



NEUEON TOWERS LIMITED

Date: December 09, 2024

To

The Listing Compliance Department

M/s. BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip code: **532887**

Dear Sir/Madam,

SUB: ANNUAL REPORT (FY 2023-24)

Ref: Regulation 34(I)(a) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

With reference to the above-cited subject, we hereby submit the Annual Report of the Company for the year ended March 31, 2024 along with the Notice convening the 17th Annual General Meeting ("AGM") scheduled to be held on Tuesday, December 31, 2024 at 11:30 p.m. through Video Conferencing, in accordance with relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

In compliance with the aforesaid circulars, the Annual Report along with the Notice of the AGM has been dispatched on December 9, 2024 (i.e. today) by email to those shareholders whose e-mail address is registered with the Company/ Depository, as on December 06, 2024. Notice of AGM and Annual Report link: <https://www.neueon.in/financial>.

Kindly take the same on record and suitably disseminate it to all concerned.

Thanking you,

Yours sincerely,

For Neueon Towers Limited

Sudheer Rayachoti

Managing Director

DIN: 01914434

Encl: A/a.

 **Regd. Office:**
Survey No.321, Turkala Khanapur(V),
Hatnur (M), Medak Dist. Telangana-502201

 **Corp & Admin. Office :**
#24, Nagarjuna Hills, Punjagutta,
Hyderabad, Telangana-500082

17TH ANNUAL
REPORT
2023 - 2024



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NEUEON TOWERS LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sudheer Rayachoti (DIN: 01914434)	-	Chairman & Managing Director (w.e.f. 06.11.2024)
Mr. PV Santharam Seranyan (DIN: 07536846)	-	Wholetime Director (w.e.f. 02.12.2024)
Mrs. Anupama Govardhanagiri (DIN: 02328744)	-	Non-Executive Director (Independent) (w.e.f. 11.11.2024)
Mr. Neelapala Muneyya (DIN: 00034504)	-	Non-Executive Director (Independent) (w.e.f. 11.11.2024)
Mr. Purusothama Reddy Marrikunta (DIN: 08466889)	-	Non-Executive Director (Independent) (w.e.f. 02.12.2024)
Mr Srinivasa Raju Gottumukkala (DIN: 00132249)	-	Managing Director (Resigned w.e.f. 06.11.2024)
Mr Venkata Bhaskara Rao Maddala (DIN: 01526381)	-	Independent Director (Resigned w.e.f. 06.11.2024)
Mr Lanka Visweswar Rao (DIN: 02754292)	-	Independent Director (Resigned w.e.f. 06.11.2024)
Mr Hanumantha Rao Sandepudi (DIN: 00118801)	-	Non-Executive Director (Deceased w.e.f. 15.09.2022)

CHIEF FINANCIAL OFFICER

Mr. V Naveen Babu (w.e.f. 02.12.2024)

COMPANY SECRETARY

Mr. Subrat Sahoo (w.e.f. 02.12.2024)

STATUTORY AUDITORS

M/s., RPSV & Co.
Chartered Accountants,
H. No. 8-3-319/8/6A/7, Flat No.7, 2nd Floor
Rubby Apartments, Saradi Studio Lane,
Sarswati Nagar, Padala Ramareddy Colony,
Yellareddyguda, Hydrabad- 500073, Telangana

SECRETARIAL AUDITORS

M/s. SI & Associates
Company Secretaries,
6-3-634, 3rd Floor,
Green Channel Apartment,
Khairtabad, Hyderabad,
Telangana 500004

REGISTERED OFFICE

Survey No. 321, Turkala Khanapur Village,
Hatnur Mandal, Hyderabad,
Medak District, Telangana-502201
Mobile No. +91 83380-16297
E-mail: cs@neueon.in

CORPORATE & ADMIN OFFICE

#24, Nagarjuna Hills, Punjagutta,
Hyderabad, Telangana-500082

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Bigshare Services Pvt. Ltd
306, Right Wing, 3rd Floor, Amrutha Ville,
Opp.Yashoda Hospital, Somajiguda,
Rajbhavan Road, Hyderabad – 500082.
E-mail: bsshyd1@bigshareonline.com

LISTING OF SECURITIES

1. M/s. BSE Limited (BSE)
2. M/s. National Stock Exchange of India Ltd (NSE)

CIN : L40109TG2006PLC049743 **BANKERS / LENDERS**
WEBSITE : www.neueon.in Bank of India
INVESTORS EMAIL ID : cs@neueon.in

BOARD COMMITTEES:

Audit Committee	Mr. Purusothama Reddy Marrikunta	Chairman
	Mr Sudheer Rayachoti	Member
	Mr. Muneyya Neelapala	Member
	Mrs. Anupama Govardhanagiri	Member
Nomination and Remuneration Committee	Mrs. Anupama Govardhanagiri	Chairperson
	Mr. Muneyya Neelapala	Member
	Mr. Purusothama Reddy Marrikunta	Member
Stakeholders Relationship Committee	Mr. Purusothama Reddy Marrikunta	Chairman
	Mr. Muneyya Neelapala Kolli	Member
	Mr. Sudheer Rayachoti	Member

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NOTICE

Notice is hereby given that the Seventeenth (17th) Annual General Meeting of the Members of M/s. Neueon Towers Limited (the "Company") will be held through Audio-Visual Electronic Communication Means ("AVEC") / Video Conferencing ("VC") on Tuesday, the 31st day of December 2024 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2024, including Audited Balance Sheet as at March 31, 2024, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. **To re-appoint M/s. R P S V & Co., Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Twenty Second Annual General Meeting and to fix their remuneration:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, as applicable including any amendments, modifications, variations, or re-enactments thereof, the Company hereby re-appoint M/s. R P S V & Co.; Chartered Accountants, (Firm Registration No. 013151S), as a Statutory Auditors of the Company for a term of 5 (five) consecutive years to conduct audit from the F.Y. 2024-25 to 2028-29, to hold office from the conclusion of this meeting until the conclusion of the 22nd Annual General Meeting of the Company, at a remuneration (in addition to reimbursement of out-of-pocket expenses incurred by them) fixed by the Board in consultation with the Auditors from time to time during their tenure.

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and are hereby severally authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors and to file necessary forms with the Registrar of Companies, Hyderabad."

SPECIAL BUSINESS:

3. **To approve the appointment of Mr. Sudheer Rayachoti (DIN: 01914434) as a Chairman & Managing Director:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of the Board and Nomination and Remuneration Committee vide their meetings held on December 02, 2024, approval of members be and is hereby accorded to appoint Mr. Sudheer Rayachoti (DIN: 01914434) as a Chairman & Managing Director, who is liable to retire by rotation, for a period of 3 (Three) years with effect from November 06, 2024 on terms and conditions including remuneration of upto Rs. 50 lacs per annum as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and / or remuneration as they may deem fit and as may be acceptable to Mr. Sudheer Rayachoti, subject to the same not exceeding the limits approved by the members under this resolution read with explanatory statement.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay remuneration by way of salary, allowances, perquisites and other benefits to Mr. Sudheer Rayachoti,

in respect of such financial year, as the Board of Directors may deem fit, subject to the limits approved by the members under this resolution read with explanatory statement.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

4. To approve the appointment of Mr. Pasumarthi Vijayendra Santharam Seranyan as a Wholetime Director:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in terms of Section 161 and other applicable provisions of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Pasumarthi Vijayendra Santharam Seranyan, having Director Identification Number 07536846, as Director of the Company whose period of office is liable to determination by retirement of directors by rotation u/s. 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Board and Nomination and Remuneration Committee vide their meetings held on December 02, 2024, approval of members be and is hereby accorded to appoint Mr. Pasumarthi Vijayendra Santharam Seranyan (DIN: 07536846) as a Wholetime Director, who is liable to retire by rotation, for a period of 3 (Three) years with effect from December 02, 2024 on terms and conditions including remuneration of upto Rs. 12 lacs per annum as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and / or remuneration as they may deem fit and as may be acceptable to Mr. Pasumarthi Vijayendra Santharam Seranyan, subject to the same not exceeding the limits approved by the members under this resolution read with explanatory statement.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay remuneration by way of salary, allowances, perquisites and other benefits to Mr. Pasumarthi Vijayendra Santharam Seranya, in respect of such financial year, as the Board of Directors may deem fit, subject to the limits approved by the members under this resolution read with explanatory statement.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. To appoint Mrs. Anupama Govardhanagiri (DIN: 02328744) as Independent Director:

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in terms of Section 161 and other applicable provisions of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mrs. Anupama Govardhanagiri, having Director Identification Number 02328744, as Director of the Company whose period of office is not liable to determination by retirement of directors by rotation u/s. 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and

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Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI LODR Regulations, 2015, Mrs. Anupama Govardhanagiri (DIN: 02328744), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for a period of five years with effect from Nov 11, 2024.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

6. To appoint Mr. Neelapala Muneyya (DIN: 00034504) as Independent Director:

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** in terms of Section 161 and other applicable provisions of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Neelapala Muneyya, having Director Identification Number 00034504, as Director of the Company whose period of office is not liable to determination by retirement of directors by rotation u/s. 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI LODR Regulations, 2015, Mr. Neelapala Muneyya (DIN: 00034504), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for a period of five years with effect from Nov 11, 2024.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

7. To appoint Mr. Purusothama Reddy Marrikunta (DIN: 08466889) as Independent Director:

To consider and if thought fit, to pass with or without modification, the following resolution as an **Special Resolution**:

“**RESOLVED THAT** in terms of Section 161 and other applicable provisions of the Companies Act, 2013 together with applicable rules and provisions made thereunder and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Purusothama Reddy Marrikunta, having Director Identification Number 08466889, as Director of the Company whose period of office is not liable to determination by retirement of directors by rotation u/s. 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI LODR Regulations, 2015, Mr. Purusothama Reddy Marrikunta (DIN: 08466889), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for a period of five years with effect from Dec 02, 2024.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be

necessary, proper, expedient or incidental for giving effect to this resolution.”

8. To increase the limits for borrowings:

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, including without limitation, from any Bank and/or other Financial Institution and/or foreign lender and/or any Body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 500 Crores (Rupees Five Hundred Crores only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and its free reserves of the Company.

RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores only) for the Company at any time.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

9. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 including any amendment thereto or re-enactment thereof for the time being in force, if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any Body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any Body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any Body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 500 Crores (Rupees Five Hundred Crores only) outstanding

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at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to decide, sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

FURTHER RESOLVED THAT for the purpose of giving effect to the above, Board of Directors or Company Secretary of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board
For Neueon Towers Limited

Place: Hyderabad
Date: December 02, 2024

Subrat Sahoo
Company Secretary & GM-Legal

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out above is annexed hereto and forms part of the Notice.
2. Brief resume of Directors proposed to be appointed/reappointed, (in item nos. 3, 4, 5, 6 & 7) nature of their expertise in specific functional areas, name of companies in which they hold directorships and membership/ chairmanships of Board Committees and shareholding in the Company as stipulated under SEBI (LODR) Regulations, 2015 are provided as an “Annexure A” to this notice and also in the Report on Corporate Governance forming part of the Annual Report.
3. In compliance with the MCA and SEBI Circulars to conduct their Annual General Meetings on or before September 30, 2025 through video conferencing (VC) or other Audio Visual Means (OAVMs), the 17th Annual General Meeting of the Company shall be conducted through Audio-Visual Electronic Communication Means (“AVEC”) / Video Conferencing (“VC”) to be referred to as “e-AGM”.
4. The Company has appointed M/s. National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the e-AGM.
5. In the e-AGM:
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC and participate thereat and cast their votes through e-voting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from December 25, 2024 to December 31, 2024 (both days inclusive) for the purpose of Annual General Meeting and the cut-off date for ascertaining the members entitled for remote evoting for the 17th AGM will be December 24, 2024.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.
8. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares becoming due to be transferred to the IEPF. In the event of transfer of equity shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF rules.
9. Pursuant to Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on March 31, 2023 on its website at www.neueon.in and also on the website of the Ministry of Corporate Affairs.
10. The Notice calling the e-AGM has been uploaded on the website of the Company at www.neueon.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
11. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
12. Up to 1000 members will be able to join on a First Come First Serve basis to the e-AGM.
13. No restrictions on account of First Come First Serve basis entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
14. The attendance of the Members (members' logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Remote e-Voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members through e-Voting agency M/s. National Securities Depository Limited (NSDL).
16. Voting at the e-AGM: Members who could not vote through remote e-voting may avail the e-voting system provided in the e-AGM by M/s. National Securities Depository Limited (NSDL).
17. The Statutory Registers and the documents pertaining to the items of business to be transacted at the AGM are available for inspection in electronic mode. The shareholders may write an e-mail to cs@neueon.in and the Company shall respond suitably.

Instructions for the Members for attending the e-AGM through Video Conference:

1. Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL

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e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the **EVEN 132352** of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@neueon.in.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@neueon.in. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for members for remote e-Voting

8. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote at the 17th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s. National Securities Depository Limited.
9. The remote e-voting period begins on December 28, 2024 at 09:00 A.M. and ends on December 30, 2024 at 05:00 P.M. and the remote e-voting module shall be disabled by NSDL for voting thereafter.
10. The Instructions for remote voting are as under:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>i) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>ii) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>iv) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - ◆ If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ◆ If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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- ii. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vi.. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for shareholders

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to yraivfcs@gmail.com with a copy marked to evoting@nsdl.com.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request by email to evoting@nsdl.com

11. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@lauruslabs.com and evoting@nsdl.com.
- ii. In case shares are held in demat mode, please provide DPIDCLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@lauruslabs.com and evoting@nsdl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- iii. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for members for e-Voting during the e-AGM session:

12. The procedure for e-Voting on the day of the e-AGM is same as the instructions mentioned above for remote e-voting.
13. Only those Members/ shareholders, who will be present in the e-AGM through Video Conference facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting in the e-AGM and they can exercise their vote while they are connected in the Video Conference by following the guidelines provided therein.
14. However, members who have voted through Remote e-Voting will be eligible to attend the e-AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015 TO THE ACCOMPANYING NOTICE DATED DECEMBER 02, 2024.**Item No. 3****Appointment of Mr. Sudheer Rayachoti (DIN: 01914434) as Chairman & Managing Director of the Company**

The Monitoring Agent in the meeting held on Nov 06, 2024 appointed Mr. Sudheer Rayachoti as Managing Director of the Company. Further the Board in its Meeting held on Dec 02, 2024 considered the recommendations of the Nomination and Remuneration Committee and appointed him as the Chairman of the Company and recommended for the approval of shareholders by way of special resolution at the ensuing AGM, the appointment of Mr. Sudheer Rayachoti as Chairman & Managing Director of the Company for a period of three years from Nov 06, 2024.

The Company has received from Mr. Sudheer Rayachoti (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

The terms and conditions of his appointment are as follows:

- a. Period of Appointment: Three years from Nov 06, 2024 to Nov 05, 2027.
- b. Remuneration Details: Up to Rs. 50,00,000/- per annum including Bonus, cash allowances and incentives with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit. Other facilities, if any, includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company.

These shall not be included in computation of above limits of remuneration. Minimum Remuneration Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Sudheer Rayachoti, the remuneration by way of Salary, Bonus and Other Allowances not exceeding Rs. 50,00,000/- per annum

- c. Termination: Mr. Sudheer Rayachoti can be terminated by either party giving 2 months' notice in writing of such termination.
- d. Duties and Responsibilities: Mr. Sudheer Rayachoti shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

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Information in accordance with Schedule V of Companies Act, 2013:

I. General Information:

1	Nature of Industry: Manufacturing of Heavy Electrical Equipment			
2	Date or expected date of commencement of commercial: commercial operations started in the year 2006.			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: NA			
4	Financial performance based on given indications (in INR)			
	Particulars	2023-24	2022-23	2021-22
	Turnover	NIL	697000	NIL
	Net profit/ loss after Tax	-93,69,77,000	-93,25,14,000	-94,77,30,000
5	Foreign investments or collaborations, if any: Digitech Business Systems Limited (Foreign Subsidiary)			

II. Information about the Appointee:

1	Background Details: Mr. Sudheer Rayachoti is a Graduate with over a decade of experience in Industry. He has completed his bachelor's in Business Management from M.S. Ramaiah Institute of Management, Bangalore in the year 2001. Thereafter, he has obtained PGDBM from Toronto, Canada in 2004. Mr. Sudheer has been an advisor to various Sugar and Co-Generation plants in Karnataka and southern Maharashtra consulting on various subjects such as expansions or procurement of machinery and raw materials. Mr. Sudheer Rayachoti having passed the Insolvency examination, he has hands on experience in the conduct of IBC Code and its proceedings. He continues to advise several Resolution Professionals and Corporate Debtors on the IBC proceedings.
2	Past Remuneration: NA
3	Recognition or awards: He received academic awards during his studies.
4	Job Profile and his suitability: He is a Director of M/s. Preca Structures Private Limited, the Resolution Applicant of M/s. Neueon Towers Limited whose Resolution Plan was approved by the Hon'ble NCLT and want to run the Company successfully in the coming years with an aim of providing huge employment and to take the Company in to the list of top five in respective segment.
5	Remuneration proposed: Up to Rs. 50,00,000/- per annum
6	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): The Nomination and Remuneration Committee constituted by the Board perused remuneration of managerial personnel in the other Companies in the similar Industry and also other companies comparable with the size of the Company, industry benchmark in general, and accorded due cognizance to all these factors before approving the remuneration as proposed hereinabove. Considering professional qualifications, background, experience and competence of Mr. Sudheer Rayachoti and the responsibility shouldered by him, the terms of remuneration are considered to be fair, just and reasonable.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: He is a director of M/s. Preca Structures Private Limited, new promoter of the Company.

III. Other Information

1	Reasons for inadequate profits: Reasons for inadequate profits are that the Company was admitted for Insolvency Resolution Process in the year 2019 and thereafter the Company activities in all respects were deteriorated until the new management took over the Company very recently as per the Resolution Plan approved by the Hon'ble NCLT.
2	Steps taken or proposed to be taken for improvement: In order to mitigate the hardships caused by the reasons mentioned above, the new management is putting all its best efforts to revive the operations in the plants of the Company and also to revive the business to profit making.
3	Expected increase in productivity and profit in measurable terms: 500% increase in production and 15% increase in profit is expected in the next three years.

Relationship with other directors – Nil.

Shareholding in the Company – Nil.

Directorship in other companies:

1. PRECA Steels Private Limited
2. PRECA Metals Private Limited
3. PRECA Structures Private Limited

Mr. Sudheer Rayachoti is also acting as Managing Director of Preca Structures Private Limited in addition to the Company and the remuneration payable to him will be in compliance with the provisions of the Companies Act, 2013.

As the Managing Director, Mr. Sudheer Rayachoti shall perform such functions as may from time to time be entrusted to him by the Board, he shall be subject to the supervision and control of the Board of Directors. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The special resolution as set out against item no. 3 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on Dec 02, 2024.

The Board is of the opinion that the appointment of Mr. Sudheer Rayachoti as Managing Director would be in the interest of the Company and it is desirable to avail services of Mr. Sudheer Rayachoti as Managing Director due to his experience.

A brief profile of Director to be appointed, including nature of his expertise and other disclosure as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure to this Notice.

Accordingly, the Board recommends the resolution no. 3 in relation to appointment of Mr. Sudheer Rayachoti as Chairman & Managing Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Sudheer Rayachoti, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at item no.3.

Item No. 4**Appointment of Mr. Pasumarthi Vijayendra Santharam Seranyan (DIN: 07536846) as Wholetime Director of the Company**

The Board Meeting held on Dec 02, 2024 considered the recommendations of the Nomination and Remuneration Committee and appointed Mr. Pasumarthi Vijayendra Santharam Seranyan as Wholetime Director of the Company and further recommend for the approval of shareholders at the ensuing AGM, the appointment of Mr. Pasumarthi Vijayendra Santharam Seranyan as Wholetime Director of the Company for a period of three years from Dec 02, 2024.

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The Company has received from Mr. Pasumarthi Vijayendra Santharam Seranyan (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

The terms and conditions of his appointment are as follows:

- a. Period of Appointment: Three years from Dec 02, 2024 to Dec 01, 2027.
- b. Remuneration Details: Upto Rs. 12,00,000/- per annum including Bonus, cash allowances and incentives with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit. Other facilities, if any, includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company.

These shall not be included in computation of above limits of remuneration. Minimum Remuneration Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Pasumarthi Vijayendra Santharam Seranyan, the remuneration by way of Salary, Bonus and Other Allowances not exceeding Rs. 12,00,000/- per annum.

- c. Termination: Mr. Pasumarthi Vijayendra Santharam Seranyan can be terminated by either party giving 2 months' notice in writing of such termination.
- d. Duties and Responsibilities: Mr. Pasumarthi Vijayendra Santharam Seranyan shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

Information in accordance with Schedule V of Companies Act, 2013:

I. General Information:

1	Nature of Industry: Manufacturing of Heavy Electrical Equipment			
2	Date or expected date of commencement of commercial: commercial operations started in the year 2006.			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: NA			
4	Financial performance based on given indications (in INR)			
	Particulars	2023-24	2022-23	2021-22
	Turnover	NIL	697000	NIL
	Net profit/ loss after Tax	-93,69,77,000	-93,25,14,000	-94,77,30,000
5	Foreign investments or collaborations, if any: Digitech Business Systems Limited (Foreign Subsidiary)			

II. Information about the Appointee:

1	Background Details: Mr. Vijayendra Santharam Seranyan Pasumarthi is a BE (Production Engineering) with 31 Years of Industrial Experience including Fabrication of Transmission Line Tower/ Telecom Tower Infrastructure Manufacturing Unit and Cross Country Pipe Line including Civil Constructions
2	Past Remuneration: NA
3	Recognition or awards: He received academic awards during his studies.

4	Job Profile and his suitability: Industrial Experience including Fabrication of Transmission Line Tower/ Telecom Tower Infrastructure Manufacturing Unit and Cross Country Pipe Line including Civil Constructions.
5	Remuneration proposed: Rs. Upto 12,00,000/- per annum
6	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): The Nomination and Remuneration Committee constituted by the Board perused remuneration of managerial personnel in the other Companies in the similar Industry and also other companies comparable with the size of the Company, industry benchmark in general, and accorded due cognizance to all these factors before approving the remuneration as proposed hereinabove. Considering professional qualifications, background, experience and competence of Mr. Vijayendra Santharam Seranyan Pasumarthi and the responsibility shouldered by him, the terms of remuneration are considered to be fair, just and reasonable.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: No

III. Other Information

1	Reasons for inadequate profits: Reasons for inadequate profits are that the Company was admitted for Insolvency Resolution Process in the year 2019 and thereafter the Company activities in all respects were deteriorated until the new management took over the Company very recently as per the Resolution Plan approved by the Hon'ble NCLT.
2	Steps taken or proposed to be taken for improvement: In order to mitigate the hardships caused by the reasons mentioned above, the new management is putting all its best efforts to revive the operations in the plants of the Company and also to revive the business to profit making.
3	Expected increase in productivity and profit in measurable terms: 500% increase in production and 15% increase in profit is expected in the next three years.

Relationship with other directors – Nil.

Shareholding in the Company – Nil.

Directorship in other companies: Preca Structures Private Limited (Non-executive Director)

As the Wholetime Director, Mr. Vijayendra Santharam Seranyan Pasumarthi shall perform such functions as may from time to time be entrusted to him by the Board, he shall be subject to the supervision and control of the Board of Directors. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The special resolution as set out against item no. 4 was approved by the Nomination & Remuneration Committee and the Board at their respective meetings held on Dec 02, 2024.

The Board is of the opinion that the appointment of Mr. Vijayendra Santharam Seranyan Pasumarthi as Wholetime Director would be in the interest of the Company and it is desirable to avail services of Mr. Vijayendra Santharam Seranyan Pasumarthi as Wholetime Director due to his experience.

A brief profile of Director to be appointed, including nature of his expertise and other disclosure as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure to this Notice.

Accordingly, the Board recommends the resolution no. 4 in relation to appointment of Mr. Vijayendra Santharam Seranyan Pasumarthi as Wholetime Director, for the approval by the shareholders of the Company by way of Special Resolution.

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Except Mr. Vijayendra Santharam Seranyan Pasumarthi, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at item no. 4.

Item No. 5

To appoint Mrs. Anupama Govardhanagiri (DIN: 02328744) as Independent Director

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Anupama Govardhanagiri (DIN: 02328744) is appointed as Additional Director (Independent Director category).

The Board of Directors in their meeting held on Dec 02, 2024, have recommended appointment of Mrs. Anupama Govardhanagiri as Independent Director of the Company for a term of five years as stated in the resolution.

Mrs. Anupama Govardhanagiri has submitted a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and Rules made there-under for her appointment as Independent Director of the Company and she is independent of the management. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Copy of the draft letter for appointment of Mrs. Anupama Govardhanagiri, Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Independent Director to be appointed, including nature of her expertise and other disclosure as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure to this Notice.

Accordingly, the Board recommends the resolution no. 5 in relation to appointment of Mrs. Anupama Govardhanagiri as Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mrs. Anupama Govardhanagiri, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at item no 5.

Item No. 6

To appoint Mr. Neelapala Muneyya (DIN: 00034504) as Independent Director

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Neelapala Muneyya (DIN: 00034504) is appointed as Additional Director (Independent Director Category).

The Board of Directors in their meeting held on Dec 02, 2024, have recommended appointment of Mr. Neelapala Muneyya as Independent Director of the Company for a term of five years as stated in the resolution.

Mr. Neelapala Muneyya has submitted a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and Rules made there-under for his appointment as Independent Director of the Company and he is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Copy of the draft letter for appointment of Mr. Neelapala Muneyya, Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Independent Director to be appointed, including nature of his expertise and other disclosure

as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure to this Notice.

Accordingly, the Board recommends the resolution no. 6 in relation to appointment of Mr. Neelapala Muneyya as Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Neelapala Muneyya, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at item no 6.

Item No. 7

To appoint Mr. Purusothama Reddy Marrikunta (DIN: 08466889) as Independent Director

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Purusothama Reddy Marrikunta (DIN: 08466889) is appointed as Additional Director (Independent Director Category).

The Board of Directors in their meeting held on Dec 02, 2024, have recommended appointment of Mr. Purusothama Reddy Marrikunta as Independent Director of the Company for a term of five years as stated in the resolution.

Mr. Purusothama Reddy Marrikunta has submitted a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and Rules made there-under for his appointment as Independent Director of the Company and he is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Copy of the draft letter for appointment of Mr. Purusothama Reddy Marrikunta, Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Independent Director to be appointed, including nature of his expertise and other disclosure as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure to this Notice.

Accordingly, the Board recommends the resolution no. 7 in relation to appointment of Mr. Purusothama Reddy Marrikunta as Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

Except Mr. Purusothama Reddy Marrikunta, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution set out at item no 7.

Item No. 8

To increase the limits for borrowings

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits to Rs. 500 Crores for the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

NEUEON TOWERS LIMITED

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company for which authorisation for creation of charge on assets of the Company for securing the borrowings made by the Company is also proposed to be increased to Rs. 500 Crores.

Hence, the Special Resolution at Item No. 8 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act, the Directors recommend the Special Resolution as set out at Item no. 9 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Item No.9

To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

In order to make optimum use of surplus funds as may be available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 500 crores (Rupees Five Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution as set out at item no. except to the extent of their shareholding in the Company.

