

Valiant Communications Limited

(An ISO 9001:2015 and ISO 14001:2015 Certified Company)

Regd. Office : 71/1, Shivaji Marg, New Delhi 110015, India

Corporate Identity No. : L74899 DL1993 PLC056652 | GSTIN : 07 AAACV4250G 1ZJ

T : +91-11-2592 8415, 2592 8416, 2541 0053 | F : + 91-11-2543 4300, 4105 5604

E : admin@valiantcom.com | W : www.valiantcom.com



Date: August 28th 2024

BSE Limited,
Deputy General Manager
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort
Mumbai - 400 001

Ref: **Compliance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('Listing Regulations')**

Dear Sir/Madam,

In compliance with Regulation 34(1) of the Listing Regulations, please find enclosed herewith the Annual Report of the Company for the year ended March 31st 2024, along with the Notice convening the 31st Annual General Meeting (AGM) of Valiant Communications Limited on Wednesday, September 25th 2024 at 10:00 a.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) pursuant to the General Circulars issued by the Ministry of Corporate Affairs and by the Securities and Exchange Board of India.

Please note that the Notice of the 31st AGM and the Annual Report will be sent only in electronic mode to the email addresses of the members which are registered with the Company/ Registrar and Share Transfer Agent (RTA) and Depository Participants (DPs).

We request you to please take the same on record.

Sincerely,
For Valiant Communications Limited

Manish Kumar
Company Secretary

Encl: as above



ANNUAL REPORT 2023-24

Valiant Communications Limited

Communication, Transmission, Protection,
Synchronization, NAS, Data Storage &
Cyber Security Solutions



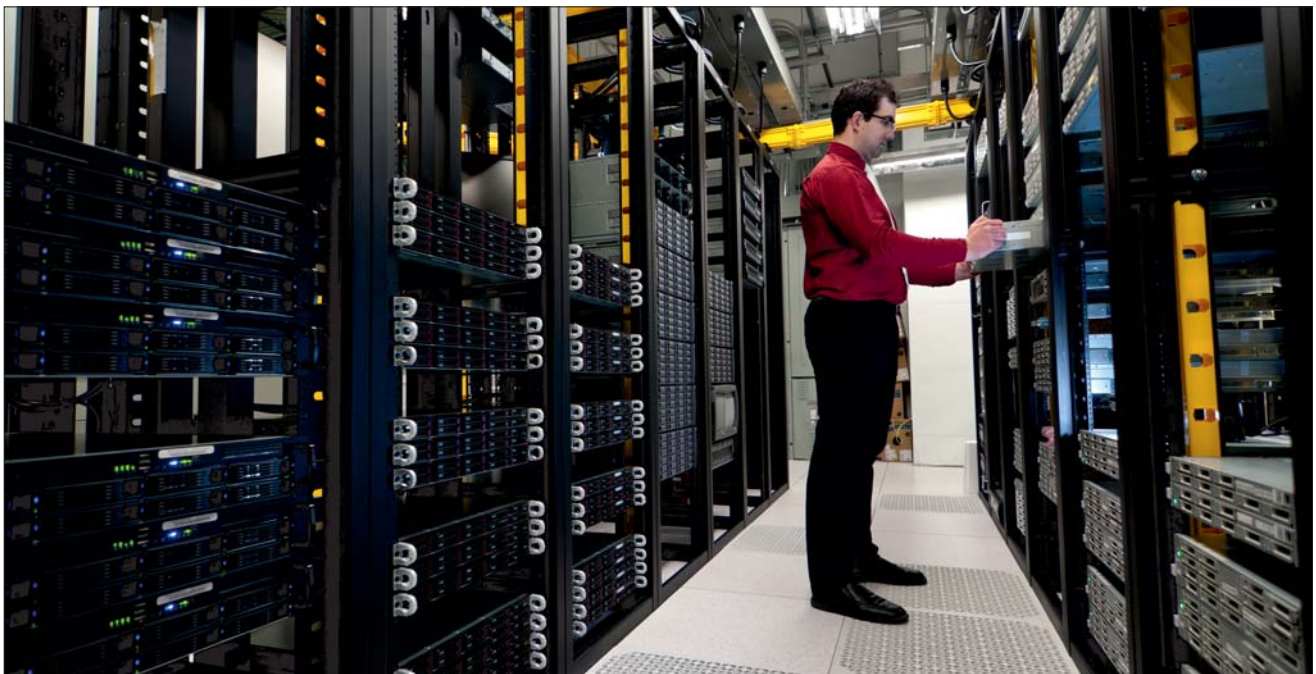
Scan QR Code

VALIANT COMMUNICATIONS (VCL) manufactures a wide range of communication, transmission, protection, synchronization, network-attached storage (NAS), data storage and cyber security products and solutions with successful installations of VCL equipment in over 110 countries.

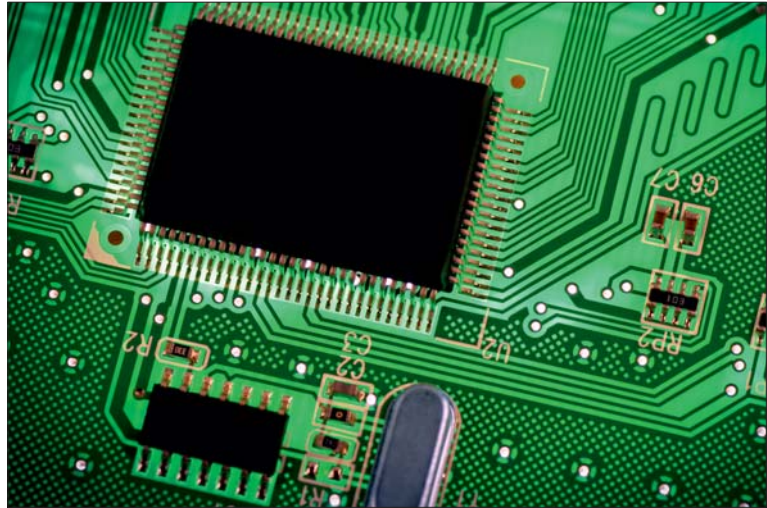
VCL offers these products and solutions for Utilities including Power, Oil & Gas, Railways & Metro Rail, Airport networks and for the Financial Institutions, Mobile networks, Corporate, Government and the Defence sector.

Globally, VCL has successful installations of its equipment in over 5500+ power sub-stations of 765kV, 440kV, 400kV, 384kV, 220kV, 132kV, 110kV, 66kV and 33kV.

VCL is using its domain knowledge in the field of communication, transmission, distance protection, line differential protection communication, GPS / GNSS / NavIC (Indian Regional Navigation Satellite System) synchronization, IP/MPLS routing, network reliability with failover, network-attached storage (NAS) and data storage, along with cyber security products and solutions that are specially designed for the utility and Critical Information Infrastructure (CII) sectors, to provide unique and state-of-the-art solutions to its customers, globally.



VCL suite of Cyber Security products and solutions have the ability to detect firewall breaches, network intrusions, ransomware and cyber-attacks in real-time. These solutions provide the user immediate network intrusion alerts, the data to conduct forensic analysis and trace the attack route and identify the points of network vulnerability, in real-time. The VCL customer is able to build an elaborate, fully customizable roadmap to develop an advanced and automated network cyber defence strategy and in future build a Quantum-Safe ready network to secure high-speed Ethernet / IP data communication links.



VCL now offers a comprehensive suite of IT (Information Technology) and OT (Operational Technology) Network products and solutions which are used to provide end-to-end products and solutions for its customers. The use of integrated IT and OT products in utilities and the power sector is transforming the way energy is generated, transmitted, and distributed. It is enhancing operational efficiency, grid reliability, and operational safety while also paving the way for a more sustainable and resilient, safe and cyber-secure power grid, which is critical to every nation.



VCL is focussed on designing and developing highly advanced communication, transmission, synchronization, NAS, data storage and cyber security solutions for the domestic and international marketplace.



**Board of Directors**

Mr. Inder Mohan Sood
Managing Director

Mr. Davinder Mohan Sood
Executive Whole-time Director

Mr. Gaurav Mohan Sood
Executive Whole-time Director

Mr. Gaurav Kaura
Independent Non-Executive Director

Mr. Sumit Mehta
Independent Non-Executive Director

Mr. Avinash Verma
Independent Non-Executive Director

Ms. Neepa Chatterjee
Independent Non-Executive Director

Secretary

Mr. Manish Kumar

Registered Office

71/1, Shivaji Marg, New Delhi-110 015
T: 011-2592 8415, E: investors@valiantcom.com

Corporate Identification Number

L74899DL1993PLC056652

Bankers

Kotak Mahindra Bank Ltd.

HDFC Bank Ltd.

Punjab & Sind Bank Ltd.

ICICI Bank Ltd.

ICICI Bank UK plc., U.K.

Auditors

Pawan Nanak Bansal & Co.

Chartered Accountants

Z-418B, Sector-XII, Noida (U.P.)

Share Registrars

Link Intime India (P) Ltd.

Noble Heights, 1st floor, Plot No NH-2,

C-1 Block, LSC, Near Savitri Market,

Janakpuri, New Delhi - 110058

Overseas Offices

Valiant Communications (UK) Limited

Central House Rear Office, 124 High Street,

Hampton Hill, Middlesex TW12 1NS, United Kingdom

Valcomm Technologies Inc.

4000 Ponce de Leon Blvd.,

Suite 470, Coral Gables, FL 33146, USA

CONTENTS

04	Directors' Report with Annexures	17	Management Discussion & Analysis
24	Report on Corporate Governance	31	Auditors' Report (Standalone)
39	Balance Sheet	40	Profit & Loss Account
41	Cash Flow Statement	42	Statement of Changes in Equity
43	Notes to Financial Statements	68	Auditors' Report (Consolidated)
74	Consolidated Balance Sheet	75	Consolidated Profit & Loss Account
76	Consolidated Cash Flow Statement	77	Consolidated Statement of Changes in Equity
78	Notes to Consolidated Financial Statements		



DIRECTORS' REPORT

To the Members,

The Directors present their 31st Annual Report on the business and operations of the Company and the audited statement of accounts for the year ended 31 March 2024.

Financial Results

(In ₹ thousands)

Particulars	Standalone		Consolidated	
	2023-2024	2022-2023	2023-2024	2022-2023
Sales & Other Income	4,60,102	3,02,780	4,67,690	3,16,281
Earnings before depreciation, interest and taxation	1,11,916	46,682	1,07,142	44,083
Less :				
Depreciation	22,636	21,176	22,636	21,176
Finance cost	1,485	485	1,485	485
Taxes	22,004	6,641	20,978	5,610
Net profit/(loss) after tax	65,791	18,380	62,043	16,812
Other comprehensive income (net)	350	295	1,048	2,964
Total comprehensive income	66,141	18,675	63,091	19,776

Corporate Highlights

Our net revenues (net of taxes and component sales) from operations on a standalone basis grew by 51.39% to ₹4,57,108 thousand in the reporting year. Domestic and export revenues constituted 72% and 28% of our total revenues respectively. The growth in revenue has a further positive impact on margins and profitability. The reported Earnings before Depreciation, Interest, and Taxation (EBITDA) stands at ₹1,11,916 thousand [previous year: ₹46,682 thousand] with the reported net profit (loss) at ₹65,791 thousand [previous year: ₹18,380 thousand] with a recorded growth of 258%.

At the consolidated level, our net revenues (net of taxes and component sales) from operations on a consolidated basis grew by 47.08% to ₹4,63,313 thousand in the reporting year. Domestic and export revenues constituted 71% and 29% of our total revenues respectively. The growth in revenue has a further positive impact on margins and profitability. The reported EBITDA is increased to ₹1,07,142 thousand from ₹44,083 thousand as reported last year. Whereas, the reported net profit (loss) is increased to ₹62,043 thousand from ₹16,812 thousand with a recorded growth of 269%.

Operations and State of Affairs

The operation and state-of-affairs have been adequately explained in the Management Discussion and Analysis segment and form part of this report.

Subsidiaries and their Performance

To explore the emerging opportunities in communications business and infrastructure development, the Company has established direct subsidiaries, viz. Valiant Communications (UK) Limited, United Kingdom and Valiant Infrastructure Limited, India, as part of its future growth strategy. Whereas, Valcomm Technologies Inc., USA, is its step-down subsidiary of the Company. The statement containing the salient features of the financial statements of the aforesaid subsidiaries is annexed herewith as Annexure-1.

Valcomm USA, has clientele of prestigious name such as the US

Government (various departments), General Dynamics, Ministry of Defence Serbia, Ministry of Defence Bulgaria, Ministry of Defence Australia, Costal Department France etc., as its end user customers.

Whereas, Valiant UK has also been approved as registered vendor with Siemens for Lithuania and Latvia.

The Company has adopted a policy for determining Material Subsidiaries in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The Policy, as approved by the Board, is uploaded on the Company's website at the web link: <https://www.valiantcom.com/corporate/cp/material-subsiary-policy.pdf>

There were no transactions during the year which would require to be reported in Form AOC 2.

Consolidated Financial Statements

As required under Section 129 of the Companies Act, 2013 ("the Act") and the Listing Regulations, the audited Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS"), form part of the Annual Report and are reflected in the Consolidated Financial Statements.

The annual accounts of the subsidiaries and related detailed information will be kept at the Registered Office of the Company, as also at the registered offices of the respective subsidiary companies and will be available to investors seeking information at any time. They are also available on the website of the Company.

Preferential allotment of Equity shares

During the fag-end of reporting year, the Company made the preferential allotment of 4,04,600 equity shares of face value of ₹10/- each fully paid up for cash at an issue price of ₹319/- per equity share (which includes a premium of ₹309/- per equity share). Pursuant to the approval of the shareholders in their



Extraordinary General Meetings held on 29 February 2024, the Board of Directors have allotted these equity shares in their meeting held on 11 March 2024 to the individuals from the 'Non-Promoter' category in accordance with the provisions of Sections 23(1)(b), 42, 62 and all other applicable provisions of the Act read with the Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). As of 31 March 2024, the entire proceeds remain unutilized in a separate bank account.

Share Capital

During the year under review, there was an increase in paid-up equity share capital because of the preferential allotment of 4,04,600 equity shares. Accordingly, the paid-up equity share capital stands at ₹7,62,80,600/- comprising of 76,28,060 equity shares of ₹10/- each fully paid up, as on 31 March 2024.

There has been no change in the authorized share capital. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

Transfer to Reserves

The Company does not propose to transfer any amount to the General Reserve out of the amount available for appropriations.

Dividend

In view of the current and expected foreseeable growth opportunities, the Board intends to retain the financial resources of the Company and therefore finds it prudent not to propose any dividend for the year under reporting.

Dematerialisation of Equity Shares

As on 31 March 2024, 98.09% (previous year: 97.91%) of the outstanding equity shares of the Company have been dematerialized.

Deposits

During the year under review, your Company has not taken any public deposits.

Particulars of Loans, Guarantees and Investments

During the year under review, your Company has not given any loans, guarantees or made investments under Section 186 of the Act, 2013.

Related Party Transactions

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholders' approval under the Listing Regulations.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive

in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

During the year under review, your Company has not entered in any kind of transaction, referred in Clause 2 and 2A, Part A of Schedule V of Listing Regulations.

The Company has adopted a Related Party Transactions Policy. The policy, as approved by the Board, is uploaded on the website of the Company at the following web link: <https://www.valiantcom.com/corporate/cp/materiality-related-party.pdf>

Details of the transactions with Related Parties are provided in the accompanying financial statements.

Risk Management Policy

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and the Listing Regulations. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status.

The risk management process consists of risk identification and assessment; risk measurement, mitigation and monitoring; and risk reporting.

Board of Directors

Appointment of Directors and Key Managerial Personnel

The Independent Directors of the Company, namely, Mr. Gaurav Kaura, Mr. Avinash Verma, Mr. Sumit Mehta and Ms. Neepa Chatterjee, shall complete their two consecutive terms of five years each, on 24 September 2024. In accordance with the provisions of Section 149(11) of the Act, their term cannot be further extended.

The Board of Directors place on record their deep sense of gratitude and appreciation for the invaluable contribution rendered by the retiring independent directors during their association with the Company.

The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, proposing the candidatures of Mr. Subhash Kumar Mehta, Mr. Anil Tandon and Ms. Sanjna Aggarwal for the office of Independent Directors.

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and the provisions of the Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made thereunder and are independent of the management.



On account of cessation of office of independent directors as detailed above, the Board of directors, based upon the recommendation of the Nomination and Remuneration committee have recommended for approval of the shareholders, the appointment of Mr. Subhash Kumar Mehta, Mr. Anil Tandon and Ms. Sanjna Aggarwal, considering their integrity, expertise and experience including their proficiency, as independent directors, effective from the date of the conclusion of the ensuing annual general meeting, to hold office for a term of five years from the conclusion of 31st AGM.

The Nomination and Remuneration Committee and the Board of directors at their respective meeting(s) have assessed their candidature and are of the opinion that the above recommended Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of commerce, laws, strategy, auditing, tax and risk advisory services, financial services, corporate governance, etc. and that they hold highest standards of integrity.

All the Independent Directors of the Company have confirmed that before their appointment, they shall enroll themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended. Mr. Subhash Kumar Mehta and Ms. Sanjna Aggarwal are required to undertake the online proficiency self-assessment test conducted by IICA within the prescribed period, whereas Mr. Anil Tandon is exempt from this requirement.

In accordance with the provisions of Section 152 of the Act, Mr. Inder Mohan Sood, Director of the Company, retire by rotation, and being eligible, offers himself for re-appointment.

The tenure of Mr. Gaurav Mohan Sood, Whole-time Director of the Company, will expire on 29 September 2024.

Considering the valuable services rendered and efforts made by him in the software development, research, new technologies adaption and other related business activities of the Company, the Nomination and Remuneration Committee has recommended their re-appointment to the Board of Directors.

The Board of Directors in their meeting held on 29 May 2024, subject to the approval of the members in the forthcoming AGM; and the provisions of the Articles of Association of the Company, have re-appointed Mr. Gaurav Mohan Sood as Whole-time Director of the Company, on existing terms and conditions, for a further period of three years from the date of expiry of his present tenure.

However, he shall be liable to retire by rotation in accordance with the provisions of Section 152 of Companies Act, 2013.

There has not been any instance of appointment or resignation of Directors and Key Managerial Personnel during the year under reporting.

Policy on Appointment and Remuneration of Directors

The Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel, and other employees, pursuant to the provisions of the Act and the Listing Regulations.

In accordance with the Nomination and Remuneration Policy adopted by the Company, the Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company.

The Committee is responsible for reviewing and vetting the profile of potential candidates vis-a-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board in accordance with the Nomination and Remuneration Policy of the Company. The Nomination and Remuneration Committee has formulated the criteria for determining requisite qualifications, positive attributes such as high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment and independence of Directors in terms of provisions of Section 178 of the Act and the Listing Regulations.

The philosophy for remuneration of Directors, Key Managerial Personnel and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy of the Company is aligned to this philosophy.

The Nomination and Remuneration Committee has *inter-alia* considered the following factors while formulating the Policy:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company.

The Nomination and Remuneration Policy, as approved by the Board, is uploaded on the Company's website at the web link: <https://www.valiantcom.com/corporate/cp/nomination-remuneration-policy.pdf>

Annual Evaluation of Board Performance and Performance of its Committees and of Directors

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors and the working of its Committees based on the evaluation criteria



defined by Nomination and Remuneration Committee (NRC) for performance evaluation process of the Board, its Committees and of Directors.

The Board's functioning was evaluated on various aspects, including *inter-alia* the Structure of the Board, Meetings of the Board, Functions of the Board, Degree of fulfilment of key responsibilities, Establishment and delineation of responsibilities to various Committees, Effectiveness of Board Processes, information and functioning.

The Committees of the Board were assessed on the degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The Directors were evaluated on aspects such as attendance, contribution at Board/Committee Meetings and guidance/support to the Management outside Board/Committee Meetings.

The performance assessment of Non-Independent Directors, Board as a whole and the Chairman were evaluated in a separate meeting of Independent Directors. The same was also discussed in the meetings of NRC and the Board.

Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

Board and Committee Meetings

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the prescribed period.

Directors' Responsibility Statement

In terms of Section 134 (3) (c) of the Act, your directors, to the best of their knowledge and belief and according to the information and explanations obtained by them in the normal course of their work, state that, in all material respects:

- a) In the preparation of the annual financial statements for the year under reporting, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) Appropriate accounting policies have been selected, applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at reporting date and of the profit of the company for the year ended on that date;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The annual financial statements have been prepared on a going concern basis;
- e) Proper internal financial controls were in place and the financial controls were adequate and operating effectively; and

- f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Corporate Governance Report and Management Discussion & Analysis Report

As per the provisions of Listing Regulations, Corporate Governance Report with auditors' certificate thereon and Management Discussion and Analysis are attached and form part of this report.

Vigil Mechanism / Whistle Blower Policy

The company has a vigil mechanism named 'Whistle Blower Policy' to deal with instances of fraud and mismanagement, if any. The details of the said policy is posted on the website of the company at <https://www.valiantcom.com/corporate/cp/vigil-mechanism.pdf>

Reporting of Frauds

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made thereunder.

Anti-Sexual Harassment Policy

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, ('POSH') and rules made thereunder. All persons employed on a permanent, contractual, temporary basis and trainees are covered under this Policy. In addition, the Company has complied with provisions relating to constitution of Internal Committees and has a stable well governed ethics investigation process.

No complaints were pending at the beginning of the financial year 2023-24. During the year under review, no complaints with allegations of sexual harassment were received by the Company and accordingly no complaints were pending as at the end of the year.

Code of Conduct

All Board of Directors and senior management personnel have affirmed their respective annual compliance with the provisions of the Code of Conduct for the reporting year, laid down by the Board to govern the conduct of Directors and senior management of the Company by certain fundamental business principles, ethics, values, policies and procedures within the applicable laws, rules and regulations.

Secretarial Standards

The Company is in compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

Code for Prevention of Insider Trading

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has adopted a Code for Prevention of Insider Trading. The objective of the code is to restrict an insider from dealing in the shares of the company either directly or indirectly when in possession of



unpublished price sensitive information and also to restrict communication of such information. The code is applicable to directors and designated employees/ persons associated with the company. The code enumerates the procedure to be followed for dealing in the shares of the company and periodic disclosures to be made. It also restricts the insiders from dealing in the company's shares during the period when the 'Trading Window' is announced closed. The company secretary has been designated as the Compliance Officer.

The details of the said code are posted on the website of the company at <https://www.valiantcom.com/corporate/cp/codes-insider-trading.html>

Internal Controls System and Adequacy

The Company's internal audit systems are geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operations through adherence to the Company's policies, identifying areas of improvement, evaluating the reliability of Financial Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Directors' Report.

Auditors and Audit

i) Statutory Auditors

The Members of the Company at their Annual General Meeting held on 30 September 2022, had approved the re-appointment of M/s. Pawan Nanak Bansal & Co., Chartered Accountants, (ICAI Firm Registration no. 008953C), as the statutory auditors of the Company for a second term of five consecutive years commencing from the conclusion of the 29th AGM until the conclusion of 34th AGM of the Company to be held in the year 2027.

Pursuant to the provisions of Companies Amendment Act, 2017, notified on 07 May 2018, ratification of appointment of Statutory Auditors at every AGM is no more a legal requirement. Accordingly, the Notice convening the ensuing AGM does not carry any resolution on ratification of appointment of Statutory Auditors.

The Auditors' Report for the financial year ended 31 March 2024 does not contain any qualification, reservation, adverse remark or disclaimer.

ii) Secretarial Audit

In accordance with the provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Bhalla & Associates, Company Secretaries, Delhi, to undertake the Secretarial Audit of the company. The Secretarial Audit report is annexed herewith as Annexure-2.

The Secretarial Audit Report for the financial year ended 31 March 2024 do not contain any qualification, reservation, adverse remark or disclaimer.

Extract of Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31 March 2024 is available on the Company's website at <https://valiantcom.com/corporate/extract-annual-return/extract-annual-return.html>

Corporate Social Responsibility

The provisions of the Act relating to Corporate Social Responsibility were not applicable in the instant year under reporting. However, being the audited profits in the financial year 2023-24 are above the threshold limit, the Company is required to comply with the provisions of Section 135 of the Act, in the ongoing financial year. The Board has taken the necessary steps regarding the necessary compliance. The Company shall continue its endeavor to fulfill its responsibility towards society.

Cost records

The provisions of the Act relating to maintenance of cost records are not applicable in the light of the 2nd proviso of Rule 3 of the Companies (Cost Records and Audit) Rules, 2014.

Material changes and commitment

There has been no material change and commitment, affecting the financial performance of the Company which occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

Significant and Material Orders passed by the Regulators or Courts

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

Personnel

The information required under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with any amendments thereto, is annexed as Annexure-3.

In terms of Section 136 of the Act, the Reports and Accounts are being sent to the shareholders excluding the information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any shareholder interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company. The said information is available for inspection by the Members at the Registered Office of the Company on any working day of the Company.

**Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 with any amendments thereto, is annexed as Annexure-4.

Acknowledgments

The Directors sincerely acknowledge the trust and confidence that has been placed by the employees, shareholders and investors in the Company. The Directors are thankful to all the employees and the officers of the Company, for their dedication, support and co-operation.

