are not made at the commencement of lease. Lease liability is subsequently measured by adjusting carrying amount to reflect interest, lease payments and remeasurement, if any.

Fair valuation of security deposits

Under the previous GAAP, the Company had accounted for security deposits at the undiscounted value. In contrast, Ind AS requires that where the effect of time value of money is material, the amount of security deposits should be the present value of the amount expected to be received. The difference arising out of such discounting as at the date of transition has been adjusted against retained earnings.

Expected credit loss

Under the previous GAAP, the Company use to measure provision on doubtful debts based on estimate. Ind AS requires that the company to recognises a loss allowance based on lifetime ECLs at each reporting date However, the Company has not created a provision for doubtful debts in current Financial year. As a result of it, there is no ECL recognised by the Company.

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

Notes to Accounts INR in Lakhs

47 Taxation

a) Current Tax:
The Company has calculated its tax liability after considering the provisions of law relating to New Tax Regime under section 115BAA as per the Provisions of Income Tax Act 1961. Hence the provisions of Minimum Alternative Tax (MAT) are not applicable from Financial year 2023-24. The Income tax provision for the year is included under the head ' Current Liabilities - Provisions '.

b) Transfer Pricing
The Finance Act, 2001, has introduced, with effect from assessment year 2002-03 (effective April 1, 2001), detailed Transfer Pricing regulations for computing the income from 'international transactions' between 'associated enterprises' on an 'arm's length' basis. These regulations, inter alia, also require the maintenance of prescribed documents and information including furnishing a report from an Accountant within the due date of filing the Return of Income.

The Management is of the opinion that its international transactions with associated enterprises are at arm's length and accordingly the aforesaid legislation will not have any impact on the financial statements, particularly on the tax liability.

48 Additional regulatory information

a The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Term loans were applied for the purpose for which the same were obtained.

b The Company has not been declared wilful defaulter by any bank or financial institution or government or any

c The Company has no transactions with the companies struck off under Companies Act, 2013.

d The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

e There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

f The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

g The Company does not hold any Immovable properties. The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

h The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Group does not have any CICs, which are part of the Group.

i The Company has not made any investments and hence compliance with respect to number of layers prescribed under section 2(87) of the Companies Act, 2013 read with Companies (Restriction of number of layers) Rules, 2017 is not applicable.

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

Tonbo Imaging India Private Limited BANGALORE

j **Utilisation of borrowed funds and share premium**

(A) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

i) 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

ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of

ii)) provide any guarantee, security or the like on behalf of the ultimate beneficiaries."

k There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

l The Company has obtained working capital limit on the basis of security of current assets from bank and the quarterly returns / statements filed by the company are materially in agreement with the books of accounts.

m The Company has not granted any loans or advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

n No proceedings have been initiated on or are pending against the Company under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.

49 Previous year's figures have been re-grouped / re-classified wherever considered necessary.

For Kalyanasundaram and Associates
Chartered Accountants
Firm Registration No. 005455S

KALYANASUNDARAM & ASSOCIATES CHARTERED ACCOUNTANTS

K. M. RANJITH
Partner
Membership No.: 219645

Place: Bangalore
Date: May 24, 2024

For and on behalf of the Board of Directors

ANKIT KUMAR
Managing Director
DIN: 02953852

Place: New Delhi
Date: May 24, 2024

CECILIA D'SOUZA
Director
DIN: 06380429

Place: Bangalore
Date: May 24, 2024

ANKITA AGARWALLA
Company Secretary
Membership No: A61777

Place: Bangalore
Date: May 24, 2024

SIVASHANKAR T S
Chief Financial Officer

Place: Mumbai
Date: May 24, 2024

Tonbo Imaging India Private Limited BANGALORE

DIRECTORS' REPORT

Dear members,

Your Directors are pleased to present the 21st Annual Directors' Report of Tonbo Imaging India Private Limited (the "Company") along with the audited financial statements for the financial year ended 31st March 2024.