By Order of the Board
For Neueon Towers Limited

Place: Hyderabad
Date: December 02, 2024

Subrat Sahoo
Company Secretary & GM-Legal

ANNEXURE A

Details of Director(s) seeking appointment/ re-appointment/ regularization at the Annual General Meeting (Pursuant to Reg.36 (3) of SEBI (LODR) Regulations, 2015 is given below:

A	Name	Mr. Sudheer Rayachoti
B	Brief Profile	
	i) Age	44 years
	ii) Educational Qualification	Bachelor's in Business Management from M.S. Ramaiah Institute of Management, Bangalore in the year 2001. Thereafter, he has obtained PGDBM from Toronto, Canada in 2004.
	iii) Experience in specific functional area	Mr. Sudheer Rayachoti is a Graduate with over a decade of experience in Industry. He has completed his bachelor's in Business Management from M.S. Ramaiah Institute of Management, Bangalore in the year 2001. Thereafter, he has obtained PGDBM from Toronto, Canada in 2004. Mr. Sudheer has been an advisor to various Sugar and Co-Generation plants in Karnataka and southern Maharashtra consulting on various subjects such as expansions or procurement of machinery and raw materials. Mr. Sudheer Rayachoti having passed the Insolvency examination, he has hands on experience in the conduct of IBC Code and its proceedings. He continues to advise several Resolution Professionals and Corporate Debtors on the IBC proceedings.
	iv) Date of appointment on the board of the Company	06th Nov 2024
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. PRECA Steels Private Limited 2. PRECA Metals Private Limited 3. PRECA Structures Private Limited
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹ 10/- each held by the Director	NIL
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Mr. Sudheer Rayachoti and Mr.Pasumarthi Vijayendra Santharam Seranyan are serving as Directors of Preca Structures Private Limited which is being the new promoter group of the Company.
H	Terms and Condition of appointment	As per the resolution and explanatory statement set out for item no. 3 of this notice.
I	Number of meetings of the Board attended during the financial year 2023-24	NIL
J	Remuneration last drawn	NA
K	Remuneration proposed to be drawn	Up to Rs. 50,00,000 per annum.

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A	Name	Mr. Pasumarthi Vijayendra Santharam Seranyan
B	Brief Profile	
	i) Age	58 years
	ii) Educational Qualification	BE (Production Engineering)
	iii) Experience in specific functional area	Mr. Vijayendra Santharam Seranyan Pasumarthi is a BE (Production Engineering) with 31 Years of Industrial Experience including Fabrication of Transmission Line Tower/ Telecom Tower Infrastructure Manufacturing Unit and Cross Country Pipe Line including Civil Constructions.
	iv) Date of appointment on the board of the Company	02nd Dec 2024
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	PRECA Structures Private Limited
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹ 10/- each held by the Director	NIL
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Mr. Sudheer Rayachoti and Mr.Pasumarthi Vijayendra Santharam Seranyan are serving as Directors of Preca Structures Private Limited which is being the new promoter group of the Company.
H	Terms and Condition of appointment	As per the resolution and explanatory statement set out for item no. 4 of this notice.
I	Number of meetings of the Board attended during the financial year 2023-24	NIL
J	Remuneration last drawn	NA
K	Remuneration proposed to be drawn	Up to Rs. 12,00,000 per annum.

A	Name	Mrs. Anupama Govardhanagiri
B	Brief Profile	
	i) Age	47 years
	ii) Educational Qualification	Bachelor of Commerce, Masters of Law and Company Secretary from Institute of Company Secretaries of India
	iii) Experience in specific functional area	Mrs. Anupama Govardhanagiri is Fellow Company Secretary from Institute of Company Secretaries of India and LL.M from Osmania University have industrial experience over legal, secretarial and business operations of the company.
	iv) Date of appointment on the board of the Company	11th Nov 2024
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.

D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. 7seas Entertainment Limited 2. Sol Energy Systems Private Limited
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹ 10/- each held by the Director	NIL
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Nil
H	Terms and Condition of appointment	As per the appointment letter placed on the website of the Company.
I	Number of meetings of the Board attended during the financial year 2023-24	NIL
J	Remuneration last drawn	NA
K	Remuneration proposed to be drawn	She is entitled to sitting fee for attending board and committee meeting and commission on profits permitted under the provisions of the Companies Act, 2013.

A	Name	Mr. Neelapala Muneyya
B	Brief Profile	
	i) Age	54 years
	ii) Educational Qualification	Bachelor of Commerce, Masters of Law and Practising Company Secretary from Institute of Company Secretaries of India.
	iii) Experience in specific functional area	Mr. Neelapala Muneyya is Fellow Practising Company Secretary from Institute of Company Secretaries of India and LL.M from Osmania University have industrial experience over legal, secretarial and business operations of the company.
	iv) Date of appointment on the board of the Company	11th Nov 2024
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	NIL
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹ 10/- each held by the Director	NIL
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Nil
H	Terms and Condition of appointment	As per the appointment letter placed on the website of the Company.

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I	Number of meetings of the Board attended during the financial year 2023-24	NIL
J	Remuneration last drawn	NA
K	Remuneration proposed to be drawn	He is entitled to sitting fee for attending board and committee meeting and commission on profits permitted under the provisions of the Companies Act, 2013.

A	Name	Mr. Purusothama Reddy Marrikunta
B	Brief Profile	
	i) Age	44 years
	ii) Educational Qualification	Bachelor of Arts and Bachelor of Law from Osmania University.
	iii) Experience in specific functional area	Practicing as an Advocate from December 2006 and a transformational and result oriented Legal professional with around 21 years of extensive experience in Civil, Taxation, Corporate Laws, Commercial Laws, Secretarial, Corporate Compliance and Legal matters. Exemplary experience in various laws Compliances. Colossal experience in Registration works, A persevering and skillful professional with an insatiable drive for success.
	iv) Date of appointment on the board of the Company	02nd Dec 2024
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. Mpr Infra Projects Private Limited 2. Techquest It Solutions Private Limited 3. Tm It Services Private Limited 4. Studio Orb Entertainment Private Limited 5. Mpr Advisory & Solutions Private Limited 6. Edamakanti Chit Found Private Limited
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹ 10/- each held by the Director	NIL
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Nil
H	Terms and Condition of appointment	As per the appointment letter placed on the website of the Company.
I	Number of meetings of the Board attended during the financial year 2023-24	NIL
J	Remuneration last drawn	NA
K	Remuneration proposed to be drawn	He is entitled to sitting fee for attending board and committee meeting and commission on profits permitted under the provisions of the Companies Act, 2013.

BOARD'S REPORT

Dear Members,

Your directors have pleasure in presenting before you the 17th Board's Report on the Company's business and operations, together with the audited financial statements (standalone & consolidated) for the financial year ended March 31, 2024.

Update on implementation of the 'Resolution Plan'

In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016 ("IBC/Code"), the Corporate Insolvency Resolution Process ("CIRP Process") of M/s. Neueon Towers Limited ("Company") was initiated by the Financial Creditors of the Company. The Financial Creditors petition to initiate the CIRP Process was admitted by the National Company Law Tribunal ("NCLT") Hyderabad Bench on June 06, 2019 ("Insolvency Commencement Date"). On appointment of the Interim Resolution Professional ("IRP") to manage the affairs of the Company and Resolution Professional ("RP") by the committee of creditors ("CoC"), the powers of the Board of Directors of the Company were suspended.

The RP invited expressions of interest and submission of a resolution plan in accordance with the provisions of the Code. Out of various resolution plans submitted by Resolution Applicants, the CoC approved the resolution plan submitted by M/s. Longview Resources (HK) Limited. The RP submitted the CoC approved resolution plan to the NCLT, Hyderabad Bench for its approval.

However, this Hon'ble NCLT rejected the Resolution Plan submitted by the successful SRA by Order dated October 14, 2021 and ordered liquidation in the manner laid down in Chapter III of the Code and consequently appointed one Sri. Ramchander Rao Bikumalla having Registration No. IBBI/IPA-001/IP-P00740/2017-18/11261 as Liquidator as per Section 34 (4) of the Code and to follow up the Procedure as laid down in the Code.

Sri. Ramachander Rao Bikumalla, the liquidator appointed by this Hon'ble Tribunal by Order dated October 14, 2021 in I.A. No. 1114 of 2020 in CP(IB) No. 679/7/HDB/2018 was allowed to retire on medical grounds vide order passed in I.A. No. 1313 of 2022 in CP(IB) No. 679/7/HDB/2018 dated November 17, 2022 by this Tribunal and appointed Sri. CA Sai Ramesh Kanuparthi as Liquidator of the Corporate Debtor.

The said order dated October 14, 2021 in IA No. 1114 of 2020 has been set aside by the Hon'ble NCLAT, Chennai in an Appeal filed by one of the Operational Creditors being Company Appeal (AT) (CH)(Ins) No. 181 of 2022 vide order dated June 12, 2023.

Again, the RP invited expressions of interest and submission of a resolution plan in accordance with the provisions of the Code. Out of various resolution plans submitted by Resolution Applicants, the CoC approved the resolution plan submitted by PRECA Solutions India Private Limited (hereinafter referred to as "Resolution Applicant"). The RP submitted the CoC approved resolution plan to the NCLT, Hyderabad Bench approved the resolution plan submitted by M/s. PRECA Solutions India Private Limited.

The Hon'ble NCLT has approved the Resolution Plan submitted by a consortium led by PRECA Solutions India Private Limited (hereinafter referred to as "Resolution Applicant") vide its Order dated October 23, 2024 ("Approval Order"). The Resolution Applicant has then formed an SPV namely "PRECA Structures Private Limited" for implementation of the approved resolution plan. The resolution plan is thus binding on all stakeholders. The Monitoring Committee was formed on November 04, 2024 and new Board of Directors has been reconstituted to manage affairs of the company w.e.f. November 06, 2024 as per approved resolution plan.

Members are requested to read this report in light of the fact that the new Board and the new management is currently implementing the resolution plan.

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Financial performance

In compliance with the provisions of the Companies Act, 2013 ('Act'), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Company has prepared its financial statements as per Indian Accounting Standards ('Ind AS') for the FY 2023-24. The financial highlights of the Company's standalone operations are as follows:

(Amount in ₹ Lakhs)

Particulars	2023-24	2022-23
Total Income	152.72	151.85
Total Expenditure	9522.48	9476.99
Profit before Tax	(9369.77)	(9325.14)
Provision for Tax	--	--
Profit after Tax	(9369.77)	(9325.14)
Transfer to General Reserve	--	--
Profit available for appropriation	--	--
Provision for Proposed Dividend	--	--
Provision for Corporate Tax	--	--

The financial highlights of the Company's consolidated operations are as follows: (Amount in ₹ Lakhs)

Particulars	2023-24	2022-23
Total Income	152.72	151.85
Total Expenditure	9522.48	9476.99
Profit before Tax	(9369.77)	(9325.14)
Provision for Tax	--	--
Profit after Tax	(9369.77)	(9325.14)
Transfer to General Reserve	--	--
Profit available for appropriation	--	--
Provision for Proposed Dividend	--	--
Provision for Corporate Tax	--	--

Performance

a) Operations

The total revenue of the Company for the financial year ended March 31, 2024 was ₹ 152.72 Lakhs as compared to the previous year's total revenue of ₹ 151.85 Lakhs. During this financial year the Company has earned a net loss of ₹ 9369.77 Lakhs as against the previous year's net loss of ₹ 9325.14 Lakhs.

b) Prospects

The Company was admitted for Corporate Insolvency Resolution Process in the year 2019 and thereafter the Company activities in all respects were deteriorated until the new management took over the Company very recently as per the Resolution Plan approved by the Hon'ble NCLT and the new management is studying the current business lines of the Company in order to identify and focus on the profit generating lines.

Your company aims to realize two established objectives: Transform steel from a commodity and product into a service, and leverage on the Company excellence in the production of quality long steel. Company aims to emerge as the first integrated player in the towers segment in South India. This can be possible due to the company's resounding expertise in re-rolling facilities that help in tower fabrication as per customer specific sizes, within far lesser timeframes.

Change in the nature of business

There was no change in nature of the business of the Company during the financial year ended on March 31, 2024.

Share Capital

During the F.Y. 2023-24, there is no change in share capital of the company.

However, as per approved resolution plan, the capital restructuring of the Company is under process by way of reduction of equity share capital through reduction in face value of equity share of Rs. 10/- each to Rs. 1/- each as provided below in tabular format:

Sl. No.	Category	Erstwhile Paid-up Equity Share Capital (in Rs.)	Erstwhile No. of Equity Shares of Rs. 10/- each	New Paid-up Equity Share Capital as per the approved Resolution Plan (post reduction in capital) (in Rs.)	New No. of Equity Shares of Rs. 1/- each as per the approved Resolution Plan (post reduction in face value from Rs. 10/- each to Rs. 1/- each)
1	Erstwhile Promoters*	21,07,44,430	2,10,74,443	2,10,74,443	2,10,74,443
2	Public	35,47,01,090	3,54,70,109	3,54,70,109	3,54,70,109
	Total	56,54,45,520	5,65,44,552	5,65,44,552	5,65,44,552

*The erstwhile promoters shall be re-classified to public category and accordingly their new shares post reduction in capital due to reduction in face value from Rs. 10/- each to Rs. 1/- shall be categorized as public holding.

Capital restructuring of the Company by way extinguishment of total Cumulative Redeemable Preference Shares (CRPS) capital of INR 1,26,83,229/- of the Company is under process.

Transfer to reserves

For the financial year ended March 31, 2024, the Company has not transferred any amount to General Reserves and Surplus Account.

Dividend

The Company has not declared any dividend during the year.

Buy Back of shares and disinvestment

The Company has not bought back any of its securities and there was no disinvestment during the Financial Year ended March 31, 2024.

Indian Accounting Standards (Ind AS)

The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 1, 2017 pursuant to Ministry of Corporate Affairs' notification of the Companies (Indian Accounting Standards) Rules, 2015. The standalone and consolidated financial statements of the Company, forming part of the Annual Report, have been prepared and presented in accordance with all the material aspects of the Indian Accounting Standards ('Ind AS') as notified under section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015 (by Ministry of Corporate Affairs ('MCA')) and relevant amendment rules issued thereafter and guidelines issued by the Securities Exchange Board of India ("SEBI").

Transfer of unclaimed Dividend(s)/ Shares to Investor Education and Protection Fund

During the FY 2023-24, there was no unpaid/ unclaimed dividend pertaining to FY 2015-16 to be transferred to the Investors Education and Protection Fund ('IEPF') Account established by the Central Government.

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Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the shares on which dividend remains unpaid / unclaimed for seven consecutive years or more shall be transferred to the Investor's Education and Protection Fund ('IEPF') after giving due notices to the concerned shareholders, which is not applicable to the Company during the year.

Unclaimed securities demat suspense account

There were no unclaimed securities to be kept in the demat suspense account.

Deposits

The Company has not accepted any deposits from public in terms of Section 73 of the Companies Act, 2013 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet for the FY 2023-24.

Significant and material orders passed by the regulators

During the FY 2023-24, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

However, subsequent to the end of the FY 2023-24, Hon'ble NCLT, Hyderabad bench passed an Order on October 23, 2024 approving the Resolution Plan of the Company and the said Resolution Plan is under the process of implementation for the Company.

Material changes and commitments

There were no material changes and commitments, affecting the financial position of the Company between the end of the financial year March 31, 2024 to which the financial statements relates and the date of signing of this report.

Board of Directors

During the start of the FY 2023-24, the following are the Directors on the Board of the Company

Sl.No.	Name of the Director	DIN	Designation
1	Mr Srinivasa Raju Gottumukkala	00132249	Managing Director
2	Mr Venkata Bhaskara Rao Maddala	01526381	Independent Director
3	Mr Lanka Visweswar Rao	02754292	Independent Director
4	Mr. Hanumantha Rao Sandepudi	00118801	Non Executive Director

However, on appointment of the Interim Resolution Professional ("IRP") to manage the affairs of the Company and Resolution Professional ("RP") by the committee of creditors ("CoC"), the powers of the Board of Directors of the Company were suspended since June 06, 2019.

Declaration by the Independent Directors

The Company has not received declarations from all independent directors of the Company confirming that they continue to meet the criteria of independence, as prescribed under Section 149 of the Companies Act, 2013, rules made there under and SEBI LODR Regulations since the powers of the Board of Directors of the Company were suspended since June 06, 2019 due to admission of the Company for Insolvency Resolution Process by the Hon'ble NCLT, Hyderabad bench.

Policy on Directors' appointment and remuneration and other details

The powers of the Board of Directors of the Company were suspended since June 06, 2019 due to admission of the Company for Insolvency Resolution Process by the Hon'ble NCLT, Hyderabad bench.

Annual Board Evaluation

The powers of the Board of Directors of the Company were suspended since June 06, 2019 due to admission

of the Company for Insolvency Resolution Process by the Hon'ble NCLT, Hyderabad bench. Hence no Board Evaluation was carried out.

Familiarisation Programme

During the period under review, the powers of the Board of Directors of the Company were suspended since June 06, 2019 due to admission of the Company for Insolvency Resolution Process by the Hon'ble NCLT, Hyderabad bench. Hence no familiarization programmes were conducted.

Particulars in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in the **Annexure-I** forming part of this Report.

Subsidiary, Associate and Joint Venture Companies

As on March 31, 2024, your company is having one wholly owned subsidiary – M/s. Digitech Business Systems Limited, Hong Kong

As per the provisions of Section 129(3) of the Companies Act, 2013 (the Act) read with Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of the Subsidiary in Form AOC-1 is enclosed as **Annexure-II** to this Report.

Performance and financial position of each of the subsidiaries, associates and joint ventures:

As per Rule 8 of Companies (Accounts) Rules, 2014, a Report on the performance and financial position of each of the subsidiaries, associates and joint venture companies of the Company is enclosed as **Annexure-II** to this Report.

Related party transactions

There are no transactions entered with Related Parties for the year under review. There were 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.

Statement of Particulars of Appointment and Remuneration of Managerial Personnel/ employees:

Information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided along with a statement containing, inter alia, names of employees employed throughout the financial year and in receipt of remuneration of Rs. 102 lakhs or more, employees employed for part of the year and in receipt of Rs. 80.50 lakhs or more per annum, pursuant to Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as **Annexure-III** to this report.

Statutory Auditors

The Resolution Professional has appointed M/s. RPSV & Co. Chartered Accountants, as Statutory auditor of the company for period 2021-22, 2022-23 and 2023-24.

Based on the experience and competency of the Auditors, requirement of the Company and other relevant aspects, the Board of Directors ('the Board') at their meeting held on December 02, 2024 recommended the re-appointment of M/s. RPSV & Co. (FRN.: 013151S), Chartered Accountants as a Statutory Auditor of the Company for another term of 5 (Five) consecutive years commencing from F.Y. 2024-25 to 2028-29, for the approval of shareholders at ensuing Annual General Meeting. The Auditors have confirmed that they are eligible for appointment and their appointment, if made, would be within the prescribed limits and shall be in accordance with the conditions and criteria as prescribed under section 139, 141 and other applicable

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provisions of the Act and Rules made thereunder and board confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 and rules made thereunder.

The Board has accordingly recommended to the shareholders for their re-appointment for a term of 5 (Five) consecutive years who shall hold the office till the conclusion of 22nd Annual General Meeting of the Company to be held in the year 2029.

Pursuant to notification from the MCA dated 07.05.2018, ratification of appointment of statutory auditors at every Annual General Meeting has been omitted.

Auditors' Report

(a) Statutory Auditors Report

The Resolution Professional in its meeting held on May 27, 2024 duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2024. In line there off, qualifications/ emphasis of the matter and management replies as below:

Statutory Auditors Qualifications in the Secretarial Audit Report	Management Replies
As per the Indian Accounting standard -1 Presentation of Financial Statements wherein it has been explained by the management that the financial statements have been prepared on going concern basis. The Company has substantial negative net worth and accumulated losses of past years; The Company has made a default in the repayment of Principal and Interest against all the facilities sanctioned by Banks and company has gone into Insolvency and Bankruptcy Code 2016 under interim resolution process dated 03.06.2019 vide order no: CP(IB)No.679/7/HDB/2018 which raises significant concern over going concern ability of company.	The Hon'ble NCLT has approved the Resolution Plan submitted by a consortium led by PRECA Solutions India Private Limited (hereinafter referred to as "Resolution Applicant") vide its Order dated 23th Oct, 2024 ("Approval Order"). The Resolution Applicant has then formed an SPV namely "PRECA Structures Private Limited" for implementation of the approved resolution plan. The resolution plan is thus binding on all stakeholders. The new Board of Directors has been reconstituted to manage affairs of the company w.e.f. 06th Nov 2024 which is confident run the business of the Company successfully in the coming years for the benefit of all the stakeholders of the Company.

(b) Internal Auditors

During the year under review and as the company was under CIRP and supervision of Resolution Professional, the Company has not appointed any internal auditors to review internal controls and operating systems and procedures.

(c) Cost Auditors

Pursuant to the rules made by the Central Government under sub-section (1) of Section 148 of the Act, the maintenance of cost records is not applicable to the company for the year under review.

(d) Cost Audit Records

Appointment of Cost Auditors is not applicable as the turnover is less than applicable limit and hence maintenance of cost records was not applicable to the Company.

(e) Secretarial Auditors and their Report

The Resolution Professional has appointed Mr Shaik Ibraheem, Sole proprietor of M/s. SI & Associates, Practising Company Secretaries as Secretarial Auditors of the Company for the financial year ended March 31, 2024 who had given his consent and eligibility to act as the Secretarial Auditors of the Company.

The Secretarial Audit for the financial year ended March 31, 2024, was carried out by M/s. SI & Associates, Practicing Company Secretaries. The Report given by the Secretarial Auditors in Form MR-3 is annexed as **Annexure-IV** and forms integral part of this Report.

The board of directors in its meeting held on Dec 02, 2024 duly reviewed the Secretarial Auditor's Report for the year ended March 31, 2024 and has noted the following qualifications/ observations/ deviations together with the management replies:

Secretarial Auditors Qualifications in the Secretarial Audit Report	Management Replies
<p>The Company is yet to file the Cost Audit Reports, for the financial years 2018-19, 2019-20 and 2020-21 with the Central Government.</p>	<p>The Hon'ble NCLT has approved the Resolution Plan submitted by a consortium led by PRECA Solutions India Private Limited (hereinafter referred to as "Resolution Applicant") vide its Order dated 23th Oct, 2024 ("Approval Order"). The Resolution Applicant has then formed an SPV namely "PRECA Structures Private Limited" for implementation of the approved resolution plan. The resolution plan is thus binding on all stakeholders. The new Board of Directors has been reconstituted to manage affairs of the company w.e.f. 06th Nov 2024. The Hon'ble Supreme Court through various judgements including Essar Steel India Ltd, Committee of Creditors vs. Satish Kumar Gupta, (2020) 8 SCC 531 ("Essar") and recently upheld in Civil Appeal No. 8129/2019 – Ghanashyam Mishra vs. Edelweiss Asset Reconstruction Company Limited (Para 86) ("Edelweiss) has propounded concept of the "Clean Slate", wherein the successful Resolution Applicant inherent and takes over company "Clean" free from all fines, charges, penalty and fees.</p>
<p>The Company has not paid annual listing fee for the years 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25.</p>	<p>The Hon'ble NCLT has approved the Resolution Plan submitted by a consortium led by PRECA Solutions India Private Limited (hereinafter referred to as "Resolution Applicant") vide its Order dated 23th Oct, 2024 ("Approval Order"). The Resolution Applicant has then formed an SPV namely "PRECA Structures Private Limited" for implementation of the approved resolution plan. The resolution plan is thus binding on all stakeholders. The new Board of Directors has been reconstituted to manage affairs of the company w.e.f. 06th Nov 2024. The Hon'ble Supreme Court through various judgements including Essar Steel India Ltd, Committee of Creditors vs. Satish Kumar Gupta, (2020) 8 SCC 531 ("Essar") and recently upheld in Civil Appeal No. 8129/2019 – Ghanashyam Mishra vs. Edelweiss Asset Reconstruction Company Limited (Para 86) ("Edelweiss) has propounded concept of the "Clean Slate", wherein the successful Resolution Applicant inherent and takes over company "Clean" free from all fines, charges, penalty and fees. However as per Hon'ble NCLT order, listing fee for financial year 2020-21, 2021-22, 2023-24 has paid to BSE and consider as part of CIRP Cost.</p>

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The Company has not filled the vacancy of the Chief Financial Officer and Whole Time Company Secretary as required under Section 203 of the Companies Act, 2013 read with Rule 8 and 8A respectively of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	Since, vacancy of Chief Financial Officer and Whole Time Company Secretary has to be filed by Board of Directors, however the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Resolution Professional.
The Company's status under MCA portal is 'Active non-complaint' due to its failure to file form INC-22A with Registrar of Companies ("ROC") pursuant to section 12 of the Companies Act, 2013.	Since the company is under CIRP, hence company is not able to file ACTIVE form.
The Company has not submitted Shareholding pattern for the Quarter ended 31.03.2024 as required under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company is in process of applying waiver application for waiver of SOP fines with the stock exchanges based on the immunity provided under the Resolution Plan approved by the Hon'ble NCLT, Hyderabad bench and obtained the waiver from both the BSE & NSE on compliance prior to Hon'ble NCLT order dated 23rd Oct 2024.
The Company has not submitted statement on shareholder complaints for the Quarter ended 31.03.2024 as required under Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Since the company is under CIRP, the Company is in process of applying waiver application for waiver of SOP fines with the stock exchanges based on the immunity provided under the Resolution Plan approved by the Hon'ble NCLT, Hyderabad bench and obtained the waiver from both the BSE & NSE on compliance prior to Hon'ble NCLT order dated 23rd Oct 2024.

In terms of the amended SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company had obtained the Secretarial Compliance certificate for the FY 2023-24 from M/s. SI & Associates, Practicing Company Secretaries which is annexed as **Annexure-IV(A)** and forms integral part of this Report and the same was also intimated to the Stock Exchanges where the shares of the Company are listed.

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has obtained a certificate on non-disqualification of directors from Mr Y Ravi Prasada Reddy, (Membership No.: FCS 5783), Proprietor of M/s. RPR & Associates, Practicing Company Secretaries (PCS Registration No. 5360) which is annexed as **Annexure-IV(B)** and forms integral of this Report.

Corporate Social Responsibility (CSR)

Since the Company did not have profits (average net profits for the last three financial years), it was not obligated to contribute towards CSR activities during FY 2023-24.

The Annual Report on Corporate Social Responsibility u/s 135 of the Companies Act, 2013 is not required to be given as the Company was not required to contribute towards CSR activities during FY 2023-24.

Management Discussion and Analysis Report

In terms of the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Management's Discussion and Analysis for the year ended march 31, 2024 is annexed hereto as **Annexure-V** and forms integral of this Report.

Corporate Governance

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. It is imperative that your company's affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of the stakeholders.

The Report on corporate governance for the year ended March 31, 2024, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto as **Annexure-VI** and forms integral of this Report.

Auditors' certificate on Corporate Governance

As required by SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the auditor's certificate on corporate governance regarding the compliance of conditions forms integral of this Report.

Statement containing additional information as required under Schedule V of the Companies Act, 2013

A statement containing additional information as required under Clause IV of Section II of Part II of Schedule V of the Companies Act, 2013 is provided in the Report on Corporate Governance, which forms part of this Annual Report.

Risk Management

During the year, the risk assessment parameters were reviewed. The Resolution Professional reviewed the element of risks and the steps taken to mitigate the risks. In the opinion of the RP, there are no major elements of risk which have the potential of threatening the existence of the Company.