On behalf of the Board of Directors
For Valiant Communications Limited

Inder Mohan Sood
Chairman and Managing Director

Place: New Delhi
Date: 29 May 2024



ANNEXURE - 1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 of Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

(In ₹ thousands)

Serial Number	1	2	3
Name of the subsidiary	Valiant Communications (UK) Ltd., United Kingdom	Valcomm Technologies Inc., United States of America	Valiant Infrastructure Ltd., India
Date since when subsidiary was acquired / formed	25.10.2004	01.02.2017	28.11.2007
Reporting period for the subsidiary, if different from the holding company's reporting period	Financial year ended on 31 March 2024 (identical with the holding company's reporting period)	Financial year ended on 31 March 2024 (identical with the holding company's reporting period)	Financial year ended on 31 March 2024 (identical with the holding company's reporting period)
Currency	GBP	USD	Rupee
Exchange Rate to ₹ as on the last date of the relevant financial year i.e. the reporting date	105.2935	83.3739	1.0000
Share Capital	23,691	16,049	3,219
Reserves	5,692	14,888	365
Total Assets	29,497	32,665	3,612
Total Liabilities	114	1,728	29
Investments	14,521	15,884	-
Turnover	3,254	12,782	425
Profit/ (Loss) before taxation	(530)	(4,172)	(71)
Provision for taxation	-	(1,027)	2
Profit/ (Loss) after taxation	(530)	(3,145)	(73)
Proposed Dividend	NIL	NIL	NIL
% of shareholding	100 %	100 %	88.94 %

Name of subsidiaries which are yet to commence operations: None

Name of subsidiaries which have been liquidated or sold during the years: None

Part "B" Associates and Joint Ventures: Not applicable

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 29 May 2024

ANNEXURE - 2

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 March 2024

FORM NO. MR-3

[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,
VALIANT COMMUNICATIONS LIMITED
CIN: L74899DL1993PLC056652
71/1, Shivaji Marg, New Delhi - 110 015

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Valiant Communications Limited (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') as amended thereto and the Rules made thereunder and the relevant provisions of the Act;
- (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 (though the certain Regulations enumerated below are not applicable during the period under review) under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof;
 - b. the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - c. the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof;
 - d. the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and amendments thereof;
 - e. the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - f. the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - g. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof;
 - h. the Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - i. the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (vi) The following key/ significant laws as amended from time to time, read with applicable rules made thereunder specifically applicable to the Company:
 1. The Delhi Shops & Commercial Establishments Act, 1954;
 2. The Child Labour (Prohibition and Regulation) Act, 1986;
 3. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
 4. The Contract Labour (Regulation and Abolition) Act, 1970;
 5. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 & EPF, FPF Schemes;
 6. The Employees' State Insurance Act, 1948;
 7. The Employees Compensation Act, 1923;
 8. The Equal Remuneration Act, 1976;
 9. The Factories Act, 1948;
 10. The Industrial Disputes Act, 1947;
 11. The Industrial Employment (Standing Orders) Act, 1946;
 12. The Maternity Benefit Act, 1961;
 13. The Minimum Wages Act, 1948;
 14. The Payment of Bonus Act, 1965;
 15. The Payment of Gratuity Act, 1972;
 16. The Payment of Wages Act, 1936;
 17. The Patents Act, 1970;
 18. The Trade Marks Act, 1999
 19. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;
 20. The Water (Prevention and Control of Pollution) Act, 1974;
 21. The Air (Prevention and Control of Pollution) Act, 1981;
 22. The Environment Protection Act, 1986;
 23. The Water (Prevention & Control of Pollution) Cess Act, 1977 and Water (Prevention & Control of Pollution) Cess Rules, 1978
 24. Public Procurement Policy for Micro and Small Enterprise Order, 2012;
 25. Foreign Trade Policy 2015-2020;
 26. Service Export from India Scheme;
 27. Information Technology Act, 2000;
 28. Telecom Regulatory Authority of India Act, 1997;

29. Indian Telegraph Act, 1885;
30. Indian Wireless Telegraphy Act, 1933;
31. Telegraph Wires (Unlawful Possession) Act, 1950
32. The Prevention of Money Laundering Act, 2002;
33. The Micro, Small and Medium Enterprises Development Act, 2006;
34. The Competition Act, 2002;
35. The Income Tax Act, 1961;
36. The Customs Act, 1961;
37. Goods & Services Tax Act, 2017
38. Various taxation laws (refer para 7 of 'Annexure A')

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) with respect to board and general meetings;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and the Listing Agreements entered into by the Company with BSE Limited.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above, and filed requisite forms and returns with in the due date except for an instance where they have filed beyond due date, with additional fee and the same were approved by the Ministry of Corporate Affairs. However, the provisions under Section 135 of Companies Act, 2013 and Rules made thereunder related to Corporate Social Responsibility are not applicable on the Company for the reporting year. Further, in the absence of required instance(s), during the period under review, the provisions of some of the above enactments were in applicable.

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Further, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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.

Decisions at the Board Meetings and Committee Meetings, as represented by the management, were taken by the requisite majority and recorded in the minutes.

We further report that as represented by the Company and relied upon by us there are adequate systems and processes in the Company commensurate with its size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; etc.

We further report that during the period under review following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

During the period under review, the Company has made preferential allotment of 4,04,600 equity shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of Section 42 and Section 62 of the Act, the Rules framed thereunder and the SEBI Regulations with respect to the same.

For & on behalf of
Bhalla & Associates
Company Secretaries
FRN: S2016DE424900

(Proprietor)
Sushant Bhalla
ACS: 46640 CP: 17201
Peer Review Certificate No. : 1807/2022
UDIN:- A046640F000477941

Place: New Delhi
Date: 29 May 2024

Note: This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



'Annexure A'

To,
The Members,
VALIANT COMMUNICATIONS LIMITED
CIN: L74899DL1993PLC056652
71/1, Shivaji Marg, New Delhi - 110015

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on random test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation 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 etc., is the responsibility of the management of the Company. Our examination was limited to the verification of procedures on random 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.
7. We further report that the compliance by the Company of applicable Direct & Indirect Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For & on behalf of
Bhalla & Associates
Company Secretaries
FRN: S2016DE424900

(Proprietor)
Sushant Bhalla
ACS: 46640 CP: 17201
Peer Review Certificate No. : 1807/2022
UDIN:- A046640F000477941

Place: New Delhi
Date: 29 May 2024



ANNEXURE - 3**[Pursuant to Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year and;
2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:

Name	Category / Designation	Ratio to Median	% increase (decrease) in Remuneration
Sh. Inder Mohan Sood	Managing Director & CEO	8.84 : 1	14.03
Sh. Davinder Mohan Sood	Whole-time Director & CFO	8.15 : 1	13.78
Sh. Gaurav Mohan Sood	Whole-time Director	4.76 : 1	22.08
Sh. Gaurav Kaura	Independent Director	0.20 : 1	200.00
Sh. Avinash Verma	Independent Director	0.20 : 1	200.00
Sh. Sumit Mehta	Independent Director	0.20 : 1	200.00
Ms. Neepa Chatterjee	Independent Director	0.20 : 1	200.00
Sh. Manish Kumar	Company Secretary	5.30 : 1	13.95

3. The percentage increase/ (decrease) in the median remuneration of employees in the financial year: 15.70%
4. The number of permanent employees on the rolls of Company as at reporting date: 71
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 12.55%, as against an increase of 15.86% in the salaries of the KMP. The increment given to each individual employee is based on the employees' education, potential, experience as also their performance and contribution to the Company's progress over a period of time and also the industrial standards in India.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

[Pursuant to Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

None of the employees' remuneration exceeds the limit specified under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.



ANNEXURE - 4

Information as Section 134 (3) (m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

Conservation of Energy

The Company's operations are not power intensive and involve low energy consumption. Nevertheless, energy conservation measures and optimal use of energy through improved operational methods have already been taken, wherever possible, the details of which are as follows:

- (i) Employment of highly efficient low power consuming manufacturing equipment, e.g., LED lighting and automatic testing equipment using state-of-the-art technology.
- (ii) Use of programmable power supplies with equipment, which consume less power than conventional supplies.

Technology Absorption, Adaption and Innovation

The Company continues to use the latest technologies for improving the productivity and quality of its products.

Research and Development

Research and Development (R&D) is being carried out by the Company to develop special systems to meet customer requirements in the export markets. The benefits being derived from this are improved quality of products, process efficiencies, easy maintenance of products, standardization of components and above all, customer satisfaction. With a strong focus on new product development, the Company is able to adapt quickly to the needs of the customer on design and configuration modifications for any specific market.

Expenditure on Research and Development (R&D)

Particulars	in ₹ thousands	
	2023-2024	2022-2023
Capital	15,957	13,403
Recurring	-	-
Total	15,957	13,403
Total R&D expenditure as % of total turnover	3.49	4.43

Future Plan of Action

Emphasis will continue to be on development of new products with special focus on providing communication and transmission solutions to the customers with an effective marketing strategy.

Foreign Exchange Earnings and Outgo

The Company is an Export Oriented Unit registered under the Electronic Hardware Technology Park [EHTP] Scheme and engaged in the manufacturing of Communication and Telecom Transmission Solutions with installations in over 110 countries. Hence, operational activities of the Company are relating to exports promotion:

Particulars	in ₹ thousands	
	2023-2024	2022-2023
The foreign exchange earnings	1,06,978	81,636
The foreign exchange outgo	1,36,320	1,34,570



CEO / CFO CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS & CASH FLOW STATEMENT

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
for the Financial Year ended 31 March 2024)

To,
The Board of Directors,
Valiant Communications Limited

We have reviewed the Financial Statements and the Cash Flow Statement for the Financial Year ended 31 March 2024 and we hereby certify and confirm to the best of our knowledge and belief the following:

- a) The Financial Statements and Cash Flow statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) The Financial Statements and the Cash Flow Statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations;
- c) There are no transactions entered into by the Company during the year ended 31 March 2024 which are fraudulent, illegal or violative of Company's Code of Conduct;
- d) We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting. Deficiencies noted, if any, are discussed with the Auditors and Audit Committee, as appropriate, and suitable actions are taken to rectify the same;
- e) There have been no significant changes in the above mentioned internal controls over financial reporting during the Financial Year 2023-24;
- f) That there have been no significant changes in the accounting policies during the Financial Year 2023-24.
- g) We have not noticed any significant fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

New Delhi, 29 May 2024



MANAGEMENT DISCUSSION & ANALYSIS

Overview

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs (MCA) notified under the Companies (Indian Accounting Standards) Rules, 2015. The management accepts responsibility for the integrity and objectivity of these financial statements. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transaction, and reasonably present our Company's state-of-affairs and profits of the year.

Industrial Structure and Development

The business of our Company belongs to the industry of providing communication, transmission, protection, synchronization, NAS (Network-attached storage), Data Storage Servers, and cyber security solutions to a wide range of sectors including Power Sector Infrastructure - Sub-stations, Distribution, Transmission, Utilities – Water, Oil and Gas, Renewable Energy sector (Solar and Wind Energy etc.), Railways, Metro Rail, Airport Communication Networks, Corporate Networks, Financial Institutions, Mobile Communication Networks (including 4G/5G), Defense Networks for communication equipment, Synchronization applications for autonomous driving technology, providing cyber security products to Critical Infrastructure Industries (including Power, Railways, Airports, Utilities, Defence) and other emerging sectors and technologies.

Our Company designs, develops, manufactures a wide range of advanced communication, transmission, protection, synchronization, NAS (Network-attached storage), Data Storage Servers and cyber security products and solutions.

We whole-heartedly put on record the exceptional work by the Government of India on implementation of '*Atmanirbhar Bharat*', which has been pathbreaking. This policy has helped our Company vastly. Our Company is in its best position since its inception to benefit with reference to its continued technology investments and developments and state-of-the-art product portfolio and solutions, for the domestic and exports markets.

It is important to note and understand that global investments in technology and specifically in product and related product technology development has continue to decline in the past few years while "App" based applications and investments have continued to increase. Since our Company has continued to invest its resources in core product technologies and hardware technologies that are essential, required and used by various critical infrastructure sectors to enhance their performance, productivity and cyber security, we are benefitting from these investments made over the past few years.



Business Operation

Being an indigenous manufacturer, Valiant is apparently a beneficiary of all business opportunities that are notably arising in the Indian Public Sector out of the 'Make in India' and 'Atmanirbhar Bharat' initiatives of our Hon'ble Prime Minister of India.

Our Company is focused on providing a mix of products, advance technologies and services for domestic and export market. Various initiatives taken by the Government of India, under the leadership of our Hon'ble Prime Minister, such as "Atmanirbhar Bharat", "Make in India", "Digital India" and "PMA Policy", the Indian business scenario is vibrant and promising. All the initiatives taken by the Government of India are helping indigenous manufacturers of telecom, communications, transmission, synchronization and cyber security equipment in India.

Various products of our Company are approved and used by major corporations such as PGCIL (Power Grid), most State Electricity Boards (SEBs) in India, various National Electricity Companies in various countries, defence organizations, financial institutions, and critical infrastructure industries, worldwide.

Our Company is working on various opportunities to scale its products and technologies across various such customers for their applications. Each of its technologies has the potential to have significant positive impact on the financials of our Company.

Being the only Indian manufacturer for various products in select domains, our Company has a distinctive advantage over its Multi-National competitors. All the initiatives taken by the Government of India are helping our Company (being an indigenous manufacturer of communications, transmission, synchronization, routing, data storage servers and cyber security equipment) to capitalize its position in India.

There are substantial opportunities in India, wherein the products of our Company have been offered by the prominent industrial leaders in turnkey projects pertaining to power sector, defence organizations, financial institutions, and critical infrastructure industries of the country.

In exports, our Company continues to expand its customer base, footprint, distributor and re-seller relationships, participation in exhibitions to provide the necessary exposure to our Company's products and technologies. Our participation in Distributech in 2023, a premier annual event for transmission and distribution, showcasing cutting-edge technologies that power our homes and businesses, an exhibition that showcases latest in electricity delivery automation, energy efficiency, and demand response for energy resource management, renewable energy, smart cities, advancements in resiliency and reliability, and T&D system operations has helped us in opening up U.S., Central and South American markets for our products.

Opportunities

Our Company is focusing on its marketing efforts to promote its wide range of products and technologies, its MPLS Routers, Synchronization, Data Storage Servers, Cyber and Network Security equipment and other technology products which are expected to have a substantially positive impact on our Company's financial performance. Our unique range of Network Protection solutions for providing Network / Path / Equipment (Switch/Server/Router) redundancy and protection solutions for network reliability to currently cater to the network security requirements to its international customers and being received well.

Our Company continues to add features and models to its range of Frequency, Phase and the Time Synchronization range of products with its GPS/GNSS based Primary Reference Clocks with integrated IEEE-1588v2 PTP Grandmaster, PTP 1588v2 Slave, PTP 1588v2 Switch & Transparent Clocks and NTP Time Server for use in various sectors including the Power, Railways and Defence sectors.

The addition of NavIC support to our Frequency, Phase and the Time Synchronization range of products would be another future area of growth for our Company. In this new addition to our product portfolio, our Company has added the capability to support the Indian Regional Navigation Satellite System (functioning under the operational name of NavIC). NavIC is an autonomous regional satellite navigation system that provides accurate real-time positioning and timing services. NavIC footprint covers India and a region extending 1,500 km around it, with plans for further extension up to 3,000 km. ISRO established regional navigation satellite system called Navigation with Indian Constellation (NavIC). NavIC is designed with a constellation of 7 satellites and a network of ground stations operating 24x7.

New product development and technological innovations are Valiant's assets. With the introduction of new products, designs, solutions and applications, our Company looks forward to growth in sales and profits.

Our Company has a focus on new product development, obtaining of certifications of the existing products in various international markets and sectors and building a larger base of distributors and value-added re-sellers through which it can sell its products, worldwide.

Quality Initiatives

Valiant believes in sustained commitment to highest levels of quality, best-in-class product offerings and robust and fair business practices to help our Company to attain its objectives.

Our Company has successfully achieved the yardsticks to meet with standards ISO 9001:2015 (Quality Management), ISO 14001:2015 (Environmental Management), ISO 10001:2018 (Customer Satisfaction) and ISO 45001:2018 (Occupational Health & Safety). The management believes that all these quality initiatives will further strengthen our Company's product line in the global market.



New Products and Technologies

Our Company offers a comprehensive range of Cyber Security products and solutions that are designed for the Power Utilities, SCADA, Defence, Financial, Corporate as well as for commercial applications for Critical Infrastructure Industries. The VCL “Beyond the Firewall” cyber-security solutions are designed to assist organizations to detect, prevent and secure their networks against firewall breaches, cyber-attacks, ransomware-attacks, DoS attacks and to assist in conducting forensic analysis and trace the attack route in near real-time. Valiant's data encryption equipment is in the process of being upgraded to make it **Quantum-Safe**.

VCL Cyber Security products assist network administrators to identify existing network vulnerabilities and implement a “real-time” counter measure defence strategy which automatically comes into effect in the event of a cyber-attack / firewall breach or network intrusion. VCL advanced and comprehensive cyber defence solutions generate audio-visual alarms, to automatically switching to a redundant network / to a redundant firewall, as well as to isolate the network and protect the critical infrastructure industries and assets in case of a cyber-attack / firewall breach / unauthorized network intrusions.

Our Company has introduced its latest EDFA Amplifiers. The Valiant VCL-9009, Optical Amplifier is designed to amplify and boost an optical input and transmit it, without additional mid-span signal repeaters, over extended single mode optical spans. The optical transmitter of the VCL-9009 is designed to increase the output power so that the input optical signal may be transmitted over an extended distance. The stability pump laser and unique ATC (automatic temperature control) and AGC (automatic gain control) circuits incorporated in the unit ensures excellent optical characteristics and high stability that allow the unit to operate over a wide temperature range and harsh environmental conditions.

Valiant has introduced India's first, Made in India ransomware resistant, On-Site, Off-Site and Off-Line Data Storage and NAS (Network-Attached Storage) Servers with a current capacity of 1.2 Petabyte (i.e. 1,200 Terabytes).

Valiant's VCL-NAS is an essential component of the modern networked computing environment including data center applications. VCL-NAS comes equipped with incremental upgrades using AES 256 encryption and upgrading to Quantum-Safe cryptography. It allows the protection of stored data against natural disasters, man-made disasters and acts of war – including EMP (electromagnetic pulse).

During this year, our Company has also introduced its Grid Automation and Grid Islanding solution. Our Company is actively working with National and State Electricity Boards to offer this solution to identify the trouble-spots and isolate the Power Utility from the national grid in the event of an impending failure. The additional objective of the solution is also to create islands within Power Utility's micro-grid, by isolating any area or zone that is threatening to destabilize Power Utility's power distribution network from within.

While the conventionally regarded “over-load” and “under-frequency” conditions are not the only ones that can threaten the stability of any national power grid, the bigger threat, in today's scenario, arises from cyber-attacks and hostile intrusions that could be initiated by an enemy country or a bad actor that is seeking to cripple any nation's infrastructure. Therefore, it becomes imperative that counter-defence measures are put into place so that if any such eventuality arises, it can be effectively contained by “isolation” and “islanding”.

In the event of an impending “National Grid Failure”, the power generation within a state or a specific region needs to be isolated and islanded so it can continue to generate and supply power to its consumers and ensure that all its downstream feeders and consumers remain in healthy condition. The primary purpose of the solution in achieving the given objective, which would be to identify and isolate in a phased manner, the problem points that inter-connect Power Utility's power infrastructure to the national grid.

Our Company provides such a unique solution and is working with Electricity Boards and relevant authorities to implement these cutting-edge technologies in the Power Sector, globally.

Our Company is also offering a comprehensive range of IT (Information Technology) and OT (Operational Technology) products that play an increasingly critical role in ensuring reliable, cyber safe, and efficient operation of utilities, power generation, transmission, and distribution systems.

VCL offers a comprehensive suite of IT and OT products and solutions which are used to provide end-to-end communication, transmission, protection, synchronization, NAS and Data Storage Servers and cyber-security for Utilities and Power networks.

The use of integrated IT and OT products in utilities and the power sector is transforming the way energy is generated, transmitted, and distributed. It is enhancing operational efficiency, grid reliability, and operational safety while also paving the way for a more sustainable and resilient, safe and cyber-secure power grid, which is critical to every nation.

These opportunities take more importance due to the foresight of our Honorable Prime Minister Shri Modi Ji for implementing Government policies to promote Make in India and *Atmanirbhar Bharat* for the manufacturing in India.

Your management is confident that these products and technologies will help to create substantial future growth opportunities for our Company.

Future Prospects

Our Company is clearly focused on the design and development of communication, transmission, synchronization, network reliability, NAS and Data Storage Servers and cyber security equipment and solutions, for the national and international communication marketplace. With the continuous introduction of new products and technologies, our Company is



focused on marketing, distribution and support of its product range.

Our Company is in the process of introducing new products during the year 2024-2025 for Power Utilities, Smart Grid, SCADA and Secure Communications, network reliability and NAS and Data Storage servers and their applications. Some of these products are already deployed in various networks, worldwide. A series of new products based on advanced technologies including products that are Quantum-Safe ready are being introduced to secure high-speed Ethernet / IP data communication links.

Further, Cisco Systems Inc., has validated Valiant Teleprotection for Next Generation Utility WAN Architecture. For additional details, please review the URL link provided below for details.

- Cisco validates Valiant Teleprotection (Distance Protection) and IEEE 37.94 Line Differential protection solutions details in their report: *Next Generation Utility WAN Architecture: Next Generation Utility WAN Architecture* Cisco NCS5500@xrdocs

Valiant Communications Ltd. and Fortytwo42 Technology Innovations Private Limited ("FT42") have agreed to cooperate in integrating, creating synergies, and marketing of respective Quantum-safe cryptography products with Valiant's cyber-security solutions to domestic and international customers. For the past 3 years, Valiant has been working on building its products to offer Quantum-safe cryptography products to its customer, worldwide. This cooperation will help strengthen the multiple application solutions that will be offered to customers. Commercial role out is expected within the calendar year 2024.

Valiant is successfully partnering in the Indian and international markets with Tejas Networks Limited [NSE: TEJASNET], a Tata Group company for offering end-to-end IT and OT power utility solutions. Further, our natural partnership is a winning combination in all business opportunities falling under 'Make-in-India' wherein, Tejas and Valiant compete against foreign Multi-national corporations.

Both the Companies are focusing on replicating their business synergies in the power sector at the international level also. Given the global reach of the Tata Group, the management is optimistic about the outcome about such opportunities.

Valiant and Tejas have partnered for the forthcoming large-scale business opportunities for their products supplies at the State Electricity Boards (SEBs) of Gujarat, Maharashtra, Kerala, Telangana, Tamil Nadu, Assam and Uttar Pradesh. These business opportunities are valued at over ₹ 100+ crores for Valiant.

The management is optimistic regarding the scale and scope of these opportunities.

Cyber Security business

The Company has successfully executed its pilot order from the Grid Controller of India (formerly known as POSOCO), a

Government of India Enterprise, for its Cyber Security equipment for deployment in power grid network in India. Another prestigious project with ONGC has been secured by the Company and is under execution, due to be completed in Q1, 2024-2025.

Participation in new tenders for government organizations are underway in with other Oil & Gas and Defence sector companies.

The Government has a heightened focus on Cyber Security for all its departments and with a view of protecting its Critical Information Infrastructure (CII). This opportunity is translating into induction of our Cyber Security products in the Government Critical Infrastructure sectors under the 'Make in India' and the 'Atmanirbhar Bharat', path-breaking initiatives taken by the Government of India.

The successful deployment of Cyber Security equipment for early detection and warning systems of cyber-attacks, ransomware attacks, unauthorized network intrusion, detection of trojans within a network, to safeguard their communication systems, is starting to generate business revenue. These on-premises hardware technologies along with sophisticated software solutions automatically detect and intelligently mitigate cyber-attacks, ransomware, unauthorized network intrusion attacks and other cyber security threats.

With additional focus of exports of cyber-security products and solutions, our European, Asian and South American channel partners and distributors are being provided in-person and online training programs on cyber-security products to add customers in their respective regions.

VCL-NAS and Data Storage Servers

Valiant has introduced India's first, Made in India ransomware resistant, On-Site, Off-Site and Off-Line Data Storage and NAS (Network-Attached Storage) Servers with a current capacity of 1.2 Petabyte (i.e. 1,200 Terabytes).

Network-Attached Storage (NAS) is a type of storage device that is connected to a network and provides file-based data storage services to other devices on the network. It is essentially a specialized file server dedicated to storing and sharing files, documents, media, and other data resources among multiple users and devices within a network environment.

NAS and Data Storage servers provide network connectivity, file-level storage, facilitates file sharing and collaboration, offering scalability and allowing users to expand storage capacity by adding more hard drives or connecting additional NAS units to the network, providing data protection and redundancy, fault tolerance by storing data across multiple disks, backup and disaster recovery allowing users to schedule automated backups of critical data and facilitating the restoration of data from backup copies, helping to ensure business continuity.

Valiant's VCL-NAS is an essential component of the modern networked computing environment including data center



applications. VCL-NAS comes equipped with incremental upgrades using AES 256 encryption and upgrading to Quantum-Safe cryptography. It allows the protection of stored data against natural disasters, man-made disasters and acts of war – including EMP (electromagnetic pulse).

Off-Site VCL-NAS and Data Storage Servers are used for Disaster Recovery ensuring that critical data is still accessible and can be restored. Off-Site backups are used for Data Redundancy to provide redundancy, reducing the risk of data loss due to hardware failures, human error, or software issues on the primary server.

VCL-NAS and Data Storage Servers can also be used for Geographic Diversity to restore data in geographically distant locations, overcoming the risk of natural disaster, acts of war including EMP attacks.

Another key feature of VCL-NAS and Data Storage Servers including providing Air-Gap Security. Data stored offline, is immune to online threats such as hacking, malware, and ransomware.

Marketing

Our Company is focused on expanding its global marketing network and building a larger base of associates / distributors and re-sellers, through which it can sell its products, on a worldwide basis. Our Company has its equipment successfully installed in over 110 countries now.

Our Company has successful installations of its various equipment in over 5500+ power sub-stations of 765kV, 440kV, 400kV, 384kV, 220kV, 132kV, 110kV, 66kV and 33kV capacities, worldwide.

Our Company is expanding its marketing network in Europe and South America. Our Company has appointed distributors in Paraguay, Uruguay, Peru, Chile, Portugal, South Korea, Vietnam, the Philippines, Thailand for its Cyber-Security and Power Utility products.

Our Company is also happy to announce an addition of new customers to its reference list and further receiving repeat orders from existing prestigious customers including the Government, Defence, Transport and the Power sector.

Our Company is delighted to see our innovation, research and development efforts are being recognized by some of the most prestigious customers worldwide, and that our products and solutions are being used in some of the most critical projects and applications. Each of our communication, transmission, protection, synchronization, NAS and data storage servers and cyber-security verticals have the technological depth and the opportunity to scale. We are very happy regarding these encouraging developments and that our Company is on a strong path to growth.

Threats

The communication sector, being a high technology-intensive business is prone to rapid technological obsolescence. To cope

with an ever changing dynamic and highly competitive communications business environment, our Company is innovating and evolving rapidly; offering technically advanced and competitively priced products, solutions and applications to the demanding international customers, while competing with some of the best businesses in the communication field, in the world.