1. Financial results

(Rs in Million)

Year ended March 31,	**2024**	**2023**
Sales	4,281.89	968.28
Other Income	40.27	22.67
Total Revenue	**4,322.16**	**990.95**
Cost of Sales	3,165.09	870.33
Operating Profit / (Loss)	**1,157.07**	**120.62**
Finance Costs	72.92	73.18
Depreciation	133.95	15.91
Exceptional item	4.05	19.07
Profit / (Loss) before tax	**946.15**	**12.46**
Tax Expenses	260.38	1.54
Profit / (Loss) after Tax	**685.77**	**10.92**
Balance of Profit / (Loss) brought forward from the previous year	112.04	116.50
Amount available for appropriation	**797.81**	**127.38**
Appropriations		
Proposed dividend on equity shares	-	-
Tax on proposed dividend	-	-
Transfer to Capital redemption reserve	-	0.60
Transfer to Debenture Redemption Reserve	16.85	14.74
Surplus / (deficit) carried to the Balance Sheet	**780.96**	**112.04**

2. Company's Performance

The Company's Total Revenue increased to Rs. 4,322.15 Million from Rs. 990.95 Million in the previous year, at a growth rate of 336 percent. The operating profit increased by 859 percent to Rs. 1,157.07 Million (26.77% of total revenue) from Rs. 120.62 Million (12.17 % of total revenue). The profit after tax increased over sixty folder to Rs. 685.77 Million (15.87 % of total revenue) from Rs. 10.92 Million (1.10 % of total revenue) in the previous year.

3. Dividend

The Directors have not recommended any distribution of dividend.

4. Business Highlights

Your Company continues to bid on capital and revenue programs of the Armed Forces. It has executed contracts for various commands and paramilitary forces.

For the year 2023-24, the Company has surpassed all expectations and achieved revenues that grew over three-fold of our previous year revenues, of which over 50% of the product sales were exports. The Company had a healthy mix of domestic and international revenue with sales of products across tactical and platform systems. In the first quarter of the year, the company bagged its largest order to date, worth USD 55 Million, to supply surveillance, reconnaissance and targeting systems to a European customer. About 40% of the order was delivered this year and the systems have been operational on the field.

The Company has also started delivering on the production orders for electro-optic sighting systems on the platform programs. The Company has also made significant wins on multiple NATO procurements with early pilot systems delivered to various customers during the year. The Company's orderbook during the year grew three fold compared to the preceding twelve months and we are on track to growing the Company's revenue by over 30% in the coming year. The Company's diversified product portfolio has also contributed to improving gross margins and net profitability.

5. Transfer of reserves

The Company has transferred funds to the reserves for the financial year ended March 31, 2024 as follows:

S No.	Particulars	Rs. Million
1.	Transfer to Debenture Redemption Reserve	16.85

6. Information about Subsidiary/ Associate/ Joint Venture Companies

The Company has no subsidiary companies as on 31st March 2024. There are two associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries / associate companies.

The details are as follows:

Sl. No.	Name	Status Subsidiary/ JV/ Associate Company	Date of becoming Subsidiary / JV/ Associate Company	Date of ceasing as Subsidiary/ JV/ Associate Company
1	Tonbo Imaging Private Limited	Associate Company	28 Dec 2012	-NA-
2	Tonbo Imaging Pte Ltd, Singapore	Associate Company	15 Jan 2019	-NA-
3	MEIL ICOMM Tonbo Tech Private Limited	Joint Venture	22 Oct 2020	-NA-
4	HBL Tonbo Private Limited	Joint Venture	12 Sep 2022	18 April 2023

7. Transfer of unclaimed Dividends

There were no dividends declared or paid during the previous year and accordingly the provisions of Section 125 of the Companies Act 2013 do not apply.

8. Material Changes and Commitments

No material changes and commitments affecting the financial position of the Company occurred during the year to which these financial statements relate on the date of this report.

9. Annual Return

Annual Return of the Company for the financial year 2023-24 shall be filed in Form MGT-7 with the Registrar of Companies. Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 require companies to upload the Annual Return on their website. However, since the Company does not have a website, the members may

procure a copy of the Annual Return filed with the Registrar of Companies by sending a request in this behalf to the registered office of the Company.

10. Meetings of the Board of Directors:

During the year, 12 (twelve) meetings of the Board of Directors were held in compliance with Section 173 of Companies Act, 2013.