Analysis of the risks identified is carried out by way of focused discussion at the meetings of the Board. The robust governance structure has also helped in the integration of the Enterprise Risk Management process with the Company's strategy and planning processes where emerging risks are used as inputs in the strategy and planning process. Identified risks are used as one of the key inputs in the strategy and business plan.

Internal Financial Control Systems and their adequacy

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations under the supervision of Resolution Professional.

Various Audit Systems in the Company monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the audit reports, Company undertakes corrective actions in respective areas and strengthens the control. Significant audit observations and corrective actions thereon are presented to the Resolution Professional periodically.

The Resolution Professional of the Company have adopted various policies like Related Party Transactions policy, Whistle Blower Policy and such other procedures for ensuring the orderly and efficient conduct of its business for safeguarding 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. The details in respect of internal financial control and their adequacy are included in the management discussion & analysis, which forms part of this report.

Consolidated financial statements

The Consolidated Financial Statements of the Company and its subsidiary for FY 2023-24, are prepared in compliance with the applicable provisions of the Act and as stipulated under Regulation 33 of the Listing Regulations as well as in accordance with the Indian Accounting Standards notified under the Companies

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(Indian Accounting Standards) Rules, 2015. The Audited Consolidated Financial Statements together with the Auditor's Report thereon forms part of this Annual Report.

Pursuant to the provisions of Section 136 of the Act, the Financial Statements of the Company, Consolidated Financial Statements along with relevant documents and separate annual accounts in respect of subsidiary are available on the website of the Company www.neueon.in. The annual accounts of the subsidiary and related detailed information will be made available to investors seeking information till the date of the ensuing 17th AGM.

Listing of Company's Equity Shares

The Company's Equity shares were listed with M/s. BSE Limited and M/s. National Stock Exchange of India Limited (Stock Exchanges).

In March 22, 2024, the stock exchanges i.e., NSE & BSE had granted approval for recommencement of trading which was under suspension from January 06, 2022.

The Company has paid the Annual Listing Fees to the BSE Limited for the Financial Year 2022-23 as per Hon'ble NCLT Order.

Whistle blower Policy

The Company has adopted a Whistle-blower Policy to provide a formal mechanism to the Directors, Employees and its Stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. Protected disclosures can be made by a whistle-blower through several channels.

The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. No personnel of the Company have been denied access to the Audit Committee.

The Whistle-blower Policy also facilitates all employees of the Company to report any instance of leak of Unpublished Price Sensitive Information. The Policy will be posted on the website of the Company by new management.

Reporting of Fraud

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Resolution Professional under Section 143(12) of the Act, details of which need to be mentioned in this Report.

Declaration as per Section 134(3) of the Companies Act, 2013

During the year, the statutory auditors and secretarial auditors have not reported any instances of frauds committed by or against the Company by its Directors/ Officers/ Employees to the Resolution Professional under section 143(12) of the Companies Act, 2013 and rules made thereof. Therefore, no details are required to be disclosed under Section 134 (3) (ca) of the Act.

Annual Return

As required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 (as amended), a copy of the Annual Return of the Company for the FY 2023-24 will be placed on the website of the Company www.neueon.in.

Prevention of Sexual Harassment of Women at Workplace

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year ended March 31, 2024, the Company has not received any Complaints pertaining to Sexual Harassment.

Particulars of Loans, Guarantees or Securities or Investments

During the year under review, there is no loans, guarantees or Securities or Investments made by the company.

Managing Director (MD) & Chief Financial Officer (CFO) Certification

The powers of the Board of Directors of the Company were suspended since June 06, 2019 due to admission of the Company for Insolvency Resolution Process by the Hon'ble NCLT, Hyderabad bench. Hence no such certificate was obtained.

Meetings of the Board of Directors and its Committees during the Financial Year 2023-24

During the year under review, the Board has been suspended. Since the company was under liquidation and from September comes under CIRP, only one meeting took place by resolution professional on January 12, 2024

The details were disclosed in the report on Corporate Governance which forms part of this Annual Report.

Committees of the Board

The power of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee are suspended due to admission of the Company for IRP.

Nomination and remuneration policy

The Company has a policy which lays down a framework in relation to selection, appointment and remuneration to Directors, Key Managerial Personnel and Senior Management of the Company. The details of Nomination and Remuneration Committee and Policy are stated in the Corporate Governance Report.

Human Resources

The management believes that competent and committed human resources are vitally important to attain success in the organisation. In line with this philosophy, utmost care is being exercised to attract quality resources and suitable training is imparted on various skillsets and behaviour. Various initiatives were undertaken to enhance the competitive spirit and encourage bonding teamwork among the employees, which resulted to uninterrupted operations of the Company and could achieve the targeted growth in the performance of the Company.

Insurance

All properties and insurable interests of the Company including buildings, plant and machinery and stocks have been fully insured.

Revision of Financial Statements

There was no revision of the financial statements for the year under review

Compliance with SEBI (LODR) regulations, 2015

The Hon'ble NCLT has approved the Resolution Plan submitted by a consortium led by PRECA Solutions India Private Limited (hereinafter referred to as "Resolution Applicant") vide its Order dated 23th Oct, 2024 ("Approval Order"). The Resolution Applicant has then formed an SPV namely "PRECA Structures Private Limited" for implementation of the approved resolution plan. The resolution plan is thus binding on all stakeholders. The new Board of Directors has been reconstituted to manage affairs of the company w.e.f. 06th Nov 2024. In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing agreement with M/s. BSE Limited and M/s. National Stock Exchange of India Limited and the new management will review the required policies and will be made available on Company's website.

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Non-Executive Directors Compensation and disclosures

The powers of the Board of Directors of the Company were suspended since June 06, 2019 due to admission of the Company for Insolvency Resolution Process by the Hon'ble NCLT, Hyderabad bench. Hence not applicable during the year under review.

Industry based disclosure

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

Event based disclosure

- 1. Issue of sweat equity share:** The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.
- 2. Issue of shares with differential rights:** The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.
- 3. Issue of shares under employee's stock option scheme:** The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act is required to be given.
- 4. Disclosure on purchase by company or giving of loans by it for purchase of its shares:** The Company did not purchase or give any loans for purchase of its shares.
- 5. Preferential Allotment of Shares:** The Company has not issued shares on preferential basis to the promoters and non-promoters.

Employees Stock Options

No employee was issued Stock Option, during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant.

Directors' responsibility statement

Pursuant to the requirement under Section 134 of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, the new Board of Directors of the Company hereby confirms:

- i.** In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii.** Such accounting policies as mentioned in the notes to the financial statements have been selected and applied consistently and judgments and estimates that are reasonable and prudent made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2023-24 and of the statement of profit of the Company for that period;
- iii.** Proper and sufficient care has been taken 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 preventing and detecting fraud and other irregularities;
- iv.** The annual accounts for the year 2023-24 have been prepared on a going concern basis.
- v.** Those proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

That, a system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Appreciation

The board wish to place on record its appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to stream line all the pending compliances and thereby to have a fresh start for the Company.

Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

Acknowledgement

The board take this opportunity to place on record their sincere thanks to the suppliers, customers, strategic partners, Banks and Financial Institutions, Insurance Companies, Central and State Government, Indian Railways, stakeholders and the shareholders for their support and co-operation extended to the Company from time to time. The board is pleased to record its appreciation of the sincere and dedicated services of the employees and workmen at all levels.

By order of the Board
For Neueon Towers Limited

Date: December 02, 2024
Place: Hyderabad

Sudheer Rayachoti
Chairman & Managing Director
DIN: 01914434

PV Santharam Seranyan
Whole time Director
DIN: 07536846

NEUEON TOWERS LIMITED

ANNEXURE-I

PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

[(Information Under Section 134(3)(m) of The Companies Act, 2013, Read with Rules 8(3) of the Companies (Accounts) Rules, 2014]

FORM A

1. CONSERVATION OF ENERGY
 - (i) Energy Conservation measures : Nil
 - (ii) Total energy consumption : Nil
2. TECHNOLOGY ABSORPTION : Nil

FORM B

(Disclosure of particulars with respect to Technology Absorption)

- A. Research and Development (R & D)
 1. Specific areas in which R & D is carried out by the company : NA
 2. Benefits derived as a result of the above R & D : NA
 3. Future plan of action : NA
 4. Expenditure on R & D : NA
 - B. Technology absorption, adaptation and innovation : NA
The Company is making all its efforts for improving productivity, product quality and reducing consumption of scarce raw materials and fuels.
3. FOREIGN EXCHANGE EARNINGS AND OUTGO:
The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

(Rs. In Lakhs)

Particulars	March 31, 2024 (12 Months)	March 31, 2023 (12 Months)
Earnings	Nil	Nil
Outgo	Nil	Nil

ANNEXURE-II**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part – A: Subsidiaries

(Amount in ₹)

1	Name of the subsidiary	Digitech Business Systems Limited, Hong Kong
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 01, 2023 to March 31, 2024.
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	INR
4	Share capital	₹ 4,63,34,474
5	Reserves & surplus	₹ (80,20,21,723)
6	Total assets	₹ 169,83,11,565
7	Total Liabilities (excluding equity and reserves)	₹ 73,48,354
8	Investments	--
9	Turnover	NIL
10	Profit before taxation	NIL
11	Provision for taxation	NIL
12	Profit after taxation	NIL
13	Proposed Dividend	--
14	% of NTL shareholding	100%

Names of subsidiaries which are yet to commence operations: Nil

Part – B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

1	Names of Associates and Joint Ventures	--
2	Latest Audited Balance Sheet*	--
3	Shares of Associates held by the Company on the year end: - Number of Shares of Rs. 10/- each. - Amount of Investment - Extent of Holding %	--
4	Description of how there is significant influence*	--
5	Reason why the Associates are not consolidated	--
6	Net worth attributable to shareholding as per latest audited Balance Sheet*	--
7	Profit / Loss for the year* - Considered in Consolidation - Not considered in Consolidation	--

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ANNEXURE-III

The details of remuneration during the year 2023-24 as per Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2015 are as follows:

Information as per Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Amount in ₹)

Name of Managerial Personnel	Designation	Remuneration FY 23-24 (12 Months)	Remuneration FY 23-24 (12 Months)	% of Increase / Decrease in Remuneration	Ratio of Remuneration to MRE	Ratio of Remuneration to	
						Revenues FY.23-24	Net Profit FY.23-24
-	-	-	-	-	-	-	-
Key Managerial Personnel							
-	-	-	-	-	-	-	-

Remuneration to Independent Directors (Sitting Fee)

No Sitting fee paid/ payable to Non-executive Directors for the period April 01, 2023 to March 31, 2024

During the year under review, none of the employees are receiving remuneration as set out in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ANNEXURE-IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members of
NEUEON TOWERS LIMITED
CIN: L40109TG2006PLC049743

Survey No. 321, Turkala Khanapur Village, Hatnur Mandal,
Hyderabad, Medak District, Telangana, India, 502201

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. NEUEON TOWERS LIMITED (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the period ended on 31st March, 2024 (consisting of 12 months from 01.04.2023 to 31.03.2024), generally complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on 31st March, 2024 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - b) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2018 regarding the Companies Act and dealing with client and circulars/ guidelines issued thereunder;
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the financial year under report :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2018;
 - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
3. The Company operations are under general sector, there is no specific industrial law.
4. We have also examined compliance with the applicable clauses/regulations of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI)
 - (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Uniform Listing Agreements entered into with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE);

The compliance by the Company of the applicable financial laws, labour laws, filing of periodical returns, maintenance of financial records and books of accounts have not been reviewed by us since the same have been subject to review by Statutory Auditors, Internal Auditors and other professionals.

5. We further report that, as per the information provided to us-
- (i) The Corporate Insolvency Resolution Process ('CIRP') was initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal vide Order No. CP(IB) No. 679/7/HDB/2018 ('order') with effect from 03.06.2019 (uploaded on website on 08.06.2019). Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Dr. M S Sankar, - Resolution Professional (IP Registration No. IBBI/IPA-001/ IP-P00770/2017-18/11315. His appointment confirmed by the Committee of Creditors ('COC') as the Resolution Professional (the 'RP'). Accordingly, Dr.M.S.Sankar in his capacity as RP took control and custody of the management and operations of the Company from 03.06.2019.
 - (ii) The Company was under liquidation pursuant to the order of the Hon''ble National Company Law Tribunal, Hyderabad Bench (NCLT), on 14th October, 2021 on IA 1114 of 2020. NCLT rejected the Resolution Plan submitted by Longview Resources (HK) Limited and appointed Liquidator.
 - (iii) The Hon'ble National Company Law Tribunal, Hyderabad Bench has ordered the commencement of Liquidation of Neueon Towers Limited, by its order 1A No.1114/2020 in CP(IB) NO.679/7/HDB/2018 dated 14.10.2021 effective from 16 November, 2021 (Order uploaded on the website of NCLT) and appointed Mr Bikumalla Ramachander Rao (Regn No.1BBI/IPA-001/1P-P00740/2017-18/11261) as Liquidator. A public announcement in terms of Regulation 12 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 was made on 19th November, 2021.
 - (iv) The Hon''ble National Company Law Appellate Tribunal, Chennai Bench (NCLAT), on 12th June, 2023 pronounced the orders on Company Appeal (AT) (CH) (Ins) No. 181/2022 arising out of the Impugned Order dated 14/10/2021 in C.P.(IB)/679/7/HDB/2018, passed by the 'Adjudicating

Authority', National Company Law Tribunal, Hyderabad Bench, Hyderabad and set asides the Liquidation order dated 14.10.2021 and requested that the Adjudicating Authority shall decide the matter of approval of Resolution Plan within the time frame prescribed in the order.

- (v) The Hon'ble NCLT, Hyderabad vide its order dated IA .NO.1114/2020, IA (IBC)1167 & 1124/2023 in CP (IB) No.679/7/HDB/2018 dated: 24.07.2023 allowed the Company to take fresh valuation of the assets and issue fresh form G and completer the CIRP process within 120 days.
- (vi) The Hon'ble NCLT, Hyderabad vide its order dated IA (IBC) 1783/2023 in CP(IB) No.679/7/HDB/2018 dated: 17.11.2023 extended the CIRP period by 90 days effective from 21.11.2023 with a direction that the Resolution Professional shall sincerely endeavor to complete the CIRP within the extended period.
- (vii) The Hon'ble NCLT, Hyderabad vide its order dated IA (IBC) 433 & 827/2024 in CP(IB) No.679/7/HDB/2018 in CP(IB) No.679/7/HDB/2018 dated: 30.04.2024 extended the CIRP period by 45 days effective from 20.04.2024 with a direction that the Resolution Professional shall sincerely endeavor to complete the CIRP within the extended period.
- (viii) The trading in the shares of the Company were suspended by the Stock Exchanges (BSE and NSE) with effect from 06.01.2022 pursuant to the order of National Company Law Tribunal, Mumbai Bench on commencement of liquidation process for the Company w.e.f. November 27, 2021 and has appointed Mr. Ramchander Rao Bikumalla, as Liquidator of the Company.
- (ix) The BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) revoke the suspension in trading in Equity Shares of the Company w.e.f March 22, 2024 since Liquidation order was set aside by Hon'ble National Company Law Appellate Tribunal (NCLAT), Chennai Bench vide Company Appeal (AT) (CH) (Ins) No. 181/2022 dated June 12, 2023.
- (x) As per the NSE letter No. NSE/ENF/DELIST/185 dated: 05.08.2022 SOP fine of Rs.48,57,406 including GST pending as on 05.08.2022 and Rs. 24,83,884/- towards Annual Listing Fees, including interest pending as on August 04,2022.
- (xi) As per the NCLT order in the matter of IA (IBC) 2026/2023 & IA (IBC) 433/2024 in CP(IB) No.679/7/HDB/2018 dated:16.04.2024, the outstanding annual listing fee payable to the BSE Limited for the Financial years 2020-21, 2021-22 and 2023-24 amounting to Rs.926300/- will be included in the CIRP cost.
- (xii) During the above mention period, power of Board of Directors has been suspended and powers vesting with Liquidator/Resolution Professional. Since the company is under liquidation, there is no general meeting or board meetings took place.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except the following:

- (i) The Company is yet to file the Cost Audit Reports, for the financial years 2018-19, 2019-20 and 2020-21 with the Central Government.
- (ii) The Company has not paid annual listing fee for the years 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25.
- (iii) The Company has not filled the vacancy of the Chief Financial Officer and Whole Time Company Secretary as required under Section 203 of the Companies Act, 2013 read with Rule 8 and 8A respectively of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (iv) The Company's status under MCA portal is 'Active non-complaint' due to its failure to file form INC-22A with Registrar of Companies ("ROC") pursuant to section 12 of the Companies Act, 2013.

NEUEON TOWERS LIMITED

- (v) The Company has not submitted Shareholding pattern for the Quarter ended 31.03.2024 as required under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The Company has not submitted statement on shareholder complaints for the Quarter ended 31.03.2024 as required under Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I further report that :

- ◆ Prior to the commencement of the CIRP, the Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- ◆ Adequate notice is given to all directors to schedule the meetings called by the Resolution Professional, agenda and detailed notes on agenda were sent in advance, as required, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- ◆ All decisions at meetings called by the Resolution Professional are carried out unanimously as recorded in the minutes of the meetings between the Resolution Professional and Directors, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

I further report that during the audit period, Resolution Professional approved the following:

- (i) Resignation of M/s Venugopal & Chenoy, Chartered Accountants, (FRN .N 0.004671S) with effect from the Financial Year 2021-22.
- (ii) Appointment of M/s.RPSV & Co, "Chartered Accountants" [FRN: 013151S] as Statutory Auditors of the Company with effect from the Financial Year 2021-22.
- (iii) Appointment of M/s. SI and Associates (COP: 24877), Company Secretaries, as Secretarial Auditor of the Company for the year 2023-24.

For SI and ASSOCIATES

Company Secretaries

Shaik Ibraheem

Proprietor

FCS No. 7642, C P No. 24877

Peer Review Certificate No. 3010/2023

UDIN: F007642F003186180

Place: Hyderabad

Date: 30/11/2024

This Report is to be read with my letter of even date which is annexed as Annexure A and forms part of this report.

Annexure-A

To
The Members of
NEUEON TOWERS LIMITED

CIN: L40109TG2006PLC049743

Survey No. 321, Turkala Khanapur Village Hatnur Mandal,
Hyderabad, Medak District, Telangana, India, 502201

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representations about the compliance of laws, rules and regulations and happening of events etc.,
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SI and ASSOCIATES

Company Secretaries

Shaik Ibraheem

Proprietor

FCS No. 7642, C P No. 24877

Peer Review Certificate No. 3010/2023

UDIN: F007642F003186180

Place: Hyderabad

Date: 30/11/2024

NEUEON TOWERS LIMITED

ANNEXURE-IV(A)

ANNUAL SECRETARIAL COMPLIANCE REPORT OF M/s. NEUEON TOWERS LIMITED

For the Year Ended 31st March, 2024

CIN: L40109TG2006PLC049743

Regd Office: Survey No. 321, Turkala Khanapur Village Hatnur Mandal, Hyderabad,
Medak District, Telangana, India, 502201

[as per the regulation 24(A) of SEBI (LODR) Regulations, 2015 as amended from time to time]

I, Shaik Ibraheem proprietor of M/s. SI and Associates, Practicing Company Secretary (CP No: 24877, FCS: 7642), have examined :

The Corporate Insolvency Resolution Process ('CIRP') has been initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal vide Order No. CP(IB) No. 679/7/HDB/2018 ('order') with effect from 03.06.2019 (uploaded on website on 08.06.2019). Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Dr. M S Sankar, - Resolution Professional (IP Registration No.IBBI/ IPA-001/ IP-P00770/2017-18/11315. His appointment confirmed by the Committee of Creditors ('COC') as the Resolution Professional (the 'RP'). Accordingly, Dr.M.S.Sankar in his capacity as RP took control and custody of the management and operations of the Company from 03.06.2019.

The Company was under liquidation pursuant to the order of the Hon'ble National Company Law Tribunal, Hyderabad Bench (NCLT), on 14th October, 2021 on IA 1114 of 2020. NCLT rejected the Resolution Plan submitted by Longview Resources (HK) Limited and appointed Liquidator.

The Hon'ble National Company Law Tribunal, Hyderabad Bench has ordered the commencement of Liquidation of Neueon Towers Limited, by its order 1A No.1114/2020 in CP(IB) NO.679/7/HDB/2018 dated 14.10.2021 effective from 16 November, 2021 (Order uploaded on the website of NCLT) and appointed Mr Bikumalla Ramachander Rao (Regn No.1BBI/IPA-001/1P-P00740/2017-18/11261) as Liquidator. A public announcement in terms of Regulation 12 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 was made on 19th November, 2021.

The Hon'ble National Company Law Appellate Tribunal, Chennai Bench (NCLAT), on 12th June, 2023 pronounced the orders on Company Appeal (AT) (CH) (Ins) No. 181/2022 arising out of the Impugned Order dated 14/10/2021 in C.P.(IB)/679/7/HDB/2018, passed by the 'Adjudicating Authority', National Company Law Tribunal, Hyderabad Bench, Hyderabad and set asides the Liquidation order dated 14.10.2021 and requested that the Adjudicating Authority shall decide the matter of approval of Resolution Plan within the time frame prescribed in the order.

The Hon'ble NCLT, Hyderabad vide its order dated IA .NO.1114/2020, IA (IBC)1167 & 1124/2023 in CP (IB) No.679/7/HDB/2018 dated: 24.07.2023 allowed the Company to take fresh valuation of the assets and issue fresh form G and completer the CIRP process within 120 days.

The Hon'ble NCLT, Hyderabad vide its order dated IA (IBC) 1783/2023 in CP(IB) No.679/7/HDB/2018 dated: 17.11.2023 extended the CIRP period by 90 days effective from 21.11.2023 with a direction that the Resolution Professional shall sincerely endeavor to complete the CIRP within the extended period.

The Hon'ble NCLT, Hyderabad vide its order dated IA (IBC) 433 & 827/2024 in CP(IB) No.679/7/HDB/2018 in CP(IB) No.679/7/HDB/2018 dated: 30.04.2024 extended the CIRP period by 45 days effective from 20.04.2024 with a direction that the Resolution Professional shall sincerely endeavor to complete the CIRP within the extended period.

- a) all the documents and records made available to us and explanation provided by Neueon Towers Limited, Hyderabad (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The trading in the shares of the Company were suspended by the Stock Exchanges (BSE and NSE) with effect from 06.01.2022 pursuant to the order of National Company Law Tribunal, Mumbai Bench on commencement of liquidation process for the Company w.e.f. November 27, 2021 and has appointed Mr. Ramchander Rao Bikumalla, as Liquidator.

The BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) revoke the suspension in trading in Equity Shares of the Company w.e.f March 22, 2024 since Liquidation order was set aside by Hon’ble National Company Law Appellate Tribunal (NCLAT), Chennai Bench vide Company Appeal (AT) (CH) (Ins) No. 181/2022 dated June 12, 2023.

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) [LODR] Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- Not applicable during the period under review;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- Not applicable during the period under review;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable during the review period;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- Not applicable during the review period;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable during the review period;
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - Not applicable during the review period;
- h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 - Not Applicable during the review period;
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto-Not Applicable during the review period;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- k) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2018 regarding the Companies Act and dealing with client and circulars/ guidelines issued thereunder;

NEUEON TOWERS LIMITED

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified in Annexure-1.

The Company was under Liquidation from 27.11.2021 till 12.06.2023. The trading in the shares of the Company were suspended by the Stock Exchanges (BSE and NSE) with effect from 06.01.2022 pursuant to the order of National Company Law Tribunal, Mumbai Bench on commencement of liquidation process for the Company w.e.f. November 27, 2021 and has appointed Mr. Ramchander Rao Bikumalla, as Liquidator of the Company.

The BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) revoke the suspension in trading in Equity Shares of the Company w.e.f March 22, 2024 since Liquidation order was set aside by Hon'ble National Company Law Appellate Tribunal (NCLAT), Chennai Bench vide Company Appeal (AT) (CH) (Ins) No. 181/2022 dated June 12, 2023.

As per the NSE letter No. NSE/ENF/DELIST/185 dated: 05.08.2022 SOP fine of Rs.48,57,406 including GST pending as on 05.08.2022 and Rs. 24,83,884/- towards Annual Listing Fees, including interest pending as on August 04,2022.

As per the NCLT order in the matter of IA (IBC) 2026/2023 & IA (IBC) 433/2024 in CP(IB) No.679/7/HDB/2018 dated:16.04.2024, the outstanding annual listing fee payable to the BSE Limited for the Financial years 2020-21, 2021-22 and 2023-24 amounting to Rs.926300/- will be included in the CIRP cost.

- (b) The listed entity has taken the actions to comply with the observations made in previous reports- The Company was under Liquidation from 27.11.2021 till 12.06.2023. The Company has not obtained Annual Secretarial Compliance Reports during the last financial years 2021-22 and 2022-23. Hence, No we cannot comment on this.