Outlook

Our Company continues to design, develop and introduce new products and technologies and strengthen its marketing network, worldwide. The introduction of new products and technologies are expected to help to increase export sales growth in the current year. Our Company has introduced many new products during the past one year and is confident that these new products will help to increase its sales and performance in the current year ending 31 March 2025.

With the focus on developing new solutions for the fast-growing Power Utility and Transportation Sectors such as the Railways and Metro, our Company continues to make rapid advancements both in technology upgradation and expanding its marketing footprint so that it can have a higher value share in both of these sectors.

Presently, the revenue of the Company is broadly driven by the power utility sector; however, the management also sees some exciting opportunities in IT/OT applications, Critical Infrastructure Industries (CII), Defence and Railway sectors, both domestically and internationally.

Segment-wise Performance

Our net revenues (net of taxes and component sales) from operations on a standalone basis grew by 51.39% to ₹4,57,108 thousand in the reporting year. Domestic and export revenues constituted 72% and 28% of our total revenues respectively.

At consolidated level, our net revenues (net of taxes and component sales) from operations on a consolidated basis grew by 47.08% to ₹4,63,313 thousand in the reporting year. Domestic and export revenues constituted 71% and 29% of our total revenues respectively.

Risk and Concerns

Risk is an inherent aspect of every business. The Communication sector being part of a rapidly changing technology orbit, the level of risk increases due to high technology obsolescence. However, continuous technological innovation, product development, value additions by research and development can minimize this class of business risk. Effective reporting and control mechanisms ensure timely information availability and facilitate proactive risk management.

The business in Indian environment has long gestation period and inherited execution delays, consequently, causes volatility in revenue recognition and profit figures in financial statements. Further, in view of Industrial trend in India, our Company may face the delay in debtor realizations, which may have an adverse impact on cash position of our Company in the



short-term. Consequently, our Company may face challenges maintaining the working capital requirements in view of upcoming larger opportunities.

Our Company may also face challenges meeting the requisite financial criteria of tender-based business, for which the Company has to rely on other larger business entities, which may have an adverse impact on margins.

The Board of Directors is responsible for monitoring risk levels on various parameters and their implementation to ensure the de-risking of the business at various levels. Further, the Audit Committee provides direction on risk management.

Internal Control System

Our Company has an adequate system of internal controls, implemented by the management to achieve efficiency in operations, optimum utilization of resources, effective monitoring of systems and compliance with applicable laws.

A qualified and independent Audit Committee of the Board of Directors reviews the internal audit reports and the adequacy of internal controls.

Exchange Rate Fluctuation

The functional currency of your Company is the Indian rupee, whereas substantial business receipts and payments are in foreign currencies. The exchange rate between the rupee and foreign currencies have been changing substantially, and your Company faces the risks associated with exchange rate fluctuation and translation effect, wherein the appreciation of the rupee against foreign currencies, adversely impacts its profitability and operating results.

Human Resources

Human resources are most precious asset of our Company, and our Company seeks to attract and retain the best talent available. Our Company provides an environment which encourages initiatives, innovative thinking and recognizes and rewards performance. Since our Company operates in state-of-the-art technologies, necessary training and development of its personnel are conducted on a continuous basis. Industrial relations with all employees are cordial. The Directors' Report may be referred for any further details.

Financial and Operational Performance

Our Company has achieved its all-time high revenue figures for both at standalone and group level in the reporting year, which have positive impact on profitability and thereby; margins have also been improved as provided below:

At Standalone Level (in ₹ Lacs)

Annual basis:	CY2023-24	PY2022-23
Revenue	4,571	3,019
EBITDA [§]	1,119	467
PBT [#]	878	250
Operating EBITDA margin (%)	24.48%	15.46%
EPS [^] (in ₹)	9.08	2.54

At Group Level (in ₹ Lacs)

Annual basis:	CY2023-24	PY2022-23
Revenue	4,633	3,150
EBITDA [§]	1,071	441
PBT [#]	830	224
Operating EBITDA margin (%)	23.13%	13.99%
EPS [^] (in ₹)	8.56	2.33

[§] EBITDA stands for Earnings Before Interest, Taxes, Depreciation, and Amortization

[#] PBT stands for Profit before Tax.

[^] EPS stands for Earnings Per Share

Shareholders Fund

A statement of Shareholders' Fund based on consolidated financial statements as on 31 March 2024 along with the comparison with previous two years is given below:

(In ₹ thousands)

Particulars	Year ended on 31 March 2024 (Audited)	Year ended on 31 March 2023 (Audited)	Year ended on 31 March 2022 (Audited)
Equity Paid-up Capital	76,281	72,235	72,235
Other Equity	4,42,120	2,57,173	2,37,399
Shareholders Fund / Equity	5,18,401	3,29,408	3,09,634
Book Value (per equity share)	₹ 67.96/-	₹ 45.60/-	₹ 42.86/-

Significant Change in Financial Ratios

At Standalone Level

Particulars	Current year	Previous year	% Variance
Current ratio (in times)	8.86	4.84	83%
Inventory Turnover (in times)	2.90	1.96	48%
Debt-Equity ratio (in times)	0.04	0.06	-38%
Debt service coverage ratio (in times)	13.58	8.17	66%
Return on equity ratio (in %)	16.70	6.37	162%
Trade receivables turnover ratio (in times)	6.43	9.67	-33%
Trade payables turnover ratio (in times)	10.22	7.78	31%
Net capital turnover ratio (in times)	1.59	1.66	-4%
Net profit ratio (in %)	14.39	6.09	136%
Return on Net-worth (in %)	13.42	6.17	118%
Return on capital employed (in %)	18.19	8.52	114%
Operating profit margin (in %)	24.48	15.46	58%
Interest Coverage Ratio (in times)	60.14	52.61	14%
Return on investment (in %)	Not applicable		

The variations in turnover ratios are because of the efficiency recorded in the working capital management specifically at an inventory level. The increase in current assets is also supported by the increase in the bank balance because of the afresh issuance of equity shares. There is an increase in average trade receivables primarily because of the increase in revenue. The decrease in Debt-Equity ratio is because of the afresh equity infused.

The increase in the above reported margin and return ratios are primarily because of the reported increase in revenue. It has further positive impact on profitability and thereby, the debt service coverage ratio. Whereas, the increase in net-worth is also supported by the afresh equity issued.



At Consolidated Level

Particulars	Current year	Previous year	% Variance
Current ratio (in times)	9.49	5.41	75%
Inventory Turnover (in times)	2.94	2.04	44%
Debt-Equity ratio (in times)	0.04	0.06	-36%
Debt service coverage ratio (in times)	13.01	7.85	66%
Return on equity ratio (in %)	14.62	5.25	178%
Trade receivables turnover ratio (in times)	6.38	9.47	-33%
Trade payables turnover ratio (in times)	8.77	7.65	15%
Net capital turnover ratio (in times)	1.38	1.35	2%
Net profit ratio (in %)	13.39	5.34	151%
Return on Net-worth (in %)	11.96	5.10	135%
Operating profit margin (in %)	23.13	13.99	65%
Interest Coverage Ratio (in times)	56.92	47.25	20%
Return on capital employed (in %)	16.26	6.91	135%
Return on investment (in %)	12.05	0.40	2898%

The variations in turnover ratios are because of the efficiency recorded in the working capital management specifically at an inventory level. The increase in current assets is also supported by the increase in the bank balance because of the afresh issuance of equity shares. There is an increase in average trade receivables primarily because of increase in revenue. The decrease in the Debt-Equity ratio is because of the afresh equity infused.

The increase in the above reported margin and return ratios are primarily because of the reported increase in revenue. It has further positive impact on profitability and thereby, the debt service coverage ratio. The increase in the net-worth is also supported by the afresh equity issued. Whereas, the return of investment is improved because of the appreciation of investment value during the year.

Cautionary Statement

Statements and Management Discussion and Analysis describing our Company's objectives and expectations may be forward looking, but within the meaning of applicable laws and regulations. Actual results may differ from those expressed in the statement.



REPORT ON CORPORATE GOVERNANCE

The Company's philosophy on Code of Governance

The Company's Board of Directors' responsibility is to govern the affairs of the Company for achievement of business success and the enhancement of long-term stockholders value with the highest standards of integrity and ethics. The Company's Board also considers the interests of other constituencies including the Company's employees, customers, suppliers and the communities in which it does business. The Company strives to set and achieve high standards of Corporate Governance. "Endeavor to maximization of long-term shareholders wealth" is the edifice on which the Corporate Governance initiative of Valiant is built on. The Company is of the view that transparency in management, best board practices and empowerment of shareholders are essential for maximizing shareholders value.

Board of Directors

The primary functions of Board of Directors include:

- a. **Strategic and Operational planning:** Reviewing, understanding and approving Valiant's long-term strategic plans and annual operating plans and monitoring the implementation and execution of those plans.
- b. **Financial reporting:** Reviewing, understanding and approving Valiant's financial statements and reports and overseeing the establishment and maintenance of controls, process and procedures to promote accuracy, integrity and clarity in financial and other disclosures.
- c. **Governance, compliance and risk management:** Overseeing the establishment and maintenance of Valiant's governance and compliance processes and procedures to promote the conduct of Valiant's business with the highest standards of responsibility, ethics and integrity.

The policy of the Company is to have an optimum combination of Executive and Non-Executive Directors, to ensure the independent functioning of the Board.

The Board of Directors met six times on 30.05.2023, 11.08.2023, 10.11.2023, 01.02.2024, 12.02.2024 and 11.03.2024 during the financial year 2023-2024.

Details of the composition of the Board, category of the Directors and their attendance at Board Meetings and General Meetings, number of other directorships / other committee memberships held during the financial year 2023-2024, are given below:

Name of Directors	Category	No. of Board meetings attended during the year	No. of other Directorship in other Indian & overseas Companies
Sh. I.M. Sood	Chairman & Managing Director	6	5
Sh. D.M. Sood	Executive Whole-time Director	6	4
Sh. G.M. Sood	Executive Whole-time Director	6	-
Sh. Gaurav Kaura	Independent Non-Executive Director	6	-
Sh. Avinash Verma	Independent Non-Executive Director	6	-
Sh. Sumit Mehta	Independent Non-Executive Director	6	1
Ms. Neepa Chatterjee	Independent Non-Executive Director	6	-

None of the directors holds any directorship in any other public listed company. All above disclosed 'other directorships' are being held in the other unlisted companies with no further committee membership liable to be reported. All directors of the Company attended the last AGM and the Extra-ordinary General Meeting (EGM) held on 29-02-2024.

The Board confirms that the Independent Directors fulfil the conditions specified in the Listing Regulations and that they are Independent of the management.

The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board to arrive at appropriate decisions. The information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") is made available to the Board. The Board also reviews the declarations made by the Managing Director and Chief Financial Officer regarding compliance with all applicable laws, on a quarterly basis.

Skills / Expertise / Competencies of the Board of Directors

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the name of Directors:

- i) Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry
– Sh. I. M. Sood, Sh. D. M. Sood and Sh. Avinash Verma
- ii) Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company
– Ms. Neepa Chatterjee and Sh. Sumit Mehta
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Foreign Exchange, Administration, Decision Making
– Ms. Neepa Chatterjee, Sh. G.M. Sood and Sh. D.M. Sood
- iv) Financial and Management skills.
– Sh. Gaurav Kaura, Sh. D.M. Sood and Sh. Avinash Verma
- v) Technical / Professional skills and specialized knowledge in relation to Company's business (communication equipment)
– Sh. I. M. Sood, Sh. G. M. Sood, Sh. D. M. Sood and Sh. Avinash Verma



Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 11.03.2024, as required under Schedule IV to the Companies Act, 2013 ("the Act) and the Listing Regulations. All Independent Directors have attended the meeting.

Familiarization Programs

The details of familiarization programs imparted to independent directors, is uploaded on the Company's website at the web link: <https://www.valiantcom.com/corporate/misc/familiarization.html>

Evaluation of Board Performance and Performance of its Committees and of Directors

The criteria of evaluation have been adequately explained in Directors' report.

Audit Committee

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an independent Audit Committee has been constituted.

The powers, roles and terms of reference of the Audit Committee cover the areas as specified under the Listing Regulations and the Act, 2013 besides other terms as may be referred by the Board. The functions of the Audit Committee include reviewing the Company's financial reporting process, disclosure norms, internal control systems, accounting policies and practices as well as quarterly / half-yearly / yearly financial statements of the Company, its subsidiaries on standalone as well as consolidated basis. It approves the appointment of Chief Financial Officer, recommends appointment of Statutory Auditors, fixes audit fees and reviews matters required to be included in the Directors' Responsibility Statements, disclosures of related party transactions, timely discussions with auditors regarding critical accounting policies, practices, reporting issues and judgements, scope for observations of the auditors and adequacy of the internal audit function.

The members of the Audit Committee met six times on 30.05.2023, 11.08.2023, 10.11.2023, 01.02.2024, 12.02.2024 and 11.03.2024 during the financial year 2023-2024.

Details of the composition of the Audit Committee and their attendance at Audit Committee meetings are given below:

Name of the member	Category	Meeting Attended
Sh. Gaurav Kaura	Chairman	6
Sh. Avinash Verma	Member	6
Sh. D.M. Sood	Member	6
Sh. Sumit Mehta	Member	6
Ms. Neepa Chatterjee	Member	6

CEO/ CFO Certification

The CEO and CFO have certified, in terms of the regulation 17(8) of Listing Regulations, to the Board *inter-alia* that the financial statements present a true and fair view of the Company's affairs

and are in compliance with applicable accounting standards.

Stakeholder Relationship Committee

To focus on the shareholders' grievances towards strengthening investor relations, the Board has constituted the Stakeholder Relationship Committee under the Chairmanship of Sh. Gaurav Kaura, an Independent Non-Executive Director with other Independent Non-Executive Directors namely, Sh. Avinash Verma, Sh. Sumit Mehta, Ms. Neepa Chatterjee, and an Executive Director, Sh. D.M. Sood.

The powers, roles and terms of reference of the Stakeholder Relationship Committee are in compliance with the provisions of the Listing Regulations and the Act, 2013.

The members of the Committee met on 11.03.2024 during the financial year 2023-2024.

The Company has received ten investor's complaints during the financial year 2023-2024. All complaints were attended to the satisfaction of the investor.

Sh. Manish Kumar, Company Secretary, has been appointed as Compliance Officer within the meaning of Listing Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) consists of four Independent Non-Executive Directors with following details:

Name of the member	Category	No. of Meeting Attended
Sh. Gaurav Kaura	Chairman	1
Sh. Avinash Verma	Member	1
Sh. Sumit Mehta	Member	1
Ms. Neepa Chatterjee	Member	1

The members of the Committee met on 11.03.2024 during the financial year 2023-2024.

The broad terms of reference of the committee:

1. Evaluate the performance including extension of contract, of Executive Directors (EDs). The NRC would set the performance measures of EDs and evaluate their performance annually.
2. Recommend the remuneration for the EDs based on evaluation.
3. Evaluate the performance including extension of the employment of senior management (one level below the EDs).
4. Evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required of an independent director.
5. Recommend the remuneration of the senior management, in whatever form, based on the evaluation.
6. Evaluate the need for EDs and recommend their appointment.
7. Identify all critical positions in the company among the EDs and senior management and review progress of succession plans.



8. Recommend to the Board the policy relating to the remuneration of directors and key management personnel.
9. Lay down criteria for selecting new non-executive directors (NEDs) based on the requirements of the organization.
10. Carry out evaluation of the performance of the NEDs and defining the system for linking remuneration of NEDs to evaluation.
11. Review succession plans for those NED positions that are likely to be vacant during the year.
12. Review and approve the Code of Conduct for the company.
13. Review and approve the disclosures of the committee in the annual report.
14. Devise a policy relating to human resources, including diversity.
15. Review and modify these terms of reference on a need basis.
16. Any other matter as may be assigned by the Board of Directors.

Remuneration Policy

The Remuneration Policy has been adequately explained in Directors' report.

Details of Remuneration Paid to Directors

The remuneration of Executive Directors is decided by the Board based on the recommendations of the Remuneration Committee as per remuneration policy, within the ceiling fixed by the shareholders.

(in ₹ thousands)

Name & Category	Annual Salary	Directors' Fees paid	Service Contract
Sh. I.M. Sood Chairman & Managing Director	5,241	Nil	Up to 16/08/2025
Sh. D.M. Sood Executive Whole-time Director	4,830	Nil	Up to 30/11/2025
Sh. G.M. Sood Executive Whole-time Director	2,820	Nil	Up to 29/09/2024
Ms. Neepa Chatterjee Independent Non-Executive Director	Nil	120	Not Applicable
Sh. Gaurav Kaura Independent Non-Executive Director	Nil	120	Not Applicable
Sh. Avinash Verma Independent Non-Executive Director	Nil	120	Not Applicable
Sh. Sumit Mehta Independent Non-Executive Director	Nil	120	Not Applicable

The Company has not paid any allowance, perquisite commission etc. to its Executive Directors. Further, no stock options have been allotted to any Director(s) during the financial year under consideration. However, in addition to the above, the Company's wholly owned subsidiary in USA, has paid a service compensation to Sh. Davinder Mohan Sood, Executive Director, of ₹ 497 thousand, based on his performance.

For any termination of contract, the applicable notice period is one month for all Executive Directors.

The Company has no other pecuniary relationship or transactions with Non-Executive Directors.

As on 31 March 2024, none of Non-Executive Independent Directors holds any share in the Company except Ms. Neepa Chatterjee. She holds 40,000 (0.52%) equity shares as on reporting date.

Directors Inter-se Relations

The EDs, namely, Sh. Inder Mohan Sood, Sh. Davinder Mohan Sood and Sh. Gaurav Mohan Sood, are from the Promoter group. They are relatives and part of the same family.

General Body Meeting

The details of General Meetings held in the last 3 years are as under:

Particulars	Date and Time	Venue
Extraordinary General Meeting	29 February 2024 at 10.00 a.m.	Meeting held through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM")
30 th Annual General Meeting	29 September 2023 at 10.00 a.m.	Meeting held through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM")
29 th Annual General Meeting	30 September 2022 at 9.30 a.m.	Meeting held through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM")
28 th Annual General Meeting	30 September 2021 at 9.30 a.m.	Meeting held through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM")

During the previous three years, the Company has passed special resolution(s) in 28th AGM, 29th AGM and the EGM; however, no resolution was passed by way of postal ballot. There is no proposed special resolution to be passed by way of postal ballot.

Details of utilisation of funds raised through Preferential allotment

During the fag-end of the reporting year, the Company raised ₹ 1,29,067 thousand by way of the preferential allotment of 4,04,600 equity shares of face value of ₹10/- each fully paid up for cash at an issue price of ₹319/- per equity share (which includes a premium of ₹309/- per equity share). Pursuant to the approval of the shareholders in their Extraordinary General Meeting held on 29-02-2024, the Board of Directors have allotted these equity shares in their meeting held on 11-03-2024 to the individuals from the 'Non-Promoter' category in accordance with the provisions of Sections 23(1)(b), 42, 62 and all other applicable provisions of the Act read with the Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). The Company intends to utilize the proceeds raised through the Preferential Issue to meet the working capital requirements, business expenses, to support the business plans of the Company and general corporate purposes. However, the funds to be used for general corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

There is no deviation or variation in the use of proceeds from the preferential issue of equity shares, from the objects as stated in the Explanatory Statement to the Notice dated 01-02-2024 issued for the Extraordinary General Meetings held on 29-02-2024, as the entire proceeds remain unutilized in a separate bank account as at 31 March 2024.



Disclosures

- a. There were no transactions of the Company which is / are of material nature with its Directors or relatives that may have potential conflict with the interest of the Company at large.
- b. There were no cases of non-compliance by the Company and no penalties, no strictures were imposed on the Company by the Stock Exchanges or the SEBI or any other statutory authority on any matter related to capital markets, during the last three years.
- c. The Board has implemented the whistle-blower policy and no personnel has been denied access to the audit committee.
- d. The Company has complied with all mandatory requirements of Listing Regulations, whereas, the non-mandatory requirement(s), have not been adopted specifically.
- e. The Audit Committee reviews the financial statements of subsidiaries of the Company. It also reviews the investments made by such subsidiaries, the statement of all significant transactions and arrangements entered into by the subsidiaries, if any, and the compliances of each materially significant subsidiary on a periodic basis. The minutes of board meetings of the subsidiary companies are placed before the Board of the Company for review.
- f. The policy on material subsidiaries, as approved by the Board, can be accessed at the web-link:
<https://www.valiantcom.com/corporate/cp/material-subsubsidiary-policy.pdf>
- g. The policy on dealing with related party transactions, as approved by the Board, is uploaded on the Company's website at the web-link:
<https://www.valiantcom.com/corporate/cp/materiality-related-party.pdf>
- h. The business activities of the Company are not directly exposed to any commodity price risks and accordingly, the Company did not enter in any commodity hedging activities.
- i. During the financial year under reporting, the Board has accepted all the recommendations of its Committees.
- j. The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements.
- k. Disclosure with respect to demat suspense account/unclaimed suspense account: Not applicable.
- l. The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- m. Particulars of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting have been provided in the Notice of the Annual General Meeting.
- n. A certificate from a Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.
- o. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: ₹ 535 thousand (previous year: ₹ 455 thousand) excluding taxes.
- p. The Company has not received any complaint of sexual harassment under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 during the financial year under reporting.
- q. During the financial year under reporting, the Company does not have any material subsidiary liable to be reported.
- r. Certain information and disclosures under the Act, 2013 and Listing Regulations, have been provided either in Directors' Report or in Management Discussion Analysis or in other sections of this report. The same can be referred for any further requisite information.
- s. Neither the Company nor any of its subsidiary has witnessed any threat pertaining to the cyber security during the financial year under reporting.

Means of Communications

- a. The quarterly / half yearly / annual financial results are submitted to the Stock Exchanges and published in the leading national daily newspapers *Financial Express and Jansatta*, in English and in vernacular language respectively.

In addition to the above, the Company's quarterly, half-yearly and annual audited financial results and other statutory filings are also available on www.bseindia.com and the web portal of the Company at www.valiantcom.com

- b. Official news releases and presentations, if any, made to Institutional Investors and Analysts are posted on the Company's website.
- c. The Management Discussion and Analysis is a part of Annual Report.

Shareholders' Information

a. Annual General Meeting (AGM)

The 31st AGM of the Company will be held on Wednesday, 25 September 2024 at 10:00 a.m. (IST) through VC / OAVM pursuant to the General Circulars issued by MCA and as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.

b. Financial Calendar: 1st April to 31st March

c. Date of Book Closure: Thursday, 19 September 2024 to Wednesday, 25 September 2024 (both days inclusive)

d. Stock Code : Bombay Stock Exchange (BSE) : 526775 Demat ISIN Number in NSDL & CDSL : INE 760B01019

e. Dividend: In view of the current and expected foreseeable growth opportunities, the Board of Directors intends to retain the financial resources of the Company and therefore, finds it prudent not to propose any dividend for the year under reporting.

f. Listing of Shares: The Stock Exchange on which the Company's equity shares are listed:



BSE Limited, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001

Listing Fee: The Company has paid, till date, the listing fees of BSE Limited, Mumbai, for the year 2023-2024 and 2024-2025.

g. Share Transfer System

SEBI has mandated that, effective 01 April 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, inter alia, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

As per the requirement of Regulation 40(9) of Listing Regulations, the Company has obtained an annual certificate from the Company Secretary in practice for due compliance of share transfer formalities.

h. Registrar and Share Transfer Agent

Link Intime India (P) Ltd. has been appointed as Registrar & Share Transfer Agent for all works relating to share registry in terms of both physical and electronic mode. All transfers, transmissions, requests related to correspondence / queries, intimation of change of address and dividend mandate, etc., should be addressed to our RTA directly at the following address:

Link Intime India (P) Ltd.
Noble Heights, 1st floor, Plot No NH-2, C-1 Block,
LSC, Near Savitri Market, Janakpuri,
New Delhi – 110058
Telephone no. +91-11-4141 0592

i. Dematerialisation of shares and Liquidity

The Company's equity shares are in demat trading segment and the Company has established connectivity with both NSDL and CDSL by signing the necessary agreements. As on 31 March 2024, 98.09% (previous year: 97.91%) of the outstanding equity shares of the Company have been dematerialized.

j. Foreign exchange risk

The functional currency of your Company is the Indian rupee, whereas a substantial part of the business receipts and payments are in foreign currencies. The Company may face the risks associated with exchange rate fluctuation and translation effect, wherein the appreciation of the rupee against foreign currencies, adversely impacts its profitability and operating results. The Company did not enter in any hedging activities.

k. Address for Factory / Correspondence:

Valiant Communications Ltd.
71/1, Shivaji Marg,
New Delhi – 110 015, India

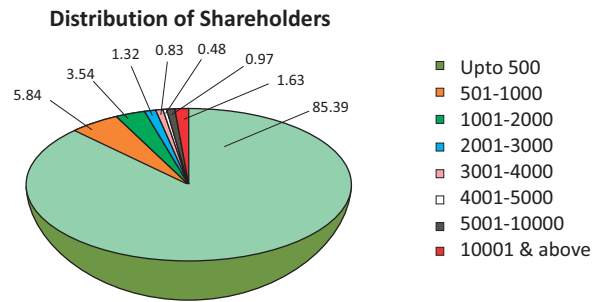
l. Compliance Officer

Mr. Manish Kumar, Company Secretary
Valiant Communications Ltd.