The details of meetings of the Board and Committees thereof held during the year are furnished below:

Sl. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	11/04/2023	Three	Three
2.	24/05/2023	Three	Three
3.	28/06/2023	Three	Three
4.	29/06/2023	Three	Three
5.	18/07/2023	Five	Five
6.	21/07/2023	Five	Five
7.	31/10/2023	Five	Five
8.	14/12/2023	Five	Five
9.	02/02/2024	Five	Four
10.	05/02/2024	Five	Three
11.	04/03/2024	Five	Three
12.	20/03/2024	Five	Four

Video and teleconferencing facilities are also used to facilitate directors travelling or at other locations to participate in the meetings.

11. Board of Directors and Key Managerial Personnel

Mr. Arvind Lakshmikumar, Mr. Amit Dilip Shah, Ms. Cecilia D'Souza and Mr. Sai Ram Edara continue as Directors of the Company. Mr. Ankit Kumar continues as the Managing Director of the Company.

Ms. Ankita Agarwalla was appointed as the Company Secretary to replace Ms. Sadhana Inderchandji.

12. Declaration from Independent Directors

The provisions of Section 149 for appointment of Independent Directors do not apply to the Company.

13. Director's Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors hereby confirms that:

(i) in the preparation of the Annual Accounts of the Company, the applicable accounting standards have been followed along with proper explanation relating to material departures.

(ii) they 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 or loss of the Company for that period.

(iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for detecting frauds and other irregularities.

(iv) The accounts of the Company are prepared on a going concern basis.

(v) Company being unlisted sub clause (e) of section 134(3) is not applicable.

(vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. Compliance With Secretarial Standards

The Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

15. Auditors And Report Thereon

M/s. Kalyanasundaram and Associates, Chartered Accountants (ICAI Firm Registration No. 005455S) have been appointed as Statutory Auditors of the Company for five years up to the conclusion of the 24th AGM of the Company to be held in the year 2027.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Auditors Report and Notes on financial statements for the financial year ended, 31st March, 2024 form part of this Annual Report and are self-explanatory.

16. Loans, Guarantees and Investments

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

17. Deposits

The Company has not accepted any deposits from public during the period under review. Further, there was no outstanding deposit and/or unpaid or unclaimed principal amount or interest against any deposit either at the beginning or at the end of the Financial Year 2023-24.

18. Issue of Equity Shares with Differential Rights:

During the year, the Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.

19. Related Party Transactions

None of the transactions with related parties falls under the scope of Section 188(1) of the Act.

All related party transactions entered during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large and approval of the Board of Directors and shareholders were obtained wherever required.

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure II** in Form **AOC-2** and the same forms part of this report.

20. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo

a. Conservation of energy, technology absorption:

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013, in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

b. Foreign exchange earnings and outgo during the year:

Rs. In Million

Year ended March 31,	2024	2023
Foreign exchange earnings	2,081.46	180.64
Foreign exchange outgo (including capital goods, software, purchases, travel, etc)	3,227.61	465.37

21. Risk Management

The Board of Directors of the Company is responsible for implementing and monitoring the risk management policy including financial risks and controls for the Company and ensuring its effectiveness. Major risks identified are systematically addressed through mitigating actions on a continuing basis.

22. Share Capital

(i) Authorised Share Capital

During the financial year, the authorised share capital of the Company was increased from INR 17,20,80,000/- to INR 62,97,75,000/- as mentioned below:

(i) INR 47,50,000 divided into 475,000 Equity shares of INR 10/- each,
(ii) INR 12,50,000 divided into 125,000 Preference Shares of INR 10/- each,
(iii) INR 14,60,80,000 divided into 160,000 Preference Shares of INR 913/- each
(iv) INR 2,00,00,000 divided in to 2,00,000 Preference shares of INR 100/- each.
(v) INR 45,76,95,000 divided into 45,000 Preference Shares of INR 10,171/- each

(ii) Paid-up Share Capital:

During the financial year, the paid-up share capital of the company increased to INR 61,14,28,782/- as mentioned below:

(i) INR 29,89,140 divided into 2,98,914 Equity shares of INR 10/- each,
(ii) INR 9,61,730 divided into 96,173 Series A Preference Shares of INR 10/- each
(iii) INR 14,00,08,550 divided into 153,350 Series B Preference Shares of INR 913/- each
(iv) INR 3,044 divided into 3044 Series B1 Preference Shares of INR 10/- each, INR 1/- paid up.
(v) INR 1,12,15,600 divided into 1,12,156 Series C Preference Shares of INR 100/- each [Refer Notes i. and ii. below]
(vi) INR 45,62,50,718 divided into 44,858 Series C1 Preference Shares of INR 10,171/- each [Refer Note iii. below]

*Notes:

i. The Company allotted 64,700 Series C Preference shares of INR 100/- each on 11th April 2023
ii. The Company allotted 47,456 Series C preference Shares of INR 100/- each on 21st July 2023

iii. The Company allotted 44,858 Series C1 Preference Shares of INR 10,171/- on 31st March 2024.

a. Buy back of securities:

During the financial year, no shares were bought back by the Company.

b. Sweat Equity:

The Company has not issued any Sweat Equity Shares during the year under review.

c. Bonus shares:

No Bonus Shares were issued during the year under review.

d. Employees stock option plan:

The particulars of employees' stock options have been disclosed in the financial statements.

23. Debentures

The Company has raised INR 30,00,00,000/- (Rupees Thirty Crores) by issuing 600 secured, redeemable, unrated and unlisted non-convertible debentures to Blacksoil India Credit Fund and Blacksoil India Credit Fund II on Preferential basis by way of Private Placement.

24. Court Orders

There were no orders passed by the regulators or courts or Tribunals impacting the going concern status and Company's operation.

25. Disclosure of Composition of Audit Committee and Providing Vigil Mechanism

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are not applicable to the Company.

26. Corporate Social Responsibility

Pursuant to the provisions of Section 135 of the Companies Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 and Amendment thereof, the Company has formulated a CSR policy and the same forms part of this report as **Annexure III**.

27. Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition, And Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace.

The Company has not received any complaint on sexual harassment during the financial year.

28. Details of Application / Proceeding pending under the Insolvency and Bankruptcy Code, 2016

No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

29. Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof:

The Company has not made any one-time settlement during the year under review. Hence, no disclosure is required.

30. Internal Control

The Company has a proper and adequate system of internal control to ensure all the assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, regarded and reported correctly.

The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

31. Acknowledgements

Your directors thank the government authorities, banks, customers, vendors and shareholders for their continued support for your Company's growth.

Your directors place on record sincere appreciation of the contribution made by the employees at all levels, who, through their competence, hard work, solidarity and support have enabled the Company to undertake its operations.

For and on behalf of the Board of Directors



Ankit Kumar
Managing Director
DIN: 02953852

Date: May 24, 2024
Place: New Delhi



Cecilia D'Souza
Director
DIN: 06380429

Date: May 24, 2024
Place: Bangalore

ANNEXURE II

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 arm's length transactions under third proviso thereto.

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

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

(Rs. In Million)

Name(s) of the Related Party	Nature of Relationship	Nature of Contracts/ Arrangements/ Transactions	Duration of the Contracts/ Arrangements/ Transactions	Salient Terms of the Contracts/ Arrangements/ Transactions including the value, If any	Date(s) of approval by the Board, if any	Amount paid as Advances, if any
Tonbo Imaging Private Limited	Enterprise Having Substantial Interest	Sales	-	5.31	-	-
		Purchases	-	41.78		
		Services receivable	-	3.15		
		Technical Support Services payable	-	103.42		
Tonbo Imaging Pte. Ltd, Singapore	Enterprise Having Substantial Interest	Purchase of project material / equipment	-	488.23		
		Purchase of Intangible assets	-	1,831.91		
		Services payable	-	105.13		
UAB Tonbo Imaging, Lithuania	Enterprise Having Substantial Interest	Purchases of Project Material / Equipment	-	153.06		
HBL Power Systems Ltd	Enterprise having Substantial Interest	Sale	-	416.78		
		Purchases of Project Material / Equipment	-	691.93		
		Services payable	-	1.80		

For and on behalf of the Board of Directors

Ankit Kumar
Managing Director
DIN: 02953852

Date: May 24, 2024
Place: New Delhi

Cecilia D'Souza
Director
DIN: 06380429

Date: May 24, 2024
Place: Bangalore

ANNEXURE III

1. A brief outline of the Company's CSR Policy, including overview of the projects or programs proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programs is included in Exhibit 1.