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	NA	<p>The Company was under Liquidation till 12.06.2023. At present, the Company is under CIRP process.</p> <p>The Company was under Corporate Insolvency Resolution Process (CIRP) vide NCLT order vide Order No. CP(IB) No. 679/7/HDB/2018 ('order') with effect from 03.06.2019 and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Resolution Professional, Dr. M S Sankar, - Resolution Professional (IP Registration No.IBBI/IPA-001/ IP-P00770/2017-18/11315.</p>

2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars / guidelines issued by SEBI. 	No	<p>The Company was under Liquidation till 12.06.2023. At present, the Company is under CIRP process The company before admitting under CIRP had adopted policies as required under the then notified regulations and continued to follow those policies during the period under the supervision of Resolution Professional.</p>
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	No	<p>The Company was under Liquidation till 12.06.2023. At present, the Company is under CIRP process. The website of the Company was not updated as per SEBI (LODR) Regulations 2015</p>
4.	<p>Disqualification of Director:</p> <p>None of the Director of the Company is/are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	No	<p>The Company has one subsidiary. The subsidiary company is non-operational.</p>

NEUEON TOWERS LIMITED

6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	NA	<p>The Company was under Liquidation till 12.06.2023. At present, the Company is under CIRP process. The Company was under Corporate Insolvency Resolution Process (CIRP) vide NCLT order vide Order No. CP(IB) No. 679/7/HDB/2018 ('order') with effect from 03.06.2019 and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Resolution Professional, Dr. M S Sankar, - Resolution Professional (IP Registration No.IBBI/IPA-001/ IP-P00770/2017-18/11315.</p>
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	NA NA	<p>The Company was under Liquidation till 12.06.2023. At present, the Company is under CIRP process The Company was under Corporate Insolvency Resolution Process (CIRP) vide NCLT order vide Order No. CP(IB) No. 679/7/HDB/2018 ('order') with effect from 03.06.2019 and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Resolution Professional, Dr. M S Sankar, - Resolution Professional (IP Registration No.IBBI/IPA-001/ IP-P00770/2017-18/11315.</p>

9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	No	<p>The Company was under Liquidation till 12.06.2023. At present, the Company is under CIRP process The Resolution Professional is under the process of establishing Structured Digital Database (SDD) in compliance with the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except in respect of matters specified in Annexure 1 & 2.</p>	No	Refer Annexure 1

NEUEON TOWERS LIMITED

12	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Yes	<p>M/s Venugopal & Chenoy, Chartered Accountants (FRN:004671S), resigned as Statutory Auditors of the Company and M/s RPSV & Co, Chartered Accountants (FRN: 013151S), appointment as Statutory Auditors of the Company w.e.f: 27.12.2023 and the the Company has complied with the relevant SEBI (LODR) Regulations.</p>
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.</p>	Yes	None

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For SI and ASSOCIATES
Company Secretaries

Shaik Ibraheem
Proprietor
FCS No. 7642, C P No. 24877
Peer Review Certificate No. 3010/2023
UDIN: F007642F000460446

Place: Hyderabad
Date: 27/05/2024

Annexure - 1

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action		Details of Violation	Fine Amount (Rs) (Including GST)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.						
1	SEBI (LODR), Regulations 2015	Regulation 31	Non-Submission of Shareholding pattern for the Quarter ended 31.03.2024	BSE & NSE	Fine		Non-Submission of Shareholding pattern for the Quarter ended 31.03.2024	BSE Fine: 51,920 NSE Fine: 51,920	The Company has not yet submitted the Shareholding pattern for the Quarter ended 31.03.2024. It has been informed by the management that it will submit the shareholding pattern at the earliest.	The Company was under Liquidation from 27.11.2021 till 12.06.2023. At present, the Company is under CIRP process. The Company is under process of filing shareholding pattern for the Quarter ended 31.03.2024.	Nil
2	SEBI (LODR) Regulations, 2015.	Regulation 13(3)	Non-submission of the statement on shareholder complaints for the Quarter ended 31.03.2024	BSE and NSE	Fine		Non-submission of the statement on shareholder complaints for the Quarter ended 31.03.2024	BSE Fine: 25,960 NSE Fine: 25,960	The Company has not yet submitted the statement on shareholder complaints for the Quarter ended 31.03.2024. It has been informed by the management that it will submit the statement on shareholder complaints at the earliest.	The Company was under Liquidation from 27.11.2021 till 12.06.2023. At present, the Company is under CIRP process. The Company is under process of filing statement on shareholder complaints for the Quarter ended 31.03.2024.	Nil

NEUEON TOWERS LIMITED

ANNEXURE - IV(B)

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) read with Schedule V of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,

The Members of

NEUEON TOWERS LIMITED

CIN: L40109TG2006PLC049743

Survey No. 321, Turkala Khanapur Village Hatnur Mandal,
Hyderabad, Medak District, Telangana, India, 502201

We have examined and verified the books, papers, minute books, forms and returns filed and other records maintained by M/s. NEUEON TOWERS LIMITED (hereinafter referred to as the "Company") having its registered office at Survey No. 321, Turkala Khanapur Village Hatnur Mandal, Hyderabad, Medak District, Telangana, India, 502201 and the information provided by the Company and its directors and also based on the information available at the websites of Ministry of Corporate Affairs (i.e. www.mca.gov.in) and Securities and Exchange Board of India (i.e. www.sebi.gov.in), we hereby certify that as on the date of this certificate, none of the below mentioned directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of Company by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Sl.No.	Name of the Director	Director Identification Number (DIN)
1	Mr. Sudheer Rayachoti	01914434
2	Mr. Pasumarthi Vijayendra Santharam Seranyan	07536846
3	Mrs. Anupama Govardhanagiri	02328744
4	Mr. Neelapala Muneyya	00034504
5	Mr. Purusothama Reddy Marrikunta	08466889

For RPR & ASSOCIATES
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor
FCS No. 5783, C P No. 5360
UDIN: F005783F003213801

Place: Hyderabad
Date: Dec 02, 2024

ANNEXURE-V

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments

Neueon Towers Limited (NTL) is one of leading players in India's Power Transmission and Telecom Infrastructure space. Neueon Towers Limited aims to realize two established objectives: Transform steel from a commodity and product into a service, and leverage on the Group's excellence in the production of quality long steel. Neueon Towers Limited emerged as the first integrated player in the towers segment in South India. This was made possible due to the company's resounding expertise in re-rolling facilities that help in tower fabrication as per customer specific sizes, within far lesser timeframes.

The Hon'ble NCLT has approved the Resolution Plan submitted by a consortium led by PRECA Solutions India Private Limited (hereinafter referred to as "Resolution Applicant") vide its Order dated 23th Oct, 2024 ("Approval Order"). The Resolution Applicant has then formed an SPV namely "PRECA Structures Private Limited" for implementation of the approved resolution plan. The resolution plan is thus binding on all stakeholders. The new Board of Directors has been reconstituted to manage affairs of the company w.e.f. 06th Nov 2024.

Opportunities and Threats

Your company is essentially an India's Power Transmission and Telecom Infrastructure space. However, historically its weaknesses have been in terms of marketing, revenue generation, HR management, cash-flow management, risk analysis, customer support management, intellectual property protection and structured planning in an overall sense. This new management team has focused on abovementioned weaknesses and is working to establish and implement the standard operating practices by observing leaders in respective filed.

Segment-wise or product-wise performance

Your Company is operating in multiple segments i.e., India's Power Transmission and Telecom Infrastructure space. During the year under review, there is no sales by the company

Risks and concerns.

The weak-link of your company historically has been the Marketing and Revenue generation despite the fact that the company has cutting-edge business and better than contemporary products. This gap needs to be bridged forthwith as the top most priority and marketing strategies have to be efficiently and effectively tuned.

Concerned agencies, identified as responsible for promoting the products and generating revenues will be taken into confidence before / during the product conceptualisation and introduction whenever and wherever necessary, help of market research teams of proven reputation will be sought before embarking on product development.

HR management is a discipline which needs to be strengthened in a large measure to effectively manage the faculties of discipline, compensation, reward / redressal schemes and career progressions in your company.

Also, the main goal of the organization will be to meet its financial obligations in terms of profitability and healthy cash flows. All the activities of your company will work to fall in line to meet this core objective.

Internal Financial Control Systems and their Adequacy

The Company has adequate internal financial control systems and procedures in all operational areas and at all levels equipment's procurement, finance, administration, marketing and personnel departments. The Audit committee reviews the adequacy of internal controls from time to time.

NEUEON TOWERS LIMITED

Financial review

The Highlights of Financial Operational Performance are given below:

(₹ In Lakhs)

Particulars	2023-24	2022-23	2021-22
Total Income	152.72	151.85	40.45
Total Expenditure	9522.48	9476.99	9530.50
Profit before Tax	(9369.77)	(9325.14)	(9477.30)
Provision for Tax	--	--	--
Profit after Tax	(9369.77)	(9325.14)	(9477.30)
Transfer to General Reserve	--	--	--
Profit available for appropriation	--	--	--
Provision for Proposed Dividend	--	--	--
Provision for Corporate Tax	--	--	--

The total revenue of the Company for the financial year ended March 31, 2024 is ₹ 152.72 lakhs as compared to the previous year's total revenue of ₹ 151.85 lakhs. During this financial year the Company has earned a net loss of ₹ 9369.77 lakhs as against the previous year's net loss of ₹ 9325.14 lakhs.

Human Resources Development and Industrial Relations

The Company believes that the quality of its employees is the key to its success in the long run and is committed to provide necessary human resource development.

Industrial relations during the year are cordial and the Company is committed to maintain the same in future.

By order of the Board
For Neueon Towers Limited

Date: December 02, 2024
Place: Hyderabad

Sudheer Rayachoti
Chairman & Managing Director
DIN: 01914434

PV Santharam Seranyan
Whole time Director
DIN: 07536846

ANNEXURE-VI

REPORT ON CORPORATE GOVERNANCE

The Company having its registered office at Survey No. 321, Turkala Khanapur Village, Hatnur Mandal, Hyderabad-502201, Medak District, Telangana, India was admitted into Corporate Insolvency Resolution Process from 03rd June 2019 under the Insolvency and Bankruptcy Code, 2016 (“the Code”) by Hon’ble NCLT, Hyderabad Bench. The Hon’ble NCLT has approved the Resolution Plan submitted by a consortium led by PRECA Solutions India Private Limited (hereinafter referred to as “Resolution Applicant”) vide its Order dated 23th Oct, 2024 (“Approval Order”). The Resolution Applicant has then formed an SPV namely “PRECA Structures Private Limited” for implementation of the approved resolution plan. The resolution plan is thus binding on all stakeholders. The new Board of Directors has been reconstituted to manage affairs of the company w.e.f. 06th Nov 2024. (“Reconstituted Board” or “Board”) and a new management was put in place. In accordance with the provisions of the Code and the NCLT order, the approved resolution plan is binding on the Company and its employees, members, creditors, guarantors and other stakeholders involved.

1. Company’s philosophy on corporate governance

M/s. Neueon Towers Limited set the highest standards of Corporate Governance right from its inception benchmarked with the best class practices across the globe. Effective Corporate Governance is the manifestation of professional beliefs and values, which configures the organizational values, credo and actions of its employees. The aim of “Good Corporate Governance” is to ensure commitment of the board in managing the company in a transparent manner for maximizing long-term value of the company for its shareholders and all other partners. It integrates all the participants involved in a process, which is economic, and at the same time social. The Company’s core philosophy on the code of Corporate Governance is to ensure:

- ◆ Fair and transparent business practices;
- ◆ Accountability for performance;
- ◆ Compliance of applicable statute;
- ◆ Transparent and timely disclosure of financial and management information;
- ◆ Effective management control and monitoring of executive performance by the Board; and
- ◆ Adequate representation of promoter, executive and independent directors on the Board.

Hence it harmonizes the need for a company to strike a balance at all times between the need to enhance shareholders’ wealth whilst not in any way being detrimental to the interests of the other stakeholders in the company.

2. Board of Directors

a) Composition and Category of Directors

In terms of compliance with the regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 “SEBI Listing Regulations, 2015”, the Company endeavour to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As at March 31, 2024, the suspended Board of Directors (“Board”) comprises of 4 Directors, of which one is Executive and one is Non-executive and remaining two are Independent Director. The composition and category of the Board of Directors is as follows:

NEUEON TOWERS LIMITED

S.No.	Name of Director	Designation	Category
1	Mr Srinivasa Raju Gottumukkala	Managing Director	Promoter group
2	Mr Venkata Bhaskara Rao Maddala	Director	Independent
3	Mr Lanka Visweswar Rao	Director	Independent
4	Mr Hanumantha Rao Sandepudi*	Non-Executive Director	Non-Independent

Note: *Deceased w.e.f. 15.09.2022

b. Attendance of each director at the Board meetings and at the last Annual General Meeting

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended March 31, 2024 has been set out here below:

No meetings were held as Board was suspended due to admission of the Company for IRP since June 03, 2019 onwards.

c. Number of other Directorships, Committee Membership(s) & Chairmanship(s) as on March 31, 2024:

S. No.	Name of Director	Other Directorships	Committee Membership	Committee Chairmanship
1	Mr Srinivasa Raju Gottumukkala	-	-	-
2	Mr Venkata Bhaskara Rao Maddala	-	-	-
3	Mr Lanka Visweswar Rao	-	-	-
4	Mr Hanumantha Rao Sandepudi	-	-	-

♦ The number of total directorships is in accordance with Section 165 of the Companies Act, 2013.

♦ The Number of Directorships, Committee memberships and Chairmanships of all listed and unlisted companies are within the limits as per Regulation 26 of SEBI (LODR) Regulations, 2015 and erstwhile Clause 49(II)(D)(2) of the Listing Agreement.

d. Number of Board Meetings held and the date on which held

No meetings were held as Board was suspended due to admission of the Company for IRP since June 03, 2019 onwards. However the RP has conducted one meeting on January 12, 2024.

e. Disclosure of relationship between the directors inter-se

None of the Directors are related to any other Director.

f. Shares held by Non-Executive Directors

The number of equity shares of the Company held by the non-executive directors, as on March 31, 2024 are as follows:

S.No.	Name of the Director	No of Equity Shares
1	-	-

g. The details of familiarization programs imparted to independent directors is given below
Nil.

3. Board Committees

Details of the Board Committees and other related information are provided hereunder:

I. Audit Committee

a. Brief description of terms of reference

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Review of financial reporting systems;
2. Ensuring compliance with regulatory guidelines;
3. Reviewing the quarterly, half yearly and annual financial results;
4. Approval of annual internal audit plan;
5. Review and approval of related party transactions;
6. Discussing the annual financial statements and auditor's report before submission to the Board with particular reference to the
 - i. Director's Responsibility Statement;
 - ii. Major accounting entries;
 - iii. Significant adjustments in financial statements arising out of audit findings;
 - iv. Compliance with listing requirements etc.;
7. Interaction with statutory, internal and cost auditors;
8. Recommendation for appointment and remuneration of auditors; and
9. Reviewing and monitoring the auditor's independence and performance etc.

Further the Audit Committee also mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and
6. Statement of deviations:
 - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

In addition to the above, the Audit Committee also reviews the financial statements, minutes and details of investments made by the subsidiary companies.

b. Composition, Name of members and Chairman

No committee as Board was suspended due to admission of the Company for IRP since June 03, 2019 onwards.

c. Meetings and attendance during the year

No meetings were conducted as Board was suspended due to admission of the Company for IRP since June 03, 2019 onwards.

NEUEON TOWERS LIMITED

II. Nomination & Remuneration Committee

a. Brief description of terms of reference

- ◆ Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- ◆ Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ◆ Carry on the evaluation of every director's performance;
- ◆ Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- ◆ Formulation of criteria for evaluation of Independent Directors and the Board;
- ◆ Devising a policy on Board diversity; and
- ◆ Any other matter as the Board may decide from time to time.

b. Composition, Name of members and Chairman

No committee as Board was suspended due to admission of the Company for IRP since June 03, 2019 onwards.

c. Nomination and Remuneration Committee meetings

No meetings were conducted as Board was suspended due to admission of the Company for IRP since June 03, 2019 onwards.

d. Nomination and Remuneration policy

The nomination and remuneration committee has adopted a Nomination and Remuneration Policy which, inter-alia, deals with the manner of selection of Board of Directors, KMP & other senior management and their remuneration. Executive Directors and KMP are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The Executive Director and KMP remuneration are determined based on levels of responsibility and scales prevailing in the industry. The executive directors are not paid sitting fee for any Board/Committee meetings attended by them.

The Non-executive directors are not paid sitting fees for attending meetings of Board/Committee.

e. Performance Evaluation of Directors

Not carried since the Board was suspended due to admission of the Company for IRP since June 03, 2019 onwards.

III. Independent Directors' Meeting

No meeting was conducted as Board was suspended due to admission of the Company for IRP since June 03, 2019 onwards.

IV. Stakeholders Relationship Committee

a. Brief description of terms of reference

The Stakeholders Relationship Committee oversees and reviews all matters connected with the share transfers and also looks into redressing of shareholders complaints like transfer of shares, non-receipt of annual report/dividends etc. The committee oversees the performance of the Registrar of Transfer Agents and recommends measures for overall

improvement in the quality of investor services. Email-Id for Investor Grievance: cs@mic.co.in

b. Composition as on the date of this Report

No committee as Board was suspended due to admission of the Company for IRP since June 03, 2019 onwards.

c. Name and designation of Compliance Officer

Compliance Office is the Resolution Professional of the Company.

d. Stakeholders Relationship Committee Meeting

No meetings were conducted as Board was suspended due to admission of the Company for IRP since June 03, 2019 onwards.

e. Number of Shareholders complaints received so far

Nil

f. Number of complaints not resolved to the satisfaction of shareholders is Nil

There were no pending complaints as at the year end.

Remuneration of Directors

a. Details of Remuneration of Non-executive Directors

NIL

b. Details of Remuneration of Executive Directors and Key Managerial Personnel:

NIL

4. General Body Meetings

a. Location and Time, where last three Annual General Meetings held

For the FY 2020-21 the AGM was held on Thursday, the 30th day of September, 2021 at 12.00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Later for the FY 2021-22 and FY 2022-23 the AGMs were not held because of the Company was admitted for liquidation from IRP by the Hon'ble NCLT Order.

5. Means of Communication

a. Financial / Quarterly Results

The quarterly results of the Company are published in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in widely circulated newspapers.

b. Newspapers wherein results normally published

The results of the Company are published in widely circulated newspapers.

c. Any website, where displayed

The results of the Company are published.

d. Whether it also displays official news releases

Official news releases along with quarterly results are displayed on the Company's website.

NEUEON TOWERS LIMITED

e. Presentations made to institutional investors or to the analysts

There are no presentations made to the investors / analysts.

6. Subsidiary Companies

Subsidiary Company as on March 31, 2024 is: M/s. Digitech Business Systems Limited, Hong Kong.

7. General shareholder information

Annual General Meeting	Date : Dec 31, 2024, Time : 11.30 AM
	Venue : deemed to be registered office of the Company.
	Mode : Video Conference
Financial Calendar	April 01, 2023 to March 31, 2024
Date of Book Closure	Dec 25, 2024 to Dec 31, 2024 (both days inclusive)
Dividend Payment Date	Nil
Listing on Stock Exchanges	M/s. BSE Ltd and M/s. National Stock Exchange of India Ltd
Scrip/Stock Code	532887 on BSE and NTL on NSE
ISIN Number for NSDL&CDSL	INE333I01036

Market price data

Company is under CIRP and liquidation process during said period and trading in shares has been suspended.

Dematerialisation of shares and liquidity

The Company has not issued any GDR/ADR and there are no outstanding warrants or any convertible instruments.

Depositories for Equity Shares

- (i) M/s. National Securities Depository Limited (NSDL) and
- (ii) M/s. Central Depository Services Limited (CDSL)

Registrar & Transfer agents

M/s. Bigshare Services Pvt. Ltd

306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500082, Telangana, India

Share Transfer System

SEBI vide its Circular No. CIR/MIRSD/8/2012, dated July 5, 2012 has reduced the time-line for registering the transfer of shares to 15 days, the Physical share transfers are processed and the share certificates are returned to the shareholders within a maximum period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. In compliance with the Listing Agreement with the Stock Exchanges, a Practicing Company Secretary carries out audit of the system of transfer and a certificate to that effect is issued.

Plant Locations

1	Survey No. 321, Turkala Khanapur Village Hatnur Mandal, Hyderabad, Medak District, Telangana-502201
2	Plot no.159 B&C, Survey No.172/A, IDA Bollaram, Jinnaram Mandal, Sanga Reddy Dist., Telangana and at Plot No. 128/A, Survey No. 172/B, IDA Bollaram, Jinnaram Mandal, Sanga Reddy Dist., Telangana

Address for Correspondence

Sl.No.	Shareholders Correspondence for	Address
1	Transfer/ Dematerialization/ Consolidation/ Split of shares, Issue of Duplicate Share Certificates, Non- receipt of dividend/ Bonus shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	M/s. Bigshare Services Pvt. Ltd 306,Right Wing, 3rd Floor, Amrutha Ville, Opp.Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500082, Telangana, India
2	Investor Correspondence / Queries on Annual Report, Revalidation of Dividend Warrants, Sub-Division, etc.	M/s. Neueon Towers Limited Survey No. 321, Turkala Khanapur Village Hatnur Mandal, Hyderabad, Medak District, Telangana-502201, Email-cs@neueon.in

8. Other Disclosures**a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;**

Besides the transactions mentioned elsewhere in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

b. Details of non-compliance by the listed entity, penalties, structures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

The stock exchanges levied penalties for non-compliances or delay in compliances with the SEBI LODR Regulations and the Company will apply for waiver based on the immunity provided by the Hon'ble NCLT, Hyderabad bench under the Resolution Plan.

c. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel have been denied access to the audit committee;

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

The Company has to comply with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non- mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

c. Web link where policy for determining 'material' subsidiaries is disclosed;

The policy for determining 'material' subsidiaries will be available by new management on the website of the Company www.neueon.in

d. Web link where policy on dealing with related party transactions;

The policy on dealing with related party transactions will be available by new management on the website of the Company www.neueon.in

e. Disclosure of commodity price risks and commodity hedging activities:

Not applicable

NEUEON TOWERS LIMITED

- f. As on March 31, 2024, the Company has to comply with the requirements of the Schedule V Corporate Governance report sub- paras (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9. As on March 31, 2024, the Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

Regulation	Particulars of Regulation	Compliance Status (Yes/No)
17	Board of Directors	NA
18	Audit Committee	NA
19	Nomination and Remuneration Committee	NA
20	Stake Holders Relationship Committee	NA
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	No
24	Corporate Governance requirement with respect of Subsidiary of Listed entity	Yes
25	Obligation with respect to Independent Director	NA
26	Obligation with respect to Directors and Senior Management	NA
27	Other Corporate Governance Requirement	NA
46(2)(b)to(i)	Website	Under CIRP

10. Code of Conduct

The Company has in place a comprehensive Code of Conduct applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been posted on the Company's website.

11. MD and CFO Certification

NA

12. Disclosure with respect to Demat suspense account/ unclaimed suspense account

There are no unclaimed securities to be kept in the demat suspense account.

13. Proceeds from public issues, rights issues, preferential issues, etc.

During the year ended March 31, 2024, there were no proceeds from public issues, rights issues.

14. The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. Company's Policy on prevention of insider trading

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board.

By order of the Board
For Neueon Towers Limited

Date: December 02, 2024
Place: Hyderabad

Sudheer Rayachoti
Chairman & Managing Director
DIN: 01914434

PV Santharam Seranyan
Whole time Director
DIN: 07536846

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
M/S. NEUEON TOWERS LIMITED,
Hyderabad.

We, RPR & Associates have examined the compliance of conditions of corporate governance by M/s. Neueon Towers Limited (“the Company”), for the year ended March 31, 2024, as per the relevant provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

The Hon’ble NCLT has approved the Resolution Plan submitted by a consortium led by PRECA Solutions India Private Limited (hereinafter referred to as “Resolution Applicant”) vide its Order dated 23th Oct, 2024 (“Approval Order”). The Resolution Applicant has then formed an SPV namely “PRECA Structures Private Limited” for implementation of the approved resolution plan. The resolution plan is thus binding on all stakeholders. The new Board of Directors has been reconstituted to manage affairs of the company w.e.f. 06th Nov 2024.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance Issued by the Institute of Chartered Accountants of India.

In our opinion and to the best of our information and according to our explanations of the relevant records and the explanations given to us by the Directors and the Management, we certify that the newly constituted Board and the management of the Company as per the approved Resolution Plan is in the process of complying with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations. The deviations for the financial year 2023-24 were mentioned in the Secretarial Audit Report dated 30th December 2024 and Annual Secretarial Compliance Certificate dated 27th May 2024 which forms part of the 17th Board’s Report dated December 02, 2024.

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

For RPR & ASSOCIATES
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor
FCS No. 5783, C P No. 5360
UDIN: F005783F003213724

Place: Hyderabad
Date: Dec 02, 2024

NEUEON TOWERS LIMITED

INDEPENDENT AUDITORS' REPORT

To
The Members,
Neueon Towers Limited.

Report on the Audit of the Standalone Ind AS Financial Statements

Qualified Opinion

We have audited the standalone Ind AS financial statements of NEUEON TOWERS LIMITED (“the Company under CIRP Process”), which comprise the Balance sheet as at 31st March 2024, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as “ Ind AS financial statements”).

In our opinion and to the best of our information and according to the explanation given to us, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph below, the aforesaid standalone Ind AS financial statements give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2024, the profit/loss and total comprehensive income, changes in equity and the cash flows for the year the ended on that date.

Basis for Qualified Opinion

Attention is invited to the following above-mentioned points due which form the basis for the Qualified opinion of the financial statement.

- 1) As per the Indian Accounting standard -1 Presentation of Financial Statements wherein it has been explained by the management that the financial statements have been prepared on going concern basis. The Company has substantial negative net worth and accumulated losses of past years; The Company has made a default in the repayment of Principal and Interest against all the facilities sanctioned by Banks and company has gone into Insolvency and Bankruptcy Code 2016 under interim resolution process dated 03.06.2019 vide order no: CP(IB)No.679/7/HDB/2018 which raises significant concern over going concern ability of company.

Our opinion is not modified in respect of this matter

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

Material uncertainty Related to Going Concern

The Company has accumulated losses and its net worth has been fully eroded due to continuous losses and the Company's current liabilities exceeded its current assets as at March 31, 2024 These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.,Further, the Operational Creditors of the Company have filed a petition under Insolvency Bankruptcy Code, 2016(IBC) with the Hon'ble National Company Law Tribunal, Hyderabad (NCLT)

However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated.

The Resolution Professional has prepared these financial statements using going concern basis of accounting based on their assessment of the successful outcome of the ongoing Corporate Insolvency Resolution Process and accordingly no adjustments have been made to the carrying value of the assets and liabilities and their presentation and classification in the Balance Sheet.

In absence of sufficient and appropriate audit evidence, we are unable to comment as to whether the going concern basis for preparation of these financial statements taken by the Resolution Professional is appropriate.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matters described in the Basis for Qualified Opinion section referred in above para and Material Uncertainty Related to Going Concern section in above para, We have determined there are no Key audit matters to be communicated in our report.

Other Information:

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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.

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

The Company has been under the Corporate Insolvency Resolution Process ('CIRP') under the provisions of the Insolvency and Bankruptcy Code, 2016 ('the Code') vide order dated June 03, 2019 vide order no: CP(IB)No.679/7/HDB/2018.passed by the National Company Law Tribunal ('NCLT'). The powers of the Board of Directors stand suspended as per Section 17 of the Code and such powers are being exercised by the Resolution Professional (RP) appointed by the NCLT by the said order under the provisions of the Code. As per Section 20 of the Code, the management and operations of the Company were being managed by Resolution Professional Mr.Dr. M.S. Sankar upon commencement of CIRP.

The management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of financial statements that give a true and fair view of the state of affairs, loss (including other comprehensive income), changes in equity and cash flows of the Company

NEUEON TOWERS LIMITED

in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the 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 the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Under section 20 of the code , it is incumbent upon Resolution Professional to manage the Operations of the company as going concern upon initiation of CIRP and the financial statement, Which have been prepared on going concern basis have been considered by the Resoluition Professional accordingly.

The Management is also responsible for overseeing the Company's financial reporting process.

Subsequent events

Furthermore The Resolution plan Submitted by the Resolution Applicant in CIRP of Neun Towers Limited was approved by the members of Committee of Creditors of the Company (CoC) in their meeting and subsequently The Hon'ble NCLT approved the Resolution plan submitted by the Resolution Applicant vide NCLT Order No. IA(Plan) No.17 of 2024 in CP(IB) No.679/7/HDB/2018 dated 23.11.2024, and new management taken over the management from 05.11.2024

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors’ report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors’ report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations, except for the matter described in the Basis for Qualified Opinion paragraph above, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) except for the effects/possible effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) except for the effects/possible effects of the matters described in the Basis for Qualified Opinion paragraph above, The Balance Sheet, the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, except for the effects/possible effects of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act and the rules prescribed there under;

NEUEON TOWERS LIMITED

- e) The Company undergoing Corporate Insolvency Resolution Process (CIRP) vide order of Hon'ble NCLT, Hyderabad Bench dated 03-06-2019, vide order no: CP(IB)No.679/7/HDB/2019 and all management responsibilities vest with the Resolution Professional, hence the requirements to comment upon the Director's qualification is not applicable.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has not been provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act as the company under the Corporate Insolvency Process (CIRP).
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of the all known pending litigations on its financial position in its standalone Ind AS financial statements. Further, the company is under CIRP and Moratorium is applicable as per the terms of Section 14 of IBC, 2016.
 - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts, required to be transferred to the investor Education and protection fund by the company.