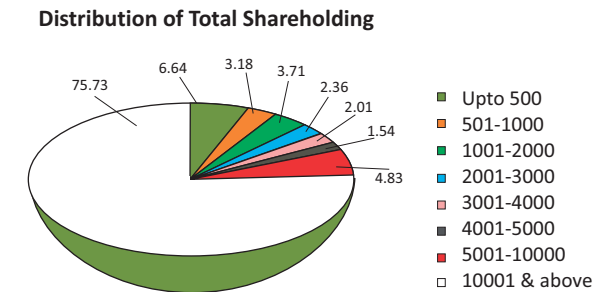


m. Distribution of Shareholding (as on 31 March 2024)

No. of equity shares held	No. of Shareholders	% of total Shareholders
Upto 500	4,411	85.39
501-1000	302	5.84
1001-2000	183	3.54
2001-3000	68	1.32
3001-4000	43	0.83
4001-5000	25	0.48
5001-10000	50	0.97
10001 & above	84	1.63
Total	5,166	100.00



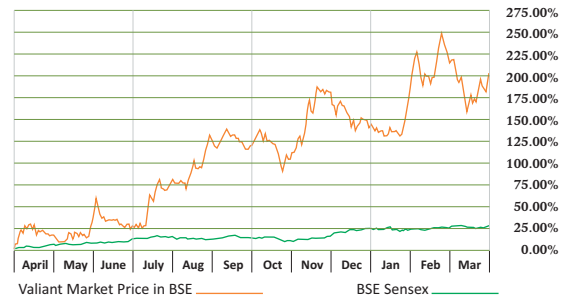
No. of equity shares held	No. of Shares held	% of Shares held
Upto 500	5,06,459	6.64
501-1000	2,42,584	3.18
1001-2000	2,83,187	3.71
2001-3000	1,79,793	2.36
3001-4000	1,53,338	2.01
4001-5000	1,17,415	1.54
5001-10000	3,68,783	4.83
10001 & above	57,76,501	75.73
Total	76,28,060	100.00



n. Market Price Data: High / Low during each month in financial year 2023-2024*

Month	Valiant' market price in BSE	
	High	Low
April-23	174.40	131.00
May-23	168.00	137.00
June-23	215.00	155.10
July-23	250.00	156.55
August-23	301.85	220.00
September-23	311.25	278.60
October-23	324.95	234.95
November-23	392.25	267.00
December-23	375.00	291.25
January-24	363.00	292.00
February-24	470.00	368.05
March-24	427.00	318.85

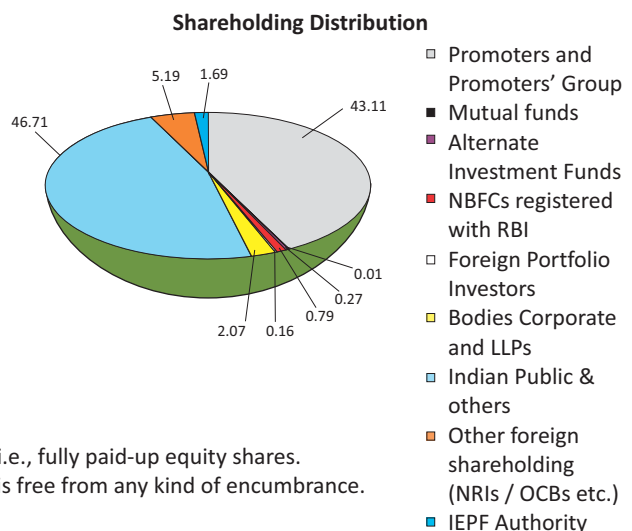
Valiant Market Price Vs. BSE Sensex*



*Data Source – official website of BSE Ltd. www.bseindia.com

o. Shareholding Pattern(as on 31 March 2024)[#]

Categories	No. of Shares	Shareholding in %
Promoters and Promoters' Group [§]	32,88,247	43.11
Mutual funds	300	0.01
Alternate Investment Funds	20,696	0.27
NBFCs registered with RBI	60,000	0.79
Foreign Portfolio Investors	12,500	0.16
Bodies Corporate and LLPs	1,57,658	2.07
Indian Public & others	35,63,121	46.71
Other foreign shareholding (NRIs / OCBs etc.)	3,96,099	5.19
IEPF Authority	1,29,439	1.69
Total	76,28,060	100.00



Note: [#]The Company has issued only one class of shares / securities i.e., fully paid-up equity shares.

[§]The entire shareholding of Promoters and Promoters' Group is free from any kind of encumbrance.



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Valiant Communications Limited,

We have examined the compliance of the conditions of Corporate Governance by Valiant Communications Limited ("**the Company**") for the year ended 31 March 2024, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (hereinafter collectively referred to as "Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended on 31 March 2024.

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

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 24510960BKFOXM6045

New Delhi, 29 May 2024



INDEPENDENT AUDITOR'S REPORT

To the Members of Valiant Communications Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Valiant Communications Limited ("the Company"), which comprise the Standalone Balance Sheet as at 31 March 2024, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended on that date, and notes to the standalone financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone 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 standalone financial statements under the provisions of the Act 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 on the standalone financial statements.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. 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. We have determined the matter described below to be the key audit matter to be communicated in our report.

Revenue recognition

The Key Audit Matter	How our audit addressed the KAM
<p>As described in Note 3.11 and 20 to the standalone financial statements, the revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. The standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>We considered this a key audit matter as;</p> <ol style="list-style-type: none"> The amounts involved were significant. The review of revenue is significant to our audit. 	<p>Our audit procedures included following:</p> <ul style="list-style-type: none"> Understanding, evaluating and testing the design and operating effectiveness of key controls relating to revenue recognition. Assessing the Company's revenue recognition accounting policy as per relevant Indian accounting standards, for sale of products and services. Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams; and Assessing adequacy of presentation and disclosures in the standalone financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditors' 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



during the course of our 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.

Management's responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, changes in equity and the cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. That Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the 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, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure-I", 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 which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules") relating to the manner in which books of account are required to be kept in electronic mode as per Rule 3(1) of Companies (Accounts) Rules, 2014;
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 2(b).
 - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-II". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
 - 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.
 - vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of performing our procedures, we did not notice any instance of audit trail feature being tampered with for the aforesaid period.



- i) With respect to the matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 24510960BKFOXG9401

New Delhi, 29 May 2024



ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT

Annexure-I to the Independent Auditors' Report on the standalone financial statements of Valiant Communications Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
(B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular program of physical verification of its Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2. (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by the management were appropriate. No material discrepancies were noticed on physical verification.
(b) The Company has not been sanctioned working capital limits at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
3. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantees or security or granted any advances in the nature of loans, secured or unsecured, to the companies, firms, limited liability partnerships and any other parties during the year. Therefore, the provisions of Clause 3(iii) (a) to (f) of the said Order are not applicable to the Company.
4. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
5. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, paragraph 3(v) of the Order is not applicable.
6. The Company is not required to maintain cost records as prescribed under Section 148(1) of the Act. Therefore, the provisions of Clause 3(vi) of the said Order are not applicable to the Company.
7. (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess, Goods and Service Tax and other material statutory dues applicable to it to the appropriate authorities.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess, Goods and Services Tax 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.
8. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purposes for which the loans were obtained.
(d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long term purposes by the Company.
(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. Accordingly, clause 3(ix)(e) of the Order is not applicable.



- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
10. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Accordingly, paragraph 3 (x)(a) of the Order is not applicable to the Company.
- (b) During the fag-end of the year, the Company has made preferential allotment of equity shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of Section 42 and Section 62 of the Act and the Rules framed thereunder with respect to the same. Further, the entire proceeds remain unutilized by the Company and lying in a separate Bank account as at 31.03.2024. During the year, the Company did not make preferential allotment/private placement of fully/partly or optionally convertible debentures.
11. (a) Based upon the audit procedures performed and the information and explanations given by the Company, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. Accordingly, paragraph 3 (xi)(b) of the Order is not applicable to the Company.
- (c) The Company has not received any complaint under whistle blower mechanism during the year.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
13. In our opinion and according to the information and explanations given to us, the Company in compliance with the provisions of Sections 177 and 188 of the Act where applicable. The details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard 24 "Related party Disclosures" specified under Section 133 of the Act.
14. Based upon the audit procedures performed and the information and explanations given by the Company, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business. We have considered the internal audit reports of the Company issued till date, for the period under audit.
15. 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 any non-cash transactions with its directors or persons connected to its directors. Accordingly, the provisions of clause 3(xv) of the Order are not applicable.
16. (a) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company has not conducted any non-banking financial or Housing finance activities during the year.
- (c) The Company is not a core investment company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) As per the information and explanations received, the Company does not have any CIC as part of the group.
17. The Company has not incurred cash losses during the financial year covered by our audit. The Company has not incurred cash losses in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable.
21. The reporting under clause 3(xxi) of the order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 24510960BKFOXG9401

New Delhi, 29 May 2024



ANNEXURE-II TO THE INDEPENDENT AUDITOR'S REPORT

Annexure-II to the Independent Auditors' Report of even date on the standalone financial statements of Valiant Communications Limited

(Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Valiant Communications Limited of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Valiant Communications Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal control with reference to standalone financial statements 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 (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. 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 with reference to standalone financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A Company's internal financial controls with reference to 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 controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and



(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

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

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 24510960BKFOXG9401

New Delhi, 29 May 2024



BALANCE SHEET

AS AT 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Particulars	Note	As at 31-03-2024	As at 31-03-2023
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4(a)	62,917	59,676
(b) Other intangible assets	4(b)	32,551	29,440
(c) Right of use assets	4(c)	716	1,432
(d) Financial assets			
(i) Investments	5	20,621	20,621
(ii) Other financial assets	6	1,414	912
(e) Deferred tax assets (net)	9	1,561	5,185
(f) Income tax assets (net)	8	-	1,404
(g) Other non-current assets	10(a)	1,456	2,696
Total non-current assets		1,21,236	1,21,366
Current assets			
(a) Inventories	11	1,44,999	1,70,474
(b) Financial assets			
(i) Trade receivables	12	1,08,642	33,496
(ii) Cash and cash equivalents	13(a)	1,48,080	12,514
(iii) Bank balances other than (ii) above	13(b)	20,567	18,799
(iv) Other financial assets	7	774	850
(c) Other current assets	10(b)	9,119	5,835
Total current assets		4,32,181	2,41,968
Total assets		5,53,417	3,63,334
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	76,281	72,235
(b) Other equity	15	4,13,782	2,25,793
Total equity		4,90,063	2,98,028
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	16(a)	13,770	13,780
(ii) Lease liabilities		785	1,499
Total non-current liabilities		14,555	15,279
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	16(b)	3,887	2,953
(ii) Trade payables	17(a)		
- Outstanding dues of micro enterprises and small enterprises		74	-
- Outstanding dues of creditors other than micro and small enterprises		10,658	25,834
(iii) Other financial liabilities	17(b)	12,056	8,156
(b) Other current liabilities	18	16,204	11,782
(c) Provisions	19	1,316	1,302
(d) Current tax liabilities (net)	8	4,604	-
Total current liabilities		48,799	50,027
Total equity and liabilities		5,53,417	3,63,334

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 29 May 2024



STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Particulars	Note	31-03-2024	31-03-2023
I. Revenue from operations	20	4,57,108	3,01,938
II. Other income	21	2,994	842
III. Total Income (I+II)		4,60,102	3,02,780
IV. EXPENSES			
Cost of materials consumed	22.1	1,96,717	1,45,405
Changes in inventories of finished goods, work-in-progress and stock-in-trade	22.2	15,664	(4,449)
Employee benefits expenses	22.3	68,631	59,808
Depreciation and amortization expenses	22.4	22,636	21,176
Finance cost	22.5	1,485	485
Other expenses	22.6	67,174	55,334
Total expenses (IV)		3,72,307	2,77,759
V. Profit/(loss) before exceptional items and tax (III- IV)		87,795	25,021
VI. Exceptional Items		-	-
VII. Profit/(loss) before tax (V-VI)		87,795	25,021
VIII. Tax expenses:			
(1) Current tax	8	18,379	(93)
(2) Deferred tax	8	3,625	6,734
Total tax expenses (VIII)		22,004	6,641
IX. Profit (Loss) for the year (VII-VIII)		65,791	18,380
X. Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss			
Remeasurement of the employee defined benefit plans		468	394
Income tax relating to items that will not be reclassified to profit or loss		(118)	(99)
Total Other Comprehensive Income (net of taxes)		350	295
XI. Total Comprehensive Income for the year (IX+X)		66,141	18,675
XII. Earnings per equity share in ₹:			
(1) Basic	23	9.08	2.54
(2) Diluted		9.08	2.54

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 29 May 2024

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Particulars	31-03-2024	31-03-2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	87,795	25,021
Adjustment for		
Depreciation and amortization	21,920	20,460
Remeasurement of the employee defined benefit plans	468	395
(Profit)/ loss on sale of fixed assets	-	(129)
Interest Income	(698)	(529)
Interest Paid	1,335	270
Net (gain)/ loss on foreign currency translation	(2,296)	(172)
	20,729	20,295
Operating profit before working capital changes	1,08,524	45,316
Adjustment for		
(Increase)/ decrease in trade receivables	(75,146)	(4,523)
(Increase)/ decrease in other financial assets	(426)	(151)
(Increase)/ decrease in other current assets	(1,880)	7,708
(Increase)/ decrease in inventories	25,474	(32,197)
(Increase)/ decrease in right of use assets	716	(254)
Increase/ (decrease) in lease liabilities	(714)	288
Increase/ (decrease) in trade payables	(15,102)	7,181
Increase/ (decrease) in other current financial liabilities	3,899	1,542
Increase/ (decrease) in other current liabilities and provisions	9,041	4,419
Cash generated from operations	54,386	29,329
Direct tax refunds (net)/ paid	(18,497)	(1,172)
Net cash generated from operating Activities	35,889	28,157
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of tangible and intangible assets	(28,272)	(40,542)
Sale of tangible and intangible assets	-	300
Capital advances	1,240	(2,696)
Intangible assets under development	-	3,972
Movement in other bank balance	(1,768)	556
Interest Income	698	529
Net cash generated from investing activities	(28,102)	(37,881)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of fresh equity shares through Private Placement (net of Issue Expense)	1,25,894	-
Proceeds from long - term borrowings	4,000	17,300
Repayment of borrowings	(4,411)	(837)
Net cash generated from financing activities	1,25,483	16,463
Net gain/ (loss) on foreign currency translation	2,296	172
Net increase in cash and cash equivalents	1,35,566	6,911
Cash and cash equivalents (opening balance)	12,514	5,603
Cash and cash equivalents (closing balance)	1,48,080	12,514

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 29 May 2024

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

A. Equity Share Capital

Financial year (FY)	Balance at the beginning of the reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Issue of equity shares under Private Placement*	Balance at the end of the reporting period
Current reporting period	72,235	-	-	4,046	76,281
Previous reporting period	72,235	-	-	-	72,235

B. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income (OCI)		Total Other Equity
	Capital Redemption Reserve	Securities Premium	Retained Earnings	Equity Instruments through Other Comprehensive Income	Actuarial gain/(loss)	
As at 01-04-2022	14,221	89,677	1,03,220	-	-	2,07,118
Profit for the year	-	-	18,380	-	-	18,380
Other Comprehensive Income (net)	-	-	-	-	295	295
Transferred to retained earnings	-	-	295	-	(295)	-
Total Comprehensive Income (net)	-	-	18,675	-	-	18,675
As at 31-03-2023	14,221	89,677	1,21,895	-	-	2,25,793
Profit for the year	-	-	65,791	-	-	65,791
Other Comprehensive Income (net)	-	-	-	-	350	350
Transferred to retained earnings	-	-	350	-	(350)	-
Total Comprehensive Income (net)	-	-	66,141	-	-	66,141
Transaction with owners in their capacity as owners:						
Premium received on Issue of shares through Private placement*	-	1,25,021	-	-	-	1,25,021
Private Placement Shares issue expense	-	(3,173)	-	-	-	(3,173)
As at 31-03-2024	14,221	2,11,525	1,88,036	-	-	4,13,782

*Please refer the Note 14.2

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 29 May 2024



NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

1. Corporate Information

Valiant Communications Limited (the "Company") is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed at Bombay Stock Exchange (BSE). The Company manufactures communication equipment, primarily for power utilities / other utilities and engaged in its allied services. The Company has its manufacturing facilities in India and sells its products in India and across the globe. The Company's registered office is at 71/1, Shivaji Marg, New Delhi 110 015. The Corporate Identification Number (CIN) is L74899DL1993PLC056652.

The financial statements for the year ended 31 March 2024 were approved by the Board of Directors and authorised for issue on 29 May 2024.

2. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

3. Material accounting policies

3.1 Basis of preparation

The financial statements are prepared in accordance with and in compliance, in all material aspects with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") read along with Companies (Indian Accounting Standards) Rules, as amended and other relevant provisions of the Act. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

3.2 Basis of measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities are classified into current and non-current generally based on the nature of product/activities of the Company and the normal time between acquisition of assets/liabilities and their realisation/settlement in cash or cash equivalent.

The Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of

whether that price is directly observable or estimated using another valuation technique.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1** – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- **Level 2** – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- **Level 3** – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

3.3 Foreign currency translation

The functional currency of the Company is Indian rupee (₹).

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

3.4 Property, plant and equipment (PPE)

PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost), if any, directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress, if any) less their residual values over the useful lives, using the straight-line method ("SLM") at the rates prescribed in Schedule II of the Companies Act, 2013.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

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

3.5 Intangible assets

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.

Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

The Company amortises intangible assets with a finite useful life using the straight-line method over the following range of useful lives:

Asset	Useful life
Technical know-how	4 years
Computer software	6 years

The estimated useful life is reviewed annually by the management.

3.6 Capital work-in-progress and intangible assets under development

Capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

3.7 Non-derivative financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Trade Receivables

A trade receivable without a significant financing component is initially measured at the transaction price (net of variable consideration) as the same are recorded after decreasing rebates as per para 51 of Ind AS 115.

Cash and cash equivalents

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

Financial assets at amortised cost

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

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any noncash assets transferred or liabilities assumed, is recognised in profit or loss under other income/(expenses).

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are measured at the proceeds received net off direct issue cost.

Off setting of financial instruments

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.8 Investments in subsidiaries

A subsidiary is an entity that is controlled by the Company.

The Company accounts for each category of investments in subsidiaries at cost in accordance with Ind AS 27- Separate Financial Statements.

3.9 Impairment

Financial assets (other than at fair value)

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVTOCI debt instruments, if any. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

PPE and intangible assets

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

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

3.10 Inventories

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition including all applicable duties, taxes and other levies. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, indirect taxes. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

3.11 Revenue recognition

Revenue is recognised upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

Revenue from sale of goods and services

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery. Revenue from services is recognised as and when the services are performed in accordance with IND AS 115. Revenue is measured based on the transaction price, net of variable consideration on account of volume discounts, rebates, scheme allowances, price concessions, incentives and returns offered by the Company as part of the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

Interest Income

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Dividend

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

3.12 Research and development expenses

Research expenditure and development costs of products are capitalised once the product's technical feasibility is established.

3.13 Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

3.14 Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Company is committed to a sale plan involving disposal of an investment, the investment that will be disposed off is classified as held for sale when the criteria described above are met.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

3.15 Employee's Benefits

Employee benefits include contribution to provident fund, gratuity fund, compensated absences and supplemental pay.

The Company has provided for liability on account of all following employees benefits available to the employees in accordance with the applicable rules, regulations, laws and employees benefits policy of the Company.

- i) Provident fund is a defined contribution scheme and the contributions are charged to the profit & loss account of the year when the contributions to the government funds are due.
- ii) Gratuity liability is a defined benefit obligation and provided for on the basis of an actuarial valuation as per projected unit credit method, made at the end of each financial year. The Company has taken a policy with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees and premium paid to the LIC is charged to Profit and Loss Account. The difference between the actuarial valuation of the gratuity liability of the employees at the year end and the balance of funds with LIC is provided for as liability in the books.
- iii) Employees are entitled to short-term compensated absences, which are provided for on the basis of estimates.
- iv) Actuarial gains/losses are recognized in Other Comprehensive Income (OCI).

3.16 Segment reporting

As per Ind AS 108, Operating segments are defined as components of an enterprise for which discrete financial



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Managing Director & CEO.

The Company's operating geographical business segment is based on the locations of customers. Allocable costs are allocated to each segment in proportion to the relative sales of each segment. All the common income, expenses, assets and liabilities, which are not possible to be allocated to different segments, are treated as un-allocable items.

3.17 Income Tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year.

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

Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised.

3.18 Borrowing cost

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings. General and specific borrowing costs attributable to acquisition and construction of any qualifying asset (one that takes a substantial period of time to get ready for its designated use or sale) are capitalised until such time as the assets are substantially ready for their intended use or sale, and included as part of the cost of that asset. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All the other borrowing costs are recognised in the Statement of Profit and Loss within finance costs of the period in which they are incurred.

3.19 Accounting of provisions, contingent liabilities and contingent assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

3.20 Dividend to equity shareholders

Dividend to equity shareholders is recognised as a liability and deducted from shareholders' equity, in the period in which the



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

dividends are approved by the equity shareholders in the general meeting.

3.21 Earnings per share (EPS)

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

3.22 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The Management has considered the possible effects, if any, that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Discount rate used to determine the carrying amount of the Company's defined benefit obligation

In determining the appropriate discount rate for plans assets, the management considers the interest rates of government bonds as provided by LIC, in currencies consistent with the currencies of the post-employment benefit obligation.

Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company.

Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final

outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Useful lives of property, plant and equipment

As described above, the Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment.

Allowances for doubtful debts

The Company makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

Allowances for inventories

Management reviews the inventory age listing on a periodic basis. This review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statements for any obsolete and slow-moving items. Management is satisfied that adequate allowance for obsolete and slow-moving inventories has been made in the financial statements.

Liability for sales return

In making judgment for liability for sales return, the management considered the detailed criteria for the recognition of revenue from the sale of goods set out in Ind AS 115 and in particular, whether the Company had transferred to the buyer the significant risk and rewards of ownership of the goods. Following the detailed quantification of the Company's liability towards sales return, the management is satisfied that significant risk and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate liability for sales return.

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

4 (a) Property, plant and equipment

Description	Gross Block				Depreciation				Net Block	
	As at 01-04-2023	Additions	Deductions	Total up to 31-03-2024	Total up to 31-03-2023	Depreciation for the year	Depreciation written back	Total upto 31-03-2024	Total as at 31-03-2023	Total as at 31-03-2024
Building	18,107	-	-	18,107	8,311	592	-	8,903	9,796	9,204
Plant & Machinery	2,673	-	-	2,673	1,696	292	-	1,988	977	685
Electric Installations	956	-	-	956	868	10	-	878	88	78
Office Equipment	6,125	1,388	-	7,513	5,322	365	-	5,687	803	1,826
Air Conditioner	2,379	55	-	2,434	1,519	90	-	1,609	860	825
Generator Set	732	-	-	732	696	33	-	729	36	3
Vehicles	34,393	7,507	-	41,900	7,515	3,666	-	11,181	26,878	30,719
Tools & Dies	2,495	994	-	3,489	1,927	97	-	2,024	568	1,465
Testing Equipment	41,741	134	-	41,875	26,234	1,852	-	28,086	15,507	13,789
Furniture & Fixtures	6,999	207	-	7,206	5,028	341	-	5,369	1,971	1,837
Computer	8,327	2,030	-	10,357	6,135	1,736	-	7,871	2,192	2,486
Total	1,24,927	12,315	-	1,37,242	65,251	9,074	-	74,325	59,676	62,917
Previous year	99,477	27,139	1,689	1,24,927	59,141	7,628	1,518	65,251	40,336	59,676

4 (b) Other intangible assets

Description	Gross Block				Amortization				Net Block	
	As at 01-04-2023	Additions	Deductions	Total up to 31-03-2024	Total up to 31-03-2023	Amortization for the year	Amortization written back	Total upto 31-03-2024	Total as at 31-03-2023	Total as at 31-03-2024
Computer Software	10,463	84	-	10,547	10,367	41	-	10,408	96	139
Technical Know-How	1,79,146	15,873	-	1,95,019	1,49,802	12,805	-	1,62,607	29,344	32,412
Total	1,89,609	15,957	-	2,05,566	1,60,169	12,846	-	1,73,015	29,440	32,551
Previous year	1,76,206	13,403	-	1,89,609	1,47,338	12,831	-	1,60,169	28,868	29,440

Note: 1. There is no acquisition through business combinations, amount of change due to revaluation, impairment losses, reversals liable to be reported.

2. The Company has not capitalised any borrowing cost during the current year (previous year: nil).

3. Vehicles having carrying cost of ₹ 28,366 thousands (previous year: ₹ 24,236 thousands) are subject to first charge to secure term loans from other corporate bodies.

4 (c) Right of use assets

Description	Gross Block				Amortization				Net Block	
	As at 01-04-2023	Additions	Deductions	Total up to 31-03-2024	Total up to 31-03-2023	Amortization for the year	Amortization written back	Accumulated amortization upto 31-03-2024	Total as at 31-03-2023	Total as at 31-03-2024
Building	2,147	-	-	2,147	715	716	-	1,431	1,432	716
Total	2,147	-	-	2,147	715	716	-	1,431	1,432	716
Previous year	3,905	-	1,758	2,147	2,727	716	2,728	715	1,178	1,432

...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

5. Investments**Non-current investments**

Unquoted equity instruments (all fully paid)	Face value per share	Number of shares		Amount	
		31-03-2024	31-03-2023	31-03-2024	31-03-2023
Investments in subsidiaries at cost					
Valiant Communications (UK) Ltd.	£1.00	2,25,000	2,25,000	17,758	17,758
Valiant Infrastructure Ltd.	₹10.00	2,86,287	2,86,287	2,863	2,863
Total non-current investments				20,621	20,621
Aggregate amount of unquoted investments				20,621	20,621

6. Other non-current financial assets (at amortised cost)***Unsecured, considered good**

Particulars	31-03-2024	31-03-2023
Security deposits (non-interest bearing)	952	912
Earnest money deposits with customers	462	-
Total	1,414	912

*There is no amount due by directors or officers of the Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.

7. Other current financial assets (at amortised cost)***Unsecured, considered good**

Particulars	31-03-2024	31-03-2023
Interest accrued on fixed deposits with banks	774	850
Total	774	850

*There is no amount due by directors or officers of the Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.