2. The Composition of the CSR Committee. Refer Exhibit 1

3. Average Net profit of the company for last three financial years

Rs. In Million

Sl.No.	For the year	Net Profit
1	2020-21	6.12
2	2021-22	12.81
3	2022-23	12.46
	Total	31.39
	Average Net Profit	10.46

4. Prescribed CSR Expenditure (Two Percent of the amount as in item 3 above): Nil

5. Details of the CSR spent during the financial year
   (a) Total amount to be spent for the financial year: Rs. 3.61 Million
   (b) Amount unspent: NA
   (c) Manner in which the amount spent during the financial year is detailed below.

Rs. In Million

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR project or activity identified	Sector in which the project is covered	Project or Programs (i) Local area or other (ii)Specify the state and district where projects or programs were undertaken	Amount out lay (budget) project or program wise	Amount spent on the projects or programs Sub Heads: (i) Direct Expenditure on projects or programs (ii) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency.
1	Children's Education	NA	Bangalore, Karnataka	Nil	i. 3.61 ii. Nil	4.21	Direct
2	-						
3	-						
	Total			-	3.61	4.21	

** Give details of the implementing agency

6. In case the company has failed to spend the two percent of the average net profit of the last three years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report.

   The Company is not falling under the CSR criteria under section 135 of Companies Act 2013, so not applicable.

7. A responsibility statement of the CSR Committee that implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the company.

For and on behalf of the Board of Directors

Ankit Kumar
Managing Director
DIN: 02953852

Date: May 24, 2024
Place: New Delhi

Cecilia D'Souza
Director
DIN: 06380429

Date: May 24, 2024
Place: Bangalore

Exhibit 1

CSR POLICY

1. Philosophy

TONBO IMAGING INDIA PRIVATE LIMITED intent to pursue initiatives for social contributions that focus on the Environment, Healthcare, Sanitation, Traffic Safety, Education and Youth & Women Empowerment. We aim to become a company that is admired and trusted by society by ensuring that all employees recognize and put into practice our Corporate Social Responsibility (CSR) Policy.

2. CSR Committee

To coordinate, promote and monitor the CSR initiatives, a CSR Committee will comprise of the following members:

1. Mr. Arvind Lakshmikumar Kondangi
2. Mr. Ankit Kumar
3. Ms. Cecilia D'Souza

The CSR Committee will deliberate and report on the following topics, to the Board:

- Basic corporate policy for contributing to the sustainable development of society.
- Direct CSR activities.
- Significant issues concerning social contribution and environmental matters.

3. CSR Policy

CSR policy of the Company would primarily focus towards

1. The following broad areas:
   a. Enhancing environmental and natural resources;
   b. Supporting rural development;
   c. Promoting education;
   d. Providing preventive healthcare,
   e. Providing sanitation and drinking water;
   f. Creating livelihoods for people, especially those from disadvantaged sections of society, in rural and urban India;
   g. Preserving and promoting sports;

h. Skill building and vocational training, Enhance employability of rural youths;
i. Enhancing Road safety by planning & implementing projects, directly or indirectly

2. Pursuing CSR Programs primarily in areas that fall within the economic vicinity of the Company's operations to enable close supervision and ensure maximum development impact. However it may also encompass wider geographies.

4. Implementation

The Company will pursue CSR Programs through Company personnel or through external implementing agencies or through Non-Governmental Organizations or Trusts or any other appropriate organizations / agencies as deemed fit by the CSR committee.

5. Governance & CSR Expenditure

1. The CSR Committee shall cause to make appropriate processes and reports to govern the implementation of the CSR Plans within specified budgets and timeframes to such persons or bodies as it may deem fit.

2. The CSR Committee shall review the implementation of the CSR Programs once a quarter or any other periodicity as they deem fit and issue necessary directions from time to time to ensure orderly and efficient execution of the CSR Programs in accordance with this Policy.

3. At the end of every financial year, the CSR Committee will submit its report to the Board.

4. The CSR Committee shall consider the requirements of the Companies Act 2013, while preparing the budget for CSR expenditure for the respective year.