Place: Hyderabad

Date: 27-05-2024

For RPSV& CO.,
Chartered Accountants,
(FRN: 0013151S)

M Murali Krishna

Partner

M.No. 238030

UDIN: 24238030BKDXQV3590

ANNEXURE - A TO THE AUDITORS' REPORT

The Annexure A referred to in our Independent Auditor's Report to the members of the Company on the Standalone financial statements for the year ended 31 March 2024, we report that:

- i. In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a regular programme of physical verification of its fixed assets by RP & Managing committee
 - (c) A substantial portion of property, Plant and Equipment has been physically verified by the management during the year and in our opinion the frequency of verification is reasonable having regard to the size of the company, the nature of assets, According to the information and explanations given to us and best of our knowledge, no material discrepancies were noticed on physical verification .
 - (d) According to the information and explanations given to us and the records examined by us, the company has not revalued its property, plant and equipment
- ii. In respect of Inventories:
 - (a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
 - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Management has not stated the inventories at the lower of Cost and Net realizable value but has stated them solely cost .
 - (d) According to the information and explanations given to us and the records examined by us the accounts of the company with the lenders are Non-performing assets (NPA) and No Working capital limit sanctioned or renewed during the year on the basis of security of current assets.
- iii. During the year, the Company has not granted any loans secured or unsecured to parties covered in the register maintained under section 189 of the Act. Hence paragraph 3(iii) of the Order is not applicable
- iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans made any investment, given any guarantee or provided any security the parties covered under sections 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities.
- v. According to the information and explanations given to us, The company has not accepted any deposits, within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi. We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of the activities carried on by the Company, wherever applicable and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- vii. In respect of statutory dues:
 - a) According to the information and explanations given to us and on the basis of examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-

NEUEON TOWERS LIMITED

tax, sales-tax, Goods and service tax, duty of customs, duty of excise, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts are payable in respect of income tax, sales tax, Goods and services tax, duty of customs, duty of excise, value added tax or cess and other material statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no material dues of duty of customs, income tax, service tax which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the dues of Value added tax have not been deposited by the Company on account of disputes pending are as under:

Name of the statute	Name of the dues	Amount disputed (In Rs. In lakhs)	Period	Forum where dispute is pending
Income Tax dues	Income Tax	43.41	AY 2007	CPC
Income Tax dues	Income Tax	388.45	AY 2008	AO
Income Tax dues	Income Tax	29.23	AY 2009	AO
Income Tax dues	Income Tax	87.49	AY 2010	AO
Income Tax dues	Income Tax	853.00	AY 2011	ITBA
Income Tax dues	Income Tax	100.96	AY 2012	ITBA
Income Tax dues	Income Tax	413.39	AY 2013	AO
Income Tax dues	Income Tax	379.38	AY 2014	AO
Income Tax dues	Income Tax	0.09	AY 2015	CPC
Income Tax dues	Income Tax	90.59	AY 2017	CPC
Income Tax dues	Income Tax	26.57	AY 2018	CPC
TDS Penalties	ITO(TDS)	0.64	FY 2007-08	CPC
TDS Penalties	ITO(TDS)	0.41	FY 2008-09	CPC
TDS Penalties	ITO(TDS)	1.25	FY 2009-10	CPC
TDS Penalties	ITO(TDS)	3.49	FY 2010-11	CPC
TDS Penalties	ITO(TDS)	2.13	FY 2011-12	CPC
TDS Penalties	ITO(TDS)	6.56	FY 2012-13	CPC
TDS Penalties	ITO(TDS)	3.04	FY 2013-14	CPC
TDS Penalties	ITO(TDS)	1.95	FY 2014-15	CPC
TDS Penalties	ITO(TDS)	1.03	FY 2015-16	CPC
TDS Penalties	ITO(TDS)	0.07	FY 2016-17	CPC
TDS Penalties	ITO(TDS)	5.93	FY 2017-18	CPC
TDS Penalties	ITO(TDS)	2.43	FY 2018-19	CPC
TDS Penalties	ITO(TDS)	1.60	FY 2019-20	CPC
TDS Penalties	ITO(TDS)	0.25	FY 2020-21	CPC
TDS Penalties	ITO(TDS)	0.04	FY 2021-24	CPC
"C" forms Pending	Sales Tax	43.21	FY 2010-11	STAT, Hyd
"C" forms Pending	Sales Tax	34.01	FY 2011-12	STAT, HYD
"C" forms Pending	Sales Tax	8.26	FY 2012-13	ADC, Punjagutta Div, Hyd

"C" forms Pending	Sales Tax	81.02	FY 2013-14	ADC, Punjagutta Div, Hyd
"C" forms Pending	Sales Tax	7.01	FY 2014-15	ADC, Punjagutta Div, Hyd
"C" forms Pending	Sales Tax	40.38	FY 2015-16	CTO, Punjagutta Circle, Hyd
"C" forms Pending	Sales Tax	21.08	FY 2016-17	CTO, Punjagutta Circle, Hyd
VAT Tax	Sales Tax	1.00	FY 2013-14 TO 2015-16	CTO, Punjagutta Circle, Hyd
VAT Tax	Sales Tax	4484.80	FY 2010-11 TO 2012-13	AC(CT), Chennai, TN State
Penalties	Provident Fund	26.48	FY 2014-15 TO 2019-20	Regional Provident Fund Commissioner, RO, Patancheru.
Penalties	ESI	0.84	FY 2014-15 TO 2019-20	Director, ESI, Hyderabad
Contribution	ESI	0.03	FY 2019-20	Director, ESI, Hyderabad

- viii. According to the information and explanations given to us and based on examination of the records, the company has defaulted in repayment of loans along with interest to the Banks/ financial institutions during the year. The details of overdue principal of the company's borrowings are as follows, we were unable to arrive at the overdue interest due to inadequate information.

(Rs. In Crores)

S. No.	Bank / Financial institution	Principal (Amount in Crores)
1.	Exim Import Bank of India	25.00
2.	Punjab national Bank	371.41
3.	IDBI Bank	649.60
4.	Edelweiss Asset reconstruction	77.20
5.	Andhra Bank	214.43
6.	Central Bank	389.35
7.	UCO Bank	173.67
8.	L&T Infrastructure Finance Co.Ltd	4.18
9.	SREI Equipment finance	23.00
	Total	1927.84

- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable. The company has defaulted in repayment of principal and interest to banks and financial institutions in earlier periods.
- x) According to the information and explanations given to us, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid managerial remuneration to its director.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

NEUEON TOWERS LIMITED

- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards;
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares and has complied with Section 42 of the Companies Act, 2013, and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into noncash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) Requirement of registration if any under section 45-IA of Reserve Bank of India Act, 1934 are dealt at Central Office.

For RPSV& CO.,
Chartered Accountants,
(FRN: 0013151S)

M Murali Krishna
Partner
M.No. 238030

UDIN: 24238030BKDXQV3590

Place: Hyderabad

Date: 27-05-2024

ANNEXURE - B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of M/s.NEUEON TOWERS LIMITED ("the Company") as of 31 March 2024 in conjunction with our audit of Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance

Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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.

Place: Hyderabad

Date: 27-05-2024

For RPSV& CO.,
Chartered Accountants,
(FRN: 0013151S)

M Murali Krishna
Partner
M.No. 238030

UDIN: 24238030BKDXQV3590

NEUEON TOWERS LIMITED

BALANCE SHEET AS AT 31.03.2024

(Rupees in Lakhs)

Particulars	Note	As at 31st March	
		2024	2023
A ASSETS			
1 Non- Current Assets			
(a) Property, Plant and Equipment	2.01	90,831.49	1,00,233.53
(b) Capital Work-in-Progress	2.01	-	-
(c) Other Intangible Assets	2.01	0.27	0.27
(d) Financial Assets			
(i) Investments	2.02	13,993.47	13,993.47
(ii) Trade Receivables	2.06	-	-
(iii) Loans	2.03	-	-
(iv) Others		-	-
(d) Deferred tax asset	2.13	-	-
(e) Other non-current assets	2.04	-	-
		<u>1,04,825.23</u>	<u>1,14,227.26</u>
2 Current Assets			
(a) Inventories	2.05	496.99	496.99
(b) Financial Assets			
(i) Trade receivables	2.06	16,305.13	16,292.17
(ii) Cash and cash equivalents	2.07	202.47	189.58
(c) Other current assets	2.08	1,202.49	1,213.81
		<u>18,207.08</u>	<u>18,192.55</u>
		<u>1,23,032.30</u>	<u>1,32,419.81</u>
TOTAL			
B EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	2.09	5,781.29	5,781.29
(b) Reserves & Surplus	2.10	(1,53,366.00)	(1,43,996.23)
		<u>(1,47,584.71)</u>	<u>(1,38,214.94)</u>
LIABILITIES			
2 Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	2.11	-	-
(ii) Trade Payables	2.15	-	-
(iii) Other Financial Liabilities	2.11	14,628.05	14,628.05
(b) Provisions	2.12	27.81	27.81
(c) Deferred tax liabilities (Net)	2.13	15,915.90	15,915.90
(d) Other non-current liabilities		-	-
		<u>30,571.75</u>	<u>30,571.75</u>
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	2.14	1,31,023.76	1,31,023.76
(ii) Trade payables	2.11	960.96	972.45
(iii) Other financial liabilities	2.16	1,02,015.52	1,02,030.18
(b) Provisions	2.12	5,425.66	5,447.25
(c) Other current liabilities	2.17	619.36	589.36
		<u>2,40,045.26</u>	<u>2,40,063.00</u>
Total Equity and Liabilities		<u>1,23,032.30</u>	<u>1,32,419.81</u>

See accompanying notes forming part of the financial statements

As per our report of even date

For and on behalf of the Board

For RPSV AND CO.,
Chartered Accountants
FRN No. 0013151S
M Murali Krishna
Partner
M.No. 238030

G. Srinivasa Raju
Managing Director
(DIN:00132249)

Dr M S Sankar
Resolution Professional
(IP Registration No. IBBI/
IPA-001/IP-P00770/
2017-18/11315)

Place: Hyderabad
Date: 27.05.2024

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2024

(Rs. In Lakhs)

Sl. No.	Particulars	Note	As at 31 March	
			2024	2023
			Rs	Rs
I	Revenue			
	Revenue from Operations	2.18	-	-
	(a) Other operating income	2.19	8.72	7.85
	Total income from operations (net)		8.72	7.85
	Other income		144.00	144.00
	Total Revenue		152.72	151.85
II	Expenses			
	Cost of Materials Consumed	2.20	-	-
	Purchase of Stock-in-Trade		-	-
	Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	2.21	-	-
	Employee Benefit Expenses	2.22	-	-
	Finance Costs	2.23	0.02	0.41
	Depreciation and Amortization Expenses	2.01	9,402.03	9,378.24
	Other Expenses	2.24	120.43	98.34
	Total Expenses		9,522.48	9,476.99
III	Profit Before Exceptional Items and Tax (I - II)		(9,369.77)	(9,325.14)
IV	Exceptional Items		-	-
V	Profit Before Tax (III - IV)		(9,369.77)	(9,325.14)
VI	Tax Expense:			
	Current tax		-	-
	Deferred tax		-	-
	Excess Provision of Deferred Tax in earlier years written off		-	-
VII	Profit for the Year (V - VI)		(9,369.77)	(9,325.14)
VIII	Other Comprehensive Income			
	Items that will not be reclassified to profit or loss			
	Remeasurements of the defined benefit plans		-	-
IX	Other comprehensive income (Net of taxes)		-	-
X	Total comprehensive income for the Year (VIII + IX)		(9,369.77)	(9,325.14)
XI	Earnings Per Equity Share of Rs.10 each			
	(a) Basic		(16.57)	(16.49)
	(b) Diluted		(16.57)	(16.49)

See accompanying notes forming part of the financial statements

As per our report of even date

For and on behalf of the Board

For RPSV AND CO.,
Chartered Accountants
FRN No. 0013151S
M Murali Krishna
Partner
M.No. 238030

G. Srinivasa Raju
Managing Director
(DIN:00132249)

Dr M S Sankar
Resolution Professional
(IP Registration No. IBBI/
IPA-001/IP-P00770/
2017-18/11315)

Place: Hyderabad
Date: 27.05.2024

NEUEON TOWERS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2024

(Rs. in Lakhs)

Particulars	For the year ended 31st March	
	2024	2023
A Cash flows from Operating activities		
Net Profit / (Loss) Before Tax for the year	(9,369.77)	(9,325.14)
Adjustments for		
Depreciation	9,402.03	9,378.24
Finance Costs	0.02	0.41
Interest & other income	(152.72)	(7.85)
Profit on sale of Investment	-	-
Profit on sale of Vehicles	-	-
Provision for Gratuity & Leave Encashment	-	-
Provision for doubtful debts	-	-
Operating Profit Before Working Capital Changes	(120.43)	45.66
Movements in Working Capital		
Adjustments for (increase) / decrease in operating assets:		
Inventories	-	-
Trade Receivables	(12.96)	(16.25)
Loans & Advances	-	-
Other Financial Assets	-	-
Other Assests	11.32	19.81
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade Payables	(11.48)	0.40
Provisions	(21.59)	(15.20)
Financial Laibilities	(14.66)	10.88
Other Liabilities	30.00	(540.77)
Cash Generated from Operations	(139.81)	(495.48)
Less: Taxes paid	-	-
Cash from Operating Activities (A)	(139.81)	(495.48)
B Cash flows from Investing activities		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	-	-
Sales of Investment	-	-
Interest Received	152.72	7.85
Cash from Investment Activities (B)	152.72	7.85
C Cash flows from Financing activities		
Proceeds from Borrowings	-	-
Interest & Financial Charges Paid	(0.02)	(0.41)
Net Cash from financing activities (C)	(0.02)	(0.41)
Net Increase in cash and cash equivalent (A+B+C)	12.89	(488.04)
Cash and Cash Equivalents at the beginning of the year	189.58	677.62
Cash and Cash Equivalent at the end of the year	202.47	189.58

See accompanying notes forming part of the financial statements

As per our report of even date

For and on behalf of the Board

For RPSV AND CO.,
Chartered Accountants
FRN No. 0013151S
M Murali Krishna
Partner
M.No. 238030

G. Srinivasa Raju
Managing Director
(DIN:00132249)

Dr M S Sankar
Resolution Professional
(IP Registration No. IBB/
IPA-001/IP-P00770/
2017-18/11315)

Place: Hyderabad
Date: 27.05.2024

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**1. General Information**

The Company is in the area of manufacturing and company is currently operating in various areas/verticals/products related to Towers & Transmission, TSF and Speciality Structural steel Manufacturing Business.

The Company is in the area of manufacturing and company is currently operating in various areas/verticals/products related to Towers & Transmission, TSF and Speciality Structural steel Manufacturing Business.

The Corporate Insolvency Resolution Process ('CIRP') has been initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal vide Order No. CP(IB) No. 679/7/HDB/2018 with effect from 03.06.2019 (uploaded on website on 08.06.2019). Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Dr. M S Sankar, - Resolution Professional (IP Registration No.IBBI/IPA-001/ IP-P00770/2017-18/11315. His appointment confirmed by the Committee of Creditors ('CoC') as the Resolution Professional (the 'RP'). Accordingly, Dr.M.S.Sankar in his capacity as RP took control and custody of the management and operations of the Company from 03.06.2019.

The Company was under liquidation pursuant to the order of the Hon'ble National Company Law Tribunal, Hyderabad Bench (NCLT), on 14th October 2021 on IA 1114 of 2020. NCLT rejected the Resolution Plan submitted by Longview Resources (HK) Limited and appointed Liquidator.

The Hon'ble National Company Law Tribunal, Hyderabad Bench has ordered the commencement of Liquidation of Neueon Towers Limited, by its order IA No.1114/2020 in CP(IB) NO.679/7/HDB/2018 dated 14.10.2021 effective from 16 November, 2021 (Order uploaded on the website of NCLT) and appointed Mr Bikumalla Ramachander Rao (Regn No.1BBI/IPA- 001/IP-P00740/2017-18/11261) as Liquidator. A public announcement in terms of Regulation 12 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 was made on 19 November 2021.

The Hon'ble National Company Law Appellate Tribunal, Chennai Bench (NCLAT), on 12th June, 2023 pronounced the orders on Company Appeal (AT) (CH) (Ins) No. 181/2022 arising out of the Impugned Order dated 14/10/2021 in C.P.(IB)/679/7/HDB/2018, passed by the 'Adjudicating Authority' National Company Law Tribunal, Hyderabad Bench, Hyderabad and set asides the Liquidation order dated 14.10.2021 and requested that the Adjudicating Authority shall decide the matter of approval of Resolution Plan within the time frame prescribed in the order.

The Hon'ble NCLT, Hyderabad vide its order dated IA .NO.1114/2020, IA (IBC) 1167 & 1124/2023 in CP (IB) No.679/7/HDB/2018 dated: 24.07.2023 allowed the Company to take fresh valuation of the assets and issue fresh form G and complete the CIRP process within 120days.

The Hon'ble NCLT, Hyderabad vide its order dated IA (IBC) 1783/2023 in CP(IB)No.679/7/HDB/2018 dated: 17.11.2023 extended the CIRP period by 90 days effective from 21.11.2023 with a direction that the Resolution Professional shall sincerely endeavour to complete the CIRP within the extended period. The Hon'ble NCLT, Hyderabad, vide its order IA (IBC) 420 dated 20.02.2024 in CPC (IB) No.679/7/HDB had extended the CIRP Period by 60days w.e.f 20.02.2024.

The Hon'ble NCLT, Hyderabad vide its order dated IA (IBC) 433 & 827/2024 in CP(IB) No.679/7/HDB/ 2018 in CP(IB) No.679/7/HDB/2018 dated: 30.04.2024 extended the CIRP period by 45 days effective from 20.04.2024 with a direction that the Resolution Professional shall sincerely endeavour to complete the CIRP within the extended period. Further, the Hon'ble NCLT vide its order IA (IBC) 1186/2024 in CPC (IB) No.679/7/HDB extended the CIRP by 30days w.e.f 04.06.2024. Thereafter the Hon'ble NCLT vides its order IA (IBC) 1381/2024 Dated 09.07.2024 extended the CIRP period by 21days.

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

2. Basis of preparation of Financial Statements

The Consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs, Government of India vide Notification dated February 16, 2015. Accounting policies have been applied consistently to all periods presented in these consolidated financial statements. The Consolidated Financial Statements are prepared under historical cost convention from the books of accounts maintained under accrual basis except for certain financial instruments, which are measured at fair value and in accordance with the Indian Accounting Standards prescribed under the Companies Act, 2013

These consolidated financial statements are the Group's second Ind AS consolidated financial statements. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the Company. All amounts included in the financial statements are reported in Indian rupees (in Rupees) except number of equity shares and per share data, unless otherwise stated.

The significant accounting policies are given at Note 16.

3. Use of estimates and judgment

The preparation of financial statements requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised

4. Commitments

- a. **Capital Commitments:** Estimated amount of contracts including foreign currency contracts net of advances remaining to be executed on capital account and not provided for is Rs.NIL(P.Y. Rs.NIL).
- b. **Commitment related to Investment Properties:** Estimated amount of contracts including foreign currency contracts net of advances remaining to be executed on account of external projects and not provided for is Rs.NIL (P.Y. Rs.NIL).
- c. **Other Commitments:** Estimated amount of contracts including foreign currency contracts net of advances remaining to be executed on account of external projects and not provided for is Rs.NIL (P.Y. Rs.NIL).

5. Additional information pursuant to Schedule III of the Companies Act, 2013

Value of bought-out material consumed (Rs. In Lakhs)

Description	For the year ended 31.03.2024			For the Year ended 31.03.2023		
	Mts.	Rs. (in Lakhs)	%	Mts.	Rs. (in Lakhs)	%
Iron Steel						
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Tower Parts						
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Others						
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Total	-	-	-	-	-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**Value of bought-out material consumed**

(Rs. In Lakhs)

Description	For the year ended 31.03.2024			For the Year ended 31.03.2023		
	Mts.	Rs. (in Lakhs)	%	Mts.	Rs. (in Lakhs)	%
Iron Steel						
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Tower Parts	-	-	-	-	-	-
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Others						
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Total	-	-	-	-	-	-

Value of Consumables, Stores and Spares consumed during the period

(Rs in Lakhs)

Description	For the year ended 31.03.2024	%	For the year ended 31.03.2023	%
Consumables (Indigenous)	-	-	-	-
Consumables (Imported)	-	-	-	-
Total	-	-	-	-

6. Financial Instruments- Fair Values and Risk Management**6.1 Financial Instruments by Categories**

The following tables show the carrying amounts and fair values of financial assets and financial liabilities by categories. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(Amount in Rs as of March 31, 2024)

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments in Equity Instruments (Ref Note No. 2.02)	13,993.47	-	-	13,993.47	-
Cash & Cash Equivalents (Ref Note No. 2.07)	202.47	-	-	202.47	-
Trade Receivable (Ref Note No. 2.06)	16,305.13	-	-	16,305.13	-
Loans & Advances (Ref Note No. 2.03)	-	-	-	-	-

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Liabilities:					
Trade Payable (Ref Note No. 2.11)	960.96	-	-	960.96	-
Borrowings (Ref Note No 2.14)	1,31,023.76	-		1,31,023.76	
Other Financial Liabilities (Ref Note No.2.11&2.16)	1,16,643.57	-	-	1,16,643.57	-

The carrying amounts are considered to be the same as their fair values, due to their short-term nature

The carrying value and fair value of financial instruments by categories were as follows as on March 31, 2023:

(Amount in Rs as of March 31, 2023)

Particulars	Cost	Financial assets / liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments in Equity Instruments (Ref Note No. 2.02)	13,993.47	-	-	13,993.47	
Cash & Cash Equivalents (Ref Note No. 2.07)	189.58	-	-	189.58	-
Trade Receivable (Ref Note No. 2.06)	16,292.17	-	-	16,292.17	-
Loans & Advances (Ref Note No. 2.03)	-	-		-	-
Liabilities:					
Trade Payable (Ref Note No. 2.11)	972.45	-	-	972.45	-
Borrowings (Ref Note No 2.14)	1,31,023.76	-		1,31,023.76	
Other Financial Liabilities (Ref Note No.2.11& 2.16)	1,16,658.23	-	-	1,16,658.23	-

The carrying amounts are considered to be the same as their fair values, due to their short-term nature

6.2 Financial risk management

The company's activities expose it to the following financial risks:

- market risk
- credit risk and
- liquidity risk

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The company has not arranged funds that have any interest rate risk.

a. Market risk**i. Foreign Exchange Risk**

The company does not deal with import and export transactions and hence foreign exchange risk is not applicable to the Company.

b. Credit Risk

Credit risk refers to the risk of default on its obligation by a counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Accordingly, credit risk from trade receivables has been separately evaluated from all other financial assets in the following paragraphs.

Trade Receivables

The company has outstanding trade receivables amounting to Rs 16,305.13 lakhs and Rs 16,292.17 as of March 31, 2024 and March 31, 2023, respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers.

Impairment on trade receivables is recognized based on expected credit loss in accordance with provisions of Ind AS 109. The company's historical experience for customers, present economic condition and present performance of the customers, future outlook for the industry etc. are taken into account for the purposes of expected credit loss.

Credit risk exposure

An analysis of age of trade receivables at each reporting date is summarized as follows:

(As at 31st March 2024, Rs. Lakhs)

Particulars	Gross amount	Impairment	Carrying Value
Not past due		-	-
Past due less than 30 days	-	-	-
Past due more than 30 days but not more than 60 days	-	-	-
Past due more than 60 days but not more than 90 days	-	-	-
Past due more than 90 days but not more than 120 days	-	-	-
Past due more than 120 days	1,06,569.04	90,263.91	16,305.13
Total	1,06,569.04	90,263.91	16,305.13

(As at 31st March 2023, Rs. Lakhs)

Particulars	Gross amount	Impairment	Carrying Value
Not past due		-	-
Past due less than 30 days	-	-	-
Past due more than 30 days but not more than 60 days	-	-	-
Past due more than 60 days but not more than 90 days	-	-	-
Past due more than 90 days but not more than 120 days	-	-	-
Past due more than 120 days	1,06,556.08	90,263.91	16,292.17
Total	1,06,556.08	90,263.91	16,292.17

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Other financial assets

There are no impairment provisions as at each reporting date against financial assets. We consider all the financial assets as at the reporting dates to be of good credit quality.

c. **Liquidity Risk**

Our liquidity needs are monitored based on monthly and yearly projections. The company's principal sources of liquidity are cash and cash equivalents, cash generated from operations and availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

The table below provides details regarding the contractual maturities of non-derivative financial liabilities. The table has been drawn up based on the undisclosed cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The table includes both principal & interest cash flows.

(As of March 31, 2024 Rs. Lakhs)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	8.74	-	288.16	664.06	-	960.96
Short term borrowings (cash credit)*	-	-	-	1,31,023.76	-	1,31,023.76
Long Term Borrowings	-	-	-	-	-	-
Other Financial Liabilities	-	56.16	1,16,587.41	-	-	1,16,643.57
Total	8.74	56.16	1,16,875.57	1,31,687.82	-	2,48,628.29

(As of March 31, 2023 Rs. Lakhs)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	20.23	-	288.16	664.06	-	972.45
Short term borrowings (cash credit)*	-	-	-	1,31,023.76	-	1,31,023.76
Long Term Borrowings	-	-	-	-	-	-
Other Financial Liabilities	-	70.82	1,16,587.41	-	-	1,16,658.23
Total	20.23	70.82	1,16,875.57	1,31,687.82	-	2,48,654.44

(d) **Commodity Price Risk**

The company is not exposed to the said risk.

7. **Disclosure in respect of Indian Accounting Standard (Ind AS)-21 "The Effects of changes in Foreign Exchange Rates"**

The company had not entered into any foreign currency transactions during the year

8. **Disclosure in respect of Indian Accounting Standard (Ind AS)-23 "Borrowing Costs"**

- The amount capitalized with Property, Plant & Equipment's as borrowing cost is Rs. Nil & Rs. Nil for the year ended March 31, 2024 & March 31, 2023 respectively.
- The amount is capitalized using the capitalization rate of NIL %.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**9. Disclosure in respect of Indian Accounting Standard (Ind AS)-36 “Impairment of assets”**

During the year, the company assessed the impairment loss of assets and ECL debited to Profit & Loss is NIL.

10. Disclosure in respect of Indian Accounting Standard (Ind AS)-20 “Accounting for Government Grants and Disclosure of Government Assistance”

The Company did not receive any Government Grants during the year and Previous year.

11. Disclosure in respect of Indian Accounting Standard (Ind AS)-19 “Employee Benefits”

General description of various defined employee’s benefits schemes are as under:

a. Provident Fund:

The Company’s contribution paid/payable during the year to Provident Fund and the liability is recognized on accrual basis.

Contributions to Provident Fund, a defined contribution plan, are made in accordance with the statute and are recognized as an expense when employees have rendered service entitling them to the contributions.

12. Disclosure in respect of Indian Accounting Standard 24 “Related Parties Disclosures”**a. List of Related Parties where control exists and also other Related Parties with whom transactions have taken place and relationships:****List of key management personnel**

Name	Designation
Shri.G. Srinivasa Raju	Managing Director

b. Compensation of key management personnel (Amount in Rs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Short-term benefits	-	-
Post-employment benefits	-	-
Other long-term benefits	-	-
Share-based payments	-	-
Termination benefits	-	-
Total	-	-
Recovery of Loans & Advances during the year	-	-
Advances released during the year	-	-
Closing Balance of Loans & Advances	-	-

List of Subsidiaries:

Name of the Subsidiary	Country of Incorporation	% of Holding as at 31.03.2024
Subsidiaries held directly		
Digitech Business Systems Limited	Hong Kong	100

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

c. Transactions with Related Parties

	Particulars	Subsidiaries		Associates	
		2023-24	2022-23	2023-24	2022-23
A	Sales				
	Sujana Metal Products Ltd	-	-		-
	Sujana Universal Industries Limited	-	-		-
	Sub-total	-	-		-
B	Purchases				
	Sujana Metal Products Ltd	-	-		-
	Sujana Universal Industries Limited	-	-		-
	Sub-total	-	-		-
	Grand Total	-	-		-

d. Loans to Subsidiaries: Nil

All the related party transactions were performed at arm's length price.