8. Income taxes assets and liabilities as at

The major component of income tax expenses for the year under reporting are:

Particulars	31-03-2024	31-03-2023
a) Non current tax assets		
Advance income tax (net of provisions)	-	1,404
Total	-	1,404
b) Current tax liabilities		
Provision for income tax (net of advance tax)	4,604	-
Total	4,604	-

...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

c) Income tax recognized in profit and loss

Particulars	31-03-2024	31-03-2023
Current income tax charge		
Current income tax	18,379	-
Adjustment in respect of current income tax of previous year	-	(93)
Deferred tax		
In respect of current year	3,625	6,734
Income tax expenses reported in the Statement of profit and loss	22,004	6,641

d) The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	31-03-2024	31-03-2023
Profit before tax	87,795	25,021
Income tax expense calculated @ 25.168% (previous year: 25.168%)	22,096	6,297
Effect of expenses that are not deductible in determining taxable profit	(92)	20
Adjustment for changes in estimates of deferred tax	-	37
Difference of tax rates	-	380
Adjustment in respect of current income tax of previous year	-	(93)
Income tax expenses reported in the Statement of profit and loss	22,004	6,641

9. Net deferred tax assets

Particulars	31-03-2024	31-03-2023
Property, plant and equipment	1,213	1,147
Unabsorbed depreciation / business loss carried forward	-	3,694
Right to use Lease	17	17
Provisions for employee benefits	331	327
Gross deferred tax asset	1,561	5,185
Gross deferred tax liability	-	-
Deferred tax assets (net)	1,561	5,185

10. Other assets**Unsecured, considered good****a) Non-current assets**

Particulars	31-03-2024	31-03-2023
Capital advances	1,456	2,696
Total	1,456	2,696

b) Current assets

Particulars	31-03-2024	31-03-2023
Statutory dues receivable from government authorities		
Goods and Services Tax (GST) input credit	685	79
Advances to suppliers	3,950	3,237
Advances to employees	5	24
Earnest money deposits with customers	-	462
Prepaid expenses	4,479	2,033
Total	9,119	5,835

Note: There are no advances due by directors or officers of the Company or any of them, severally or jointly with any other persons or amounts due by firms or private companies respectively in which such director is a partner or a member.

...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

11. Inventories (valued at lower of cost or net realizable value)

Particulars	31-03-2024	31-03-2023
Raw material	1,36,586	1,46,396
Work-in-progress	8,413	24,078
Total	1,44,999	1,70,474

12. Trade receivables

Particulars	31-03-2024	31-03-2023
Trade receivables		
Unsecured, considered good	1,08,642	33,496
Any other	-	-
Total	1,08,642	33,496

Notes:

- The normal credit period ranges from 30 days to 180 days.
- No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- Movement in the expected credit loss allowance: Not Applicable
- There is no amount due by directors or officers of the Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.
- There is no amount due by any of the related party.
- For Trade receivables ageing schedule and other details, please refer note 32.

13. Cash & bank balances

Particulars	31-03-2024	31-03-2023
a) Cash & cash equivalents		
Balances with banks in current accounts	1,47,971	12,448
Cash on hand	109	66
Total	1,48,080	12,514
b) Other bank balance		
Deposits (with original maturity more than 3 months but less than 12 months)	14,000	14,875
Earmarked balances with banks		
Bank deposits as margin money against bank guarantees	6,567	3,924
Total	20,567	18,799

14. Share capital

Particulars	31-03-2024	31-03-2023
Authorized		
1,50,00,000 equity shares of ₹ 10/- each	1,50,000	1,50,000
Issued, subscribed & paid-up		
76,28,060 (previous year: 72,23,460) equity shares of ₹ 10/- each fully paid up	76,281	72,235



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

14.1 Reconciliation statement for number of equity shares outstanding

Particulars	No. of shares	Value in ₹
Equity shares of ₹10/- each fully paid up		
As at 31-03-2023	72,23,460	72,235
Add: Equity shares allotted on preferential basis	4,04,600	4,046
As at 31-03-2024	76,28,060	76,281

14.2 During the year ended 31 March 2024, the Company made the preferential allotment of 4,04,600 (Four Lakh Four Thousand and Six Hundred only) equity shares of face value of ₹ 10/- (Rupees Ten only) each fully paid up for cash, at an issue price of ₹ 319 (Rupees Three Hundred and Nineteen only) per equity share (which includes a premium of ₹ 309 per equity share), in accordance with the provisions of Sections 23(1)(b), 42, 62 and all other applicable provisions of the Companies Act, 2013 read with the Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). The Board of Directors have allotted these equity shares in their meeting held on 11-03-2024. As at reporting date, the entire proceeds remain unutilized in a separate bank account.

14.3 The Company has issued only one class of shares/ securities i.e. fully paid-up equity shares. Each equity shareholder is entitled to vote one vote per share. The dividend proposed by Board of Directors, if any, is subject to the approval of equity shareholders in their ensuing annual general meeting, except in case of interim dividend.

In the event of liquidation of Company, the equity shareholders shall be entitled for remaining assets of the Company, after distribution of all preferential amount. The distribution shall be in proportion to the number of shares held by equity shareholders.

14.4 Any holding of shares in respect of each class in the Company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or ultimate holding company in aggregate: None

14.5 Details of shareholders holding more than five per cent equity shares in the Company

Particulars	Category	No. of shares	% holding
a) Inder Mohan Sood	Promoter		
As at 31-03-2024		10,87,221	14.25
As at 31-03-2023		11,49,086	15.91
b) Davinder Mohan Sood	Promoter		
As at 31-03-2024		11,47,758	15.05
As at 31-03-2023		11,47,758	15.89

14.6 Shareholding of Promoters

a) Disclosure of shareholding of promoters as at 31-03-2024 is as follows:

Name of the Promoter	As at 31-03-2024		As at 31-03-2023		% change during the year*
	No. of shares	% of total shares	No. of shares	% of total shares	
Inder Mohan Sood	10,87,221	14.25	11,49,086	15.91	(1.65)
Davinder Mohan Sood	11,47,758	15.05	11,47,758	15.89	(0.84)
Shompa Sood	2,20,000	2.88	2,20,000	3.05	(0.16)
Garv Mohan Sood	1,92,500	2.52	1,92,500	2.66	(0.14)
Gaurav Mohan Sood	1,20,000	1.57	1,20,000	1.66	(0.09)
Anupam Sood	12,000	0.16	12,000	0.17	(0.01)
Gem Financiers & Distributors Pvt. Ltd.	3,10,373	4.07	3,10,373	4.30	(0.23)
Great Films Pvt. Ltd.	1,98,395	2.60	1,98,395	2.75	(0.15)
Total	32,88,247	43.11	33,50,112	46.38	(3.27)

*The denominator number of equity shares is increased from 72,23,460 to 76,28,060 (refer note: 14.2) during the year.



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

b) Disclosure of shareholding of promoters as at 31-03-2023 is as follows:

Name of the Promoter	As at 31-03-2023		As at 31-03-2022		% change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Inder Mohan Sood	11,49,086	15.91	11,49,086	15.91	-
Davinder Mohan Sood	11,47,758	15.89	11,47,758	15.89	-
Shompa Sood	2,20,000	3.05	2,20,000	3.05	-
Garv Mohan Sood	1,92,500	2.66	1,92,500	2.66	-
Gaurav Mohan Sood	1,20,000	1.66	1,20,000	1.66	-
Anupam Sood	12,000	0.17	12,000	0.17	-
Gem Financiers & Distributors Pvt. Ltd.	3,10,373	4.30	3,10,373	4.30	-
Great Films Pvt. Ltd.	1,98,395	2.75	1,98,395	2.75	-
Total	33,50,112	46.38	33,50,112	46.38	-

14.7 As per records of the Company as at reporting date, no calls remain unpaid by the directors and officers of the Company.

15. Other equity

Particulars	31-03-2024	31-03-2023
Securities premium	2,11,525	89,677
Capital redemption reserve	14,221	14,221
Retained earnings	1,88,036	1,21,895
Total	4,13,782	2,25,793

15.1 Movement in other equity

Particulars	31-03-2024	31-03-2023
Reserves & surplus		
Securities premium		
Balance at beginning of year	89,677	89,677
Premium received on Issue of shares through Private placement*	1,25,021	-
Private Placement Shares issue expense	(3,173)	-
Closing balance	2,11,525	89,677
Capital redemption reserve		
Balance at beginning of year	14,221	14,221
Addition/ deduction	-	-
Closing balance	14,221	14,221
Retained earnings		
Balance at beginning of year	1,21,895	1,03,220
Add: Profit/ (loss) for the year	65,791	18,380
Other Comprehensive Income arising from remeasurement of defined benefit obligation (net of income tax)	350	295
Closing balance	1,88,036	1,21,895
Total	4,13,782	2,25,793

*Refer Note 14.2



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Note:

1. Amount received on issue of shares in excess of the par value has been classified as security premium.
2. Capital redemption reserve is created out of profits on redemption of capital.
3. Retained Earnings represents surplus i.e. balance of the relevant column in the Statement of Changes in Equity.
4. The Company has elected to recognise changes in the fair value of investments in equity instruments in Other Comprehensive Income. These changes are accumulated within the FVTOCI equity investments within equity. The balance in Other Comprehensive Income is transferred to retained earnings on disposal of the investment.

16. Borrowings

Particulars	31-03-2024	31-03-2023
a) Non-current		
Secured-at amortized cost		
Term loan from other corporate bodies	13,770	13,780
Total	13,770	13,780
b) Current		
Secured		
Current maturity of long-term borrowings	3,887	2,953
Total	3,887	2,953

Note:

1. The above term loans are secured by way of first pari passu charge on vehicles of the Company with the terms of repayment as stated below:

As at 31-03-2024

Particulars	ROI (%)	First repayment date	Last repayment date	Amount outstanding	Repayment monthly installment
The loan amount are repayable by way of given equal monthly installments. The current borrowings	8.25	18-12-2022	18-11-2027	6,949	184
represents the amount payable in next 12 months of	8.50	01-03-2023	01-02-2028	4,084	103
total balance outstanding term loan as at 31-03-2024	8.54	04-04-2023	04-03-2028	2,747	68
	8.60	15-02-2024	15-01-2029	3,877	82

As at 31-03-2023

Particulars	ROI (%)	First repayment date	Last repayment date	Amount outstanding	Repayment monthly installment
The loan amount are repayable by way of given equal monthly installments. The current borrowings	8.25	18-12-2022	18-11-2027	8,508	184
represents the amount payable in next 12 months of	8.50	01-03-2023	01-02-2028	4,925	103
total balance outstanding term loan as at 31-03-2023	8.54	04-04-2023	04-03-2028	3,300	68

2. These borrowings are not guaranteed by directors or any other person.
3. None of the above borrowing is from any related party.
4. There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
5. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

17. Current financial liabilities

Particulars	31-03-2024	31-03-2023
a) Trade payables		
Outstanding dues of micro enterprises and small enterprises	74	-
Outstanding dues of creditors other than micro and small enterprises	10,658	25,834
Total	10,732	25,834



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Particulars	31-03-2024	31-03-2023
b) Other financial liabilities		
Employees related payables	5,081	4,311
Other expenses payable	6,975	3,845
Total	12,056	8,156

Note:

1. The average credit period on purchases of goods and services are within 120 days. The trade payables are non-interest bearing.
2. For Trade Payables ageing schedule and other details, please refer note 33.

18. Other current liabilities

Particulars	31-03-2024	31-03-2023
Advances from customers	11,511	8,217
Statutory dues	4,693	3,565
Total	16,204	11,782

19. Provisions

Particulars	31-03-2024	31-03-2023
Current		
Provision for short-term employees benefits (leave encashment)	1,316	1,302
Total	1,316	1,302

20. Revenue from operations

Particulars	31-03-2024	31-03-2023
<i>from exports</i>		
Sale of products	1,29,018	81,722
Sale of services	-	36
Total (A)	1,29,018	81,758
<i>from India</i>		
Sale of products	3,20,235	2,08,644
Sale of services	7,855	11,536
Total (B)	3,28,090	2,20,180
Total (A + B)	4,57,108	3,01,938

21. Other income

Particulars	31-03-2024	31-03-2023
a) Interest income		
Interest Income on bank deposits carried at amortised cost	638	529
Interest received on refund of income tax	60	12
b) Other gains and losses		
Net gain/ (loss) on foreign currency transaction and translation	2,296	172
Profit on sale of vehicle	-	129
Total	2,994	842



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

22. Expenses

Particulars	31-03-2024	31-03-2023
22.1 Cost of materials consumed		
Opening stock	1,46,396	1,18,648
Add: Purchases	1,86,907	1,73,153
Less: Closing stock	(1,36,586)	(1,46,396)
Total	1,96,717	1,45,405
22.2 Changes in inventories of work-in-progress (semi-finished)		
Opening stock	24,078	19,629
Less : Closing stock	(8,414)	(24,078)
(Increase) / decrease in inventories	15,664	(4,449)
22.3 Employee benefits expenses		
Salary, wages and bonus	65,648	58,121
Contribution to provident and other funds	1,062	1,086
Staff welfare	1,921	601
Total	68,631	59,808
22.4 Depreciation and amortization expenses		
Depreciation on tangible assets	9,074	7,628
Amortization of lease assets	716	716
Amortization of intangible assets	12,846	12,832
Total	22,636	21,176
22.5 Finance cost		
Interest on long-term loan	1,335	270
Interest on lease liabilities	150	215
Total	1,485	485
22.6 Other expenses		
Consumption of stores and spare parts	1,441	1,546
Power & fuel	2,708	2,073
Repairs to machinery	609	369
Repairs to building	2,677	1,402
Other manufacturing expenses	13,598	10,932
Rates & taxes, excluding taxes on income	116	77
Postage, phones & grams	1,283	864
Product testing & quality certification	746	856
Printing & stationery	438	425
Installation & commissioning	8,303	3,794
Travelling	3,233	4,614
Insurance	479	306
Advertisement	626	828
Office general expenses	1,139	1,142
Vehicle repair & maintenance	1,606	1,187
Freight & cartage	11,282	9,293



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

22.6 Other expenses (Cont...)

Particulars	31-03-2024	31-03-2023
Charity and donation	30	40
Security	1,357	1,339
Miscellaneous	920	2,067
Auditors remuneration	500	400
Bank charges	402	209
Legal & professional	9,255	7,113
Packing & forwarding	3,431	2,164
Business promotion	995	2,294
Total	67,174	55,334

23. Earnings per share

Particulars	31-03-2024	31-03-2023
Net profit attributable to the equity shareholders of the Company	65,791	18,380
Weighted average number of equity shares of ₹ 10/- each	72,46,675	72,23,460
Basic and diluted earning per share	9.08	2.54

24. Contingent liabilities and commitments**24.1 Contingent liabilities (not provided for)**

There is no contingent liability liable to be reported.

24.2 Commitments

In view of current and expected foreseeable growth opportunities, the Board of Directors intends to retain the financial resources of the Company and therefore, finds it prudent not to propose any dividend for the year under reporting.

25. Code on Social Security

The Indian Parliament had approved the Code on Social Security, 2020 ['Code'] in September 2020 relating to employee benefits i.e., benefits during employment as well as post-employment. The same had also received Presidential Assent. The Ministry of Labour and Employment had released draft rules for the Code on 13 November 2020, and had invited suggestions from stakeholders, which are under active consideration by the Ministry.

The Company will assess the impact once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

26. Gratuity

The Company has a defined benefit gratuity plan with Life Insurance Corporation of India (LIC) in the form of a qualifying insurance policy. Eligible employees are entitled for gratuity in accordance with the provisions of the Payment of Gratuity Act, 1972, including any statutory modifications or re-enactment thereof. The fund has formed a trust and it is governed by the Board of Trustees.

The fund is subject to risks such as asset volatility, changes in bond yields and asset liability mismatch. In managing the plan assets, the Board of Trustee reviews and manages the risks associated with the funded plan and aim to keep annual contributions relatively stable at a level such that no major plan deficits arises by following effective risk management policies.

...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Particulars	31-03-2024	31-03-2023
26.1 Net employee benefit expenses (recognized in profit and loss account)		
Current service cost	905	777
Net interest expenses/ (income)	(85)	8
Amount recognized in profit and loss account	820	785
Remeasurement of the net employee defined benefit plans		
Net actuarial gain/ (loss) on obligation	468	394
Net actuarial gain/ (loss) on plan assets	-	-
Amount recognized in Other Comprehensive Income	468	394
Total	352	391
26.2 Changes in present value of defined benefit obligation		
Opening defined benefit obligation	14,001	13,527
Interest cost	1,015	924
Current service cost	905	777
Benefits paid	-	(832)
Net actuarial (gain)/ loss on obligation	(468)	(395)
Closing defined benefit obligation	15,453	14,001
26.3 Changes in fair value of plan assets		
Opening fair value of plan assets	14,295	13,307
Interest return	1,100	915
Contribution by employer	1,072	905
Benefits paid	-	(832)
Net actuarial gain/ (loss)	-	-
Closing fair value of plan assets	16,467	14,295
26.4 Plan assets/ (liability) recognized in the balance sheet		
Present value of defined benefit obligation	15,453	14,001
Less: Fair value of plan assets	16,467	14,295
Funded status [Deficit/ (Surplus)]	(1,014)	(294)
26.5 Constitution of the fair value of total plan assets		
Investments with insurer (LIC of India)	100%	100%
26.6 Principal actuarial assumptions		
Discount rate	7.25%	7.25%
Salary escalation	6.00%	6.00%
Expected rate of return on plan assets	7.70%	7.10%
Mortality Rate	- LIC (2006-08) Ultimate -	
Employee turnover	1% to 3%	1% to 3%
26.7 Sensitivity analysis		
Impact on defined benefit obligation		
Assumption	31-03-2024	31-03-2023
Discount rate		
1.00% increase	(808)	(732)
1.00% decrease	904	819
Future salary increase		
1.00% increase	824	747
1.00% decrease	(751)	(680)
Attrition Rate		
1.00% increase	(20)	(18)
1.00% decrease	24	22

...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

The sensitivity analysis presented above may not be a representative of the actual change in the defined benefit obligation as, in practice, it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using "Projected Unit Credit" method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognised in Balance Sheet.

There were no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Following are the expected cash flows to the defined benefit plan in future years:

Particulars	31-03-2024	31-03-2023
With in next 12 months	959	529
Between 1-5 years	1,165	1,164
Between 5-10 years	1,119	1,056

27. Financial instruments**Capital management**

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through equity, borrowings and operating cash flows.

The Company is not subject to any externally imposed capital requirements.

The Company's Debt Equity ratio is as below:

Particulars	31-03-2024	31-03-2023
Total Debt [including Lease Liabilities]	18,442	18,232
Total Equity	4,90,063	2,98,028
Debt Equity Ratio (in times)	0.04	0.06

Categories of financial instruments

Particulars	31-03-2024	31-03-2023
Financial assets		
Measured at amortised cost		
Cash and cash equivalents	1,48,080	12,514
Other bank balances	20,567	18,799
Trade receivables	1,08,642	33,496
Other financial assets	2,188	1,762
Financial liabilities		
Measured at amortised cost		
Trade payables	10,732	25,834
Other current financial liabilities at amortised cost	12,056	8,156
Borrowings	17,657	16,733

Fair value hierarchy

There are no reported financial assets and financial liabilities that are measured at fair value or where fair value disclosure is required as at 31-03-2024 and 31-03-2023.



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

28. Financial risk management

Risk is inherent in the Company's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls.

The financial liabilities of the Company comprise borrowings, trade and other payables to finance the operations of the Company. The financial assets of the Company include loans, trade and other receivables, cash and cash equivalents that directly derive from the operations. The Company has not entered into any derivative transactions.

The Company's Board of Directors is ultimately responsible for the overall risk management approach and for providing the risk strategies and principles.

The Company is exposed to market risk, credit risk and liquidity risk.

Market risk

The Company's activities expose it primarily to the financial risk of changes in foreign currency exchange rates.

Though the Company has not entered in any forward foreign exchange contract; however, the market risk is managed on the basis of continuous appraisal of market conditions and management's estimate of long and short-term and changes in fair value.

Foreign currency risk management

The Company is mainly exposed to the currencies: USD, CAD, JPY and Euro currency.

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed in accordance with the market conditions and management's estimates.

The carrying amounts of the Company's foreign currency dominated unhedged monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	(in foreign currencies)	
	31-03-2024	31-03-2023
Liabilities in USD		
Creditors	79,953	1,14,792
Advances from customers	1,26,562	92,390
Assets in USD		
Debtors	33,449	15,031
Advances paid to suppliers	32,846	26,369
Bank balance	6,087	12,350
Assets in JPY		
Advances paid to suppliers	10,22,400	9,04,800
Assets in CAD		
Debtors	-	54,245

Particulars	(in ₹ thousands)	
	31-03-2024	31-03-2023
Liabilities in INR		
Creditors	6,666	9,438
Advances from customers	10,505	7,615
Assets in INR		
Debtors	2,789	4,532
Advances paid to suppliers	3,295	2,763
Bank balance	508	1,015



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Foreign currency sensitivity analysis

The following table details the Company's sensitivity to a 5% increase and decrease in the ₹ against the relevant foreign currency. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding on receivables and payables in the Company at the end of the reporting period.

Impact on profit or loss and total equity

(in ₹ thousands)

Particulars	31-03-2024	31-03-2023
Increase in exchange rate by 5%	(529)	(437)
Decrease in exchange rate by 5%	529	437

Favourable impact shown as positive and adverse impact as negative.

The Company has not entered in any forward foreign exchange derivative contracts during the reporting periods.

Equity risk

There is no material equity risk relating to the Company's equity investments. The Company's equity investments majorly comprises of strategic investments rather than trading purposes.

Interest risk

There is no material interest risk relating to the Company's financial liabilities.

Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligation resulting in financial loss to the Company. The Company uses its own trading records to evaluate the credit worthiness of its customers. The Company's exposures are continuously monitored and the aggregate value of transactions concluded, are spread amongst approved counter parties.

Liquidity risk management

The ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

All current financial liabilities are repayable within one year.

Liquidity risk table

The following table detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Particulars	< 1 year	2 to 5 years	> 5 years
As at 31-03-2024			
Financial liabilities at amortised cost	22,788	-	-
Borrowings	3,887	13,770	-
As at 31-03-2023			
Financial liabilities at amortised cost	33,991	-	-
Borrowings	2,953	13,780	-



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

29. Related party transactions

Details of transactions between the Company and other related party are disclosed below.

29.1 Subsidiaries with ownership details

Name	Country	31-03-2024	31-03-2023
Direct			
Valiant Communications (UK) Limited	U.K.	100.00%	100.00%
Valiant Infrastructure Limited	India	88.94%	88.94%
Indirect			
Valcomm Technologies Inc.	U.S.A.	100.00%	100.00%

29.2 Transactions with Subsidiaries

Particulars	Nature	31-03-2024	31-03-2023
Overseas			
Valiant Communications (UK) Limited	Sale of goods	1,049	2,161
Valcomm Technologies Inc.	Sale of goods	8,783	7,646
Indian			
Valiant Infrastructure Limited	Services received	425	-
Balance (payable) or receivable from above transactions at the year end			
Valiant Communications (UK) Limited		-	-
Valiant Infrastructure Limited		-	-
Valcomm Technologies Inc.		-	-

29.3 Key Management Personnel (KMP)

Sh. Inder Mohan Sood (Chairman and Managing Director)
 Sh. Davinder Mohan Sood (Executive Director -Finance)
 Sh. Gaurav Mohan Sood (Executive Director)
 Sh. Gaurav Kaura (Independent Director)

Sh. Avinash Verma (Independent Director)
 Sh. Sumit Mehta (Independent Director)
 Ms. Neepa Chatterjee (Independent Director)

29.4 Transaction with KMP

Particulars	31-03-2024	31-03-2023
Managerial remuneration	12,891	11,151
Sitting fees paid to Independent Directors	480	160
Total	13,371	11,311

30. Auditor's remuneration

Particulars	31-03-2024	31-03-2023
Statutory audit fee	275	175
Certification charges	100	100
Tax audit & other assurance services	125	125
Total	500	400



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

31. Segment wise revenue & results

Particulars	31-03-2024	31-03-2023
Revenue by geographical segment		
India	3,28,090	2,20,180
USA	18,926	10,532
Europe	42,183	29,366
Rest of the world	67,909	41,860
Total	4,57,108	3,01,938
Less : Inter segment revenue	-	-
Net sales/ revenue from operation	4,57,108	3,01,938
Profit/(loss) before tax and interest by geographical segment		
India	1,76,719	1,17,745
USA	10,194	5,632
Europe	22,721	15,705
Rest of the world	36,578	22,385
Total	2,46,212	1,61,467
Less : Interest	1,485	485
Less : Other unallocable expenditure net of other unallocable income	1,56,932	1,35,961
Profit before tax	87,795	25,021

The Company manufactures "Communication Equipment" primarily for power utilities / other utilities and engaged in its allied services, which is the only business segment of the Company. The Company is an Export Oriented Unit with its sole manufacturing unit being located at New Delhi. The above segment revenue and results are being identified on the basis of geographical markets. The fixed assets used in the Company's business cannot be specifically identified with any geographical segment. The management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a segregation of capital employed on segment basis, is not possible.

32. Trade receivables ageing schedule

Particulars	Outstanding for the following periods from the due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Trade receivables for the current year:						
Undisputed - considered good	1,03,095	5,081	30	153	-	1,08,359
Undisputed - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed - credit impaired	-	-	-	-	-	-
Disputed - considered good	-	-	51	232	-	283
Disputed - which have significant increase in credit risk	-	-	-	-	-	-
Disputed - credit impaired	-	-	-	-	-	-
Total	1,03,095	5,081	81	385	-	1,08,642
Trade receivables for the previous year:						
Undisputed - considered good	31,798	188	675	-	-	32,661
Undisputed - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed - credit impaired	-	-	-	-	-	-
Disputed - considered good	-	-	835	-	-	835
Disputed - which have significant increase in credit risk	-	-	-	-	-	-
Disputed - credit impaired	-	-	-	-	-	-
Total	31,798	188	1,510	-	-	33,496

Note: The date of the transaction is considered as due date of payment, where the date of the transaction is not specified.



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

33. Trade payables includes amount payable to Micro, Small and Medium Enterprises (MSME) as follows

Particulars	31-03-2024	31-03-2023
i) Principal amount remaining unpaid to any supplier as at the end of the accounting year*	74	-
ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
iii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) along with the amount of payment made to the supplier beyond the appointed day during each accounting year	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
v) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

* Out of above amount overdue is ₹ Nil (Previous year: ₹ Nil)

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

33.1 Trade payables ageing schedule

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
For the current year:					
MSME*	74	-	-	-	74
Others	10,658	-	-	-	10,658
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	10,732	-	-	-	10,732
For the previous year:					
MSME	-	-	-	-	-
Others	25,834	-	-	-	25,834
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	25,834	-	-	-	25,834

* Out of above amount overdue is ₹ Nil (Previous year: ₹ Nil)

Note: The date of the transaction is considered as due date of payment, where the date of the transaction is not specified.



...NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

34. Additional Regulatory Information**a) Ratios**

Particulars	Numerator	Denominator	Current year	Previous year	% Variance	Reason for variance	
Current ratio (in times)	Total current assets	Total current liabilities	8.86	4.84	83%	Refer below note	
Inventory Turnover (in times)	Revenue from operations	Average inventory	2.90	1.96	48%		
Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total equity	0.04	0.06	-38%		
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	13.58	8.17	66%		
Return on equity ratio (in %)	Profit for the year	Average total equity	16.70	6.37	162%		
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	6.43	9.67	-33%		
Trade payables turnover ratio (in times)	Net Purchases	Average trade payables	10.22	7.78	31%		
Net capital turnover ratio (in times)	Revenue from operations	Average Working Capital	1.59	1.66	-4%		Not applicable
Net profit ratio (in %)	Profit for the year	Revenue from operations	14.39	6.09	136%		Refer below note
Return on Networth (in %)	Profit for the year	Net worth	13.42	6.17	118%		
Return on capital employed (in %)	Profit before tax and finance costs	Net worth+Lease liabilities	18.19	8.52	114%		
Return on investment (in %)	Income generated from investments	Average invested funds	Not applicable	Not applicable	Not applicable	Not applicable	

Note: The variations in turnover ratios are because of the efficiency recorded in the working capital management specifically at an inventory level. The increase in current assets is also supported by the increase in bank balance because of the afresh issuance of equity shares. There is an increase in average trade receivables primarily because of increase in revenue. The decrease in Debt-Equity ratio is because of the afresh equity infused.

The increase in above reported margin and return ratios are primarily because of the reported increase in revenue. It has further positive impact on profitability and the thereby, the debt service coverage ratio. Whereas, the increase in net-worth is also supported by the afresh equity issued.

b) Other Disclosures

- Relationship with Struck off Companies - The Company does not have any transactions or relationships with any companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- There are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of account.
- There are no charges or satisfaction of charges yet to be registered with Registrar of Companies beyond the statutory period.

35. The comparative figures for the previous year have been rearranged wherever required to conform to the revised presentation of accounts.

36. Notes to financial statements form an integral part of financial statements.

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 29 May 2024



Consolidated Financial Statements

For the Financial Year ended 31 March 2024



INDEPENDENT AUDITOR'S REPORT

To the Members of Valiant Communications Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Valiant Communications Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended on that date, and notes to the Consolidated Financial Statements, material 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, 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 with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2024 and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA's") specified under Section 143(10) of the Act. 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 opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Revenue recognition

The Key Audit Matter	How our audit addressed the KAM
<p>As described in Note 3.13 and 21 to the consolidated financial statements, the revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. The standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>We considered this a key audit matter as;</p> <ol style="list-style-type: none"> The amounts involved were significant. The review of revenue is significant to our audit. 	<p>Our audit procedures included following:</p> <ul style="list-style-type: none"> Understanding, evaluating and testing the design and operating effectiveness of key controls relating to revenue recognition. Assessing the Company's revenue recognition accounting policy as per relevant Indian accounting standards for sale of products and services. Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams; and Assessing adequacy of presentation and disclosures in the consolidated financial statements.

Other Information

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the consolidated financial statements, standalone statements and our auditors' 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.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group is responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the 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 Company and its subsidiary companies which are incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 (Holding Company and Subsidiaries) 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 within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors.

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 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 financial statements of Valiant Communications (UK) Limited and Valcomm Technologies Inc., foreign subsidiaries of the Holding Company, whose respective standalone financial statements reflect total assets of ₹621.62 lacs as at 31 March 2024, total revenue of ₹160.36 lacs, total net loss after tax of ₹36.75 lacs for the year ended on that date, total comprehensive income of ₹(36.75) lacs for the year ended on that date and net cash inflows amounting to ₹295.26 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited under the provisions of law of the respective host country and have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on the Management certification. Our opinion 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 the financial information of subsidiaries certified by the Management.

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in Clause (xxi) of paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, to be included in the Auditor's Report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
2. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of accounts 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 except for the matter stated in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules") relating to the manner in which books of account are required to be kept in electronic mode as per Rule 3(1) of Companies (Accounts) Rules, 2014;
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss Including Other Comprehensive Income, the Consolidated Statement 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, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Company and its subsidiaries which are incorporated in India, as on 31 March 2024 and taken on record by the Board of Directors of respective companies, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.



- f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 2(b).
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in “Annexure-I”.
- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Group does not have any pending litigations which would impact its financial position.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India during the year ended 31 March 2024.
 - iv. (a) The respective Managements of the Company and its subsidiaries which are incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The respective Managements of the Company and its subsidiaries which are incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are incorporated in India, whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Holding Company and its subsidiary companies which are incorporated in India, have not declared or paid any dividend during the year.
 - vi. Based on our examination, which included test checks, the Company and its subsidiaries which are incorporated in India whose financial statements have been audited under the Act, the Company and such subsidiaries have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of performing our procedures, we did not notice any instance of audit trail feature being tampered with for the aforesaid period.
- i) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act:
In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act.

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 24510960BKFOXH9424

New Delhi, 29 May 2024



ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT

“Annexure – I” to the Independent Auditors' Report on the consolidated financial statements of Valiant Communications Limited for the year ended 31 March 2024

Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

(Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In conjunction with our audit of the consolidated financial statements of Valiant Communications Limited (“the Holding Company”) as of 31 March 2024, we have audited the internal financial controls with reference to the consolidated financial statements of the Holding Company and its subsidiary companies which are incorporated in India, as of that date.

Opinion

In our opinion, the Holding Company and its subsidiaries which are incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2024, based on the internal control with reference to financial statements criteria established by the Holding Company and its subsidiaries which are incorporated in India, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI (“the Guidance Note”).

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiaries which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company and its subsidiaries, which are incorporated in India, considering the essential components of internal control stated in the Guidance Note. 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 entity'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 internal financial controls with reference to the Holding Company and its subsidiary companies which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and with reference to Consolidated Financial Statements. 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 with reference to 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 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 internal financial controls system with reference to financial statements of the Holding Company and its subsidiary companies, which are incorporated in India.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to 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 with reference to consolidated financial statements



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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

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

New Delhi, 29 May 2024

For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No. 008953C

Alok Jain
Partner
Membership No. 510960
UDIN: 24510960BKFOXH9424



CONSOLIDATED BALANCE SHEET

AS AT 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Particulars	Note	As at 31-03-2024	As at 31-03-2023
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4(a)	62,917	59,676
(b) Other intangible assets	4(b)	32,551	29,440
(c) Right of use assets	4(c)	716	1,432
(d) Financial Assets			
Other financial assets	5	1,784	1,282
(e) Deferred tax assets (net)	9	3,640	6,223
(f) Income tax assets (net)	7	-	1,406
(g) Other non-current assets	10(a)	1,456	2,696
Total non-current assets		1,03,064	1,02,155
Current assets			
(a) Inventories	11	1,45,151	1,70,474
(b) Financial Assets			
(i) Investments	13	15,884	9,675
(ii) Trade receivables	12	1,08,642	36,674
(iii) Cash and cash equivalents	14(a)	1,77,785	52,937
(iv) Bank balances other than (iii) above	14(b)	23,448	20,970
(v) Other financial assets	6	882	950
(c) Income tax assets (Net)		25	-
(d) Other current assets	10(b)	9,168	6,322
Total current assets		4,80,985	2,98,002
Total assets		5,84,049	4,00,157
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	76,281	72,235
(b) Other equity	16	4,42,120	2,57,173
Equity attributable to the owners		5,18,401	3,29,408
Non-controlling interest		425	433
Total equity		5,18,826	3,29,841
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17(a)	13,770	13,780
(ii) Lease liabilities		784	1,499
Total non-current liabilities		14,554	15,279
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17(b)	3,887	2,953
(ii) Trade payables	18(a)		
- Outstanding dues of micro enterprises and small enterprises		74	-
- Outstanding dues of creditors other than micro and small enterprises		12,386	30,793
(iii) Other financial liabilities	18(b)	12,180	8,205
(b) Other current liabilities	19	16,222	11,784
(c) Provisions	20	1,316	1,302
(d) Current tax liabilities (net)	7	4,604	-
Total current liabilities		50,669	55,037
Total equity and liabilities		5,84,049	4,00,157

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 29 May 2024



CONSOLIDATED STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Particulars	Note	31-03-2024	31-03-2023
I. Revenue From Operations	21	4,63,313	3,15,016
II. Other Income	22	4,377	1,265
III. Total Income (I+II)		4,67,690	3,16,281
IV. EXPENSES			
Cost of materials consumed	23.1	1,91,844	1,45,405
Purchases of stock-in-trade		2,708	9,412
Changes in inventories of finished goods, work-in-progress and stock-in-trade	23.2	20,536	(4,449)
Employee benefits expenses	23.3	69,128	59,808
Depreciation and amortization expenses	23.4	22,636	21,176
Finance cost	23.5	1,485	485
Other expenses	23.6	76,332	62,022
Total expenses (IV)		3,84,669	2,93,859
V. Profit/(loss) before exceptional items and tax (III- IV)		83,021	22,422
VI. Exceptional Items		-	-
VII. Profit/(loss) before tax (V-VI)		83,021	22,422
VIII. Tax expenses:			
(1) Current tax	8	18,381	(86)
(2) Deferred tax	8	2,597	5,696
IX. Profit (Loss) for the year (VII-VIII)		62,043	16,812
X. Other Comprehensive Income (OCI)			
a) Items that will be reclassified to profit or loss			
Exchange difference on translation of foreign operations		698	2,669
b) Items that will not be reclassified to profit or loss			
Remeasurement of the employee defined benefit plans		468	394
Income tax relating to items that will not be reclassified to profit or loss		(118)	(99)
Total Other Comprehensive Income (a+b)		350	295
XI. Total Comprehensive Income for the year (IX+X)		1,048	2,964
XII. Profit for the year attributable to:			
Owners of the Company		62,051	16,810
Non-controlling interest		(8)	2
		62,043	16,812
XIII. Other Comprehensive Income attributable to:			
Owners of the Company		1,048	2,964
Non-controlling interest		-	-
		1,048	2,964
XIV. Total Comprehensive Income attributable to:			
Owners of the Company		63,099	19,774
Non-controlling interest		(8)	2
		63,091	19,776
XV. Earnings per equity share in ₹	24		
(1) Basic		8.56	2.33
(2) Diluted		8.56	2.33

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 29 May 2024

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Particulars	31-03-2024	31-03-2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	83,021	22,422
Adjustment for		
Depreciation and amortization	21,920	20,460
Remeasurement of the employee defined benefit plans	468	394
(Profit)/ loss on sale of fixed assets	-	(129)
Interest income	(841)	(662)
Interest paid	1,335	270
Equity instruments through Other Comprehensive Income	-	-
Net gain on sale of current investments	(1,499)	(28)
Dividend income	(41)	-
Deferred tax translation adjustments for subsidiaries	(15)	-
Foreign currency translation reserve adjustments	698	2,669
Net (gain)/ loss on foreign currency translation	(1,935)	(433)
Operating profit before working capital changes	1,03,111	44,963
Adjustment for		
(Increase)/ decrease in trade receivables	(71,968)	(6,814)
(Increase)/ decrease in other financial assets	(434)	(3)
(Increase)/ decrease in other assets	(1,465)	7,225
(Increase)/ decrease in inventories	25,322	(32,197)
(Increase)/ decrease in right of use assets	716	(254)
Increase/ (decrease) in lease liabilities	(714)	288
Increase/ (decrease) in trade payables	(18,333)	13,850
Increase/ (decrease) in other financial liabilities	3,975	1,585
Increase/ (decrease) in other current liabilities and provisions	9,055	3,317
Cash generated from operations	49,265	31,960
Taxes paid (net of refunds)	(18,499)	(1,178)
Net cash generated from operating activities	30,766	30,782
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of tangible and intangible assets	(28,272)	(40,542)
Sale of tangible and intangible assets	-	300
Sale (purchases) and other movements of investments	(4,709)	(5,458)
Capital advances	1,239	(2,696)
Intangible assets under development	-	3,972
Movement in other bank balance	(2,477)	308
Dividend income	41	-
Interest income	841	662
Net cash generated from investing activities	(33,337)	(43,454)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of fresh equity shares through Private Placement (Net of Issue Expense)	1,25,895	-
Proceeds from long - term borrowings	4,000	17,300
Repayment of borrowings	(4,411)	(837)
Net cash generated from financing activities	1,25,484	16,463
Net gain/ (loss) on foreign currency translation	1,935	433
Net increase in cash and cash equivalents	1,24,848	4,224
Cash and cash equivalents (opening balance)	52,937	48,713
Cash and cash equivalents (closing balance)	1,77,785	52,937

See accompanying notes to the financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 29 May 2024



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

A. Equity Share Capital

Financial year (FY)	Balance at the beginning of the reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Issue of equity shares under Private Placement*	Balance at the end of the reporting period
Current reporting period	72,235	-	-	4,046	76,281
Previous reporting period	72,235	-	-	-	72,235

B. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income (OCI)		Total Other Equity	Non-controlling interest
	Capital Redemption Reserve	Securities Premium	Retained Earnings	Exchange difference on translation of foreign operations	Actuarial gain/(loss)		
As at 01-04-2022	14,221	89,677	1,27,445	6,056	-	2,37,399	431
Profit for the year	-	-	16,810	-	-	16,810	2
Other Comprehensive Income (net)	-	-	-	2,669	295	2,964	-
Transferred to retained earnings	-	-	295	-	(295)	-	-
Total Comprehensive Income (net)	-	-	17,105	2,669	-	19,774	2
As at 31-03-2023	14,221	89,677	1,44,550	8,725	-	2,57,173	433
Profit for the year	-	-	62,051	-	-	62,051	(8)
Other Comprehensive Income (net)	-	-	-	698	350	1,048	-
Transferred to retained earnings	-	-	350	-	(350)	-	-
Total Comprehensive Income (net)	-	-	62,401	698	-	63,099	(8)
Transaction with owners in their capacity as owners:							
Premium received on Issue of shares through Private placement*	-	1,25,021	-	-	-	1,25,021	-
Private Placement Shares issue expense	-	(3,173)	-	-	-	(3,173)	-
As at 31-03-2024	14,221	2,11,525	2,06,951	9,423	-	4,42,120	425

*Please refer the Note 15.2

The accompanying notes form an integral part of the consolidated financial statements

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 29 May 2024

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

1. Corporate Information

Valiant Communications Limited (the "Company") is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The principal activities of the Company and its subsidiaries (hereinafter referred to as "Group") are manufacturing and marketing of communications equipment, primarily for power utilities / other utilities and; its allied services. The Group has its manufacturing facilities in India and sells in India and across the globe. The Company's registered office is at 71/1, Shivaji Marg, New Delhi 110015. The consolidated financial statements for the year ended 31 March 2024 were approved by the Board of Directors and authorised for issue on 29 May 2024.

2. Recent pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

3. Material accounting policies

3.1 Basis of preparation

The consolidated financial statements are prepared in accordance with and in compliance, in all material aspects with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") read along with Companies (Indian Accounting Standards) Rules, as amended and other relevant provisions of the Act. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

3.2 Basis of measurement

The consolidated financial statements have been prepared on an accrual basis and in accordance with the historical cost convention except for certain financial instruments which are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities are classified into current and non-current generally based on the nature of product/ activities of the Group and the normal time between acquisition of assets/liabilities and their realisation/settlement in cash or cash equivalent.

The Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1** – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- **Level 2** – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- **Level 3** – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

3.3 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3.4 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange of control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively; and
- assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognising a gain in respect thereof, the Group determines whether there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognises it in other comprehensive income and accumulates the same in equity as capital reserve. This gain is attributed to the acquirer. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Group recognises the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another Ind AS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve, as the case maybe. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified.

Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3.5 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods. On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

3.6 Foreign currency translation

The functional currency of the Group is Indian rupee (₹).

On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

3.7 Property, plant and equipment (PPE)

PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost), if any, directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress, if any) less their residual values over the useful lives, using the straight-line method ("SLM") at the rates prescribed in Schedule II of the Companies Act, 2013.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

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

3.8 Intangible assets

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal.

Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

The Group amortises intangible assets with a finite useful life using the straight-line method over the following range of useful lives:

Asset	Useful life
Technical know-how	4 years
Software	6 years

The estimated useful life is reviewed annually by the management.

3.9 Capital work-in-progress and intangible assets under development

Capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

3.10 Non-derivative financial instruments

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Trade Receivables

A trade receivable without a significant financing component is initially measured at the transaction price (net of variable consideration) as the same are recorded after decreasing rebates as per para 51 of Ind AS 115.

Cash and cash equivalents

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

Financial assets at amortised cost

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

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely

payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Group has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any noncash assets transferred or liabilities assumed, is recognised in profit or loss under other income/(expenses).

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments recognised by the Group are measured at the proceeds received net off direct issue cost.

Offsetting of financial instruments

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.11 Impairment

Financial assets (other than at fair value)

The Group assesses on a forward-looking basis the expected



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments, if any. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

PPE and intangibles assets

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

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

3.12 Inventories

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition including all applicable duties, taxes and other levies. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, indirect taxes. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

3.13 Revenue recognition

Revenue is recognised upon transfer of control of promised goods or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods

Revenue from sale of goods and services

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery. Revenue from services is recognised as and when the services are performed in accordance with IND AS 115. Revenue is measured based on the transaction price, net of variable consideration on account of volume discounts, rebates, scheme allowances, price concessions, incentives and returns offered by the Company as part of the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

Interest Income

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Dividend

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

3.14 Research and development expenses

Research expenditure and development costs of products are capitalised on product's technical feasibility is established.

3.15 Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

The Group's lease asset classes primarily consist of leases for buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

3.16 Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving disposal of an investment, the investment that will be disposed off is classified as held for sale when the criteria described above are met.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

3.17 Employee's benefits

Employee benefits include contribution to provident fund, gratuity fund, compensated absences and supplemental pay.

The Group has provided for liability on account of all following employees benefits available to the employees in accordance with the applicable rules, regulations, laws and employees benefits policy of the Group.

- i) Provident fund is a defined contribution scheme and the contributions are charged to the profit & loss account of the year when the contributions to the government funds are due.
- ii) Gratuity liability is a defined benefit obligation and provided for on the basis of an actuarial valuation as per projected unit credit method, made at the end of each financial year. The Group has taken a policy with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees and premium paid to the LIC is charged to Profit and Loss Account. The difference between the actuarial valuation of the gratuity liability of the employees at the year end and the balance of funds with LIC is provided for as liability in the books.

- iii) Employees are entitled to short-term compensated absences, which are provided for on the basis of estimates.
- iv) Actuarial gains/losses are recognized in Other Comprehensive Income (OCI).

3.18 Segment reporting

As per Ind AS 108, operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Group's chief operating decision maker is the Managing Director & CEO.

The Group's operating geographical business segment is based on the locations of customers. Allocable costs are allocated to each segment in proportion to the relative sales of each segment. All the common income, expenses, assets and liabilities, which are not possible to be allocated to different segments, are treated as un-allocable items.

3.19 Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year.

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

Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, to the extent it would be available for set off against future current income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

3.20 Borrowing cost

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings. General and specific borrowing costs attributable to acquisition and construction of any qualifying asset (one that takes a substantial period of time to get ready for its designated use or sale) are capitalised until such time as the assets are substantially ready for their intended use or sale, and included as part of the cost of that asset. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All the other borrowing costs are recognised in the Statement of Profit and Loss within finance costs of the period in which they are incurred.

3.21 Accounting of provisions, contingent liabilities and contingent assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not

wholly within the control of the Group, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

3.22 Dividend to equity shareholders

Dividend to equity shareholders is recognised as a liability and deducted from shareholders' equity, in the period in which the dividends are approved by the equity shareholders in the general meeting.

3.23 Earnings per share (EPS)

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Group by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

3.24 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the consolidated financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the consolidated financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The Management has considered the possible effects, if any, that may result from the pandemic relating to COVID-19 on the carrying amounts of its assets. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Discount rate used to determine the carrying amount of the Group's defined benefit obligation

In determining the appropriate discount rate for plans assets,



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

the management considers the interest rates of government bonds as provided by LIC, in currencies consistent with the currencies of the post-employment benefit obligation.

Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Group.

Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Useful lives of property, plant and equipment

As described above, the Group reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment.

Allowances for doubtful debts

The Group makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

Allowances for inventories

Management reviews the inventory age listing on a periodic basis. This review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statements for any obsolete and slow-moving items. Management is satisfied that adequate allowance for obsolete and slow-moving inventories has been made in the financial statements.

Liability for sales return

In making judgment for liability for sales return, the management considered the detailed criteria for the recognition of revenue from the sale of goods set out in Ind AS 18 and in particular, whether the Group had transferred to the buyer the significant risk and rewards of ownership of the goods. Following the detailed quantification of the Group's liability towards sales return, the management is satisfied that significant risk and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate liability for sales return.

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Group to be reliable estimate of future sales returns.



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

4 (a) Property, plant and equipment

Description	Gross Block				Depreciation				Net Block	
	As at 01-04-2023	Additions	Deductions	Total up to 31-03-2024	Total up to 31-03-2023	Depreciation for the year	Depreciation written back	Total upto 31-03-2024	Total as at 31-03-2023	Total as at 31-03-2024
Building	18,107	-	-	18,107	8,311	592	-	8,903	9,796	9,204
Plant & Machinery	2,673	-	-	2,673	1,696	292	-	1,988	977	685
Electric Installations	956	-	-	956	868	10	-	878	88	78
Office Equipment	6,125	1,388	-	7,513	5,322	365	-	5,687	803	1,826
Air Conditioner	2,379	55	-	2,434	1,519	90	-	1,609	860	825
Generator Set	732	-	-	732	696	33	-	729	36	3
Vehicles	34,393	7,507	-	41,900	7,515	3,666	-	11,181	26,878	30,719
Tools & Dies	2,495	994	-	3,489	1,927	97	-	2,024	568	1,465
Testing Equipment	41,741	134	-	41,875	26,234	1,852	-	28,086	15,507	13,789
Furniture & Fixtures	6,999	207	-	7,206	5,028	341	-	5,369	1,971	1,837
Computer	8,327	2,030	-	10,357	6,135	1,736	-	7,871	2,192	2,486
Total	1,24,927	12,315	-	1,37,242	65,251	9,074	-	74,325	59,676	62,917
Previous year	99,477	27,139	1,689	1,24,927	59,141	7,628	1,518	65,251	40,336	59,676

4 (b) Other intangible assets

Description	Gross Block				Amortization				Net Block	
	As at 01-04-2023	Additions	Deductions	Total up to 31-03-2024	Total up to 31-03-2023	Amortization for the year	Amortization written back	Total upto 31-03-2024	Total as at 31-03-2023	Total as at 31-03-2024
Computer Software	10,463	84	-	10,547	10,367	41	-	10,408	96	139
Technical Know-How	1,79,146	15,873	-	1,95,019	1,49,802	12,805	-	1,62,607	29,344	32,412
Total	1,89,609	15,957	-	2,05,566	1,60,169	12,846	-	1,73,015	29,440	32,551
Previous year	1,76,206	13,403	-	1,89,609	1,47,338	12,831	-	1,60,169	28,868	29,440

Note: 1. There is no acquisition through business combinations, amount of change due to revaluation, impairment losses, reversals liable to be reported.

2. The Company has not capitalised any borrowing cost during the current year (previous year: nil).

3. Vehicles having carrying cost of ₹ 28,366 thousands (previous year: ₹ 24,236 thousands) are subject to first charge to secure term loans from other corporate bodies.

4 (c) Right of use assets

Description	Gross Block				Amortization				Net Block	
	As at 01-04-2023	Additions	Deductions	Total up to 31-03-2024	Total up to 31-03-2023	Amortization for the year	Amortization written back	Accumulated amortization upto 31-03-2024	Total as at 31-03-2023	Total as at 31-03-2024
Building	2,147	-	-	2,147	715	716	-	1,431	1,432	716
Total	2,147	-	-	2,147	715	716	-	1,431	1,432	716
Previous year	3,905	-	1,758	2,147	2,727	716	2,728	715	1,178	1,432

...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

5. Other non-current financial assets (at amortised cost)***Unsecured, considered good**

Particulars	31-03-2024	31-03-2023
Security deposits (non-interest bearing)	1,322	1,282
Earnest money deposits with customers	462	-
Total	1,784	1,282

*There is no amount due by directors or officers of the Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.

6. Other current financial assets (at amortised cost)***Unsecured, considered good**

Particulars	31-03-2024	31-03-2023
Interest accrued on fixed deposits with bank	882	950
Total	882	950

*There is no amount due by directors or officers of the Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.

7. Income taxes assets and liabilities as at

The major component of income tax expenses for the year under reporting are:

Particulars	31-03-2024	31-03-2023
a) Non current tax assets		
Advance income tax (net of provisions)	-	1,406
Total	-	1,406
b) Current tax liabilities		
Provision for income tax (net of advance tax)	4,604	-
Total	4,604	-

8. a) Income tax recognized in profit and loss

Particulars	31-03-2024	31-03-2023
Current income tax charge		
Current income tax	18,379	-
Adjustment in respect of current income tax of previous year	2	(86)
	18,381	(86)
Deferred tax		
In respect of current year	2,597	5,696
Adjustment in respect of prior years	-	-
	2,597	5,696
Income tax expenses reported in the Statement of profit and loss	20,978	5,610

...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

b) The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	31-03-2024	31-03-2023
Profit before tax	83,021	22,422
Income tax expense calculated @ 25.168% (previous year: 25.168%)	20,895	5,643
Effect of expenses that are not deductible in determining taxable profit	(93)	20
Adjustments for subsidiaries taxation	174	(383)
Adjustment for changes in estimates of deferred tax	-	36
Difference of tax rates on other head of Income	-	380
Adjustment in respect of current income tax of previous year	2	(86)
Income tax expenses reported in the Statement of profit and loss	20,978	5,610

9. Net deferred tax assets

Particulars	31-03-2024	31-03-2023
Property, plant and equipment	1,212	1,147
Unabsorbed depreciation / business loss carried forward	2,080	4,731
Right to use lease assets	17	17
Provisions for employee benefits	331	328
Gross deferred tax asset	3,640	6,223
Gross deferred tax liability	-	-
Deferred tax assets (net)	3,640	6,223

10. Other assets**Unsecured, considered good****a) Non-current assets**

Particulars	31-03-2024	31-03-2023
Capital advances	1,456	2,696
Total	1,456	2,696

b) Current assets

Particulars	31-03-2024	31-03-2023
Statutory dues receivable from government authorities		
Goods and Services tax (GST) input credit	734	166
Advances to suppliers	3,950	3,237
Advances to employees	5	24
Earnest money deposits with customers	-	462
Prepaid expenses	4,479	2,433
Total	9,168	6,322

Note: There are no advances due by directors or officers of the Company or any of them, severally or jointly with any other persons or amounts due by firms or private companies respectively in which such director is a partner or a member.