13. Disclosure in respect of Indian Accounting standard (Ind AS) 116 "Leases"

The company does not have any lease transactions during the period and hence no disclosures have been made.

14. Disclosure in respect of Indian Accounting Standard (Ind AS)-33 "Earnings Per Share(EPS)"

a. Basic EPS

The earnings and weighted average number of ordinary shares used in the calculation of basic EPS and Basic EPS is as follows:

(Amount in Rs Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit (loss) for the year, attributable to the owners of the company	(9,369.77)	(9,325.14)
Earnings used in calculation of basic earnings per share (A)	(9,369.77)	(9,325.14)
Weighted average number of ordinary shares for the purpose of basic earnings per share (B)	565.45	565.45
Basic EPS (A/B)	(16.57)	(16.49)

b. Diluted EPS

The earnings and weighted average number of ordinary shares used in the calculation of Diluted EPS is as follows:

(Amount in Rs Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit (loss) for the year, attributable to the owners of the company	(9,369.77)	(9,325.14)
Earnings used in calculation of basic earnings per share (A)	(9,369.77)	(9,325.14)
Weighted average number of ordinary shares for the purpose of basic earnings per share (B)	565.45	565.45
Basic EPS (A/B)	(16.57)	(16.49)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**15. Disclosure in respect of Indian Accounting Standard (Ind AS)-37 “Provisions, Contingent Liabilities and Contingent Assets”**

(Amount in Rs Lakhs)

Particulars	Opening balance as on 01.04.2023	Additions/ Transfers during the year	Utilization during the year	Adjustment during the year	Written-back during the year	Closing balance as on 31.03.2024
Employee Benefit Obligation	41.62	-	-	-	-	41.62
Provision for fringe benefit tax	-	-	-	-	-	-
Provision for Income Tax	5,418.96	-	-	21.59	-	5,397.37
Total	5,460.58	-	-	21.59	-	5438.99

Contingent Liabilities:

(Rs. Lakhs)

Sl.No.	Particulars	2023-24	2022-23
1	Claims against the company not acknowledged as debts including foreign currency claim towards:-	-	-
2	Guarantees excluding financial guarantees	-	-
3	Other money for which the company is contingently liable		
4	Guarantees issued by banks on behalf of the company	-	-
5	Letters of credit opened by the company remaining outstanding	-	-
6	Bonds furnished to custom authorities for submission of original documents etc., remaining outstanding	-	-
7	Disputed Income Tax Demand	2,412.56	2,895.66
8	Disputed TDS demands	30.82	27.25
9	Disputed Sales Tax Demand	4,720.77	4,720.77
10	Others (PF etc. specify nature of demand)		
11	Disputed PF demand - Interest on delayed payment & Penal Interest	26.48	26.48
12	Disputed ESI demand – Interest on delayed payment & Penal Interest	0.84	0.84
13	ESI Contribution	0.03	0.03
	TOTAL	7,191.50	7,671.03

16. Accounting Policies under IndAS**1. Significant Accounting Policies****1.1 Statement of Compliance and basis of preparation of Financial Statements**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) as notified by Ministry of Corporate Affairs, Government of India vide Notification dated February 16, 2015. Accounting policies have been applied consistently to all periods presented in these financial statements. The Financial Statements are prepared under historical cost convention from the books of accounts maintained under accrual basis except for certain financial instruments, which are measured at fair value and in accordance with the Indian Accounting Standards prescribed under the Companies Act, 2013

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1.2 Application of Indian Accounting Standards (Ind-AS)

All companies (listed or unlisted) having net worth of Rs 5,000 Million or more are required to adopt Ind AS.

All amounts included in the financial statements are reported in of Indian rupees (Rupees in) except number of equity shares and per share data, unless otherwise stated.

1.3 Use of estimates and judgment

The preparation of financial statements requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised

1.4 Functional and presentation currency

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the Company.

1.5 Revenue Recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from sale of goods 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 government

1.6 Property, Plant and Equipment's

All Property, Plant and Equipment's (PPE) are stated at carrying value in accordance with previous GAAP, which is used as deemed cost on the date of transition to Ind AS using the exemption granted under Ind AS 101.

The cost of an item of property, plant and equipment is recognized as an asset if, and only if 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. The cost of an item of PPE is the cash price equivalent at the recognition date. The cost of an item of PPE comprises:

- i. Purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- ii. Costs directly attributable to bringing the PPE to the location and condition necessary for it to be capable of operating in the manner intended by management.
- iii. The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the company incurs either when the PPE is acquired or as a consequence of having used the PPE during a particular period for purposes other than to produce inventories during that period.

The company has chosen the cost model of recognition and this model is applied to an entire class of PPE. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

1.7 Intangible Assets

All Intangible Assets are stated at carrying value in accordance with previous GAAP, which is used as deemed cost on the date of transition to Ind AS using the exemption granted under Ind AS 101

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Identifiable intangible assets are recognized when the company controls the asset; it is probable that future economic benefits expected with the respective assets will flow to the company for more than one economic period; and the cost of the asset can be measured reliably. At initial recognition, intangible assets are recognized at cost. Intangible assets are amortized on straight line basis over estimated useful lives from the date on which they are available for use. Softwares are amortized over its useful life subject to a maximum period of 5 years or over the license period as applicable.

1.8 Non-Current Assets Held for Sale

The company classifies a non-current asset (or disposal group of assets) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. The non-current asset (or disposal group) classified as held for sale is measured at the lower of its carrying amount and the fair value less costs to sell.

1.9 Depreciation

Depreciation is provided on straight-line method as per the useful lives approved by the Board of Directors, which are equal to those provided under schedule II of the Companies Act, 2013. The useful life of an asset is reviewed at each financial year-end. Each part of an item of PPE with a cost that is significant in relation to the total cost of the asset and if the useful life of that part is different from remaining part of the asset; such significant part is depreciated separately. Depreciation on all such items have been provided from the date they are 'Available for Use' till the date of sale / disposal and includes amortization of intangible assets and lease hold assets. Freehold land is not depreciated. An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Certain items of small value like calculators, wall clock, kitchen utensils etc. whose useful life is very limited are directly charged to revenue in the year of purchase. Cost of mobile handsets is also charged against revenue. The residual value of all the assets is taken as Rs 1/-. The useful lives of the assets are taken as under:-

Name of Assets	Useful life as adopted by the company as per Schedule II
A. General Assets	
Furniture & Fittings	10
Office Equipment	5
Vehicles – Scooter	10
Vehicles – Car	8
Computers - Servers and networks	6
Computers – End User Devices	3
Lease-hold Land	As per Lease Agreement
Wagon Rakes	As per Agreement / Wagon Investment Scheme
Electrical installations excluding fans	10
Water Supply, Sewerage and Drainage	5
Roads	
Carpeted Roads – RCC	10
Carpeted Roads - Other than RCC	5
Non Carpeted Roads	3

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Buildings	
RCC	60
Other than RCC	30
Temporary Structure & wooden partition	3
Warehouse / Godown	30
B. Manufacturing Unit's Assets	
Factory Buildings	30
Electronic installations excluding fans	10
Water Supply, Sewerage and Drainage	5
Plant and Machinery	
Single Shift	15
Double Shift	10
Triple Shift	7.5
Plant and Machinery- Wind Energy Generation Plant	22
C. Fixed Assets created on Land and neither the Fixed Assets nor the Land belongs to the Company	5
D. Amortization of Intangible Assets	
Software	5 years or License period as applicable

1.10 Borrowing Costs

The Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset as a part of the cost of the asset.

The Company recognises other borrowing costs as an expense in the period in which it incurs them.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

1.11 Inventory

Inventories are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The method of determination of cost and valuation is as under:

Cost of Inventories comprises - of Cost of Purchase, cost of conversion and other costs incurred in bringing them to their present location and condition.

Raw Materials and Work-in-Progress are valued at cost using the Weighted Average cost method.

Goods- produced and purchased are valued at Cost or Net Realizable value whichever is lower.

Excise duty in respect of finished goods awaiting dispatch is included in the valuation of inventory.

Stores and Spares, Packing material are carried at cost, ascertained on weighted average basis. Necessary provision is made in the case of obsolete and non-moving items.

1.12 Provisions

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

settle the obligation and a reliable estimate can be made of the amount of the obligation.

1.13 Contingent Liabilities / Assets***Contingent Liabilities***

Contingent liabilities are not recognized but disclosed in Notes to the Accounts when the company has possible obligation due to past events and existence of the obligation depends upon occurrence or non-occurrence of future events not wholly within the control of the company.

Contingent liabilities are assessed continuously to determine whether outflow of economic resources have become probable. If the outflow becomes probable then relative provision is recognized in the financial statements.

Where an entity is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability. The entity recognises a provision for the part of the obligation for which an outflow of resources embodying economic benefits is probable, except in the extremely rare circumstances where no reliable estimate can be made.

Contingent Liabilities are disclosed in the General Notes forming part of the accounts

Contingent Assets

Contingent Assets are not recognised in the financial statements. Such contingent assets are assessed continuously and are disclosed in Notes when the inflow of economic benefits becomes probable. If it's virtually certain that inflow of economic benefits will arise then such assets and the relative income will be recognised in the financial statements.

1.14 Employee benefits

During the Liquidation all, the employees are relieved from their services and no employee working in the Company according to the order of Liquidation. Hence, no provision made for Employee benefits.

1.15 Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income/ statement of profit or 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.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the 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 can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

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NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the near future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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 realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax for the year

Current and deferred tax are recognized in profit or 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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

However, the Company is in Losses. Therefore, there is no current tax for the current Financial Year

1.16 Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. All of the Company's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties.

After initial recognition, the company measures investment property at cost.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Investment properties to be depreciated in accordance to the class of asset that it belongs and the life of the asset shall be as conceived for the same class of asset at the Company.

1.17 Impairment

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalue amount, in which case the impairment loss is treated as a revaluation decrease.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

At the end of each reporting period, the company reviews the carrying amounts of its tangible, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, The Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified,

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Impairment of financial assets

Financial assets, other than those at Fair Value through Profit and Loss (FVTPL), are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. For Available for Sale (AFS) equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- Significant financial difficulty of the issuer or counterparty;
- Breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the borrower will enter bankruptcy or financial re-organisation; or the disappearance of an active market for that financial asset because of financial difficulties.

Categories of financial assets, such as trade receivables, assets are assessed for impairment on individual basis. Objective evidence of impairment for a portfolio of receivables could include companies past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of zero days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets that are carried at cost, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables; such impairment loss is reduced through the use of an allowance account for respective financial asset. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

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For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognized.

De-recognition of financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, The Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

1.18 Earnings per share

Basic earnings per equity are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any shares splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

1.19 Discontinued operations

A discontinued operation is a component of the Company's business that represents a separate line of business that has been disposed off or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

1.20 Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments consist of:

- financial assets, which include cash and cash equivalents, trade receivables, unbilled revenues, finance lease receivables, employee and other advances, investments in equity and debt securities and eligible current and non-current assets;

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

- Financial liabilities, which include long and short-term loans and borrowings, bank overdrafts, trade payables, eligible current and non-current liabilities.

Non-derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are de-recognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are de-recognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

a. Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the statement of financial position, bank overdrafts are presented under borrowings within current liabilities.

- b. Investments in liquid mutual funds, equity securities (other than Subsidiaries, Joint Venture and Associates) are valued at their fair value. These investments are measured at fair value and changes therein, other than impairment losses, are recognized in other comprehensive income and presented within equity, net of taxes. The impairment losses, if any, are reclassified from equity into statement of income. When an available for sale financial asset is derecognized, the related cumulative gain or loss recognised in equity is transferred to the statement of income.

c. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date, which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables comprise trade receivables, unbilled revenues and other assets.

The company estimates the un-collectability of accounts receivable by analysing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

d. Trade and other payables

Trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short term maturity of these instruments.

e. Investments in Subsidiary, Associates and Joint Venture

The company accounts investment in subsidiary, joint ventures and associates at cost

An entity controlled by the company is considered as a subsidiary of the company.

Investments in subsidiary company outside India are translated at the rate of exchange prevailing on the date of acquisition.

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Investments where the company has significant influence are classified as associates. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement is classified as a joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

1.21 Segment Information

The company is principally engaged in single business segment viz., “Power and Telecom Tower”, and operates in one geographical segment as per on ‘Segment Reporting’. Accordingly, the company has made no segment reporting.

1.22 Going Concern

The Group has incurred loss during the year and has negative net worth as at 31 March 2024 that may create uncertainties. However various initiatives taken by the company in relation to cost saving, optimising revenue management opportunities and enhance ancillary revenues is expected to result in improved operating performance, there are positive signs where most of the lenders have accepted for a restructuring proposal. Accordingly, the financial statements continue to be prepared on a going concern basis, which contemplates realisation of assets and settlement of liabilities in the normal course of business.

1.23 Approval of financial statements

The financial statements were approved by the board of directors and authorised for issue on 27.05.2024.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rupees in Lakhs

STATEMENT OF CHANGES IN EQUITY (SOCIE)

Particulars	As at March 31, 2024		As at March 31, 2023		
	No. of Shares	Rs.	No. of Shares	Rs.	
(A) Equity share capital					
Balance at the beginning of the reporting period	5,65,44,552	5,654.46	5,65,44,552	5,654.46	
Change in equity Share capital during the year	-	-	-	-	
Balance at the end of the reporting period	5,65,44,552	5,654.46	5,65,44,552	5,654.46	
B) Cumulative Redeemable Preference shares					
Opening balance	-	126.83	-	126.83	
Issued during the year	-	-	-	-	
Balance at the end of the reporting period	-	126.83	-	126.83	
TOTAL		5,781.29		5,781.29	
	Reserves & Surplus				
Particulars	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	Retained earnings	Total Other Equity
Balance as at April 1, 2022	11,669.67	296.80	36,332.19	(1,82,969.74)	(1,34,671.09)
Profit/(loss) for the year	-	-	-	(9,325.14)	(9,325.14)
Other comprehensive income for the year, net of taxes	-	-	-	-	-
Others	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-
Dividend (including tax on dividend)	-	-	-	-	-
Balance as at March 31, 2023	11,669.67	296.80	36,332.19	(1,92,294.88)	(1,43,996.23)
Balance as at April 1, 2023	11,669.67	296.80	36,332.19	(1,92,294.88)	(1,43,996.23)
Profit for the year	-	-	-	(9,369.77)	(9,369.77)
Other comprehensive income for the year, net of taxes	-	-	-	-	-
Others	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(9,369.77)	(9,369.77)
Dividend (including tax on dividend)	-	-	-	-	-
Balance as at March 31, 2024	11,669.67	296.80	36,332.19	(2,01,664.65)	(1,53,366.00)

See accompanying notes forming part of the financial statements

As per our report of even date

For RPSV AND CO.,
Chartered Accountants
FRN No. 0013151S
M Murali Krishna
Partner
M.No. 238030

G. Srinivasa Raju
Managing Director
(DIN:00132249)

For and on behalf of the Board

Dr M S Sankar
Resolution Professional
(IP Registration No. IBBI/IPA-001/
IP-P00770/2017-18/11315)

Place: Hyderabad
Date: 27.05.2024

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in lakhs

2.01 Property, Plant and Equipment

PARTICULARS	Gross Block				Depreciation			Net Block		
	Opening Gross Block as on 01.04.2023	Additions	Deletions	Closing Gross Block as on 31.03.2024	Opening Gross Block as on 01.04.2023	Depreciation	Depreciation withdrawn	Acc. Dep. As on 31.03.2024	Net Block as on 31.03.2024	Net Block as on 31.03.2023
A) Tangible Assets										
Land	1,868.84	-	-	1,868.84	-	-	-	-	1,868.84	1,868.84
Building	3,554.18	-	-	3,554.18	1,591.43	118.71	-	1,710.14	1,844.04	1,982.75
Plant & Machinery	1,85,095.65	-	-	1,85,095.65	88,747.73	9,272.16	-	98,019.89	87,075.76	96,347.92
Workshop Equipments	9.60	-	-	9.60	7.81	0.46	-	8.27	1.33	1.78
Weighing Machine	11.34	-	-	11.34	10.77	-	-	10.77	0.57	0.57
Electrical Installations	174.72	-	-	174.72	138.84	8.30	-	147.14	27.58	35.88
Furniture & Fixtures	33.16	-	-	33.16	31.50	-	-	31.50	1.66	1.66
Office Equipments	50.55	-	-	50.55	36.43	2.41	-	38.84	11.72	14.12
Computers	108.10	-	-	108.10	108.10	-	-	108.10	-	-
Less: Revaluation Reserve	1,90,906.14	-	-	1,90,906.14	90,672.61	9,402.03	-	1,00,074.65	90,831.49	1,00,233.53
Total of Tangible Assets	1,90,906.14	-	-	1,90,906.14	90,672.61	9,402.03	-	1,00,074.65	90,831.49	1,00,233.53
B) Intangible Assets										
Computer Software	17.13	-	-	17.13	16.87	-	-	16.87	0.27	0.27
Total (A+B)	1,90,923.27	-	-	1,90,923.27	90,689.48	9,402.03	-	1,00,091.51	90,831.76	1,00,233.79

Note : 1. Depreciation is provided on Straight Line Basis applying the rates specified in the Schedule II to the Companies Act, 2013. Depreciation on the revalued fixed assets charged to revaluation reserve.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rupees in lakhs

		As at 31st March	
		2024	2023
2.02 Non-Current Investments			
Investments in Equity Instruments			
In Wholly Owned Subsidiary Companies (Unquoted, Non-trade, at cost)		13,993.47	13,993.47
Investment in Subsidiaries - Equity instruments- Unquoted 23,32,04,400 (Previous Year 23,32,04,400) Equity Shares of HKD 1 each fully paid in Digitech Business Systems Limited			
	Total	13,993.47	13,993.47
2.03 Non-Current Loans			
Loans and Advances to Subsidiaries		-	-
		-	-
2.04 Other non-current assets			
Other Loans & Advances		-	-
	Total	-	-
2.05 Inventories			
(at lower of cost or net realizable value)			
Raw Materials		54.08	54.08
Work in Process		-	-
Finished Goods		0.93	0.93
Stores and Spares		441.97	441.97
	Total	496.99	496.99
2.06 Trade Receivables			
a) Unsecured & Considered Good		16,305.13	16,292.17
b) Doubtful Debtors		90,263.91	90,263.91
		1,06,569.04	1,06,556.08
Less: Provision for doubtful debts		90,263.91	90,263.91
	Total	16,305.13	16,292.17
2.07 Cash and Cash Equivalents			
Cash on Hand		0.01	0.11
Bank Balances in Current Accounts		99.02	86.20
Deposits with banks		103.44	103.27
		202.47	189.58
2.08 Other Current Assets			
Advance for Expenses & Others		3.69	3.77
COC Expenses Recoverable from RA		194.17	194.17
Advances to Suppliers & Others		0.65	0.65
Margin Money With Parties		0.19	0.19
Deposits with Govt Deposit (incl Excise, VAT)		1,003.80	1,015.04
	Total	1,202.49	1,213.81

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

2.09 Equity Share Capital

Rupees in lakhs

(i) The authorised, issued, subscribed and fully paid-up share capital				
Particulars	As At March 31, 2024		As At March 31, 2023	
	No. of shares	Rs.	No. of shares	Rs.
Authorised:				
Equity shares of ₹10 each with voting rights	79,00,00,000	79,000.00	79,00,00,000	79,000.00
1% Cumulative Redeemable Preference Shares of Rs.100/- each	21,00,00,000	2,10,000.00	21,00,00,000	2,10,000.00
Issued, Subscribed and Fully Paid:				
Equity shares of ₹ 10 each with voting rights	5,65,44,552	5,654.46	5,65,44,552	5,654.46
Total	5,65,44,552	5,654.46	5,65,44,552	5,654.46

The equity shares of the Company having par value of ₹ 10 per share, rank pari passu in all respects including entitlement to dividend.

Repayment of the capital in the event of winding up of the Company will inter alia be subject to the provisions of the Articles of Association of the Company and as may be determined by the Company in General Meeting prior to such winding up.

(ii) Details of shares held by each share holder holding more than 5% shares				
Name of shareholder	As At March 31, 2024		As At March 31, 2023	
	Number of shares held	% holding	Number of shares held	% holding
Equity shares of ₹10 each with voting rights				
Yalamanchili Finance & Trading (P) Ltd	47,67,500	8.43%	47,67,500	8.43%
Sujana Holdings Limited	1,21,29,629	21.45%	1,21,29,629	21.45%
Foster Infin & Trading (P) Ltd	50,95,999	9.01%	50,95,999	9.01%
Total	1,68,97,129	38.89%	1,68,97,129	38.89%

(iii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:				
	As At March 31, 2024		As At March 31, 2023	
	Number of shares	Rs.	Number of shares	Rs.
Equity shares				
Opening balance	5,65,44,552	5,654.46	5,65,44,552	5,654.46
Issued during the year	-	-	-	-
Closing balance	5,65,44,552	5,654.46	5,65,44,552	5,654.46
Cumulative Redeemable Preference shares				
Opening balance	-	126.83	-	126.83
Issued during the year	-	-	-	-
Closing balance	-	126.83	-	126.83

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rupees in lakhs

	Year ended 31st March 2024	Year ended 31st March 2023
2.10 Reserves & Surplus		
a) Capital Reserves		
Opening Balance	11,669.67	11,669.67
Add: Additions During the Year	-	-
	<u>11,669.67</u>	<u>11,669.67</u>
b) Capital Redemption Reserve		
Opening Balance	296.80	296.80
Add: Additions During the Year	-	-
	<u>296.80</u>	<u>296.80</u>
c) Securities Premium Reserves		
Opening Balance	36,332.19	36,332.19
Add: Additions During the Year	-	-
	<u>36,332.19</u>	<u>36,332.19</u>
d) Revaluation Reserves		
Opening Balance	-	-
Less: Depreciation on Revalued Assets	-	-
	<u>-</u>	<u>-</u>
d) General Reserves		
Opening Balance	-	-
Less: Transferred to Capital Redemption Reserve	-	-
	<u>-</u>	<u>-</u>
f) Retained Earnings		
Opening Balance	(1,92,294.88)	(1,82,969.74)
Less: Prior Period Adjustments	-	-
	<u>(1,92,294.88)</u>	<u>(1,82,969.74)</u>
Add: Profit/(Loss) for the year	(9,369.77)	(9,325.14)
Less: Dividend and Transfer of Capital Redemption Reserves	-	-
	<u>(2,01,664.65)</u>	<u>(1,92,294.88)</u>
Total (a+b+c+d+e+f)	<u>(1,53,366.00)</u>	<u>(1,43,996.23)</u>
2.11 Non-Current Borrowings		
Secured		
a) Term Loans from Banks (Refer to Note 1)		
i) Term Loan from Banks	-	-
ii) From other Parts	-	-
	<u>-</u>	<u>-</u>
Un-Secured		
Promoters Contribution as per CDR Schedule	12,297.10	12,297.10
Unsecured Loan Others	304.67	304.67
Deferred sales tax liability	2,026.27	2,026.27
Loans from Promoters and Promoter Group Companies	-	-
	<u>14,628.05</u>	<u>14,628.05</u>
Total	<u>14,628.05</u>	<u>14,628.05</u>

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rupees in lakhs

	Year ended 31st March 2024	Year ended 31st March 2023
2.12 Provisions		
Non-current		
Employee Benefit obligation	27.81	27.81
	<u>27.81</u>	<u>27.81</u>
Current		
Other Provisions		
Employee Benefit obligation	13.81	13.81
Dividends & Devidend Tax on CRPS	14.48	14.48
Provision for Fringe Benefit Tax	-	-
Provision for Income Tax	5,397.37	5,418.96
	<u>5,425.66</u>	<u>5,447.25</u>
Total	<u>5,453.46</u>	<u>5,475.06</u>
2.13 Deferred Tax Liability / (Asset) (Net)		
Opening Balance	15,915.90	15,915.90
Add: Deferred Tax Assets in relation to		
(i) Difference in depreciation & amortisation for accounting and income tax purposes	10.38	10.38
(ii) Provision for employee benefits	(10.38)	(10.38)
(iii) Disallowance under Section 43B of Income Tax Act, 1961	-	-
Deferred Tax Liability / (Asset) (Net)	<u>15,915.90</u>	<u>15,915.90</u>
2.14 Current Borrowings		
Secured		
From Consortium Banks	1,31,023.76	1,31,023.76
From Other Banks	-	-
Total	<u>1,31,023.76</u>	<u>1,31,023.76</u>
2.15 Trade Payables		
i) Acceptance (Refer to Note 1 & 2)	-	-
ii) Trade Payables	960.96	972.45
Total	<u>960.96</u>	<u>972.45</u>
2.16 Other Financial Liabilities		
Current Maturities of Long Term Debt (Secured)	88,463.79	88,463.79
Vehicle Loans	-	-
Term Loans	13,211.54	13,211.54
CIRP Expenses Payable to COC Bankers	230.12	230.12
Other Financial Expenses	-	-
Advances from Customers	-	-
Statutory Liabilities	110.07	124.73
Total	<u>1,02,015.52</u>	<u>1,02,030.18</u>
2.17 Other Current Liabilities		
Loans and advances from related parties	-	-
Sundry Creditors for Services & Others	489.36	489.36
Deposits against LOI	130.00	100.00
Total	<u>619.36</u>	<u>589.36</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rupees in lakhs

	Year ended 31st March 2024	Year ended 31st March 2023
2.18 Revenue from Operations		
From Sale of Products (Gross)		
- Domestic	-	-
- Exports	-	-
Total	-	-
2.19 Other Income		
Interest Income	8.72	7.85
Other Non-operating Income (net of expenses directly attributable to such income)		
Forex Gain (Net)	-	-
Other Operating Income	144.00	144.00
Total	152.72	151.85
2.20 (a) Cost of Material Consumed		
Opening Stock of Raw material	54.08	54.08
Add: Purchases	-	-
	54.08	54.08
Less: Closing Stock	54.08	54.08
Total	-	-
(b) Purchases of Stock-in-Trade	-	-
Opening stock	-	-
Add: Purchases	-	-
Less: Closing stock	-	-
Stock-in-Trade materials consumed	-	-
2.21 Changes in Inventories		
a) Opening Stock		
Finished Goods	0.93	0.93
Work-in-Progress	-	-
	0.93	0.93
b) Closing Stock		
Finished Goods	0.93	0.93
Work-in-Progress	-	-
	0.93	0.93
(Increase) / Decrease (a - b)	-	-
2.22 Employee Benefits Expense		
Salaries and Wages	-	-
Contribution to Provident and Other Funds	-	-
Directors remuneration	-	-
Total	-	-

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rupees in lakhs

	Year ended 31st March 2024	Year ended 31st March 2023
2.23 Finance Costs		
Interest on working capital loans	-	-
Interest Expenses on Term Loans	-	-
Other borrowing costs	0.02	0.41
Total	0.02	0.41
2.24 Other Expenses		
Consumption of stores, loose tools and spare parts	-	-
Manufacturing Expenses	2.45	4.05
Administrative Expenses	2.73	4.28
CIRP Expenditure	56.65	11.80
Power and fuel	-	-
Repairs and maintenance:	0.49	-
Rates and taxes, excluding, taxes on income	0.24	0.11
Insurance	5.28	9.91
Traveling and conveyance	1.86	2.58
Communication	-	-
Contract labor charges (security charges)	15.84	13.64
Legal and professional fees	29.44	39.49
Auditor Remuneration	3.00	-
Sales promotion and advertisement	2.45	11.30
Loss on sale of Investments	-	-
Loss on sale of Vehicles	-	-
Advances Written Off	-	-
Provision for Bad Debts	-	-
Printing and stationery	0.00	1.18
Sitting Fees	-	-
Sundry Debit Balances Written off	-	-
Pending Excise Case disposed Off	-	-
Miscellaneous expenses	-	-
Total	120.43	98.34

**Consolidated Accounts
for the year ended
31.03.2024**

NEUEON TOWERS LIMITED

INDEPENDENT AUDITORS' REPORT

To

The Members

NEUEON TOWERS LIMITED,

Hyderabad.

Report on the Audit of the Consolidated Ind AS financial statements

Qualified Opinion

We have audited the accompanying Consolidated financial statements of NEUEON TOWERS LIMITED (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31, 2024, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid consolidated 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 the accounting principles generally accepted in India including Indian Accounting Standards ("Ind AS") specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules as amended and other accounting principles generally accepted in India, of the consolidated state of affairs(financial position) of the Group as at March 31, 2024, the consolidated loss (financial performance including Consolidated other comprehensive income),consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

- a. The Parent Company has defaulted in repayment of dues to Banks/Financial institutions during the current financial year. All loans outstanding were classified as NPA by the banks during the preceeding financial years. The company has not provided interest on Working capital and Term loans as the company is under Corporate Insolvency Process (CIRP) under IB Code.
- b. The Parent company has made a provision of NIL lakhs during the current year, the realisability of trade receivables amounting to Rs.33,279.94 Lakhs is in doubt and the company has not made any provision for bad and doubtful debts in respect of these receivables.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Material uncertainty Related to Going Concern

The Group has accumulated losses and its net worth has been fully eroded due to continuous losses and the Company's current liabilities exceeded its current assets as at March 31, 2024. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group ability to continue as a

going concern. However, the consolidated financial statements of the Group have been prepared on a going concern basis for the reasons stated.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matters described in the Basis for Qualified Opinion section referred in above para and Material Uncertainty Related to Going Concern section in above para, We have determined there are no Key audit matters to be communicated in our report.

Other information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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.

Responsibilities of Management and Those Charged with Governance for the consolidated financial statements

The Holding 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 consolidated financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Holding Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Holding Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

NEUEON TOWERS LIMITED

Auditor's Responsibilities for the Audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors 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 communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the annual financial statements of one subsidiary M/s Digitech Business Systems Limited, included in the Statement, whose financial information reflects total assets (net) of Rs.16,974.80 Lakhs as at March 31,2024, and Nil total revenues and no net cash inflows for the year ended March 31, 2024 as considered in the consolidated Ind AS financial statements.

These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated Ind As financial statements, in so far as it relates to the amount and disclosures included in respect of one subsidiary, and our report in terms of sub-section (3) and (11) of section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the group.

The Holding Company's management has converted the financial statements of such subsidiary from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, is based on the unaudited financial statement and conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the Un-audited financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associates and joint ventures, as noted in the 'other matters' paragraph we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations, except for the matter described in the Basis for Qualified Opinion paragraph above, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) except for the effects/possible effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) except for the effects/possible effects of the matters described in the Basis for Qualified Opinion paragraph above, In our opinion, the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including (including Other Comprehensive Income), Consolidated Statement

NEUEON TOWERS LIMITED

of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

- d) In our opinion, except for the effects of the matters described in the Basis for Qualified Opinion paragraph above the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Parent company.
- f) The Company undergoing Corporate Insolvency Resolution Process (CIRP) vide order of Hon'ble NCLT, Hyderabad Bench dated 03-06-2019, vide order no: CP(IB)No.679/7/HDB/2018 and all management responsibilities vest with the Resolution Professional, hence the requirements to comment upon the Director's qualification is not applicable.
- g) With respect to the adequacy of the internal financial controls over financial reporting With reference to these Consolidated Financial Statements of the Holding Company, refer to our separate Report in "Annexure A" to this report;
- h) In our opinion,has not been not provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act as the company under the Corporate Insolvency Process (CIRP)
- i) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associates and joint ventures, as noted in the 'Other Matters' paragraph:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associates and joint ventures in its Consolidated Financial Statements – Refer Note 17 to the Consolidated Financial Statements.
 - ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There were no amounts, required to be transferred to the investor Education and protection fund by the company.

For RPSV& CO.,
Chartered Accountants,
(FRN: 0013151S)

M Murali Krishna
Partner
M.No. 238030

UDIN: 24238030BKDXQW1041

Place: Hyderabad

Date: 27-05-2024

ANNEXURE - A TO THE AUDITORS' REPORT

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

In conjunction with our audit of the Consolidated Financial Statements of NEUEON TOWERS LIMITED for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of NEUEON TOWERS LIMITED which includes joint operations (hereinafter referred to as the "Holding Company") and its subsidiaries which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiaries, its associates and joint ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company, its subsidiaries, its associates and joint ventures, which are companies incorporated in India, internal financial controls over financial reporting with reference to these Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Consolidated Financial Statements, 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 auditors' 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements.

Meaning of Internal Financial Controls over Financial Reporting with reference to these Consolidated Financial Statements

A company's internal financial control over financial reporting with reference to these Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Consolidated Financial Statements includes those policies and procedures that (1) pertain to

NEUEON TOWERS LIMITED

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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Consolidated Financial Statements, 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 with reference to these Consolidated Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in Other Matters paragraph below, the Holding Company, its subsidiaries, its associates and joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding 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.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements of the Holding Company, in so far as it relates to separate financial statement of subsidiaries which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries, associates and joint ventures incorporated in India.

For RPSV& CO.,
Chartered Accountants,
(FRN: 0013151S)

M Murali Krishna
Partner
M.No. 238030

UDIN: 24238030BKDXQW1041

Place: Hyderabad

Date: 27-05-2024

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2024 (Rupees in Lakhs)

Particulars	Note No.	As at 31st March	
		2024	2023
A ASSETS			
1 Non- Current Assets			
(a) Property, Plant and Equipment	2.01	90,831.49	1,00,233.53
(b) Capital Work-in-Progress	2.01	-	-
(c) Other Intangible Assets	2.01	0.27	0.27
(d) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	2.05	-	-
(iii) Loans	2.02	-	-
(iv) Others	2.07	-	-
(d) Deferred tax asset		-	-
(e) Other non-current assets	2.03	-	-
		<u>90,831.76</u>	<u>1,00,233.79</u>
2 Current Assets			
(a) Inventories	2.04	496.99	496.99
(b) Financial Assets			
(i) Trade receivables	2.05	33,279.94	31,183.50
(ii) Cash and cash equivalents	2.06	210.78	196.87
(c) Other current assets	2.07	1,202.49	1,213.81
		<u>35,190.19</u>	<u>33,091.16</u>
TOTAL		<u>1,26,021.95</u>	<u>1,33,324.95</u>
B EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	2.08	5,781.29	5,781.29
(b) Other Equity		<u>(1,50,449.83)</u>	<u>(1,43,155.55)</u>
		<u>(1,44,668.55)</u>	<u>(1,37,374.26)</u>
LIABILITIES			
2 Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	2.09	-	-
(ii) Trade Payables	2.13	-	-
(iii) Other Financial Liabilities	2.09	14,628.05	14,628.05
(b) Provisions	2.10	27.81	27.81
(c) Deferred tax liabilities (Net)	2.11	15,915.90	15,915.90
(d) Other non-current liabilities	2.15	-	-
		<u>30,571.75</u>	<u>30,571.75</u>
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	2.12	1,31,023.76	1,31,023.76
(ii) Trade payables	2.13	960.96	972.45
(iii) Other financial liabilities	2.14	1,02,015.52	1,02,030.18
(b) Provisions	2.10	5,425.66	5,447.25
(c) Other current liabilities	2.15	692.84	653.82
		<u>2,40,118.74</u>	<u>2,40,127.46</u>
Total Equity and Liabilities		<u>1,26,021.95</u>	<u>1,33,324.95</u>

See accompanying notes forming part of the financial statements

As per our report of even date

For and on behalf of the Board

For RPSV AND CO.,
Chartered Accountants
FRN No. 0013151S
M Murali Krishna
Partner
M.No. 238030

G. Srinivasa Raju
Managing Director
(DIN:00132249)

Dr M S Sankar
Resolution Professional
(IP Registration No. IBBI/
IPA-001/IP-P00770/
2017-18/11315)

Place: Hyderabad
Date: 27.05.2024

NEUEON TOWERS LIMITED

Statement of Consolidated Profit and Loss for the year ended 31.03.2024

(Rs. In Lakhs)

Particulars	Note No	For the Year Ended	
		2024	2023
I Revenue			
Revenue from Operations	2.16	-	-
Other operating income	2.17	8.72	7.85
Total income from operations (net)		8.72	7.85
Other income	2.17	144.00	144.00
Total Revenue		152.72	151.85
II Expenses			
Cost of Materials Consumed	2.18	-	-
Purchase of Stock-in-Trade	2.18	-	-
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	2.19	-	-
Employee Benefit Expenses	2.20	-	-
Finance Costs	2.21	0.02	0.41
Depreciation and Amortization Expenses	2.01	9,402.03	9,378.24
Other Expenses	2.22	120.43	98.34
Total Expenses		9,522.48	9,476.99
III Profit Before Exceptional Items and Tax (I - II)		(9,369.77)	(9,325.14)
IV Exceptional Items		-	-
V Profit Before Tax (III - IV)		(9,369.77)	(9,325.14)
VI Tax Expense:			
Current tax		-	-
Deferred tax		-	-
Excess Provision of Deffered Tax in earlier years written off		-	-
VII Profit for the Year (V - VI)		(9,369.77)	(9,325.14)
VIII Other Comprehensive Income			
Items that will not be reclassified to profit or loss		-	-
Remeasurements of the defined benefit plans		-	-
Taxes on the above		-	-
IX Other comprehensive income (Net of taxes)		-	-
X Total comprehensive income for the Year (VIII + IX)		(9,369.77)	(9,325.14)
XI Earnings Per Equity Share of Rs.10 each			
(a) Basic		(16.57)	(16.49)
(b) Diluted		(16.57)	(16.49)

See accompanying notes forming part of the financial statements

As per our report of even date

For and on behalf of the Board

For RPSV AND CO.,
Chartered Accountants
FRN No. 0013151S
M Murali Krishna
Partner
M.No. 238030

G. Srinivasa Raju
Managing Director
(DIN:00132249)

Dr M S Sankar
Resolution Professional
(IP Registration No. IBB/
IPA-001/IP-P00770/
2017-18/11315)

Place: Hyderabad
Date: 27.05.2024

Cosolidated Cash Flow Statement for the Year Ended 31.03.2024 (Rs. in Lakhs)

Particulars	For the year ended 31st March	
	2024	2023
A Cash flows from Operating activities		
Net Profit / (Loss) Before Tax for the year	(9,369.77)	(9,325.14)
Adjustments for		
Depreciation	9,402.03	9,378.24
Finance Costs	0.02	0.41
Interest & other income	(8.72)	(7.85)
Profit on sale of Investment	-	-
Profit on sale of Vehicles	-	-
Provision for Gratuity & Leave Encashment	-	-
Provision for doubtful debts	-	-
Operating Profit Before Working Capital Changes	23.57	45.67
Movements in Working Capital		
Adjustments for (increase) / decrease in operating assets:		
Inventories	-	-
Trade Receivables	(2,096.44)	(16.25)
Loans & Advances	-	-
Other Financial Assets	-	-
Other Assests	11.32	19.81
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade Payables	(11.48)	0.40
Provisions	(21.59)	(15.20)
Financial Laibilities	(14.66)	10.88
Other Liabilities	39.02	(540.77)
Cash Generated from Operations	(2,070.27)	(495.47)
Less: Taxes paid	-	-
Cash from Operating Activities (A)	(2,070.27)	(495.47)
B Cash flows from Investing activities		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	-	-
Sales of Investment	-	-
Foreign Exchange Translation adjustment (on Consolidation)	2,075.48	-
Interest Received	8.72	7.85
Cash from Investment Activities (B)	2,084.20	7.85
C Cash flows from Financing activities		
Proceeds from Borrowings	-	-
Interest & Financial Charges Paid	(0.02)	(0.41)
Net Cash from financing activities (C)	(0.02)	(0.41)
Net Increase in cash and cash equivalent (A+B+C)	13.91	(488.03)
Cash and Cash Equivalents at the beginning of the year	196.87	684.91
Cash and Cash Equivalent at the end of the year	210.78	196.87

See accompanying notes forming part of the financial statements

As per our report of even date

For and on behalf of the Board

For RPSV AND CO.,
Chartered Accountants
FRN No. 0013151S
M Murali Krishna
Partner
M.No. 238030

G. Srinivasa Raju
Managing Director
(DIN:00132249)

Dr M S Sankar
Resolution Professional
(IP Registration No. IBBI/
IPA-001/IP-P00770/
2017-18/11315)

Place: Hyderabad
Date: 27.05.2024

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

1. General Information

The Company is in the area of manufacturing and company is currently operating in various areas/verticals/products related to Towers & Transmission, TSF and Speciality Structural steel Manufacturing Business.

The Company is in the area of manufacturing and company is currently operating in various areas/verticals/products related to Towers & Transmission, TSF and Speciality Structural steel Manufacturing Business.

The Corporate Insolvency Resolution Process ('CIRP') has been initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal vide Order No. CP(IB) No. 679/7/HDB/2018 with effect from 03.06.2019 (uploaded on website on 08.06.2019). Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Dr. M.S. Sankar, - Resolution Professional (IP Registration No. IBBI/IPA-001/IP-P00770/2017-18/11315. His appointment confirmed by the Committee of Creditors ('CoC') as the Resolution Professional (the 'RP'). Accordingly, Dr. M.S. Sankar in his capacity as RP took control and custody of the management and operations of the Company from 03.06.2019.

The Company was under liquidation pursuant to the order of the Hon'ble National Company Law Tribunal, Hyderabad Bench (NCLT), on 14th October 2021 on IA 1114 of 2020. NCLT rejected the Resolution Plan submitted by Longview Resources (HK) Limited and appointed Liquidator.

The Hon'ble National Company Law Tribunal, Hyderabad Bench has ordered the commencement of Liquidation of Neueon Towers Limited, by its order IA No.1114/2020 in CP(IB) NO.679/7/HDB/2018 dated 14.10.2021 effective from 16 November, 2021 (Order uploaded on the website of NCLT) and appointed Mr Bikumalla Ramachander Rao (Regn.No.1BBI/IPA- 001/1P-P00740/2017-18/11261) as Liquidator. A public announcement in terms of Regulation 12 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 was made on 19 November 2021.

The Hon'ble National Company Law Appellate Tribunal, Chennai Bench (NCLAT), on 12th June, 2023 pronounced the orders on Company Appeal (AT) (CH) (Ins) No. 181/2022 arising out of the Impugned Order dated 14/10/2021 in C.P.(IB)/679/7/HDB/2018, passed by the 'Adjudicating Authority' National Company Law Tribunal, Hyderabad Bench, Hyderabad and set asides the Liquidation order dated 14.10.2021 and requested that the Adjudicating Authority shall decide the matter of approval of Resolution Plan within the time frame prescribed in the order.

The Hon'ble NCLT, Hyderabad vide its order dated IA .NO.1114/2020, IA (IBC) 1167 & 1124/2023 in CP (IB) No.679/7/HDB/2018 dated: 24.07.2023 allowed the Company to take fresh valuation of the assets and issue fresh form G and complete the CIRP process within 120days.

The Hon'ble NCLT, Hyderabad vide its order dated IA (IBC) 1783/2023 in CP(IB)No.679/7/HDB/2018 dated: 17.11.2023 extended the CIRP period by 90 days effective from 21.11.2023 with a direction that the Resolution Professional shall sincerely endeavour to complete the CIRP within the extended period. The Hon'ble NCLT, Hyderabad, vide its order IA (IBC) 420 dated 20.02.2024 in CPC (IB) No.679/7/HDB had extended the CIRP Period by 60days w.e.f 20.02.2024.

The Hon'ble NCLT, Hyderabad vide its order dated IA (IBC) 433 & 827/2024 in CP(IB) No.679/7/HDB/ 2018 in CP(IB) No.679/7/HDB/2018 dated: 30.04.2024 extended the CIRP period by 45 days effective from 20.04.2024 with a direction that the Resolution Professional shall sincerely endeavour to complete the CIRP within the extended period. Further, the Hon'ble NCLT vide its order IA (IBC) 1186/2024 in CPC (IB) No.679/7/HDB extended the CIRP by 30days w.e.f 04.06.2024. Thereafter the Hon'ble NCLT vides its order IA (IBC) 1381/2024 Dated 09.07.2024 extended the CIRP period by 21days.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**2. Basis of preparation of Financial Statements**

The Consolidated financial statements have been prepared in accordance with Indian Accounting Standards (IndAS) as notified by Ministry of Corporate Affairs, Government of India vide Notification dated February 16, 2015. Accounting policies have been applied consistently to all periods presented in these consolidated financial statements. The Consolidated Financial Statements are prepared under historical cost convention from the books of accounts maintained under accrual basis except for certain financial instruments, which are measured at fair value and in accordance with the Indian Accounting Standards prescribed under the Companies Act, 2013

These consolidated financial statements are the Group's second Ind AS consolidated financial statements. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the Company. All amounts included in the financial statements are reported in Indian rupees (in Rupees) except number of equity shares and per share data, unless otherwise stated.

3. Principles of Consolidation

The consolidated financial statements relate to Neueon Towers Limited ('the Company') and its subsidiary companies, associates and joint ventures. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiaries are combined on a line-by-line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b) Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
- c) In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.
- d) Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- e) Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

4. Other Significant Accounting Policies

These are set out under "Significant Accounting Policies" as given in the Company's standalone financial statements.

The significant accounting policies are given at Note 16.

5. Use of estimates and judgment :

The preparation of financial statements requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

6. Commitments

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

- (a) **Capital Commitments:** Estimated amount of contracts including foreign currency contracts net of advances remaining to be executed on capital account and not provided for is Rs. NIL (P.Y. Rs. NIL).
- (b) **Commitment related to Investment Properties:** Estimated amount of contracts including foreign currency contracts net of advances remaining to be executed on account of external projects and not provided for is Rs.NIL (P.Y. Rs.NIL).
- (c) **Other Commitments:** Estimated amount of contracts including foreign currency contracts net of advances remaining to be executed on account of external projects and not provided for is Rs. NIL (P.Y. Rs. NIL).

7. Additional information pursuant to Schedule III of the Companies Act, 2013

Value of bought-out material consumed

(Rs. In Lakhs)

Description	For the year ended 31.03.2024			For the Year ended 31.03.2023		
	Mts.	Rs. (in Lakhs)	%	Mts.	Rs. (in Lakhs)	%
Iron Steel						
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Tower Parts						
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Others						
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Total	-	-	-	-	-	-

Value of bought-out material consumed

(Rs. in Lakhs)

Description	For the year ended 31.03.2024			For the Year ended 31.03.2023		
	Mts.	Rs. (in Lakhs)	%	Mts.	Rs. (in Lakhs)	%
Iron Steel						
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Tower Parts						
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Others						
Indigenous	-	-	-	-	-	-
Imported	-	-	-	-	-	-
Total	-	-	-	-	-	-

Value of Consumables, Stores and Spares consumed during the period

(Rs in Lakhs)

Description	For the year ended 31.03.2024	%	For the year ended 31.03.2023	%
Consumables(Indigenous)	-	-	-	-
Consumables(Imported)	-	-	-	-
Total	-	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**8. Financial Instruments - Fair Values and Risk Management****8.1. Financial Instruments by Categories**

The following tables show the carrying amounts and fair values of financial assets and financial liabilities by categories. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(Amount in Rs as of March 31, 2024)

Particulars	Cost	Financial assets / liabilities at FVTPL	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments in Equity Instruments	-	-	-	-	-
Cash & Cash Equivalents (Ref Note No. 2.06)	210.78	-	-	210.78	-
Trade Receivable (Ref Note No. 2.05)	33,279.94	-	-	33,279.94	-
Loans & Advances (Ref Note No. 2.02)	-	-	-	-	-
Liabilities:					
Trade Payable (Ref Note No. 2.13)	960.96	-	-	960.96	-
Borrowings (Ref Note No 2.12)	1,31,023.76	-	-	1,31,023.76	-
Other Financial Liabilities (Ref Note No. 2.09& 2.14)	1,16,643.57	-	-	1,16,643.57	-

The carrying amounts are considered to be the same as their fair values, due to their short-term nature

The carrying value and fair value of financial instruments by categories were as follows as on March 31, 2023:

(Amount in Rs as of March 31, 2023)

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Investments in Equity Instruments	-	-	-	-	-
Cash & Cash Equivalents (Ref Note No. 2.06)	196.87	-	-	196.87	-
Trade Receivable (Ref Note No. 2.05)	31,183.50	-	-	31,183.50	-
Loans & Advances (Ref Note No. 2.02)	-	-	-	-	-
Liabilities:					
Trade Payable (Ref Note No. 2.13)	972.45	-	-	972.45	-
Borrowings (Ref Note No 2.12)	1,31,023.76	-	-	1,31,023.76	-
Other Financial Liabilities (Ref Note No. 2.09 & 2.14)	1,16,658.23	-	-	1,16,658.23	-

The carrying amounts are considered to be the same as their fair values, due to their short-term nature

8.2 Financial risk management

The company's activities expose it to the following financial risks:

- market risk
- credit risk and
- liquidity risk

The company has not arranged funds that have any interest rate risk.

a. Market risk

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Foreign Exchange Risk

The company does not deal with import and export transactions and hence foreign exchange risk is not applicable to the Company.

b. Credit Risk

Credit risk refers to the risk of default on its obligation by a counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Accordingly, credit risk from trade receivables has been separately evaluated from all other financial assets in the following paragraphs.

Trade Receivables

The company has outstanding trade receivables amounting to Rs 33,279.94 lakhs and Rs 31,183.50 as of March 31, 2024 and March 31, 2023, respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers.

Impairment on trade receivables is recognized based on expected credit loss in accordance with provisions of IndAS 109. The company's historical experience for customers, present economic condition and present performance of the customers, future outlook for the industry etc. are taken into account for the purposes of expected credit loss.

Credit risk exposure

An analysis of age of trade receivables at each reporting date is summarized as follows:

(As at 31st March 2024, Rs. Lakhs)

Particulars	Gross amount	Impairment	Carrying Value
Not past due	-	-	-
Past due less than 30 days	-	-	-
Past due more than 30 days but not more than 60 days	-	-	-
Past due more than 60 days but not more than 90 days	-	-	-
Past due more than 90 days but not more than 120 days	-	-	-
Past due more than 120 days	1,23,543.85	90,263.91	33,279.94
Total	1,23,543.85	90,263.91	33,279.94

(As at 31st March 2023, Rs. Lakhs)

Particulars	Gross amount	Impairment	Carrying Value
Not past due	-	-	-
Past due less than 30 days	-	-	-
Past due more than 30 days but not more than 60 days	-	-	-
Past due more than 60 days but not more than 90 days	-	-	-
Past due more than 90 days but not more than 120 days	-	-	-
Past due more than 120 days	1,21,447.41	90,263.91	31,183.50
Total	1,21,447.41	90,263.91	31,183.50

Other financial assets

There are no impairment provisions as at each reporting date against financial assets. We consider all the financial assets as at the reporting dates to be of good credit quality.

c) Liquidity Risk

Our liquidity needs are monitored based on monthly and yearly projections. The company's principal sources of liquidity are cash and cash equivalents, cash generated from operations and availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

The table below provides details regarding the contractual maturities of non-derivative financial liabilities. The table has been drawn up based on the undiscovered cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The table includes both principal & interest cash flows.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(as of March 31, 2024 .Rs. Lakhs)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	8.74	-	288.16	664.06	-	960.96
Short term borrowings (cash credit)*	-	-	-	1,31,023.76	-	1,31,023.76
Long Term Borrowings	-	-	-	-	-	-
Other Financial Liabilities	-	56.16	1,16,587.41	-	-	1,16,643.57
Total	8.74	56.16	1,16,875.57	1,31,687.82	-	2,48,628.29

*Includes interest accrued on borrowings

(as of March 31, 2023. Rs. Lakhs)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	20.23	-	288.16	664.06	-	972.45
Short term borrowings (cash credit)*	-	-	-	1,31,023.76	-	1,31,023.76
Long Term Borrowings	-	-	-	-	-	-
Other Financial Liabilities	-	70.82	1,16,587.41	-	-	1,16,658.23
Total	20.23	70.82	1,16,875.57	1,31,687.82	-	2,48,654.44

*Includes interest accrued on borrowings

9. Disclosure in respect of Indian Accounting Standard (IndAS)-21 “The Effects of changes in Foreign Exchange Rates”

The company had not entered into any foreign currency transactions during the year.

10. Disclosure in respect of Indian Accounting Standard (Ind AS)-23 “Borrowing Costs”

- The amount capitalized with Property, Plant & Equipment’s as borrowing cost is Rs. Nil&Rs. Nil for the year ended March 31, 2024 & March 31, 2023 respectively.
- The amount is capitalized using the capitalization rate of NIL %.

11. Disclosure in respect of Indian Accounting Standard (Ind AS)-36 “Impairment of assets”

During the year, the company assessed the impairment loss of assets and ECL debited to Profit & Loss is NIL.

12. Disclosure in respect of Indian Accounting Standard (Ind AS)-19 “Employee Benefits”

General description of various defined employee’s benefits schemes are as under:

a. Provident Fund:

The Company’s contribution paid/payable during the year to Provident Fund and the liability is recognized on accrual basis.

Contributions to Provident Fund, a defined contribution plan, are made in accordance with the statute and are recognized as an expense when employees have rendered service entitling them to the contributions.

13. Disclosure in respect of Indian Accounting Standard 24 “Related Parties Disclosures”

i. Disclosures for Other than Govt. Related Entities

a. List of key management personnel

Name	Designation
Shri. G. Srinivasa Raju	Managing Director

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

b. Compensation of key management personnel (Amount in Rs. in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Short-term benefits	-	-
Post-employment benefits	-	-
Other long-term benefits	-	-
Share-based payments	-	-
Termination benefits	-	-
Total	-	-
Recovery of Loans & Advances during the year	-	-
Advances released during the year	-	-
Closing Balance of Loans & Advances	-	-

c. List of Subsidiaries:

Name of the Subsidiary	Country of Incorporation	% of Holding as at 31.03.2024
Subsidiaries held directly		
Digitech Business Systems Limited	Hong Kong	100

d. Transactions with Related Parties (Amount in Rs. in Lakhs)

Particulars		Subsidiaries		Associates	
		2023-24	2022-23	2023-24	2022-23
A	Sales				
	Splendid Metal Products Ltd	-	-	-	-
	Sujana Universal Industries Limited	-	-	-	-
	Sub-Total	-	-	-	-
B	Purchases				
	Splendid Metal Products Ltd	-	-	-	-
	Sujana Universal Industries Limited	-	-	-	-
	Sub-Total	-	-	-	-
	Grand Total	-	-	-	-

e. Loans to Subsidiaries: Nil

All the related party transactions were performed at arm's length price.