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

11. Inventories (valued at lower of cost or net realizable value)

Particulars	31-03-2024	31-03-2023
Raw material	1,36,586	1,46,396
Work-in-progress	8,413	24,078
Finished goods	152	-
Total	1,45,151	1,70,474

12. Trade receivables

Particulars	31-03-2024	31-03-2023
Trade receivables		
Unsecured, considered good	1,08,642	36,674
Any other	-	-
Total	1,08,642	36,674

Notes:

- The credit period ranges from 30 days to 180 days.
- No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- Movement in the expected credit loss allowance: Not Applicable
- There is no amount due by directors or officers of the Group/ Company or any of them, severally or jointly with any other persons or amount due by firms or private companies respectively in which such director is a partner or a member at any time during the reporting period.
- There is no amount due by any of related party. Transactions and balances with its own subsidiaries are eliminated on consolidation.
- For Trade receivables ageing schedule and other details, please refer note 34.

13. Current investments

Carried at fair value through profit and loss account (FVTPL)

Particulars	31-03-2024	31-03-2023
Quoted Investments in equity instruments		
Investments in equity instruments	15,884	9,675
Total current investments	15,884	9,675
Aggregate amount of quoted investments and market value thereof	15,884	9,675

14. Cash & bank balances

Particulars	31-03-2024	31-03-2023
a) Cash & cash equivalents		
Balances with banks in current accounts	1,77,594	52,851
Cash on hand	191	86
Total	1,77,785	52,937
b) Other bank balance		
Deposits (with original maturity more than 3 months but less than 12 months)	16,881	17,045
Earmarked balances with banks		
Bank deposits as margin money against bank guarantees	6,567	3,925
Total	23,448	20,970



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

15. Share capital

Particulars	31-03-2024	31-03-2023
Authorized		
1,50,00,000 equity shares of ₹ 10/- each	1,50,000	1,50,000
Issued, subscribed & paid-up		
76,28,060 (previous year: 72,23,460) equity shares of ₹ 10/- each fully paid up	76,281	72,235

15.1 Reconciliation statement for number of equity shares outstanding

Particulars	No. of shares	Value in ₹
Equity shares of ₹ 10/- each fully paid up		
As at 31-03-2023	72,23,460	72,235
Add: Equity shares allotted on preferential basis	4,04,600	4,046
As at 31-03-2024	76,28,060	76,281

15.2 During the year ended 31 March 2024, the Company made the preferential allotment of 4,04,600 (Four Lakh Four Thousand and Six Hundred only) equity shares of face value of ₹ 10/- (Rupees Ten only) each fully paid up for cash, at an issue price of ₹ 319 /- (Rupees Three Hundred and Nineteen only) per equity share (which includes a premium of ₹ 309/- per equity share), in accordance with the provisions of Sections 23(1)(b), 42, 62 and all other applicable provisions of the Companies Act, 2013 read with the Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). The Board of Directors have allotted these equity shares in their meeting held on 11-03-2024. As at reporting date, the entire proceeds remain unutilized in a separate bank account.

15.3 The Company has issued only one class of shares/ securities i.e. fully paid-up equity shares. Each equity shareholder is entitled to vote one vote per share. The dividend proposed by Board of Directors, if any, is subject to the approval of equity shareholders in their ensuing annual general meeting, except in case of interim dividend.

In the event of liquidation of Company, the equity shareholders shall be entitled for remaining assets of the Company, after distribution of all preferential amount. The distribution shall be in proportion to the number of shares held by equity shareholders.

15.4 Any holding of shares in respect of each class in the Company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate: None

15.5 Details of shareholders holding more than five per cent equity shares in the Company

Particulars	Category	No. of shares	% holding
a) Inder Mohan Sood	Promoter		
As at 31-03-2024		10,87,221	14.25
As at 31-03-2023		11,49,086	15.91
b) Davinder Mohan Sood	Promoter		
As at 31-03-2024		11,47,758	15.05
As at 31-03-2023		11,47,758	15.89

...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

15.6 Shareholding of Promoters

a) Disclosure of shareholding of promoters as at 31-03-2024 is as follows:

Name of the Promoter	As at 31-03-2024		As at 31-03-2023		% change during the year*
	No. of shares	% of total shares	No. of shares	% of total shares	
Inder Mohan Sood	10,87,221	14.25	11,49,086	15.91	(1.65)
Davinder Mohan Sood	11,47,758	15.05	11,47,758	15.89	(0.84)
Shompa Sood	2,20,000	2.88	2,20,000	3.05	(0.16)
Garv Mohan Sood	1,92,500	2.52	1,92,500	2.66	(0.14)
Gaurav Mohan Sood	1,20,000	1.57	1,20,000	1.66	(0.09)
Anupam Sood	12,000	0.16	12,000	0.17	(0.01)
Gem Financiers & Distributors Pvt. Ltd.	3,10,373	4.07	3,10,373	4.30	(0.23)
Great Films Pvt. Ltd.	1,98,395	2.60	1,98,395	2.75	(0.15)
Total	32,88,247	43.11	33,50,112	46.38	(3.27)

*The denominator number of equity shares is increased from 72,23,460 to 76,28,060 (refer note: 15.2) during the year.

b) Disclosure of shareholding of promoters as at 31-03-2023 is as follows:

Name of the Promoter	As at 31-03-2023		As at 31-03-2022		% change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
Inder Mohan Sood	11,49,086	15.91	11,49,086	15.91	-
Davinder Mohan Sood	11,47,758	15.89	11,47,758	15.89	-
Shompa Sood	2,20,000	3.05	2,20,000	3.05	-
Garv Mohan Sood	1,92,500	2.66	1,92,500	2.66	-
Gaurav Mohan Sood	1,20,000	1.66	1,20,000	1.66	-
Anupam Sood	12,000	0.17	12,000	0.17	-
Gem Financiers & Distributors Pvt. Ltd.	3,10,373	4.30	3,10,373	4.30	-
Great Films Pvt. Ltd.	1,98,395	2.75	1,98,395	2.75	-
Total	33,50,112	46.38	33,50,112	46.38	-

15.7 As per records of the Company as at reporting date, no calls remain unpaid by the directors and officers of the Company.

16. Other equity

Particulars	31-03-2024	31-03-2023
Securities premium	2,11,525	89,677
Capital redemption reserve	14,221	14,221
Retained earnings	2,06,951	1,44,550
Foreign currency translation reserve	9,423	8,725
Total	4,42,120	2,57,173

...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

16.1 Movement in other equity

Particulars	31-03-2024	31-03-2023
Reserves & surplus		
Securities premium		
Balance at beginning of year	89,677	89,677
Premium received on Issue of shares through Private placement*	1,25,021	-
Private Placement Shares issue expense	(3,173)	-
Closing balance	2,11,525	89,677
Capital redemption reserve		
Balance at beginning of year	14,221	14,221
Addition/ deduction	-	-
Closing balance	14,221	14,221
Retained earnings		
Balance at beginning of year	1,44,550	1,27,445
Add: Profit/ (loss) for the year	62,051	16,810
Other Comprehensive Income arising from remeasurement of defined benefit obligation (net of income tax)	350	295
Closing balance	2,06,951	1,44,550
Foreign currency translation reserve		
Balance brought forward	8,725	6,056
Addition/ (deduction) for the year	698	2,669
Closing balance	9,423	8,725
Total	4,42,120	2,57,173

*Refer Note 15.2

Note:

1. Amount received on issue of shares in excess of the par value has been classified as securities premium and can be utilized in accordance with the provisions of the Companies Act, 2013 (the Act).
2. Capital redemption reserve is created out of profits on redemption of capital, which is required to be maintained as per statute and cannot be distributed to the shareholders. The same can only be utilized in a restrictive manner as required by the Act.
3. Retained Earnings represents surplus i.e. balance of the relevant column in the Statement of Changes in Equity.
4. Foreign currency translation reserve pertains to exchange differences on the translation of the subsidiaries having a functional currency other than Indian Rupees.

17. Borrowings

Particulars	31-03-2024	31-03-2023
a) Non-current		
Secured-at amortized cost		
Term loan from other corporate bodies	13,770	13,780
Total	13,770	13,780
b) Current		
Secured		
Current maturity of long-term borrowings	3,887	2,953
Total	3,887	2,953

...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Note:

- The above term loans are secured by way of first pari passu charge on vehicles of the Parent Company with the terms of repayment as stated below:

Particulars	ROI (%)	First repayment date	Last repayment date	As at 31-03-2024	
				Amount outstanding	Repayment monthly installment
The loan amount are repayable by way of given equal monthly installments. The current borrowings	8.25	18-12-2022	18-11-2027	6,949	184
represents the amount payable in next 12 months of	8.50	01-03-2023	01-02-2028	4,084	103
total balance outstanding term loan as at 31-03-2024	8.54	04-04-2023	04-03-2028	2,747	68
	8.60	15-02-2024	15-01-2029	3,877	82

Particulars	ROI (%)	First repayment date	Last repayment date	As at 31-03-2023	
				Amount outstanding	Repayment monthly installment
The loan amount are repayable by way of given equal monthly installments. The current borrowings	8.25	18-12-2022	18-11-2027	8,508	184
represents the amount payable in next 12 months of	8.50	01-03-2023	01-02-2028	4,925	103
total balance outstanding term loan as at 31-03-2023	8.54	04-04-2023	04-03-2028	3,300	68

- These borrowings are not guaranteed by directors or any other person.
- None of the above borrowing is from any related party.
- There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
- The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

18. Current financial liabilities

Particulars	31-03-2024	31-03-2023
a) Trade payables		
Outstanding dues of micro enterprises and small enterprises	74	-
Outstanding dues of creditors other than micro and small enterprises	12,386	30,793
Total	12,460	30,793
b) Other financial liabilities		
Employees related payables	5,081	4,311
Other expenses payable	7,099	3,894
Total	12,180	8,205

Note:

- The average credit period on purchases of goods and services are within 120 days. The trade payables are non-interest bearing.
- For Trade Payables ageing schedule and other details, please refer note 35.

19. Other current liabilities

Particulars	31-03-2024	31-03-2023
Advances from customers	11,511	8,216
Statutory dues	4,711	3,568
Total	16,222	11,784

...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

20. Provisions

Particulars	31-03-2024	31-03-2023
Current		
Provision for short-term employees benefits (leave encashment)	1,316	1,302
Total	1,316	1,302

21. Revenue from operations

Particulars	31-03-2024	31-03-2023
<i>from exports</i>		
Sale of products	1,35,223	94,800
Sale of services	-	36
Total (A)	1,35,223	94,836
<i>from India</i>		
Sale of products	3,20,235	2,08,644
Sale of services	7,855	11,536
Total (B)	3,28,090	2,20,180
Total (A + B)	4,63,313	3,15,016

22. Other income

Particulars	31-03-2024	31-03-2023
a) Interest income		
Interest Income on bank deposits carried at amortised cost	841	662
Interest received on refund of income-tax	60	12
b) Dividend income		
Dividend on non-current investments in equity instruments carried at FVOCI	42	-
c) Others gains and losses		
Net gain on current investments at fair value through Profit or Loss	1,499	28
Net gain/ (loss) on foreign currency transaction and translation	1,935	433
Profit on sale of vehicle	-	130
Total	4,377	1,265

23. Expenses

Particulars	31-03-2024	31-03-2023
23.1 Cost of materials consumed		
Opening stock	1,46,396	1,18,648
Add: Purchases	1,86,907	1,73,153
Less: Closing stock	(1,41,459)	(1,46,396)
Total	1,91,844	1,45,405



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Particulars	31-03-2024	31-03-2023
23.2 Changes in inventories of work-in-progress (semi-finished)		
Opening stock	24,078	19,629
Less: Closing stock	(3,542)	(24,078)
(Increase) / decrease in inventories	20,536	(4,449)
23.3 Employee benefits expenses		
Salary, wages and bonus	66,145	58,121
Contribution to provident and other funds	1,062	1,086
Staff welfare	1,921	601
Total	69,128	59,808
23.4 Depreciation and amortization expenses		
Depreciation on tangible assets	9,074	7,628
Amortization of lease assets	716	716
Amortization of intangible assets	12,846	12,832
Total	22,636	21,176
23.5 Finance cost		
Interest on long-term loan	1,335	270
Interest on lease liabilities	150	215
Total	1,485	485
23.6 Other expenses		
Consumption of stores and spare parts	1,441	1,546
Power & fuel	2,708	2,073
Repairs to machinery	609	369
Repairs to building	2,677	1,402
Other manufacturing expenses	13,598	10,932
Rates & taxes, excluding taxes on income	129	77
Postage, phones & grams	1,287	868
Product testing & quality certification	746	856
Printing & stationery	438	428
Installation & commissioning	8,278	3,794
Technical support	3,887	3,438
Travelling	3,613	5,822
Insurance	479	306
Advertisement	626	828
Office general expenses	1,661	1,489
Vehicle repair & maintenance	1,606	1,187
Freight & cartage	11,326	9,377
Charity and donation	30	40
Security	1,357	1,339
Miscellaneous	995	2,071
Auditors remuneration	505	405
Bank charges	669	392
Legal & professional	13,241	8,525
Packing & forwarding	3,431	2,164
Business promotion	995	2,294
Total	76,332	62,022



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

24. Earnings per share

Particulars	31-03-2024	31-03-2023
Net profit attributable to the equity shareholders of the Company	62,051	16,810
Weighted average number of equity shares of ₹ 10/- each	72,46,675	72,23,460
Basic and diluted earning per share	8.56	2.33

25. Contingent liabilities and commitments**25.1 Contingent liabilities (not provided for)**

There is no contingent liabilities liable to be reported.

25.2 Commitments

In view of current and expected foreseeable growth opportunities, the Board of Directors intends to retain the financial resources of the Group and therefore, finds it prudent not to propose any dividend for the year under reporting.

26. Code on Social Security

The Indian Parliament had approved the Code on Social Security, 2020 ['Code'] in September 2020 relating to employee benefits i.e., benefits during employment as well as post-employment. The same had also received Presidential Assent. The Ministry of Labour and Employment had released draft rules for the Code on 13 November 2020, and had invited suggestions from stakeholders, which are under active consideration by the Ministry.

The Company and its Indian subsidiary will assess the impact once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

27. Gratuity

The Group has a defined benefit gratuity plan with Life Insurance Corporation of India (LIC) in the form of a qualifying insurance policy. Eligible employees are entitled for gratuity in accordance with the provisions of the Payment of Gratuity Act, 1972, including any statutory modifications or re-enactment thereof. The fund has formed a trust and it is governed by the Board of Trustees.

The fund is subject to risks such as asset volatility, changes in bond yields and asset liability mismatch. In managing the plan assets, the Board of Trustee reviews and manages the risks associated with the funded plan and aim to keep annual contributions relatively stable at a level such that no major plan deficits arises by following effective risk management policies.

Particulars	31-03-2024	31-03-2023
27.1 Net employee benefit expenses (recognized in profit and loss account)		
Current service cost	905	777
Net interest expenses/ (income)	(85)	8
Amount recognized in profit and loss account	820	785
Remeasurement of the net employee defined benefit plans		
Net actuarial gain/ (loss) on obligation	468	394
Net actuarial gain/ (loss) on plan assets	-	-
Amount recognized in Other Comprehensive Income	468	394
Total	352	391



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Particulars	31-03-2024	31-03-2023
27.2 Changes in present value of defined benefit obligation		
Opening defined benefit obligation	14,001	13,527
Interest cost	1,015	924
Current service cost	905	777
Benefits paid	-	(832)
Net actuarial (gain)/ loss on obligation	(468)	(395)
Closing defined benefit obligation	15,453	14,001
27.3 Changes in fair value of plan assets		
Opening fair value of plan assets	14,295	13,307
Interest return	1,100	915
Contribution by employer	1,072	905
Benefits paid	-	(832)
Net actuarial gain/ (loss)	-	-
Closing fair value of plan assets	16,467	14,295
27.4 Plan assets/ (liability) recognized in the balance sheet		
Present value of defined benefit obligation	15,453	14,001
Less: Fair value of plan assets	16,467	14,295
Funded status [Deficit/ (Surplus)]	(1,014)	(294)
27.5 Constitution of the fair value of total plan assets		
Investments with insurer (LIC of India)	100%	100%
27.6 Principal actuarial assumptions		
Discount rate	7.25%	7.25%
Salary escalation	6.00%	6.00%
Expected rate of return on plan assets	7.70%	7.10%
Mortality Rate	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate
Employee turnover	1% to 3%	1% to 3%
27.7 Sensitivity analysis		
Impact on defined benefit obligation		
Assumption	31-03-2024	31-03-2023
Discount rate		
1.00% increase	(808)	(732)
1.00% decrease	904	819
Future salary increase		
1.00% increase	824	747
1.00% decrease	(751)	(680)
Attrition Rate		
1.00% increase	(20)	(18)
1.00% decrease	24	22

The sensitivity analysis presented above may not be a representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using "Projected Unit Credit" method at the end of the reporting period which is the same as that applied in calculating the defined benefit obligation liability recognised in Balance Sheet.

There were no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Following are the expected cash flows to the defined benefit plan in future years:

Particulars	31-03-2024	31-03-2023
With in next 12 months	959	529
Between 1-5 years	1,165	1,164
Between 5-10 years	1,119	1,056

28. Financial instruments**Capital management**

The Group's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Group. The Group determines the capital management requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through equity, borrowings and operating cash flows.

The Group is not subject to any externally imposed capital requirements.

The Group's Debt Equity ratio is as below:

Particulars	31-03-2024	31-03-2023
Total Debt [including Lease Liabilities]	18,441	18,232
Total Equity	5,18,826	3,29,841
Debt Equity Ratio (in times)	0.04	0.06

Categories of financial instruments

Particulars	31-03-2024	31-03-2023
Financial assets		
Measured at amortised cost		
Cash and cash equivalents	1,77,785	52,937
Other bank balances	23,448	20,970
Other financial assets	2,666	2,232
Trade receivables	1,08,642	36,674
Measured at fair value through profit and loss account		
Current investments	15,884	9,675
Financial liabilities		
Measured at amortised cost		
Trade payables	12,460	30,793
Other current financial liabilities at amortised cost	12,180	8,205
Borrowings	17,657	16,733



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's financial assets that are measured at fair value or where fair value disclosure is required as at 31 March 2024:

Particulars	Total	Fair value measurement using		
		Level -1	Level -2	Level -3
FVTPL investments in equity instruments	15,884	15,884	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

Whereas, the following table provides the fair value measurement hierarchy of the Group's financial assets that are measured at fair value or where fair value disclosure is required as at 31 March 2023:

Particulars	Total	Fair value measurement using		
		Level -1	Level -2	Level -3
FVTPL investments in equity instruments	9,675	9,675	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

29. Financial risk management

Risk is inherent in the Group's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls.

The financial liabilities of the Group comprise borrowings, trade and other payables to finance the operations of the Group. The financial assets of the Group include loans, trade and other receivables, cash and cash equivalents that directly derive from the operations. The Group has not entered into any derivative transactions.

The Company's Board of Directors is ultimately responsible for the overall risk management approach and for providing the risk strategies and principles.

The Group is exposed to market risk, credit risk and liquidity risk.

Market risk

The Group's activities expose it primarily to the financial risk of changes in foreign currency exchange rates.

Though the Group has not entered in any forward foreign exchange contract, however; the market risk is managed on the basis of continuous appraisal of market conditions and management's estimate of long and short-term and changes in fair value.

Foreign currency risk management

The Group is mainly exposed to the currencies: USD, CAD, JPY and Euro currency.

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed in accordance with the market conditions and management's estimates.

The Group has not entered in any forward foreign exchange derivative contracts during the reporting periods.

Equity risk

There is no material equity risk relating to the Group's equity investments. The Group's equity investments majorly comprises of strategic investments rather than trading purposes.

Interest risk

There is no material interest risk relating to the Group's financial liabilities.



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligation resulting in financial loss to the Group. The Group uses its own trading records to evaluate the credit worthiness of its customers. The Group's exposures are continuously monitored and the aggregate value of transactions concluded, are spread amongst approved counter parties.

Liquidity risk management

The ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-term, medium-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

All current financial liabilities are repayable within one year.

Liquidity risk table

The following table detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Particulars	< 1 year	2 to 5 years	> 5 years
As at 31-03-2024			
Financial liabilities at amortised cost	24,640	-	-
Borrowings	3,887	13,770	-
As at 31-03-2023			
Financial liabilities at amortised cost	38,998	-	-
Borrowings	2,953	13,780	-

30. Related party transactions

Details of transactions between the Group and other related party are disclosed below.

30.1 Subsidiaries considered in the consolidated financial statements:

Name	Country	31-03-2024	31-03-2023
Direct			
Valiant Communications (UK) Limited	U.K.	100.00%	100.00%
Valiant Infrastructure Limited	India	88.94%	88.94%
Indirect			
Valcomm Technologies Inc.	U.S.A.	100.00%	100.00%

30.2 Key Management Personnel (KMP)

Sh. Inder Mohan Sood (Chairman and Managing Director)	Sh. Sumit Mehta (Independent Director)
Sh. Davinder Mohan Sood (Executive Director -Finance)	Sh. Gaurav Mohan Sood (Executive Director)
Sh. Gaurav Kaura (Independent Director)	Ms. Neepa Chatterjee (Independent Director)
Sh. Avinash Verma (Independent Director)	

30.3 Transactions with KMP

Particulars	31-03-2024	31-03-2023
Managerial remuneration	13,388	11,151
Sitting fees paid to Independent Directors	480	160
Total	13,868	11,311



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

31. Auditor's remuneration

Particulars	31-03-2024	31-03-2023
Statutory audit fee	280	180
Certification charges	100	100
Tax audit and other assurance services	125	125
Total	505	405

32. Segmentwise revenue & results

Particulars	31-03-2024	31-03-2023
Revenue by geographical segment		
India	3,28,515	2,20,180
USA	31,709	24,528
Europe	45,436	39,232
Rest of the world	67,910	41,860
Total	4,73,570	3,25,800
Less: Inter segment revenue	10,257	10,784
Net sales/ revenue from operation	4,63,313	3,15,016
Profit/(loss) before tax and interest by geographical segment		
India	1,73,223	1,11,600
USA	16,720	12,432
Europe	23,958	19,885
Rest of the world	35,808	21,217
Total	2,49,709	1,65,134
Less: Interest	1,485	485
Less: Other unallocable expenditure net of other unallocable income	1,65,203	1,42,227
Profit before tax	83,021	22,422

The Group manufactures "Communication Equipment" primarily for power utilities / other utilities and engaged in its allied services, which is the only business segment of the Group. The Group manufacturing unit is located at New Delhi. The above segment-wise revenue and results are being identified on the basis of geographical markets. The fixed assets used in the Group's business cannot be specifically identified with any geographical segment. The management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a segregation of capital employed on segment basis, is not possible.



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

33. Additional information related to the subsidiaries considered in the preparation of consolidated financial statements.**a) As at 31-03-2024**

Name of entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss (PAT)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent company								
Valiant Communications Ltd.	94.46	4,90,063	106.03	65,791	33.38	350	104.82	66,141
Indian subsidiary								
Valiant Infrastructure Ltd.	0.69	3,583	(0.12)	(73)	-	-	(0.12)	(73)
Foreign subsidiaries								
Valiant Communications (UK) Ltd.	5.66	29,383	(0.85)	(530)	90.08	944	0.66	414
Valcomm Technologies Inc.	5.96	30,937	(5.07)	(3,145)	(23.46)	(246)	(5.37)	(3,391)
Non-controlling interest in all subsidiaries	0.09	425	0.01	8	-	-	0.01	8
Consolidation adjustments as per Ind AS	(6.86)	(35,565)	-	-	-	-	-	-
Total	100.00	5,18,826	100.00	62,051	100.00	1,048	100.00	63,099

b) As at 31-03-2023

Name of entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss (PAT)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent company								
Valiant Communications Ltd.	90.36	2,98,028	109.34	18,380	9.97	295	94.44	18,675
Indian subsidiary								
Valiant Infrastructure Ltd.	1.11	3,656	0.11	19	-	-	0.10	19
Foreign subsidiaries								
Valiant Communications (UK) Ltd.	8.78	28,969	5.67	953	21.44	636	8.03	1,589
Valcomm Technologies Inc.	10.26	33,856	(15.11)	(2,540)	68.59	2,033	(2.56)	(507)
Non-controlling interest in all subsidiaries	(0.13)	(433)	(0.01)	(2)	-	-	(0.01)	(2)
Consolidation adjustments as per Ind AS	(10.38)	(34,235)	-	-	-	-	-	-
Total	100.00	3,29,841	100.00	16,810	100.00	2,964	100.00	19,774



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

34. Trade receivables ageing schedule

Particulars	Outstanding for the following periods from the due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Trade receivables for the current year:						
Undisputed - considered good	1,03,095	5,081	30	153	-	1,08,359
Undisputed - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed - credit impaired	-	-	-	-	-	-
Disputed - considered good	-	-	51	232	-	283
Disputed - which have significant increase in credit risk	-	-	-	-	-	-
Disputed - credit impaired	-	-	-	-	-	-
Total	1,03,095	5,081	81	385	-	1,08,642
Trade receivables for the previous year:						
Undisputed - considered good	34,976	187	676	-	-	35,839
Undisputed - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed - credit impaired	-	-	-	-	-	-
Disputed - considered good	-	-	835	-	-	835
Disputed - which have significant increase in credit risk	-	-	-	-	-	-
Disputed - credit impaired	-	-	-	-	-	-
Total	34,976	187	1,511	-	-	36,674

Note: The date of the transaction is considered as due date of payment, where the date of the transaction is not specified.

35. Trade payables includes amount payable to Micro, Small and Medium Enterprises (MSME) as follows

Particulars	31-03-2024	31-03-2023
i) Principal amount remaining unpaid to any supplier as at the end of the accounting year*	74	-
ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
iii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) along with the amount of payment made to the supplier beyond the appointed day during each accounting year	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
v) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

*Out of above amount overdue is ₹ Nil (Previous year: ₹ Nil)

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.



...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

35.1 Trade payables ageing schedule

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
For the current year:					
MSME	74	-	-	-	74
Others	12,386	-	-	-	12,386
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	12,460	-	-	-	12,460
For the previous year:					
MSME	-	-	-	-	-
Others	30,793	-	-	-	30,793
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	30,793	-	-	-	30,793

Note: The date of the transaction is considered as due date of payment, where the date of the transaction is not specified.

36. Additional Regulatory Information

a) Ratios

Particulars	Numerator	Denominator	Current year	Previous year	% Variance	Reason for variance
Current ratio (in times)	Total current assets	Total current liabilities	9.49	5.41	75%	Refer below note
Inventory Turnover (in times)	Revenue from operations	Average inventory	2.94	2.04	44%	
Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total equity	0.04	0.06	-36%	
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	13.01	7.85	66%	
Return on equity ratio (in %)	Profit for the year	Average total equity	14.62	5.25	178%	
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	6.38	9.47	-33%	
Trade payables turnover ratio (in times)	Net Purchases	Average trade payables	8.77	7.65	15%	
Net capital turnover ratio (in times)	Revenue from operations	Average Working Capital	1.38	1.35	2%	
Net profit ratio (in %)	Profit for the year	Revenue from operations	13.39	5.34	151%	
Return on Networth (in %)	Profit for the year	Net worth	11.96	5.10	135%	
Return on capital employed (in %)	Profit before tax and finance costs	Net worth+Lease liabilities	16.26	6.91	135%	
Return on investment (in %)	Income generated from investments	Average invested funds	12.05	0.40	2898%	

Note: The variations in turnover ratios are because of the efficiency recorded in the working capital management specifically at an inventory level. The increase in current assets is also supported by the increase in bank balance because of the afresh issuance of equity shares. There is an increase in average trade receivables primarily because of increase in revenue. The decrease in the Debt-Equity ratio is because of the afresh equity infused.

The increase in above reported margin and return ratios are primarily because of the reported increase in revenue. It has further positive impact on profitability and thereby, the debt service coverage ratio. The increase in the net-worth is also supported by the afresh equity issued. Whereas, the return of investment is improved because of the appreciation of investment value during the year.

**...NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are in ₹ thousands unless otherwise stated

b) Other Disclosures

- i) Relationship with Struck off Companies - The Group does not have any transactions or relationships with any companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
 - ii) There are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of account.
 - iii) There are no charges or satisfaction of charges yet to be registered with Registrar of Companies beyond the statutory period.
37. The comparative figures for the previous year have been rearranged wherever required to conform to the revised presentation of accounts.
38. Notes to financial statements form an integral part of consolidated financial statements.

As per our report of even date
For and on behalf of
Pawan Nanak Bansal & Co.
Chartered Accountants
Firm Registration No.: 008953C

Alok Jain
Partner
Membership No.: 510960

For and on behalf of the Board

Inder Mohan Sood
Managing Director & CEO
DIN: 00001758

Davinder Mohan Sood
Executive Director & CFO
DIN: 00001756

Manish Kumar
Company Secretary
Membership No.: A16483

New Delhi, 29 May 2024



VALIANT COMMUNICATIONS LIMITED

REGD. OFFICE: 71/1, SHIVAJI MARG,
NEW DELHI – 110 015
CIN: L74899DL1993PLC056652
Email id: investors@valiantcom.com
Website: www.valiantcom.com
Telephone no: 011-25928415

NOTICE

Notice is hereby given that the 31st Annual General Meeting of Valiant Communications Limited will be held on Wednesday, 25 September 2024, at 10:00 a.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The venue of the meeting shall be deemed to be the Registered Office of the Company. The following businesses will be transacted at the meeting:-

ORDINARY BUSINESS

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2024, together with the Reports of the Board of Directors and the Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2024, together with the Report of the Auditors thereon.

3. Appointment of a Director retiring by rotation

To appoint a Director in place of Mr. Inder Mohan Sood (DIN: 00001758), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Re-appointment of Mr. Gaurav Mohan Sood as a Whole-time Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Company be and is hereby accorded for the re-appointment of Mr. Gaurav Mohan Sood (Director Identification Number: 08772592), as approved by the Nomination and Remuneration Committee and Board of Directors pursuant to the provisions of Companies Act, 2013, for a further period of three years w.e.f. 30 September 2024, but liable to retire by rotation, on existing terms and conditions including remuneration, set out in the explanatory statement annexed hereto including the remuneration to be paid in the event of inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to increase, alter and vary, on the approval and recommendation of Nomination and Remuneration Committee of the Board, without further reference to the Members, the terms and conditions of the said re-appointment including the remuneration, but subject to the maximum remuneration prescribed under Para A, Section II, Part II of Schedule V of the Companies Act, 2013, in such manner, as may be agreed to between the Board of Directors and Mr. Gaurav Mohan Sood.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute the agreement and other documents and

take such steps as may be necessary and desirable to implement and give effect to the forgoing resolution.”

5. Appointment of Mr. Subhash Kumar Mehta as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Mr. Subhash Kumar Mehta (DIN: 02958040) who has submitted a declaration that he meets the criteria for independence as provided under the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of this Annual General Meeting for a term of five years.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

6. Appointment of Mr. Anil Tandon as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Mr. Anil Tandon (DIN: 01761879) who has submitted a declaration that he meets the criteria for independence as provided under the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of this Annual General Meeting for a term of five years.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

7. Appointment of Ms. Sanjna Aggarwal as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV 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), Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Ms. Sanjna Aggarwal (DIN: 10645777) who has submitted a declaration that she meets the criteria for independence as provided under the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of this Annual General Meeting for a term of five years.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard."

By order of the Board of Directors
For Valiant Communications Ltd.
Sd/-
Manish Kumar
Company Secretary
Membership No.: A16483

Date: 29 May 2024

Regd. Office: 71/1, Shivaji Marg, New Delhi - 110015

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated 08 April 2020 and 17/2020 dated 13 April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated 05 May 2020, 10/2022 dated 28 December 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25 September 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
 2. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available and hence, Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
 3. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (Act).
 4. Members under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to mail to investors@valiantcom.com, a scanned copy (PDF/JPEG format) of the Board Resolution authorising their representatives to attend and vote at the AGM, pursuant to Section 113 of the Act.
 5. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- a) **For shares held in electronic form:** to their Depository Participants (DPs)
 - b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent i.e. Link Intime India Pvt. Ltd. (LIPL), Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi – 110058, in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03 November 2021. For further details, Members may also visit Company's website <https://valiantcom.com/corporate/investors/investor-details.html>
6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
- Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the website of the Company at the following web link: <https://valiantcom.com/corporate/investors/investor-details.html> and on the website of LIPL at <https://linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
7. SEBI vide its notification dated 24 January 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or LIPL, for assistance in this regard.
 8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or LIPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
 9. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://valiantcom.com/corporate/investors/investor-details.html>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to LIPL in case the shares are held in physical form.
 10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
 11. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, 19 September 2024 to Wednesday, 25 September 2024 (both days inclusive).

12. Pursuant to the provisions of Section 124 of Companies Act, 2013, the amounts of dividend remaining unclaimed for a period of seven years have been transferred to the Investors Education and Protection Fund (IEPF). Members are also requested to note that, pursuant to the provisions of Section 124 of the Act and the IEPF Rules, the Company has transferred all shares on which dividend had not been paid or claimed for seven consecutive years or more to an IEPF Demat Account. Members/ claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5.

13. Pursuant to the above referred statutory Circulars, the Notice of the AGM and the Annual Report for the year ended 31 March 2024 are being sent electronically to those Members whose e-mail addresses are registered with the DP/RTA. The Notice of the AGM and the Annual Report for the year ended 31 March 2024, circulated to Members is also available on the website of the Company www.valiantcom.com and on the website of BSE Limited i.e. www.bseindia.com, and on the website of LIPL at <https://linkintime.co.in/>.

14. In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the Listing Regulations, the Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by LIPL, on all resolutions set forth in this Notice.

15. Members who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at agm@valiantcom.net, at least 48 hours prior to the date of AGM. The same will be replied by the Company suitably. Members who would like to express their views during the meeting must send their request mentioning with these details at the same email id at least three days prior to the date of AGM but not before seven days from the date of AGM.

16. Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Act, respectively, will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection by the Members without payment of any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents are requested to send an e-mail to agm@valiantcom.net. Inspection shall be provided at a mutually convenient time.

17. Details of the Executive Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the Listing Regulations

i) Mr. Inder Mohan Sood (holding DIN: 00001758), aged 67, is one of Promoter of the Company. He is a Postgraduate (M.A.) from Delhi University and has vast experience in the core activities of the Company including the product development technical know-how thereof. He has been associated with the Company from its inception and joined the Board as Director on 01-01-1994. He was last re-appointed as Managing Director and Chief Executive Officer on the 29th AGM by the Members. His tenure will expire on 16 August 2025. In accordance with the provisions of Section 152 of the Act, Mr. Inder Mohan Sood, Director of the Company, is liable to retire by rotation, and being eligible, offers himself for re-appointment on the existing terms and conditions including remuneration as provided in the report on corporate governance. Apart from the Company, he holds the office of director in (a) Valiant Infrastructure Ltd. (b) Valiant Communications (UK) Ltd.

(c) Gem Financiers & Distributors (P) Ltd. (d) Great Films (P) Ltd. (e) Valcomm Technologies Inc. He does not hold any kind of directorship and/or membership of the committees of the Board in any other listed entity. Mr. Inder Mohan Sood is from the Promoter group of the Company and he is relative to the other executive directors; namely, Mr. Davinder Mohan Sood and Mr. Gaurav Mohan Sood. As of date, he holds 10,87,221 (14.25%) equity shares of the Company.

ii) Mr. Gaurav Mohan Sood (holding DIN: 08772592), aged 28, is from the Promoter group of the Company and designated as Whole-time Director. He is a Bachelor of Applied Science, Honors Computer Engineering, Management Sciences Option with distinction from University of Waterloo, Canada. He joined the Board as an Additional Whole-time Director on 10 November 2020 and regularized by the members in their AGM held on 30 September 2021 for three years. Before this appointment, he was working with the Company as Head-Software Design. His tenure as Whole-time Director will expire on 29 September 2024. Hence, he is being re-appointed in compliance with the applicable provisions of the Companies Act, 2013 on the existing terms and conditions including remuneration as provided in explanatory statement. He does not hold any kind of directorship and/or membership of the committees of the Board in any other entity. He is a relative of the other executive directors of the Company; namely, Mr. Inder Mohan Sood, Managing Director and Mr. Davinder Mohan Sood, Whole-time Director. As of date, he holds 1,20,000 (1.57%) equity shares of the Company.

By order of the Board of Directors
For Valiant Communications Ltd.
Sd/-
Manish Kumar
Company Secretary
Membership No.: A16483

Date: 29 May 2024
Regd. Office: 71/1, Shivaji Marg,
New Delhi - 110015

Explanatory Statement

As required under Section 102(1) of the Act, the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

Item No. 4

The Board of Directors, on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Gaurav Mohan Sood (Director Identification Number: 08772592) as an Additional Whole-time Director on 10 November 2020 and regularized by the members in their AGM held on 30 September 2021 as Whole-time Director for three years, whose office shall be liable to retire by rotation. His tenure as Whole-time Director will expire on 29 September 2024.

Mr. Gaurav Mohan Sood is from the Promoter group of the Company. He is a Bachelor of Applied Science, Honors Computer Engineering, Management Sciences Option with distinction from University of Waterloo, Canada. Before this appointment, he was working with the Company as Head-Software Design.

Considering his association with the Company, the valuable services rendered, and efforts made by him in improving the operations of the Company, the Board of Directors are of opinion that he be re-appointed as Whole-time Director for a further period of three years. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 29 May 2024, subject to the approval of the members and the provisions of the Articles of

Association of the Company, has re-appointed Mr. Gaurav Mohan Sood (hereinafter referred to as “the Appointee”) as the Whole-time Director of the Company for a further period of three years, w.e.f. 30 September 2024, on the existing terms and conditions as provided below:

A. Tenure of Reappointment: The reappointment of Mr. Gaurav Mohan Sood as Whole-time Director is for a period three (3) years i.e., from 30 September 2024 to 29 September 2027.

B. Nature of Duties: The Appointee shall devote his whole time and attention to the software development, research, new technologies adaption and other related business activities of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies/ Subsidiaries or any other Executive body or a Committee of such a Company.

C. Remuneration: The Appointee shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/Market Standards:

- a) **Salary:** Rs. 35,80,000 (Rs. Thirty-Five Lac and Eighty Thousand only) per annum with annual increments effective 1st April every year (starting April 2025) as may be decided by the Board, based on the recommendation of Nomination & Remuneration Committee, but subject to the maximum remuneration prescribed under Para A, Section II, Part II of Schedule V of the Companies Act, 2013.
- b) **Benefits, Perquisites, Allowances:** None
- c) **Commission / Incentive:** None

In addition to the above, Mr. Gaurav Mohan Sood, will be entitled for all other statutory employee benefits with respect to Provident Fund, Gratuity, medical insurance, leave rules as per Company's policy and rules.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution except Mr. Gaurav Mohan Sood, Mr. Inder Mohan Sood, Managing Director and CEO and Mr. Davinder Mohan Sood, Executive Whole-time Director and CFO.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

Statement pursuant to Section-II of Schedule V of the Companies Act, 2013:

General Information:

Nature of industry	Manufacturing of communications equipment and its allied services
Date of commencement of commercial production	01-04-1999
Financial performance based on given indicators	Based on the audited figures of financial year 2023-24, the net revenues (net of taxes and component sales) from operations on a standalone basis grew by 51.39% to ₹4,57,108 thousand in the reporting year. The growth in revenue has a further positive impact on margins and profitability. The reported Earnings before Depreciation, Interest, and Taxation (EBITDA) stands at ₹ 1,11,916 thousand [previous year: ₹ 46,682 thousand] with the reported net profit (loss) at ₹ 65,791 thousand [previous year: ₹ 18,380 thousand] with a recorded growth of 258%. At consolidated level, the net revenues (net of taxes and component sales) from operations on a consolidated basis grew by 47.08% to ₹ 4,63,313 thousand in the reporting year. The growth in revenue has a further positive impact on margins and profitability. The reported EBITDA is increased to ₹ 1,07,142 thousand from ₹ 44,083 thousand as reported last year. Whereas, the reported net profit (loss) is increased to ₹ 62,043 thousand from ₹ 16,812 thousand with a recorded growth of 269%.
Foreign investments or collaborators, if any	There is no Direct Foreign Investment in equity of the Company except the investment made by the Foreign Institution Investors/ Foreign persons through secondary market i.e. stock exchanges. Based on the audited figures of financial year 2023-24, ₹ 17,758 thousand (previous year: ₹ 17,758 thousand) foreign subsidiaries have been invested.

Information about the Appointee:

Name of Appointee	Mr. Gaurav Mohan Sood
Background	From Promoter Group (refer above Explanatory Statement for details)
Past remuneration	Annual salary of ₹ 3,580 thousand
Recognition and awards	None
Job profile and suitability	Based on the skills, experience, knowledge and report of his performance evaluation by NRC especially his vast experience as in-charge of all software development activities of the Company.
Remuneration proposed	As set out in the above Notice and Explanatory Statement.
Comparative remuneration profile	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	There is no pecuniary relationship with the Company except the following: a. He is holding the position of Whole-time Director. b. He is included under the 'Promoter and Promoter Group' of the Company. c. He holds 1,20,000 equity shares of Company as on date. d. He is a relative of other executive directors of the Company; namely, Mr. Inder Mohan Sood, Managing Director and Mr. Davinder Mohan Sood, Whole-time Director.

Other Information:

Reasons for loss or inadequate profits	The Company has improved its profitability significantly both at standalone and group level. However, the profits may remain inadequate because of the volatility in the business environment owing to the global uncertainties (refer report on Management Discussion and Analysis for more details).
Steps taken or proposed to be taken for improvement	Expansion in global marketing network and introduction of new products with latest technology.
Expected increase in productivity and profits	The Company expects improved performance in the years ahead in terms of better revenue-mix and profitability as a result of above measures.
Validity of members approval by way of special resolution under Para A, Section-II, Part-II of Schedule V of the Companies Act, 2013	Three years

Disclosures:

The remuneration package of the managerial personnel has been provided in the Notice and the Company has made appropriate disclosures as required under Schedule V of the Companies Act, 2013 in the Corporate Governance Report forming part of the Directors' Report of the Company.

Item No. 5 to 7

The Board of Directors at its meeting held on 29 May 2024, upon recommendation by the Nomination and Remuneration Committee of the Board, approved and recommended to the shareholders, appointment of Mr. Subhash Kumar Mehta (DIN: 02958040), Mr. Anil Tandon (DIN: 01761879) and Ms. Sanjna Aggarwal (DIN: 10645777) as Independent Directors of the Company, not liable to retire by rotation, from the conclusion of the 31st Annual General Meeting for a term of five years.

Pursuant to Section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the appointments of Mr. Subhash Kumar Mehta, Mr. Anil Tandon and Ms. Sanjna Aggarwal require approval of the Members by way of Special Resolution(s) as set out at Item Nos. 5 to 7 in the accompanying Notice.

The Company has received declarations each from Mr. Subhash Kumar Mehta, Mr. Anil Tandon and Ms. Sanjna Aggarwal that they are not disqualified from being respective appointments as Independent Directors in terms of Section 164 of the Companies Act, 2013 and other applicable provisions of the Act and all of them have given their respective consents for their appointments.

Further, the Company has also received respective declarations from Mr. Subhash Kumar Mehta, Mr. Anil Tandon and Ms. Sanjna Aggarwal, confirming that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Subhash Kumar Mehta, Mr. Anil Tandon and Ms. Sanjna Aggarwal fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulations, for their respective appointments as Independent Directors of the Company and that they are independent of the management.

The Board of directors, based upon the recommendation of the Nomination and Remuneration Committee have recommended for approval of the shareholders, the appointment of Mr. Subhash Kumar Mehta, Mr. Anil Tandon and Ms. Sanjna Aggarwal, considering their integrity, expertise and experience including their proficiency, as independent directors, to hold office for a term of five years from the conclusion of 31st AGM.

The Nomination and Remuneration Committee and the Board of directors at their respective meetings have assessed their candidature and are of the opinion that the above recommended Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of commerce, laws, strategy, auditing, tax and risk advisory services, financial services, corporate governance, etc. and that they hold highest standards of integrity.

The copy of draft letter of appointment of Mr. Subhash Kumar Mehta, Mr. Anil Tandon and Ms. Sanjna Aggarwal setting out the terms and conditions of their respective appointments are being made available for inspection by the members through electronic mode and available at the web-portal of the company i.e. www.valiantcom.com. As required under Regulation 36 of the Listing Regulations and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of the Mr. Subhash Kumar Mehta, Mr. Anil Tandon and Ms. Sanjna Aggarwal are annexed herewith to the notice.

Except Mr. Subhash Kumar Mehta, Mr. Anil Tandon and Ms. Sanjna Aggarwal or their relatives, respectively, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise.

The Board recommends the resolutions set out at Item Nos. 5 to 7 in the accompanying Notice for the approval of the shareholders by way of special resolution(s).

**Details of Independent Directors seeking appointment / reappointment at the 31st Annual General Meeting
(Pursuant to Regulations 36(3) and 26(4) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard SS-2)**

Name of the Director	Mr. Subhash Kumar Mehta	Mr. Anil Tandon	Ms. Sanjna Aggarwal
Age	70 years	64 years	35 years
Qualifications	M.A. (Economics), B.Sc. (Hons.) Statistics, CAIIB	B.A. (Hons.) Economics	Chartered Accountancy from ICAI
Date of first appointment on the Board	It is proposed to appoint as an Independent Director for his first term on the Board and hence, these details are not applicable.	It is proposed to appoint as an Independent Director for his first term on the Board and hence, these details are not applicable.	It is proposed to appoint as an Independent Director for her first term on the Board and hence, these details are not applicable.
Experience including expertise in specific functional areas / Brief Resume	Mr. Subhash Kumar Mehta had worked with Union Bank of India for almost 34 years at various senior levels in the field of General Banking and took voluntarily retirement in September 2006. He later joined the A2Z Group and worked as Vice President – Finance for over six years. Presently, he is working as a Director in Cloudintegrtr Software Services Pvt Ltd. with the functional area of banking and finance operations since 2016.	Mr. Anil Tandon has a varied corporate experience of more than 30 years at senior management and operations of the Company especially in the technology process and the supply chain management. He was appointed and joined the board as Whole-time Director in the year 2008 and voluntarily retired in the year 2013. After the expiry of the mandatory cooling-off period of more than 10 years, he is eligible for appointment of Independent Director.	Ms. Sanjna Aggarwal is a Chartered Accountant and working as a sole Proprietor in her firm SAA & Associates since 2015. She has varied experience in Financial, Banking, Accounting, Auditing, Taxation and Strategic Consulting.
Justification for choosing for appointment as Independent Director	Based on the skills, experience, knowledge and report of his performance evaluation	Based on the skills, experience, knowledge and report of his performance evaluation	Based on the skills, experience, knowledge and report of her performance evaluation
Remuneration last drawn	NIL	NIL	NIL
Remuneration proposed to be paid	Sitting fees for attending Board and Committee Meetings	Sitting fees for attending Board and Committee Meetings	Sitting fees for attending Board and Committee Meetings
Terms and Conditions of Appointment/Re-appointment.	Term- 5 years from the date of appointment. Please refer to explanatory statement of item no. 5	Term- 5 years from the date of appointment. Please refer to explanatory statement of item no. 6	Term- 5 years from the date of appointment. Please refer to explanatory statement of item no. 7
Resignation during past 3 years from listed companies	None	None	None
Directorship and committee membership of other listed companies	NIL	NIL	NIL
No. of shares held in the Company	NIL	1,300 (0.02%)	NIL
Relationship with other Directors /KMPs	No	No	No
No. of Board Meetings attended during the year	Not Applicable	Not Applicable	Not Applicable
Skills and capabilities required for the role and the manner to meet such requirements in case of Independent Director	i) Business Strategy, Sales & Marketing, Corporate Governance, Foreign Exchange, Administration, Decision Making ii) Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	i) Technical / Professional skills and specialized knowledge in relation to Company's business (communication equipment) ii) Financial and Management skills	i) Business Strategy, Sales & Marketing, Corporate Governance, Foreign Exchange, Administration, Decision Making ii) Financial and Management skills

Remote e-Voting Instructions for Shareholders (post change in the Login mechanism for Individual Shareholders holding securities in demat mode)

Pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and e-mail Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. 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.com/SecureWeb/IdeasDirectReg.jsp 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Physical mode & e-Voting service provider is LINKINTIME.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable) C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service provider is LINKINTIME, have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid e-mail address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-Voting service provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-Voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in> under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

GENERAL INSTRUCTIONS

1. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, 18 September 2024. The voting period begins on Saturday, 21 September 2024 (10:00 a.m. IST) and ends on Tuesday, 24 September 2024 (05:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), may cast their vote electronically. The remote e-voting module shall be disabled by LIPL for voting thereafter.
2. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
3. Any person who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut-off date for voting, may obtain the login ID and password by sending a request to enotices@linkintime.co.in. However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. Mr. Mahesh Kr. Gupta, Mahesh Gupta & Co., Practicing Company Secretaries (FCS No. 2870 CP. No. 1999) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.
5. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
6. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.valiantcom.com and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE).

PROCESS AND MANNER FOR ATTENDING THE 31ST AGM THROUGH INSTAMEET

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html/>. Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

1. Open the internet browser and launch the URL for InstaMeet <<https://instameet.linkintime.co.in>> and register with your following details:-
 - a. Demat Account No. or Folio No.: Enter your 16-digit Demat Account No. or Folio Number registered with the Company.
 - b. PAN: Enter your 10-digit Permanent Account Number.
 - c. Mobile No.: Enter your mobile number.
 - d. E-mail ID: Enter your e-mail id, as recorded with the DP/Company.
2. Click "Go to Meeting"
3. Members can log in and join 30 minutes prior to the scheduled time of the AGM and the window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for one thousand members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The registered speakers will only be allowed to express their views/ask questions on a first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and inclusivity of the different categories of investors.
5. Shareholders will get confirmation on a first come first served basis depending upon the provision made by the Company.
6. Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
7. Please remember 'speaking serial number' and start your conversation with panelist by switching on audio of your device.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for Shareholders to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the Scrutinizer/Moderator during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:-

1. On the shareholders VC page, click on the link for e-Voting 'Cast your vote'.
2. Enter Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered E-mail ID) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see 'Resolution Description' and against the same the option 'Favour/Against' for voting.
4. Cast your vote by selecting appropriate option i.e. 'Favour/Against' as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. 'Favour/ Against' as desired and you have decided to vote, click on 'Save'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Confirm', else to change your vote, click on 'Back' and accordingly modify your vote.
6. Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders present at the AGM through InstaMeet facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting but till the expiry of 15 minutes after the AGM is over. Shareholders who have voted through remote e-voting prior to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders are encouraged to join the AGM through Tablets/Laptops connected through broadband for better experience. Shareholders are required to use the Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the currency of the AGM.

Please note that shareholders connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate such kind of glitches.

In case shareholders have any queries regarding e-voting, they can address them to: instameet@linkintime.co.in or call on +91 (022) 4918 6175.



INDIA

📍 Valiant Communications Limited
71/1, Shivaji Marg,
New Delhi - 110015
INDIA

✉️ mail@valiantcom.com



U.K.

📍 Valiant Communications (UK) Ltd.
Central House Rear Office,
124 High Street, Hampton Hill,
Middlesex TW12 1NS, U.K.

✉️ gb@valiantcom.com



U.S.A.

📍 Valcomm Technologies Inc.
4000 Ponce de Leon Blvd.,
Suite 470, Coral Gables,
FL 33146, U.S.A.

✉️ us@valiantcom.com

For more details, visit us at our website

🌐 www.valiantcom.com

📺 Valiant Communications

📘 Valiant Communications Limited

✖️ Valiantcomm

📘 Valiantcomm