14. Disclosure in respect of Indian Accounting standard (Ind AS) 116 "Leases"

The company does not have any lease transactions during the period and hence no disclosures have been made.

15. Disclosure in respect of Indian Accounting Standard (Ind AS)-33 "Earnings Per Share(EPS)"

i. Basic EPS

The earnings and weighted average number of ordinary shares used in the calculation of basic EPS and Basic EPS is as follows:

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit (loss) for the year, attributable to the owners of the company	(9,369.77)	(9,325.14)
Earnings used in calculation of basic earnings per share (A)	(9,369.77)	(9,325.14)
Weighted average number of ordinary shares for the purpose of basic earnings per share (B)	565.45	565.45
Basic EPS (A/B)	(16.57)	(16.49)

ii. Diluted EPS

The earnings and weighted average number of ordinary shares used in the calculation of Diluted EPS is as follows: (Amount in Rs. in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit (loss) for the year, attributable to the owners of the company	(9,369.77)	(9,325.14)
Earnings used in calculation of basic earnings per share (A)	(9,369.77)	(9,325.14)
Weighted average number of ordinary shares for the purpose of basic earnings per share (B)	565.45	565.45
Basic EPS (A/B)	(16.57)	(16.49)

16. Disclosure in respect of Indian Accounting Standard (Ind AS)-37 "Provisions, Contingent Liabilities and Contingent Assets"

(Amount in Rs. in Lakhs)

Particulars	Opening balance as on 01.04.18	Additions/ Transfers during the year	Utilization during the year	Adjustment during the year	Written-back during the year	Closing balance as on 31.03.19
Employee Benefit Obligation	41.62	-	-	-	-	41.62
Provision for fringe benefit tax	-	-	-	-	-	-
Provision for Income Tax	5,418.96	-	-	21.59	-	5,397.37
Total	5,460.58	-	-	21.59	-	5,438.99

17. Contingent Liabilities:

(Rs. Lakhs)

Particulars	2023-24	2022-23
a Claims against the company not acknowledged as debts including foreign currency claim towards:	-	-
b Guarantees excluding financial guarantees	-	-
c Other money for which the company is contingently liable	-	-
i. Guarantees issued by banks on behalf of the company	-	-
ii. Letters of credit opened by the company remaining outstanding	-	-
iii. Bonds furnished to custom authorities for submission of original documents etc., remaining outstanding	-	-
d Disputed Income Tax Demand	2,412.56	2,895.66
e Disputed TDS demands	30.82	27.25
f Disputed Sales Tax Demand	4,720.77	4,720.77
Others (PF etc. specify nature of demand)		
g Disputed PF demand - Interest on delayed payment & Penal Interest	26.48	26.48
h Disputed ESI demand – Interest on delayed payment & Penal Interest	0.84	0.84
i ESI Contribution	0.03	0.03
Total	7,191.50	7,671.03

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

18. Accounting Policies under Ind-AS:

i. Significant Accounting Policies

1. Statement of Compliance and basis of preparation of Financial Statements

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) as notified by Ministry of Corporate Affairs, Government of India vide Notification dated February 16, 2015. Accounting policies have been applied consistently to all periods presented in these financial statements. The Financial Statements are prepared under historical cost convention from the books of accounts maintained under accrual basis except for certain financial instruments, which are measured at fair value and in accordance with the Indian Accounting Standards prescribed under the Companies Act, 2013.

2. Application of Indian Accounting Standards (Ind-AS)

All companies (listed or unlisted) having net worth of Rs 5,000 Million or more are required to adopt Ind AS.

All amounts included in the financial statements are reported in of Indian rupees (Rupees in) except number of equity shares and per share data, unless otherwise stated.

3. Use of estimates and judgment

The preparation of financial statements requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

4. Functional and presentation currency

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the Company.

5. Revenue Recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from sale of goods 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 government.

6. Property, Plant and Equipment's

All Property, Plant and Equipment's (PPE) are stated at carrying value in accordance with previous GAAP, which is used as deemed cost on the date of transition to Ind AS using the exemption granted under Ind AS 101.

The cost of an item of property, plant and equipment is recognized as an asset if, and only if 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. The cost of an item of PPE is the cash price equivalent at the recognition date. The cost of an item of PPE comprises:

- i) Purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- ii) Costs directly attributable to bringing the PPE to the location and condition necessary for it to be capable of operating in the manner intended by management.
- iii) The initial estimate of the costs of dismantling and removing the item and restoring the site

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

on which it is located, the obligation for which the company incurs either when the PPE is acquired or as a consequence of having used the PPE during a particular period for purposes other than to produce inventories during that period.

The company has chosen the cost model of recognition and this model is applied to an entire class of PPE. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

7. Intangible Assets

All Intangible Assets are stated at carrying value in accordance with previous GAAP, which is used as deemed cost on the date of transition to Ind AS using the exemption granted under Ind AS 101

Identifiable intangible assets are recognized when the company controls the asset; it is probable that future economic benefits expected with the respective assets will flow to the company for more than one economic period; and the cost of the asset can be measured reliably. At initial recognition, intangible assets are recognized at cost. Intangible assets are amortized on straight line basis over estimated useful lives from the date on which they are available for use. Softwares are amortized over its useful life subject to a maximum period of 5 years or over the license period as applicable.

8. Non-Current Assets Held for Sale

The company classifies a non-current asset (or disposal group of assets) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. The non-current asset (or disposal group) classified as held for sale is measured at the lower of its carrying amount and the fair value less costs to sell.

9. Depreciation

Depreciation is provided on straight-line method as per the useful lives approved by the Board of Directors, which are equal to those provided under schedule II of the Companies Act, 2013. The useful life of an asset is reviewed at each financial year-end. Each part of an item of PPE with a cost that is significant in relation to the total cost of the asset and if the useful life of that part is different from remaining part of the asset; such significant part is depreciated separately. Depreciation on all such items have been provided from the date they are 'Available for Use' till the date of sale / disposal and includes amortization of intangible assets and lease hold assets. Freehold land is not depreciated. An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Certain items of small value like calculators, wall clock, kitchen utensils etc. whose useful life is very limited are directly charged to revenue in the year of purchase. Cost of mobile handsets is also charged against revenue. The residual value of all the assets is taken as Rs 1/-. The useful lives of the assets are taken as under:-

Name of Assets	Useful life as adopted by the company as per Schedule II
A. General Assets	
Furniture & Fittings	10
Office Equipment	5
Vehicles – Scooter	10
Vehicles – Car	8
Computers - Servers and networks	6
Computers – End User Devices	3
Lease-hold Land	As per Lease Agreement

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Wagon Rakes	As per Agreement / Wagon Investment Scheme
Electrical installations excluding fans	10
Water Supply, Sewerage and Drainage	5
Roads	
Carpeted Roads – RCC	10
Carpeted Roads - Other than RCC	5
Non Carpeted Roads	3
Culverts	30
Buildings	
RCC	60
Other than RCC	30
Residential Flats (Ready Built)	
RCC	60
Other than RCC	30
Temporary Structure & wooden partition	3
Warehouse / Godown	30
B. Manufacturing Unit's Assets	
Factory Buildings	30
Electronic installations excluding fans	10
Water Supply, Sewerage and Drainage	5
Plant and Machinery	
Single Shift	15
Double Shift	10
Triple Shift	7.5
Plant and Machinery- Wind Energy Generation Plant	22
C. Fixed Assets created on Land and neither the Fixed Assets nor the Land belongs to the Company	5
D. Amortization of Intangible Assets	
Softwares	5 years or License period as applicable

10. Borrowing Costs

The Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset as a part of the cost of the asset.

The Company recognises other borrowing costs as an expense in the period in which it incurs them.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

11. Inventory

Inventories are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The method of determination of cost and valuation is as under:

Cost of Inventories comprises - of Cost of Purchase, cost of conversion and other costs incurred in

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

bringing them to their present location and condition.

Raw Materials and Work-in-Progress are valued at cost using the Weighted Average cost method.

Goods- produced and purchased are valued at Cost or Net Realizable value whichever is lower.

Excise duty in respect of finished goods awaiting dispatch is included in the valuation of inventory.

Stores and Spares, Packing material are carried at cost, ascertained on weighted average basis.

Necessary provision is made in the case of obsolete and non-moving items.

12. Provisions

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

13. Contingent Liabilities / Assets***Contingent Liabilities***

Contingent liabilities are not recognized but disclosed in Notes to the Accounts when the company has possible obligation due to past events and existence of the obligation depends upon occurrence or non-occurrence of future events not wholly within the control of the company.

Contingent liabilities are assessed continuously to determine whether outflow of economic resources have become probable. If the outflow becomes probable then relative provision is recognized in the financial statements.

Where an entity is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability. The entity recognises a provision for the part of the obligation for which an outflow of resources embodying economic benefits is probable, except in the extremely rare circumstances where no reliable estimate can be made.

Contingent Liabilities are disclosed in the General Notes forming part of the accounts.

Contingent Assets

Contingent Assets are not recognised in the financial statements. Such contingent assets are assessed continuously and are disclosed in Notes when the inflow of economic benefits becomes probable. If it's virtually certain that inflow of economic benefits will arise then such assets and the relative income will be recognised in the financial statements.

14. Employee benefits

During the Liquidation all, the employees are relieved from their services and no employee working in the Company according to the order of Liquidation. Hence, no provision made for Employee benefits..

15. Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income/statement of profit or 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.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the 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 can be utilized. Such deferred

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the near future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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 realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax for the year

Current and deferred tax are recognized in profit or 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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

However, the Company is in Losses. Therefore, there is no current tax for the current Financial Year.

16. Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. All of the Company's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties.

After initial recognition, the company measures investment property at cost.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Investment properties to be depreciated in accordance to the class of asset that it belongs and the life of the asset shall be as conceived for the same class of asset at the Company.

17. Impairment

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalue amount, in which case the impairment loss is treated as a revaluation decrease.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating

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unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

At the end of each reporting period, the company reviews the carrying amounts of its tangible, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, The Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified,

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Impairment of financial assets

Financial assets, other than those at Fair Value through Profit and Loss (FVTPL), are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. For Available for Sale (AFS) equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- Significant financial difficulty of the issuer or counterparty;
- Breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the borrower will enter bankruptcy or financial re-organisation; or the disappearance of an active market for that financial asset because of financial difficulties.

Categories of financial assets, such as trade receivables, assets are assessed for impairment on individual basis. Objective evidence of impairment for a portfolio of receivables could include companies past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of zero days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets that are carried at cost, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables; such impairment loss is reduced through the use of an allowance account for respective financial asset. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognized.

De-recognition of financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset

NEUEON TOWERS LIMITED

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expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, The Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

18 Earnings per share

Basic earnings per equity are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any shares splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

19 Discontinued operations

A discontinued operation is a component of the Company's business that represents a separate line of business that has been disposed off or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

21 Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments consist of:

- financial assets, which include cash and cash equivalents, trade receivables, unbilled revenues, finance lease receivables, employee and other advances, investments in equity and debt securities and eligible current and non-current assets;
- Financial liabilities, which include long and short-term loans and borrowings, bank overdrafts, trade payables, eligible current and non-current liabilities.

Non-derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are de-recognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are de-recognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non derivative financial instruments are measured as described below:

a) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the statement of financial position, bank overdrafts are presented under borrowings within current liabilities.

b) Investments in liquid mutual funds, equity securities (other than Subsidiaries, Joint Venture and Associates)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

are valued at their fair value. These investments are measured at fair value and changes therein, other than impairment losses, are recognized in other comprehensive income and presented within equity, net of taxes. The impairment losses, if any, are reclassified from equity into statement of income. When an available for sale financial asset is derecognized, the related cumulative gain or loss recognised in equity is transferred to the statement of income.

c) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date, which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables comprise trade receivables, unbilled revenues and other assets.

The company estimates the un-collectability of accounts receivable by analysing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

d) Trade and other payables

Trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short term maturity of these instruments.

e) Investments in Subsidiary, Associates and Joint Venture

The company accounts investment in subsidiary, joint ventures and associates at cost

An entity controlled by the company is considered as a subsidiary of the company.

Investments in subsidiary company outside India are translated at the rate of exchange prevailing on the date of acquisition.

Investments where the company has significant influence are classified as associates. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement is classified as a joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

22 Segment Information

The company is principally engaged in single business segment viz., "Power and Telecom Tower", and operates in one geographical segment as per on 'Segment Reporting'. Accordingly, the company has made no segment reporting.

23 Going Concern

The Group has incurred loss during the year and has negative net worth as at 31 March 2024 that may create uncertainties. However various initiatives taken by the company in relation to cost saving, optimising revenue management opportunities and enhance ancillary revenues is expected to result in improved operating performance, there are positive signs where most of the lenders have accepted for a restructuring proposal. Accordingly, the financial statements continue to be prepared on a going concern basis, which contemplates realisation of assets and settlement of liabilities in the normal course of business.

19. Approval of financial statements

The financial statements were approved by the board of directors and authorised for issue on 27.05.2024.

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Rupees in Lakhs

STATEMENT OF CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (SOCIE)

Particulars	As at March 31, 2024		As at March 31, 2023			
	No. of Shares	Rs.	No. of Shares	Rs.		
(A) Equity share capital						
Balance at the beginning of the reporting period	5,65,44,552	5,654.46	5,65,44,552	5,654.46		
Change in equity Share capital during the year	-	-	-	-		
Balance at the end of the reporting period	5,65,44,552	5,654.46	5,65,44,552	5,654.46		
Cumulative Redeemable Preference shares						
Opening balance	-	126.83	-	126.83		
Issued during the year	-	-	-	-		
Balance at the end of the reporting period	-	126.83	-	126.83		
TOTAL	-	5,781.29	-	5,781.29		
(B) Other equity	Reserves & Surplus					
Particulars	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	Foreign Currency Translation Reserve	Retained earnings	Total Other equity
Balance as at April 1, 2022	11,669.67	296.80	36,332.19	7,363.15	(1,89,492.21)	(1,33,830.41)
Profit/(loss) for the year	-	-	-	-	(9,325.14)	(9,325.14)
Prior Period Adjustments	-	-	-	-	-	-
Other comprehensive income for the year, net of taxes	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	(9,325.14)	(9,325.14)
Dividend (including tax on dividend)	-	-	-	-	-	-
Balance as at March 31, 2023	11,669.67	296.80	36,332.19	7,363.15	(1,98,817.35)	(1,43,155.55)
Balance as at April 1, 2023	11,669.67	296.80	36,332.19	7,363.15	(1,98,817.35)	(1,43,155.55)
Profit for the year	-	-	-	-	(9,369.77)	(9,369.77)
Prior Period Adjustments	-	-	-	-	-	-
Other comprehensive income for the year, net of taxes	-	-	-	2,075.48	-	2,075.48
Others	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	2,075.48	(9,369.77)	(7,294.28)
Dividend (including tax on dividend)	-	-	-	-	-	-
Balance as at March 31, 2024	11,669.67	296.80	36,332.19	9,438.63	(2,08,187.12)	(1,50,449.83)

As per our report of even date

For RPSV AND CO.,
Chartered Accountants
FRN No. 0013151S
M Murali Krishna
Partner
M.No. 238030

Place: Hyderabad
Date: 27.05.2024

For and on behalf of the Board

G. Srinivasa Raju
Managing Director
(DIN:00132249)

Dr M S Sankar
Resolution Professional
(IP Registration No. IBBI/IPA-001/
IP-P00770/2017-18/11315)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Rs. in lakhs

2.01 Property, Plant and Equipment

PARTICULARS	Gross Block				Depreciation				Net Block	
	Opening Gross Block as on 01.04.2023	Additions	Deliveries	Closing Gross Block as on 31.03.2024	Opening Gross Block as on 01.04.2023	Depreciation	Depreciation withdrawn	Acc. Dep. As on 31.03.2024	Net Block as on 31.03.2024	Net Block as on 31.03.2023
A) Tangible Assets										
Land	1,868.84	-	-	1,868.84	-	-	-	-	1,868.84	1,868.84
Building	3,554.18	-	-	3,554.18	1,591.43	118.71	-	1,710.14	1,844.04	1,962.75
Plant & Machinery	1,85,095.65	-	-	1,85,095.65	88,747.73	9,272.16	-	98,019.89	87,075.76	96,347.92
Workshop Equipments	9.60	-	-	9.60	7.81	0.46	-	8.27	1.33	1.78
Weighing Machine	11.34	-	-	11.34	10.77	-	-	10.77	0.57	0.57
Electrical Installations	174.72	-	-	174.72	138.84	8.30	-	147.14	27.58	35.88
Furniture & Fixtures	33.16	-	-	33.16	31.50	-	-	31.50	1.66	1.66
Office Equipments	50.55	-	-	50.55	36.43	2.41	-	38.84	11.72	14.12
Vehicles	-	-	-	-	-	-	-	-	-	-
Computers	108.10	-	-	108.10	108.10	-	-	108.10	-	-
	1,90,906.14	-	-	1,90,906.14	90,672.61	9,402.03	-	1,00,074.65	90,831.49	1,00,233.53
Less: Revaluation Reserve	-	-	-	-	-	-	-	-	-	-
Total of Tangible Assets	1,90,906.14	-	-	1,90,906.14	90,672.61	9,402.03	-	1,00,074.65	90,831.49	1,00,233.53
B) Intangible Assets										
Computer Software	17.13	-	-	17.13	16.87	-	-	16.87	0.27	0.27
Total (A+B)	1,90,923.27	-	-	1,90,923.27	90,689.48	9,402.03	-	1,00,091.51	90,831.76	1,00,233.79

Note : Depreciation is provided on Straight Line Basis applying the rates specified in the Schedule II to the Companies Act, 2013. Depreciation on the revalued fixed assets charged to revaluation reserve.

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Rupees in lakhs

		As at 31st March	
		2024	2023
2.02	Non-Current Loans		
	Loans and Advances to Subsidiaries	-	-
		-	-
2.03	Other non-current assets		
	Other Loans & Advances	-	-
	Total	-	-
2.04	Inventories		
	(at lower of cost or net realizable value)		
	Raw Materials	54.08	54.08
	Work in Process	-	-
	Finished Goods	0.93	0.93
	Stores and Spares	441.97	441.97
	Total	496.99	496.99
2.05	Trade Receivables		
a)	Unsecured & Considered Good	33,279.94	31,183.50
b)	Doubtful	90,263.91	90,263.91
		1,23,543.84	1,21,447.40
	Less: Provision for doubtful debts	90,263.91	90,263.91
	Total	33,279.94	31,183.50
2.06	Cash and Cash Equivalents		
	Cash on Hand	0.01	0.11
	Bank Balances in Current Accounts	107.33	93.49
	Deposits with banks	103.44	103.27
	Total	210.78	196.87
2.07	Other Current Assets		
	Advance for Expenses & Others	3.69	3.77
	COC Expenses Recoverable from RA	194.17	194.17
	Advances to Suppliers & Others	0.65	0.65
	Margin Money With Parties	0.19	0.19
	Deposits with Govt Deposit (incl Excise, VAT)	1,003.80	1,015.04
	Total	1,202.49	1,213.81

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

2.08 Equity Share Capital

Rupees in lakhs

(i) The authorised, issued, subscribed and fully paid-up share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Rs.	No. of shares	Rs.
Authorised:				
Equity shares of ₹10 each with voting rights	79,00,00,000	79,000.00	79,00,00,000	79,000.00
1% Cumulative Redeemable Preference Shares of Rs.100/- each	21,00,00,000	2,10,000.00	21,00,00,000	2,10,000.00
Issued, Subscribed and Fully Paid:				
Equity shares of ₹10 each with voting rights	5,65,44,552	5,654.46	5,65,44,552	5,654.46
Total	5,65,44,552	5,654.46	5,65,44,552	5,654.46

The equity shares of the Company having par value of 10 per share, rank pari passu in all respects including entitlement to dividend.

Repayment of the capital in the event of winding up of the Company will inter alia be subject to the provisions of the Articles of Association of the Company and as may be determined by the Company in General Meeting prior to such winding up.

(ii) Details of shares held by each share holder holding more than 5% shares

Name of shareholder	As at 31 March, 2024		As at 31 March, 2023	
	Number of shares held	% holding	Number of shares held	% holding
Equity shares of ₹10 each with voting rights				
Yalamanchili Finance & Trading (P) Ltd	47,67,500	8.43	47,67,500	8.43
Sujana Holdings Limited	1,21,29,629	21.45	1,21,29,629	21.45
Foster Infin & Trading (P) Ltd	50,95,999	9.01	50,95,999	9.01
Total	2,19,93,128	38.89	2,19,93,128	38.89

(iii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Rs.	Number of shares	Rs.
Equity shares				
Opening balance	5,65,44,552	5,654.46	5,65,44,552	5,654.46
Issued during the year	-	-	-	-
Closing balance	5,65,44,552	5,654.46	5,65,44,552	5,654.46
Cumulative Redeemable Preference shares				
Opening balance	-	126.83	-	126.83
Issued during the year	-	-	-	-
Closing balance	-	126.83	-	126.83

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Rupees in lakhs

	Year ended 31st March 2024	Year ended 31st March 2023
Reserves & Surplus		
a) Capital Reserves		
Opening Balance	11,669.67	11,669.67
Add: Additions During the Year	-	-
	<u>11,669.67</u>	<u>11,669.67</u>
b) Capital Redemption Reserve		
Opening Balance	296.80	296.80
Add: Additions During the Year	-	-
	<u>296.80</u>	<u>296.80</u>
c) Securities Premium Reserves		
Opening Balance	36,332.19	36,332.19
Add: Additions During the Year	-	-
	<u>36,332.19</u>	<u>36,332.19</u>
d) Foreign Currency Translation Reserve		
Opening Balance	7,363.15	7,363.15
Additions/Deletion	2,075.48	-
Add: Adjustments	-	-
	<u>9,438.63</u>	<u>7,363.15</u>
e) Retained Earnings		
Opening Balance	(1,98,817.35)	(1,89,492.21)
Add: Profit/(Loss) for the year	(9,369.77)	(9,325.14)
Add: Prior Period Adjustments	-	-
Less: Dividend and Transfer of Capital Redumption Reserves	-	-
	<u>(2,08,187.12)</u>	<u>(1,98,817.35)</u>
Total (a+b+c+d+e+f)	<u>(1,50,449.83)</u>	<u>(1,43,155.55)</u>
2.09 Non-Current Borrowings		
Secured		
a) Term Loans from Banks (Refer to Note 1)		
i) Term Loan from Banks	-	-
ii) From other Parts	-	-
	<u>-</u>	<u>-</u>
Un-Secured		
Promoters Contribution as per CDR Schedule	12,297.10	12,297.10
Unsecured Loan Others	2,026.27	2,026.27
Deferred sales tax liability	304.67	304.67
Loans from Promoters and Promoter Group Companies	-	-
	<u>14,628.05</u>	<u>14,628.05</u>
Total	<u>14,628.05</u>	<u>14,628.05</u>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Rupees in lakhs

	Year ended 31st March 2024	Year ended 31st March 2023
2.10 Provisions		
Non-current		
Employee Benefit obligation	27.81	27.81
	27.81	27.81
Current		
Other Provisions		
Employee Benefit obligation	13.81	13.81
Dividends & Dividend Tax on CRPS	14.48	14.48
Provision for Fringe Benefit Tax	-	-
Provision for Income Tax	5,397.37	5,418.96
	5,425.66	5,447.25
Total	5,453.46	5,475.06
2.11 Deferred Tax Liability / (Asset) (Net)		
Opening Balance	15,915.90	15,915.90
Add: Deferred Tax Assets in relation to	-	-
(i) Difference in depreciation & amortisation for accounting and income tax purposes	10.38	10.38
(ii) Provision for employee benefits	(10.38)	(10.38)
(iii) Disallowance under Section 43B of Income Tax Act, 1961	-	-
Deferred Tax Liability / (Asset) (Net)	15,915.90	15,915.90
2.12 Current Borrowings		
Secured		
From Consortium Banks	1,31,023.76	1,31,023.76
From Other Banks	-	-
Total	1,31,023.76	1,31,023.76
2.13 Trade Payables		
i) Acceptance	-	-
ii) Trade Payables	960.96	972.45
Total	960.96	972.45
2.14 Other Financial Liabilities		
Current Maturities of Long Term Debt (Secured)	88,463.79	88,463.79
Term Loans	13,211.54	13,211.54
CIRP Expenses Payable to COC Bankers	230.12	230.12
Other Financial Expenses Payable to Bankers	-	-
Advances from Customers	-	-
Statutory Liabilities	110.07	124.73
Total	1,02,015.52	1,02,030.18
2.15 Other Current Liabilities		
Loans and advances from related parties	-	-
Sundry Creditors for Services & Others	562.84	553.82
Deposit against LOI	130.00	100.00
Total	692.84	653.82

NEUEON TOWERS LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Rupees in lakhs

	Year ended 31st March 2024	Year ended 31st March 2023
2.16 Revenue from Operations		
From Sale of Products (Gross)		
- Domestic	-	-
- Exports	-	-
Total	-	-
2.17 Other Income		
Interest Income	8.72	7.85
Other Non-operating Income (net of expenses directly attributable to such income)	-	-
Forex Gain (Net)	-	-
Other Operating Income	144.00	144.00
Total	152.72	151.85
2.18 (a) Cost of Material Consumed		
Opening Stock of Raw material	54.08	54.08
Add: Purchases	-	-
	54.08	54.08
Less: Closing Stock	54.08	54.08
Total	-	-
(b) Purchases of Stock-in-Trade		
Opening stock	-	-
Add: Purchases	-	-
Add (Less:) Raw material received (transferred)	-	-
	-	-
Less: Closing stock	-	-
Stock-in-Trade materials consumed	-	-
2.19 Changes in Inventories		
a) Opening Stock		
Finished Goods	0.93	0.93
Work-in-Progress	-	-
	0.93	0.93
b) Closing Stock		
Finished Goods	0.93	0.93
Work-in-Progress	-	-
	0.93	0.93
(Increase) / Decrease (a - b)	-	-
2.20 Employee Benefits Expense		
Salaries and Wages	-	-
Contribution to Provident and Other Funds	-	-
Directors remuneration	-	-
Total	-	-
2.21 Finance Costs		
Interest on working capital loans	-	-
Interest Expenses on Term Loans	-	-
Other borrowing costs	0.02	0.41
Total	0.02	0.41

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Rupees in lakhs

	Year ended 31st March 2024	Year ended 31st March 2023
2.22 Other Expenses		
Consumption of stores, loose tools and spare parts	-	-
Manufacturing Expenses	2.45	4.05
Administrative Expenses	2.73	4.28
CIRP Expenditure	56.65	11.80
Power and fuel	-	-
Repairs and maintenance:	0.49	-
Rates and taxes, excluding, taxes on income	0.24	0.11
Insurance	5.28	9.91
Traveling and conveyance	1.86	2.58
Communication	-	-
Contract labor charges (security charges)	15.84	13.64
Legal and professional fees	29.44	39.49
Auditor Remuneration	3.00	-
Sales promotion and advertisement	2.45	11.30
Loss on sale of Investments	-	-
Loss on sale of Vehicles	-	-
Advances Written Off	-	-
Provision for Bad Debts	-	-
Printing and stationery	0.00	1.18
Sitting Fees	-	-
Sundry Debit Balances Written off	-	-
Pending Excise Case disposed Off	-	-
Miscellaneous expenses	-	-
Total	120.43	98.34

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NEUEON TOWERS LIMITED

Registered Office :

Survey No. 321, Turkala Khanapur (V), Hatnur (M),
Sanga Reddy Dist - 502 296, Telangana, India.

Website : www.neueon.in